

MAWSON WEST LTD

ACN 072 595 576

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

**MEETING TO BE HELD
ON 28 NOVEMBER 2008**

AT 10:00 AM (WST)

**AT
MAWSON WEST LTD
LEVEL 1
20 HOWARD STREET
PERTH
WESTERN AUSTRALIA**

THIS IS AN IMPORTANT DOCUMENT. PLEASE READ IT CAREFULLY.

***IF YOU ARE UNABLE TO ATTEND THE GENERAL MEETING, PLEASE COMPLETE THE PROXY FORM
ENCLOSED AND RETURN IT IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT IN THIS DOCUMENT.***

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

The Annual General Meeting of the Shareholders of Mawson West Ltd to which this Notice of Meeting relates will be held at 10:00 am (WST) on the 28 November 2008 at:

Mawson West Ltd
Level 1
20 Howard Street
Perth, WA

How to vote

You may vote by attending the meeting in person, by proxy or authorised representative.

Voting in person

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at 10:00 pm (WST).

Voting by proxy

To vote by proxy, please complete and sign the proxy form enclosed with this notice of general meeting as soon as possible and either:

- return the proxy form by post to PO Box Z5490, Perth, Western Australia, 6831; or
- send the proxy by facsimile to the Company on facsimile number (08) 9481 2394 (International: + 61 8 9481 2394); or
- deliver to the registered office of the Company at 20 Howard Street, Perth, Western Australia, 6000,

so that it is received not later than 5:00pm (WST) on 26 November 2008.

Your proxy form is enclosed.

MAWSON WEST LTD
ACN 072 595 576

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given of an Annual General Meeting of the Shareholders of Mawson West Ltd ("**Company**") to be held at Mawson West Ltd, Level 1, 20 Howard Street on Friday, 28 November 2008 commencing at 10:00 pm (WST).

An Explanatory Statement containing information in relation to each of the following Resolutions accompanies this Notice of Meeting. Terms used in this Notice of Meeting have the meaning given to them in the glossary contained in the Explanatory Statement.

AGENDA ITEMS

FINANCIAL REPORT

To receive and consider the financial report of the company and the reports of the directors and auditors for the year ended 30 June 2008.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING)

To consider, and if thought fit, to pass the following resolution as a **non-binding** resolution:

“That for the purpose of section 250R(2) of the Corporations act and for all purposes the Company adopts the Remuneration Report as set out in the Annual Report for the year end 30 June 2008.”

RESOLUTION 2 – RE-ELECTION OF A DIRECTOR

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That Mr Jonathan Asquith, who retires in accordance with Article 12.3 of the Company’s constitution and being eligible, offers himself for re-election, be re-elected as a director of the Company.”

RESOLUTION 3 – TO INCREASE THE MAXIMUM AGGREGATE REMUNERATION OF NON-EXECUTIVE DIRECTORS

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, with effect from the financial year commencing 1 July 2008, the aggregate maximum sum payable for remuneration of non-executive directors is increased by \$250,000 per year to \$275,000 per year.”

Voting Exclusion: The Company will disregard any votes cast on this resolution by a director of Mawson West or by any of his associate of a director of Mawson West.

RESOLUTION 4 – GRANT OF DIRECTOR OPTIONS TO DAVID FRANCES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 10.11 and section 208 of the Corporations Act and for all other purposes, approval is given for the Company to grant, for no cash consideration, up to 1,500,000 Director Options, each to acquire a fully paid ordinary share in the capital of the Company, to David Frances (or his nominee) and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Short Explanation: The Listing Rules and the Corporations Act require the Company to seek Shareholder approval prior to the issue of securities to a related party. David Frances is a related party of the Company (being a Director). Approval for this purpose is sought under Listing Rule 10.11 and the related party provisions of the Corporations Act. Please refer to the Explanatory Statement for details.

Voting Exclusion: The Company will in accordance with section 224 of the Corporations Act disregard any votes cast on this resolution by David Frances and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directors on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 5 – GRANT OF DIRECTOR OPTIONS TO MARK STOWELL

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 10.11 and section 208 of the Corporations Act and for all other purposes, approval is given for the Company to grant, for no cash consideration, up to 750,000 Director Options, each to acquire a fully paid ordinary share in the capital of the Company, to Mark Stowell (or his nominee) and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Short Explanation: The Listing Rules and the Corporations Act require the Company to seek Shareholder approval prior to the issue of securities to a related party. Mark Stowell is a related party of the Company (being a Director). Approval for this purpose is sought under Listing Rule 10.11 and the related party provisions of the Corporations Act. Please refer to the Explanatory Statement for details.

Voting Exclusion: The Company will in accordance with section 224 of the Corporations Act disregard any votes cast on this resolution by Mark Stowell and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directors on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 6 – GRANT OF DIRECTOR OPTIONS TO GLENN ZAMUDIO

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to the passing of Resolution 2, for the purposes of Listing Rule 10.11 and section 208 of the Corporations Act and for all other purposes, approval is given for the Company to grant, for no cash consideration, up to 1,000,000 Director Options, each to acquire a fully paid ordinary share in the capital of the Company, to Glenn Zamudio (or his nominee) and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

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Short Explanation: The Listing Rules and the Corporations Act require the Company to seek Shareholder approval prior to the issue of securities to a related party. Glenn Zamudio is a related party of the Company (being a Director). Approval for this purpose is sought under Listing Rule 10.11 and the related party provisions of the Corporations Act. Please refer to the Explanatory Statement for details.

Voting Exclusion: The Company will in accordance with section 224 of the Corporations Act disregard any votes cast on this resolution by Glenn Zamudio and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directors on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 7 – GRANT OF DIRECTOR OPTIONS TO JONATHAN ASQUITH

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 10.11 and section 208 of the Corporations Act and for all other purposes, approval is given for the Company to grant, for no cash consideration, up to 200,000 Director Options, each to acquire a fully paid ordinary share in the capital of the Company, to Jonathan Asquith (or his nominee) and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Short Explanation: The Listing Rules and the Corporations Act require the Company to seek Shareholder approval prior to the issue of securities to a related party. Jonathan Asquith is a related party of the Company (being a Director). Approval for this purpose is sought under Listing Rule 10.11 and the related party provisions of the Corporations Act. Please refer to the Explanatory Statement for details.

Voting Exclusion: The Company will in accordance with section 224 of the Corporations Act disregard any votes cast on this resolution by Jonathan Asquith and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directors on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 8 – GRANT OF DIRECTOR OPTIONS TO ANTHONY LLOYD

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 10.11 and section 208 of the Corporations Act and for all other purposes, approval is given for the Company to grant, for no cash consideration, up to 400,000 Director Options, each to acquire a fully paid ordinary share in the capital of the Company, to Anthony Lloyd (or his nominee) and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Short Explanation: The Listing Rules and the Corporations Act require the Company to seek Shareholder approval prior to the issue of securities to a related party. Anthony Lloyd is a related party of the Company (being a Director). Approval for this purpose is sought under Listing Rule 10.11 and the related party provisions of the Corporations Act. Please refer to the Explanatory Statement for details.

Voting Exclusion: The Company will in accordance with section 224 of the Corporations Act disregard any votes cast on this resolution by Anthony Lloyd and any of his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directors on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 9 – APPROVAL FOR GRANT OF INCENTIVE OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.1 and all other purposes, approval is given for the Company to grant, for no cash consideration, up to 1,000,000 Incentive Options, each to acquire a fully paid ordinary share in the capital of the Company, to employees and contractors of the Company and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Short Explanation: Under the Listing Rules, the Company may seek Shareholder approval prior to the issue of securities. This ensures the Company has the ability to issue securities equal to 15% of its issued share capital without prior Shareholder approval pursuant to Listing Rule 7.1. Please refer to the Explanatory Statement for details.

Voting Exclusion: The Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any of their associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directors on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 10 – APPROVAL OF SHARE ISSUE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 7.1 of the Listing Rules of the ASX Limited and for all other purposes, Shareholders approve the issue and allotment of 10,000,000 ordinary shares to Anvil pursuant to the Kapulo Project Farmin agreement whereby Mawson West is required to issue 10,000,000 fully paid shares to Anvil on definition of 50,000t contained copper (at 4%CU).”

Voting Exclusion: Mawson West will disregard any votes cast on this resolution by the Allotees or their nominees and any persons associated with those persons or person who may participate in the proposed issue or might obtain a benefit, except a benefit solely in the capacity of a security holder of ordinary securities if the resolution is passed. However, Mawson West need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

By order of the Board



Glenn Zamudio
Company Secretary
28 October 2008

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VOTING AND PROXIES

1. A Shareholder of the Company entitled to attend and vote at a general meeting of Shareholders is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 5.00pm (WST) on 26 November 2008.
3. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions on that form.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to assist shareholders to understand the business to be put to shareholders at the forthcoming annual general meeting.

FINANCIAL REPORT

The Corporations Act requires:

- the reports of the directors and auditors; and
- the annual financial report, including the financial statements of the company for the year ended 30 June 2008,

to be laid before the annual general meeting. Neither the Corporations Act nor the constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given ample opportunity to raise questions or comments on the management of the company.

The financial report for consideration at the meeting will be the full financial report. Any shareholder wishing to receive a copy of the full financial report should contact the company's Share Registry and a copy will be forwarded without delay.

Also, a reasonable opportunity will be given to members as a whole at the meeting to ask the company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the company in relation to preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

A. THE RESOLUTIONS

1.1 Resolution 1 – Remuneration Report

The Remuneration Report of the company for the year ended 30th June 2008 is set out in the Directors' Report included in the annual financial report.

The Remuneration Report sets out the company's remuneration arrangements for the executive and the non executive directors and executive employees of the company.

There will be an opportunity for the company's shareholders at the meeting to comment on and ask questions about the Remuneration Report. The vote on Resolution 1 will be advisory only and will not bind the company or the directors. However, the directors will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

The directors recommend that the shareholders vote in favour of Resolution 1.

1.2 Resolution 2 - Re-election of a Director

Clause 12.5 of the Company's Constitution requires that one third of the Company's Directors must retire at each annual general meeting. A director who retires under clause 12.3 is eligible for re-election.

Mr Asquith retires by rotation and offers himself for re-election

Information about Mr Asquith is available in the Annual Report that accompanies the Notice of Meeting.

1.3 Resolution 3 - To increase the maximum aggregate remuneration of Non Executive Directors

The increase is sought because:

- (a) the board wishes to provide future flexibility to increase the size of the board, if and when appropriate
- (b) the board wishes to allow for future increases in fees to maintain market competitiveness and reflect increasing demands on non-executive directors

1.4 Resolutions 4, 5, 6, 7 and 8 – Grant of Director Options to Related Parties

1.4.1 Background

Resolutions 4, 5, 6, 7 and 8 seek Shareholder approval for the grant of a total of 3,850,000 Director Options to the Directors, or their nominees, at no cost as follows:

- a) David Frances (or his nominee) for 1,500,000 Director Options;
- b) Mark Stowell (or his nominee) for 750,000 Director Options;
- c) Glenn Zamudio (or his nominee) for 1,000,000 Director Options; and
- d) Jonathan Asquith (or his nominee) for 200,000 Director Options.
- e) Anthony Lloyd (or his nominee) for 400,000 Director Options

The grant of these Director Options is designed to provide an incentive to the Directors to provide dedicated and ongoing commitment to the Company. Importantly, these Director Options are structured as follows for each Director:

- the Director Options granted have an exercise price of 20 cents;
- the Director Options expire on 22 August 2013;
- the Director Options vest immediately

The full terms and conditions of the Director Options are set out in section 1.4.4 of this Explanatory Statement.

The number of Director Options to be granted to the Directors under Resolutions 4, 5, 6, 7 and 8 were determined having regard to a number of factors including:

- a) retaining key personnel – the grant of Director Options will assist the Company to retain the services of the Directors as the Company proceeds to develop its interest in the Kapulo project in the Democratic Republic of Congo ("**DRC**") and allow the Company to utilise the skills of these individuals in relation to the management and operation of exploration, evaluation and development projects both within DRC and Australia;
- b) creation of incentive – the Board considers the number and terms of the Director Options to be granted is the appropriate balance between creating an incentive for the Directors to provide dedicated services and commitment to the Company and protecting the interests of Shareholders from the dilutionary impact of the exercise of the Director Options;
- c) alignment of interests – the Board considers that it is in the interests of Shareholders to align the interests of the Directors and Shareholders by encouraging the Directors, subject to appropriate conditions, to have an equity holding in the Company. The Board considers however, that similarly to other Shareholders, this interest should arise

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through direct investment in the Company. In this regard, the total Director Option exercise consideration with respect to the Shares to be issued on exercise of the 3,850,000 Director Options is \$770,000.

The exercise prices of the Director Options has been determined in light of the recent price of Shares in the Company. Further details on the Company's Share price are set out in Section 1.4.3(d)(iv) of this Explanatory Statement.

The Director Options to be granted are in addition to any fees or remuneration package payable by the Company. Further details of fees and remuneration is set out in Section 1.4.3(d)(iii) of this Explanatory Statement.

1.4.2 Listing Rule 10.11

Listing Rule 10.11 provides that a company must not issue securities (including Options) to a related party of the company, such as a director, without the company obtaining shareholder approval.

Accordingly, Resolutions 4, 5, 6, 7 and 8 seek Shareholder approval for the grant of Director Options to David Frances, Mark Stowell, Glenn Zamudio, Jonathan Asquith and Anthony Lloyd (or their nominees), who are all related parties of the Company by virtue of their positions as Directors.

Approval pursuant to Listing Rule 7.1 is not required in order to grant the Director Options as approval is being obtained under Listing Rule 10.11. Shareholders should note that the grant of these securities will not be included in the 15% calculation for the purposes of Listing Rule 7.1.

For the purposes of Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolutions 4, 5, 6, 7 and 8:

- a) the Director Options will be granted by the Company to the Directors, or their nominees, as follows:

Name	Number of Director Options
David Frances (or nominee)	1,500,000
Mark Stowell (or nominee)	750,000
Glenn Zamudio (or nominee)	1,000,000
Jonathan Asquith (or nominee)	200,000
Anthony Lloyd (or nominee)	400,000

- b) the maximum number of Director Options to be granted is 3,850,000;
- c) the Director Options will be granted on the terms and conditions set out in section 1.4.4 of this Explanatory Statement;
- d) the Director Options will be granted for no consideration;
- e) the Director Options will be granted not later than one (1) month after the date of this Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that the Director Options will be granted on one date; and
- f) there will be no funds raised from the grant of the Director Options as they will be issued as an incentive for the Directors to provide dedicated and ongoing commitment to the Company.

1.4.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provision; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, the Directors are each a related party of the Company.

Resolutions 4, 5, 6, 7 and 8 provide for the grant of Director Options to the Director which is a financial benefit for the purposes of Chapter 2E of the Corporations Act.

In accordance with the requirements of Chapter 2E of the Corporations Act and in particular, Section 219 of the Corporations Act, the following further information is provided to allow Shareholders to assess the proposed grant of Director Options:

- a) The related parties to whom the proposed Resolutions would permit the financial benefits to be given are as follows:

Name	Number of Director Options
David Frances (or nominee)	1,500,000
Mark Stowell (or nominee)	750,000
Glenn Zamudio (or nominee)	1,000,000
Jonathan Asquith (or nominee)	200,000
Anthony Lloyd (or nominee)	400,000

- b) The nature of the financial benefit proposed to be given:

The nature of the financial benefit proposed to be given is the grant of 3,850,000 Director Options for no consideration on the terms and conditions set out in Resolutions 4, 5, 6, 7 and 8 and section 1.4.4 to this Explanatory Statement.

- c) Directors' recommendation:

All the Directors were available to consider Resolutions 4, 5, 6, 7 and 8.

Mark Stowell, Glenn Zamudio, Jonathan Asquith and Anthony Lloyd (who do not have an interest in Resolution 4) recommend that Shareholders approve the grant of the Director Options under Resolution 4 to Mr Frances for the reasons outlined above.

Mr Frances declined to make a recommendation to Shareholders in respect of Resolution 4 as he has a material personal interest in the outcome of the Resolution by virtue of the proposed grant of Director Options to him or his nominee.

David Frances, Glenn Zamudio, Jonathan Asquith and Anthony Lloyd (who do not have an interest in Resolution 5) recommend that Shareholders approve the grant of the Director Options under Resolution 5 to Mr Stowell for the reasons outlined above.

Mr Stowell declined to make a recommendation to Shareholders in respect of Resolution 5 as he has a material personal interest in the outcome of the Resolution by virtue of the proposed grant of Director Options to him or his nominee.

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David Frances, Mark Stowell, Jonathan Asquith and Anthony Lloyd (who do not have an interest in Resolution 6) recommend that Shareholders approve the grant of the Director Options under Resolution 6 to Mr Zamudio for the reasons outlined above.

Mr Zamudio declined to make a recommendation to Shareholders in respect of Resolution 6 as he has a material personal interest in the outcome of the Resolution by virtue of the proposed grant of Director Options to him or his nominee.

David Frances, Mark Stowell, Glenn Zamudio and Anthony Lloyd (who do not have an interest in Resolution 7) recommend that Shareholders approve the grant of the Director Options under Resolution 7 to Mr Asquith for the reasons outlined above.

Mr Asquith declined to make a recommendation to Shareholders in respect of Resolution 7 as he has a material personal interest in the outcome of the Resolution by virtue of the proposed grant of Director Options to him or his nominee.

David Frances, Mark Stowell, Glenn Zamudio and Jonathan Asquith (who do not have an interest in Resolution 8) recommend that Shareholders approve the grant of the Director Options under Resolution 8 to Mr Lloyd for the reasons outlined above.

Mr Lloyd declined to make a recommendation to Shareholders in respect of Resolution 8 as he has a material personal interest in the outcome of the Resolution by virtue of the proposed grant of Director Options to him or his nominee.

d) Other information that is reasonably required by Shareholders to make a decision whether it is in the best interests of the Company to pass Resolutions 4, 5, 6, 7 and 8 that is known to the Company or any of its Directors:

(i) The proposed Resolutions would have the effect of giving power to the Directors to grant up to 3,850,000 Director Options on the terms and conditions as set out in section 1.4.4 to this Explanatory Statement and as otherwise mentioned above. The Company presently has 154,230,631 listed shares on issue, 1,875,000 unlisted Incentive Options exercisable at 20c, 7,725,000 unlisted Incentive Options exercisable at 30c and 2,500,000 options exercisable at 30c.

(ii) As at the date of this Notice, the Directors and their associates have relevant interests in securities of the Company as follows:

	Shares	Options \$0.20	Options \$0.30
David Frances	610,000	1,000,000	2,250,000
Mark Stowell	4,575,000	750,000	1,550,000
Glenn Zamudio	750,000	-	1,950,000
Jonathan Asquith	1,080,000	100,000	300,000
Anthony Lloyd	750,000	-	500,000

These Options are subject to vesting conditions and are otherwise exercisable at 20 cents and 30 cents as indicated in the table above each on or before 22 August 2011.

(iii) The Directors received or are due remuneration as follows:

(a) Mr Frances is employed on a remuneration package of \$245,250 including superannuation and excluding the value of the Director Options

proposed to be granted to him pursuant to Resolution 4. Mr Frances can also earn a bonus in the next 12 months of up to \$50,000 if certain outcomes for the Company are achieved;

- (b) Mr Stowell, Mr Asquith and Mr Lloyd are paid commercial fees for their services based on the time they are required to perform those services for the Company. For the period from 1 July 2007 to 30 June 2008, the following fees were paid:

	\$
Mark Stowell	81,621
Jonathan Asquith	19,581
Anthony Lloyd	16,585

The Company expects that similar fees will be paid to Mr Stowell over a similar period. Mr Asquith and Mr Lloyd are paid non-executive director's fees of \$35,000 per annum. The amounts expressed above are exclusive of the value of the Director Options proposed to be granted to them pursuant to Resolutions 5, 7 and 8.

- c) Mr Zamudio is employed on a remuneration package of \$165,000 including superannuation and excluding Director Options proposed to be granted to him pursuant to resolution 6
- (iv) In the twelve (12) months prior to the date of this Notice, the highest and lowest closing trading price of the Shares on ASX was \$0.27 on 15 October 2007 and \$0.075 on 9 October 2008. The closing price of the Shares on ASX on the trading day immediately preceding the date of lodgement of this Notice with the ASIC was \$0.075 on 9 October 2007.
- (v) If Shareholders approve the grant of the Director Options and all or any of the Director Options are exercised, the effect will be to dilute the shareholding of existing Shareholders. The market price for Shares during the term of the Director Options would normally determine whether or not the Directors exercise the Director Options (in addition to the vesting conditions imposed on exercise of the Director Options). Subject to any adjustments arising from any rights issues or bonus issues of securities by the Company, if all the Director Options are exercised, a maximum of 3,850,000 Shares may be allotted and issued with the effect that the shareholding of existing Shareholders will be diluted by approximately 2.5% and the company will receive additional funds of \$770,000.
- (vi) The value of the Director Options and the pricing methodology is set out in section 1.4.5 of this Explanatory Statement.
- (vii) The primary purpose of the grant of the Director Options is to provide an incentive to the Directors to provide dedicated and ongoing commitment and effort to the Company. Shareholders should note that potential benefits will accrue to the Directors should the market price of Shares exceed the exercise price of the Director Options (assuming the terms of vesting of the Director Options are satisfied). Accordingly, the grant of the Director Options may create an opportunity cost or benefit foregone by the Company depending on fluctuations in the market value of its Shares during the exercise period of the Director Options. Further, under the Australian Equivalent of the International Financial Reporting Standards, the Company is required to expense the value of the Director Options in its balance sheet for the current

financial year. Other than as disclosed in this Explanatory Statement and given the purpose of the grant of the Director Options and bearing in mind the exercise terms of the Director Options, the Board do not consider that the opportunity costs to the Company or benefits forgone by the Company in granting the Director Options upon the terms proposed to be significant. The Directors decline to comment in relation to those Resolutions in which they have an interest.

- (viii) The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision in relation to the financial benefits contemplated by the proposed Resolutions.

1.4.4 Terms and Conditions of Director Options and Incentive Options

The terms and conditions of the Director Options and the Incentive Options are as follows:

- a) each Option entitles the holder, when exercised, to one (1) Share;
- b) the expiry date is 22 August 2013;
- c) the Options granted have an exercise price of 20 cents;
- d) all Shares issued upon exercise of the Options will rank *pari passu* in all respects with the Company's then issued Shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of the Options;
- e) there are no participating rights or entitlements inherent in the Options and optionholders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options. However, the Company will ensure that for the purposes of the proposed issue notice of the new issue will be given to optionholders at least seven (7) Business Days before the record date. This will give optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue;
- f) in the event of any new or bonus issues, there are no rights to a change in exercise price, or a change in the number of underlying securities over which the Options can be exercised; and
- g) in the event of any reorganisation of the issued capital of the Company prior to the expiry date of the Options, all rights of the optionholder will be varied in accordance with the Listing Rules.

1.4.5 Details concerning Value of Director Options

The Company has ascertained the total value of the 3,850,000 Director Options to be granted to be approximately \$ 181,720

This value has been ascertained using the Black-Scholes valuation method and is based upon the following inputs and assumptions:

- a) current share issue price \$0.075 cents;
- b) an estimated volatility factor of 100%;
- c) option exercise price \$0.20 cents;
- d) a risk free rate of 6.00%; and
- e) a term to expiry of 58 months.

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In deriving the valuation, the Black-Scholes method relies on the following assumptions:

- a) the Director Options can be exercised at any time during the period,
- b) there are no transaction costs and the securities are infinitely divisible and information is available to all without cost; and
- c) the risk free interest rate is known and constant throughout the duration of the Option contract.

The value of the Options is as follows:

Exercise price	Value of each Director Option
20 cents	\$0.0472

Accordingly, based on these values, the total value of Director Options to be granted to each of the Directors is as follows:

Director	Total Value
David Frances	\$70,800
Mark Stowell	\$35,400
Glenn Zamudio	\$47,200
Jonathan Asquith	\$9,440
Anthony Lloyd	\$18,880
TOTAL	\$181,720

1.5 Resolution 9 – Approval for Grant of Incentive Options

The Company proposes to grant up to 1,000,000 Incentive Options to staff and contractors assist the Company to retain the services of key personnel as the Company proceeds to develop its interest in the Kapulo project in the DRC and allow the Company to utilise the skills of these individuals in relation to the management and operation of exploration, evaluation and development projects both within DRC and Australia. The Board considers the number and terms of the Incentive Options to be granted is the appropriate balance between creating an incentive to provide dedicated services and commitment to the Company and protecting the interests of Shareholders from the dilutionary impact of the exercise of the Incentive Options. The Board considers that it is in the interests of Shareholders to align the interests of the Company's key personnel and Shareholders by encouraging these individuals, subject to appropriate conditions, to have an equity holding in the Company. The Board considers however, that similarly to other Shareholders, this interest should arise through direct investment in the Company. In this regard, the total Incentive Option exercise consideration with respect to the Shares to be issued on exercise of the 1,000,000 Incentive Options is \$47,200.

This resolution is placed before shareholders to allow this number of securities to be excluded from the calculation set out in ASX Listing Rule 7.1.

The Incentive Options proposed to be granted under Resolution 9 have the same terms and conditions as the Director Options proposed to be granted under Resolutions 4, 5, 6, 7 and 8. For the purposes of Listing Rule 7.3, the following information is provided to Shareholders in relation to Resolution 9:

- (a) the maximum number of Incentive Options to be granted is 1,000,000;

- (b) the Incentive Options will be granted on the same terms and conditions as the Director Options, which terms and conditions are set out in section 1.4.4 of this Explanatory Statement;
- (c) the Incentive Options will be granted not later than three (3) months after the date of this Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (d) the Incentive Options will be granted for no consideration;
- (e) the Incentive Options are to be granted to staff and contractors of the Company, all of whom are not related parties of the Company;
- (f) the Incentive Options are to be granted progressively; and
- (g) no funds will be raised from the grant of the Incentive Options.

1. 6 RESOLUTION 10 – APPROVAL OF SHARE ISSUE

1.6.1 Background

Under the Kapulo Farmin agreement with Anvil Mining Ltd where by Mawson West is able to earn 65% of the Kapulo Project, Mawson West has agreed that within 7 days after the date on which an indicated resource of 50,000t contained copper (at 4%) has been defined and announced within the Kapulo Project Area, Mawson West will issue Anvil Mining Ltd 10,000,000 fully paid shares in the Capital of Mawson West.

On definition of the resource the Company proposes to issue shares, to Anvil Mining Ltd.

1. 6. 2 Regulatory Requirements – ASX Listing Rule 7.3

The following information is provided pursuant to Listing Rule 7.3 to allow shareholders to approve the issue of fully paid ordinary shares in the capital of the Company to the Allottees:

- a) a maximum number of securities the Company is to issue is 10,000,000;
- b) the share will be issued on announcement of the resource no later than 3 months after the date of the meeting
- c) the shares will be issued for no consideration;
- d) the shares issued will be all fully paid ordinary shares in the capital of the Company and rank equally with existing Shares on issue;
- e) the shares will be issued to Anvil Mining Ltd

GLOSSARY

ASX means ASX Limited.

Board means the board of directors of the Company.

Company means Mawson West Ltd (ACN 072 595 576).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director Option means an Option granted on the terms and conditions set out in section 1.2.4 to the Explanatory Statement;

Directors means the directors of the Company.

DRC means the Democratic Republic of Congo;

Explanatory Statement means the explanatory statement accompanying the Notice.

Incentive Option means an Option granted on the terms and conditions set out in section 1.2.4 to the Explanatory Statement;

Listing Rules means the Listing Rules of ASX.

Meeting or **General Meeting** means the general meeting convened by the Notice.

Notice means the notice of general meeting accompanying this Explanatory Statement.

Option means an option to acquire a Share.

Resolution means a resolution contained in the Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of Shares.

WST means Western Standard Time.

PROXY FORM

**APPOINTMENT OF PROXY
MAWSON WEST LTD
ACN 072 595 576**

ANNUAL GENERAL MEETING

I/We (name of Shareholder)

of (address)

Appoint being a Member of Mawson West Ltd entitled to attend and vote at the Meeting, hereby

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at Mawson West Ltd, Level 1, 20 Howard Street, Perth, Western Australia, on Friday, 28 November 2008 at 10:00 pm (WST) and at any adjournment thereof.

Voting on Business of the General Meeting

Should you so desire to direct the proxy how to vote, you should place a mark in the appropriate boxes below:

		FOR	AGAINST	ABSTAIN
Resolution 1	Re-election of a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Appointment of a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To increase maximum aggregate remuneration of Non- executive directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Grant of Director Options to D Frances	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Grant of Director Options to M Stowell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Grant of Director Options to G Zamudio	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Grant of Director Options to J Asquith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Grant of Director Options to A Lloyd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval for Grant of Incentive Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Approval of Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to Direct your proxy how to vote as your proxy in respect of Resolution 5, please place a mark in this box.

By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of Resolution 5 and that votes cast by the Chairman of the Meeting for Resolution 5 other than as proxy holder will be disregarded because of that interest.

If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Resolution 5 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 5.

The Chairman intends to vote any undirected proxies in favour of Resolution 5.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signed this _____ day of _____ 2008

Individuals and joint holders Companies (affix common seal if appropriate)

Signature	Director
Signature	Director/Company Secretary
Signature	Sole Director and Sole Company Secretary

Instructions for Completing 'Appointment of Proxy' Form

1. A Shareholder entitled to attend and vote at a meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a Shareholder of the Company. In the case of joint holders, all must sign.
3. Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual Shareholders from attending the meeting in person if they wish. Where a Shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.