



Haoma Mining NL

ACN 008 676 177

Registered Office & Head Office:

411 Collins Street, Melbourne, Vic., 3000, GPO Box 2282U, Melbourne, Vic., 3001.
Telephone (03) 9629 6888, Facsimile (03) 9629 1250

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2005 Annual General Meeting of Haoma Mining NL will be held at 'Morgans at 401', Ground Floor, 401 Collins Street, Melbourne, Victoria, on Tuesday, January 31, 2006 commencing at 10.00 am.

BUSINESS

- A. To receive the financial statements of the Company and of the Economic Entity for the year ended June 30, 2005 and to provide shareholders with the opportunity to raise any issues or ask questions generally concerning the financial statements or the business and operations of the Company and Economic Entity.
- B. To consider and, if thought fit, to pass each of the following resolutions as ordinary resolutions:

Resolution 1: Re-election of Director

That Mr. Gary Morgan, a Director retiring by rotation in accordance with the Company's Constitution, being eligible and having signified his candidature for the office, be and is hereby re-appointed as Director.

Resolution 2: Issue of Share Options to Director

Subject to approval by members at the Annual General Meeting of the Company, it is proposed that 2,000,000 options be offered to Mrs. Michele Levine who, as a Director, has contributed significantly to the company over many years.

The issue of options to Mrs. Levine requires the approval of the members for the purposes of ASX Listing Rule 10.11.

The options will have an exercise price of 10 cents per share. If exercised, each option will convert to one ordinary share. The exercise of the options is subject to the Board approval. Board approval will only be granted if the Director has been satisfactorily and continuously involved in the company for the period between granting and exercise. The options will expire if not exercised by November 11, 2007.

The option holder will not be eligible to participate in new issues without exercising the options.

The rights of the option holder will be changed to the extent necessary to comply with the listing rules applying to a reorganization of capital at the time of the reorganization.

All funds raised from the issue of options to Mrs Levine (\$200,000 if all options are exercised) will be applied towards Haoma's exploration programs in Western Australia and Queensland.

Share options offered to Mrs. Levine, if approved at the Annual General Meeting, will be issued within one month of the date of the Annual General Meeting in accordance with ASX listing rule 10.13.

Shares will be allotted as and when options are exercised.

Resolution 3: Issue of Share Options to Executives and Consultants

Subject to approval by members at the next Annual General Meeting of the Company, it is proposed that 2,900,000 options be offered to individuals, as tabled below, who have contributed significantly to the company over the previous few years.

Name:	Number of Options
Hugh Morgan, Consultant	2,000,000
Peter Cole, Acting General Manager	250,000
Peter Scales, Consultant	250,000
Jim Wallace, Company Secretary	100,000
William Goodall, Consultant	100,000
Robert Skrzeczynski, Technical Advisor	100,000
Annabel Edwards, Employee	50,000
Jill Jepson, Company Secretary	50,000

All the options will have an exercise price of 10 cents per share. If exercised, each option will convert to one ordinary share. The exercise of the options is subject to the Board approval. Board approval will only be granted if the individual has been satisfactorily and continuously involved in the company for the period between granting and exercise. The options will expire if not exercised by November 11, 2007.

The option holders will not be eligible to participate in new issues without exercising the options.

The rights of the option holders will be changed to the extent necessary to comply with the listing rules applying to a reorganization of capital at the time of the reorganization.

All funds raised from the issue of options to the persons listed above (\$290,000 if all options are exercised) will be applied towards Haoma's exploration programs in Western Australia and Queensland.

Share options offered to the above people, if approved at the Annual General Meeting, will be issued within three months of the Annual General Meeting in accordance with ASX listing rule 7.3.

Shares will be allotted as and when options are exercised.

ISSUES NOT EXCEEDING 15%

The total of options offered to consultants and employees and Directors that are approved at the Annual General Meeting, if exercised and converted to issued capital, will not exceed 15% of the capital of the company.

VOTING EXCLUSION STATEMENT

Resolution 2: Voting Exclusion Statement

In accordance with Rule 14.11 of the ASX Listing Rules, the Chairman will disregard votes cast by Mrs. Levine, or any person who is an associate of Mrs. Levine, at the Annual General Meeting on Resolution 2 to approve the issue of options to the Director.

Resolution 3: Voting Exclusion Statement

In accordance with Rule 14.11 of the ASX Listing Rules, the Chairman will disregard votes cast on Resolution 3 by Jill Jepson, Hugh Morgan, Peter Cole, Peter Scales, Jim Wallace, William Goodall, Consultant Robert Skrzeczynski, Annabel Edwards or any person who is an associate of any of those people, being people who might obtain a benefit if the resolution is passed.

Please note that votes cast on either Resolution 2 or Resolution 3, will not be disregarded if cast by a person as proxy for a person who is entitled to vote in accordance with the directions for voting by proxy form, or if cast by the Chairman of the meeting as proxy for a person who is entitled to vote in accordance with the directions on the proxy form for voting as the proxy decides.

Further Information

Further enquiries or requests for additional information about the meeting and the proposed resolutions should be directed to the Company Secretary at the address shown on the Notice of Annual General Meeting.

By Order of the Board.



Jill Jepson
Company Secretary

December 21, 2005
Melbourne.



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411 Collins Street, Melbourne, Vic., 3000, GPO Box 2282U, Melbourne, Vic., 3001.

PROXY FORM

I/We _____
of _____
being a member(s) of Haoma Mining NL hereby appoint
_____ (Name of Proxy)
of _____

or failing that person, (in the absence of a nomination as aforesaid) the Chairman, as my proxy to vote on my behalf at the Annual General Meeting of the company to be held at 'Morgans at 401', Ground Floor, 401 Collins Street, Melbourne, on Tuesday, January 31 at 10.00 am or at any adjournment thereof.

[Should you desire to direct your proxy how to vote, please complete the following section of this form by inserting 'X' in the appropriate boxes. If you do not instruct your proxy in any item your proxy may vote as they may think fit or may abstain from voting.]

I instruct my proxy to vote as indicated below:

ORDINARY BUSINESS	FOR	AGAINST
Resolution 1. Re - election of Director, Gary Morgan	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2. Issue of Share Options to Director	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3. Issue of Share Options to Executives & Consultants	<input type="checkbox"/>	<input type="checkbox"/>
		<input type="checkbox"/>

If you do **not** wish to direct your proxy how to vote, please place a mark in this box.
[By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.]

The Chairman of the Meeting intends to vote undirected proxies in favor of each resolution.

Dated this _____ day of _____ 2005/2006.

Signature of Member(s)

PROXIES

Every member entitled to attend and vote at this Annual General Meeting may appoint not more than two proxies to attend and vote in their stead on each particular resolution. A proxy need not be a member of the company. If more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.

Notes

- To be effective, proxy forms duly completed, must be received by the company at its Registered Office at 411 Collins Street, Melbourne, Victoria, 3000 not less than 48 hours before the time of the holding of the meeting or adjournment as the case may be. Proxy forms may be sent by facsimile to the facsimile number on the Notice of Annual General Meeting.
- In the case of a corporation, this proxy must be executed in accordance with the Company's Constitution.
- In the case of joint holders, this proxy form may be signed by any one holder.
- Refer to Voting Exclusion Statement attached to the Notice of Meeting.

Voting Rights

On a show of hands every member present in person or by proxy or attorney or (in the case of a corporation) by a representative, shall have one vote and upon a poll every member present in person or by proxy or attorney or (in the case of a corporation) by a representative shall have one vote for every ordinary share of which he is the registered holder.