

MALACHITE RESOURCES NL

ABN 86 075 613 268

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given of an Extraordinary General Meeting of the Company -

**At: Saville Park Suites,
10 Brown Street, Chatswood NSW 2067, Australia**

On: Friday 14 December 2007 at 10.00 am

BUSINESS

1. Approve Proposed Issue of Shares

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That the Directors of the Company be authorised for the purposes of the Australian Securities Exchange Listing Rules to issue up to 20,000,000 ordinary fully paid up shares at an issue price of no more than a 20% discount to the volume weighted price of the shares for the 5 trading days prior to the date of the meeting.”

Voting restrictions on Resolution 1

The company will disregard any votes cast on Resolution 1 by:

- Any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed; and
- an associate of any of those persons.

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 directions 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.
-

ENTITLEMENT TO VOTE

The board has determined that for the purposes of the meeting, shares will be taken to be held by the persons who are the registered holders at 7.00pm on 12 December, 2007. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

VOTING BY PROXY

- A member entitled to attend and vote is entitled to appoint not more than 2 proxies.
- Where 2 proxies are appointed and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
- A proxy need not be a member.
- Proxy forms must be signed by a member or the member's attorney or, if the member is a corporation, must be under its common seal, or if it does not have one, by 2 directors or by a director and a company secretary, or if it is a proprietary company that has a sole director who is also the company secretary (or has no company secretary), by that director, or under hand of its attorney or duly authorised officer. If the proxy form is signed by a person who is not the registered holder of shares in the Company, then the relevant authority must either have been exhibited previously to the Company or be enclosed with the proxy form.

Proxy forms must be:

- received by mail at **Malachite Resources NL, PO Box 5218, West Chatswood NSW 1515**; or
- deposited at **Malachite Resources NL, Suite 1502, Level 15, Keycorp Tower B, 799 Pacific Highway, CHATSWOOD NSW 2067**; or
- sent by fax to fax number: **02 9411 6066** (+61 2 9411 6066 from overseas)

by 10.00 am on 12 December, 2007.

By Order of the Board



Andrew J Cooke
Company Secretary
12 November 2007

EXPLANATORY MEMORANDUM TO NOTICE OF EXTRAORDINARY GENERAL MEETING

1. Approve Proposed Issue of Shares & Options

ASX Listing Rule 7.1 limits the number of equity securities that a company may issue without member approval to 15% of the issued capital of the company in any 12 month period (subject to certain exceptions, including where prior shareholder approval is obtained).

If the issue of the securities has the prior approval of the shareholders in accordance with the proposed resolution, the issue will not be included in the 15% limit on the Company to raise funds without shareholder approval.

The Company is seeking shareholder approval under ASX Listing Rule 7.1 for the proposed issue of 20,000,000 ordinary shares at an issue price of no more than a 20% discount to the volume weighted price of the shares for the 5 trading days prior to the date of the meeting, as may be determined by the Directors, so that this number of securities is not included in the 15% calculation set out in ASX Listing Rule 7.1.

The securities will be issued and allotted on or before 17 March 2008.

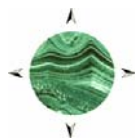
The allottees will be institutional, professional, sophisticated or foreign investors to be identified by the Directors of the Company in association with Cartesian Capital Pty Limited.

The shares shall be ordinary fully paid shares ranking pari passu with all of the Company's existing ordinary fully paid up shares.

Funds raised from the issue of the shares will be used to advance the Company's various exploration projects including:

- further drilling and economic evaluation at the Company's **Conrad Silver Project** in north eastern NSW where the Company recently announced that the first estimate of mineral resources of about 10.4 million ounces of silver equivalent had been completed. Drilling at Conrad is expected to resume in January 2008 and a second diamond drill rig will be added a month or so later. Together these rigs should complete the second phase of resource delineation, involving 6,000-7,000m of drilling, by mid year. Most of the new drilling is expected to be concentrated at the southeastern end of the system, near the Davis Shaft, but a number of holes will be drilled beneath the central part of the old workings to confirm depth continuity for long term mine life. The objective of this additional drilling is to increase the resource base to a level sufficient to support re-opening of the Conrad mine;
- further surface exploration and drilling to be carried out at **Volga Elderberry** and **Mt Lidster** near Mt Isa in Queensland;
- further exploration and evaluation of the Company's other projects, including at **Tooloom** and **Elsmore**, near Inverell in northern NSW;
- and to provide working capital.

The Company will apply to the ASX for quotation of the shares to be issued.



Malachite Resources NL

ABN 86 075 613 268

Suite 1502, Keycorp Tower B
799 Pacific Highway
CHATSWOOD NSW 2067
Tel. (02) 9411 6033 Fax (02) 9411 6066
www.malachite.com.au

MALACHITE RESOURCES N.L.

ABN 86 075 613 268

Proxy Form

Shareholder - please complete

(full name of shareholder - please print)

(address)

All correspondence to:

Malachite Resources NL
PO Box 5218
WEST CHATSWOOD NSW 1515

Enquiries: (02) 9411 6033

Fax: (02) 9411 6066

Appointment of Proxy

I/We being a member/s of Malachite Resources N.L. and entitled to attend and vote hereby appoint

the Chair of the Meeting (mark with an "X")

OR

Write here the name of the person you are appointing if this person is **someone other than** the Chair of the Meeting.

or failing the person named, or if no person is named, the Chair of the Meeting, as my/our Proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as my/our Proxy sees fit) at the Extraordinary General Meeting of Malachite Resources N.L. to be held on 14 December 2007 at 10 am and at any adjournment of that Meeting.

Important: for item 1 below



If the Chair of the Meeting is your nominated Proxy, or may be appointed by default, and you have not directed your Proxy how to vote on item 1, please place a mark (an "X") in this box.

By marking this box, you acknowledge that the Chair of the Meeting may exercise your proxy vote even if he has an interest in the outcome of that item and that votes cast by him, other than as a Proxy, would be disregarded because of that interest. If you do not mark this box, and you have not directed your Proxy how to vote, the Chair of the Meeting will not cast your votes on item 1. The Chair of the Meeting intends to vote undirected Proxies in favour of all resolutions.

Voting directions to your Proxy - please **to indicate your directions**

BUSINESS

FOR

AGAINST

ABSTAIN *

1. Approve Proposed Issue of Shares

* If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll on that item and your votes will not be counted in computing the required majority on a poll on that item.

SIGNATURE/S - this must be signed

This section *must* be signed in accordance with the instructions under "Voting by Proxy" at the end of the Notice of General Meeting.

Individual or Shareholder 1

Sole director and sole company secretary

Shareholder 2

Director

Shareholder 3

Director/Company secretary

Contact name

Contact Daytime Telephone

____/____/____
Date

NOTES

1. Any instrument appointing a proxy in which the name of the appointee is not filled in is regarded as given in favour of the chair of the meeting.
2. A member entitled to attend and vote is entitled to appoint not more than 2 proxies to attend and vote instead of the member. An additional proxy form will be supplied by the company on request. Where 2 proxies are appointed, both forms should be completed with the nominated proportion or number of votes each proxy may exercise. Otherwise each proxy may exercise half of the votes.
3. A proxy need not be a member of the company.
4. Proxy forms must be signed by a member or the member's attorney or, if the member is a corporation, must be under its common seal, or if it does not have one, by 2 directors or by a director and a secretary, or if it is a proprietary company that has a sole director who is also the sole secretary (or has no secretary), by that director, or under hand of its attorney or duly authorised officer. If the proxy form is signed by a person who is not the registered holder of shares in the Company, then the relevant authority must either have been exhibited previously to the Company or be enclosed with the proxy form.
5. The proxy form and authority (if any) under which it is signed must be posted to:

**Malachite Resources NL
PO Box 5218
WEST CHATSWOOD NSW 1515**

or deposited at

**Malachite Resources NL
Suite 1502, Level 15
Keycorp Tower B
799 Pacific Highway
CHATSWOOD NSW 2067**

or sent by facsimile to

02 9411 6066 (+61 2 9411 6066 from overseas)

not later than 48 hours before the time appointed for the meeting. Unless this is done the proxy will not be treated as valid.