



Haoma Mining NL

A.B.N 12 008 676 177

Registered Office & Head Office:

Level 1, 401 Collins Street, Melbourne, Vic., 3000, GPO Box 2282U, Melbourne, Vic., 3001.

Telephone (03) 9629 6888, Facsimile (03) 9629 5072

Email: haoma@roymorgan.com Website: www.haoma.com.au

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2009 Annual General Meeting of Haoma Mining NL will be held at 'Morgans at 401', Ground Floor, 401 Collins Street, Melbourne, Victoria, on Thursday, December 17, 2009 at 9.30 am.

BUSINESS

- To receive the financial statements of the Company and of the Economic Entity for the year ended June 30, 2009 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.
- To consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

Resolution 1: Re-election of Director

"That Mr. John McInnes, who was last elected as a Director on December 12, 2006 and is retiring at this meeting by rotation in accordance with the Company's Constitution, being eligible and having signified his candidature for the office, be and is hereby re-elected as a Director".

Resolution 2: Adoption of the June 30, 2009 Remuneration Report

"That the Remuneration Report as contained in the Company's Annual Financial report for the Year Ended June 30, 2009 be adopted"

A copy of the Remuneration Report, is contained in the 2009 Annual Report and is available on the Haoma Mining NL website <http://www.haoma.com.au>

Shareholders will have an opportunity to ask questions about the Remuneration Report at the AGM. Ordinary shareholders may vote on the resolution to adopt the Report. The vote on the resolution is advisory only.

Resolution 3: Issue of Share Options to Director

The resolution to be put to the meeting is:

"That the issue of share options to Director, Michele Levine, as detailed in the 2009 Notice of Annual General Meeting be approved."

Subject to approval by members at the Annual General Meeting of the Company, it is proposed that 2 million share options be issued to Mrs. Michele Levine who, as a Director, has contributed significantly to the company over many years. The share options will replace options issued in November 2007 which have not been exercised and are due to expire on November 30, 2009.

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

Perth Office:

Suite 22 Piccadilly Square 7 Aberdeen Street, Perth, W.A. 6000

Tel: (08) 9325 4899

The options will have an exercise price of 10 cents per share. If exercised, each option will convert to one ordinary share. Exercise of the options is subject to Board approval. Board approval will only be granted if the Director has been continuously involved in the company for the period between granting of the options and exercise. The options will expire if not exercised by November 30, 2011.

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 reorganisation of capital at the time of the reorganisation.

Any funds raised from the exercise of share options (\$200,000 if Mrs Levine were to exercise all options) will be applied towards Haoma’s mineral exploration programs.

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 4: Issue of Share Options to Employees and Consultants

The resolution to be put to the meeting is:

“That the issue of share options to consultants and employees as detailed in the 2009 Notice of Annual General Meeting be approved.”

Subject to approval by members at the next Annual General Meeting of the Company, it is proposed that 5,150,000 options be offered to individuals, who have contributed significantly to the company over an extended period of time. The share options will replace options issued in November 2007 which have not been exercised and are due to expire on November 30, 2009.

Name:	Number of Options
Mr. Hugh Morgan, Consultant	2,000,000
Mr. Peter Cole, General Manager	1,500,000
Mr. Peter Scales, Consultant	1,000,000
Mr. Tristin Cole, Asst. General Manager	500,000
Mr. Jim Wallace, Company Secretary	100,000
Ms. Annabel Edwards, Management Accountant	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. Exercise of the options is subject to Board approval. Board approval will only be granted if the individual has been continuously involved in the company for the period between granting of the options and exercise. The options will expire if not exercised by November 30, 2011.

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 reorganisation of capital at the time of the reorganisation.

Any funds raised from the exercise of share options (\$515,000 if all options are exercised) will be applied towards Haoma’s mineral exploration programs.

Share options offered to the above people, if approved at the Annual General Meeting, will be issued within one month 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

Voting Exclusion Statement – Resolution 3

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 in relation to Resolution 3 - Issue of share options to a Director.

Voting Exclusion Statement – Resolution 4

In accordance with Rule 14.11 of the ASX Listing Rules, the Chairman will disregard votes cast on Resolution 4 by Hugh Morgan, Peter Cole, Peter Scales, Tristin Cole, Jim Wallace, 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 3 or Resolution 4, 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 in this Notice of Annual General Meeting.

A full copy of the Haoma Mining NL 2009 Annual Report to Members is available on line at www.haoma.com.au. All recent ASX releases including the Annual Report are published in the Recent Announcements section of the company website.

By Order of the Board.

A handwritten signature in blue ink, appearing to read 'Jim Wallace', with a long horizontal flourish extending to the right.

Jim Wallace
Company Secretary

November 16, 2009
Melbourne.



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PROXY FORM

I/We _____

of _____ (address)

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 Thursday, December 17, 2009 at 9.30 am or at any adjournment thereof.

[To direct your proxy how to vote, please mark the voting boxes below by inserting 'X' in the appropriate box. If you do not direct your proxy in any item, the proxy may vote as they think fit or may abstain from voting.]

I direct my proxy to vote as indicated:

ORDINARY BUSINESS

FOR

AGAINST

Resolution 1. Re-election of Director, Mr John McInnes

Resolution 2. Adoption of the June 30, 2009 Remuneration Report

Resolution 3. Issue of Share Options to Director, Michele Levine

Resolution 4. Issue of Share Options to Employees & Consultants

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 will vote undirected proxies in favor of each resolution.

Dated this _____ day of _____ 20_____.

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 Level 1, 401 Collins Street, Melbourne, Victoria, 3000 not less than 48 hours before the time of the meeting or any 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.

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