



ABN 13 109 289 527

NOTICE OF ANNUAL GENERAL MEETING

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EXPLANATORY STATEMENT

To be held

At 10.00am, Thursday, 29 November 2007

at the

Parmelia Hilton Hotel
14 Mill Street
PERTH WA 6000

ELECKRA MINES LIMITED
ABN 13 109 289 527

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Eleckra Mines Limited will be convened at 10.00am on Thursday, 29 November 2007 at the Parmelia Hilton Hotel, 14 Mill Street, Perth, Western Australia.

AGENDA

ORDINARY BUSINESS

1. Discussion of Financial Statements and Reports

To discuss the Financial Report, the Directors' Report and Auditor's Report for the year ended 30 June 2007.

2. Adoption of the Remuneration Report

To adopt the Remuneration Report for the financial year ended 30 June 2007.

3. Election of Director – Mr Russell Davis

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

"Mr Russell Davis who retires by rotation in accordance with the company's constitution retires and, being eligible offers himself for re- election".

4. Election of Director – Mr Kevin Hart

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

"Mr Kevin Hart appointed a Director since the last Annual General Meeting retires in accordance with the company's constitution and, being eligible offers himself for re-election".

5. Election of Director – Mr Ian Murray

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

"Mr Ian Murray appointed a Director since the last Annual General Meeting retires in accordance with the company's constitution and, being eligible offers himself for re-election".

6. Approval of Prior Placement of Equity Securities

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

"That for the purposes of Australian Stock Exchange Limited (ASX) Listing Rule 7.4 and for all other purposes that the prior issue and allotment of 4,000,000 equity securities is hereby approved".

7. Adoption of Eleckra Mines Limited Directors, Employees and other Permitted Persons Option Plan

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

"That for the purposes of ASX Listing Rule 7.2 exception 9 and for all other purposes the adoption and administration of the Eleckra Mines Limited Directors, Employees and Other Permitted Persons Option Plan, described in the Explanatory Statement, a signed copy of which is available to the Meeting, be approved by Shareholders."

8. Issue of options to Directors resolutions (a) – (d)

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

"That for the purposes of ASX Listing Rule 10.11 and sections 195 and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of options to Directors, as set out in resolutions (a)-(d), to subscribe for ordinary shares in the Company at an exercise price equal to 115% of the volume weighted average market price of the Company's ordinary securities and exercisable on or before 30 November 2012. The issue to be in accordance with the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting".

<u>Director</u>	<u>Number of Options</u>
(a) Richard Harris	1,000,000
(b) Russell Davis	1,000,000
(c) Kevin Hart	1,000,000
(d) Ian Murray	1,000,000

NOTICE OF ANNUAL GENERAL MEETING

AGENDA (cont'd)

9. Issue of options to Employees/Consultant of the Company

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

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 1,400,000 options to subscribe for ordinary shares in the Company at an exercise price equal to 115% of the volume weighted average market price of the company's ordinary securities and exercisable on or before 30 November 2012. The issue to employees/consultant to be in accordance with the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting".

GENERAL NOTES

1. With respect to Agenda Item 2, the vote on this item is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company. The Chairman of the meeting intends to vote undirected proxies in favour of the adoption of the remuneration report.
2. The Company will disregard any votes cast on the resolutions by the following person(s) and any associate of that person(s).

Agenda item 6
Any person who participated in the placement.

Agenda item 7
Any Director of the Company.

Agenda item 8 (a)-(d)
The person who is to receive the securities or any other person also for the purpose of part 1.2 of Division 2 of the Corporations Act would be regarded as a person associated with a Director.

Agenda item 9
The person who is to receive the securities.

However, the Company will not disregard a vote if:
 - (a) 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
 - (b) 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.
3. The Explanatory Statement to Shareholders attached to this Notice of General Meeting is hereby incorporated into and forms part of this Notice of General Meeting.
4. The Directors have determined in accordance with Regulation 7.11.37 of the Corporations Regulations that, for the purposes of voting at the meeting, shares will be taken to be held by the registered holders at 5.00pm on 27 November 2007.

BY ORDER OF THE BOARD



Kevin R Hart
COMPANY SECRETARY

Dated this 17th day of October 2007.

EXPLANATORY STATEMENT

The purpose of the Explanatory Statement is to provide shareholders with information concerning all of the Agenda items in the Notice of Annual General Meeting.

1. Discussion of Financial Statements & Reports

Eleckra Mines Limited's financial reports and the directors' declaration and reports and the auditor's report are placed before the meeting thereby giving shareholders the opportunity to discuss those documents and to ask questions. The auditor will be attending the Annual General Meeting and will be available to answer any questions relevant to the conduct of the audit and his report.

2. Adoption of Remuneration Report

During this item there will be opportunity for shareholders at the meeting to comment on and ask questions about the remuneration report. The remuneration report is available on pages 27 to 28 of the Annual Report.

The vote on the proposed resolution in item 2 is advisory only and will not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

A reasonable opportunity will be provided for discussion of the remuneration report at the meeting.

The Chairman of the meeting intends to vote undirected proxies in favour of the adoption of the remuneration report.

The directors recommend that shareholders vote in favour of item 2.

3. Election of Mr Russell Davis
as an Ordinary Resolution

Mr Davis is a geologist with over 25 years experience in mineral exploration, management, property acquisition, mining and development. During this period he has worked on the exploration and development of a range of commodities for companies including Texasgulf Australia Limited, ELF Aquitaine Australia Limited, Noranda Australia Limited, Asarco Australia Limited, Wiluna Mines Limited and Asarco. Mr Davis has considerable expertise in particular, given Mr Davis' association with Asarco, the Company's Yamarna Project.

Mr Davis has held senior positions including Chief Mine Geologist, Exploration Manager and Regional Manager for Asarco. In recent years Mr Davis has been responsible for instigating and managing mineral exploration activities for Asarco and for acquiring projects held by Eleckra Mines Limited.

Mr Davis holds a Bachelor of Science with Honours from the University of Queensland, a Graduate Diploma of Applied Finance and Investment from the Securities Institute of Australia and an MBA from Deakin University. Mr Davis is a Member of the Australasian Institute of Mining and Metallurgy and a fellow of the Financial Services Institute of Australasia.

Mr Davis is 49 years old and was appointed a director on 28 May 2004.

4. Election of Mr Kevin Hart
as an Ordinary Resolution

Mr Hart is a Chartered Accountant and has over 20 years experience in accounting and the management and administration of public listed entities in the mining and exploration industry.

He is currently a partner in an advisory firm which specialises in the provision of company secretarial services to ASX listed entities and was appointed Company Secretary of Eleckra Mines Limited on 4 August 2006.

He is also a Director of Alloy Resources Limited an ASX listed entity.

Mr Hart is 45 years old and was appointed as a non executive director on 17 May 2007.

EXPLANATORY STATEMENT

5. Election of Mr Ian Murray
as an Ordinary Resolution

Mr Murray is a chartered accountant and has over 10 years corporate experience in the publicly listed resource sector. Previously he was with DRDGOLD Limited between 1997 – 2005 during which time he held positions including Chief Executive Officer and Chief Financial Officer.

Ian oversaw DRDGOLD's major acquisitions, restructures and stock exchange listings over the nine years which grew DRDGOLD from a small, lease-bound South African miner into a globally listed multi-mine gold company producing at its peak over 1 million ounces of gold per annum

Mr Murray is 41 years of age and was appointed as a non executive director on 15 October 2007.

6. Ratification of Prior Share Issue
as an Ordinary Resolution

On 2 August 2007, the Company announced the conversion of the Geiger Counter Limited \$2.0 million Convertible Note into 4,000,000 ordinary fully paid shares at an issue price of 50 cents each. Geiger Counter Limited is a UK managed specialist uranium fund.

ASX Listing Rule 7.1 requires that a listed company obtain Shareholder approval prior to the issue of equity securities representing more than 15% of the issue capital of that company in any 12 month period.

ASX Listing Rule 7.4.2 sets out an exception to ASX Listing Rule 7.1. This rule provides that where a company in general meeting ratifies the previous issue of securities made without approval under ASX Listing Rule 7.1, those securities shall be deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1.

Shareholder ratification is now sought pursuant to ASX Listing Rule 7.4 to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without Shareholder approval.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the total number of equity securities issued was 4,000,000 ordinary fully paid shares;
- (b) the issue price of the ordinary shares was \$0.50 each and the equity securities were allotted and issued on 1 August 2007;
- (c) the ordinary shares issued ranked equally with the Company's existing ordinary shares on issue;
- (d) the allottee was Geiger Counter Limited a professional and sophisticated investor in accordance with the Corporations Act 2001; and
- (e) the funds were raised to advance the Company's gold and uranium exploration projects and to provide working capital.
- (f) No related parties participated in the above equity security issue.
- (g) The issues of the above equity securities was made within the Company's capacity to issue securities without shareholder approval pursuant to Listing Rule 7.1.

7. Adoption of the Eleckra Mines Limited Directors, Employees and other Permitted Persons Option Plan
as an Ordinary Resolution

Shareholder approval is being sought for the Company to introduce the Eleckra Mines Limited Directors, Employees and Other Permitted Persons Option Plan ("Plan") the plan has been formulated to comply with ASIC Policy Statement 49 in relation to employee share schemes. This Policy Statement gives disclosure relief from the need to prepare a prospectus for offers of shares and options under compliant schemes.

Reasons for Plan

Success for the Company and its Shareholders depends greatly on the people employed by the Company. To maintain and improve performance the Company has an on going need both to motivate and retain an excellent and dedicated team, and to attract new and high quality employees.

EXPLANATORY STATEMENT

7. Adoption of the Eleckra Mines Limited Directors, Employees and other Permitted Persons Option Plan (cont'd)

The Board believes that the Plan will provide an effective means to achieve these ends, in that the implementation of the Plan will:

- encourage management to focus on creating Shareholder value;
- link employee reward with the achievement of the long term performance of the Company;
- encourage valued employees to remain with the Company by giving them the opportunity to participate in the creation of a valuable personal asset – ie a financial stake in the Company; and
- enable the Company to attract, as required, individuals of high calibre to bring expertise to the organisation.

Description of the Plan

This section gives a brief outline of the Rules of the Plan.

- (a) **Participation**
Persons eligible to participate in the Plan are Officers, Employees and other permitted persons of Eleckra Mines Limited or a related body corporate. The Board may from time to time determine that any Eligible Person is entitled to participate in the Plan and the extent of that participation. In making that determination the Directors must consider, where appropriate, matters including record of employment, length of service and seniority.

- (b) **Offer of Options**
Each offer made by the Board must specify:-
- the number and the exercise price of the Options;
 - that the Eligible Person may accept the whole or any lesser number of Options offered;
 - the period within which the offer may be accepted.

The offer document must also include a copy of the plan and an undertaking that the Company will provide current share information within two business days of a request by an Eligible Person. The offer document must also be provided to ASIC within 7 days after provision of this material to an Eligible Person.

- (c) **Price**
Options issued under the Plan are issued free of consideration. The exercise price of the Employee Options is not less than 80% of the average trading price of the Company's Shares recorded on ASX over the five trading days immediately proceeding the day on which the Board resolves to offer or issues an Option as the case may be.

- (d) **Acceptance**
An Eligible Person must, within the period specified in the offer either:-
- accept the whole or any lesser number of Options offered by notice in writing; or
 - nominate a nominee in whose favour the Eligible Person wishes to renounce the offer by notice in writing.

- (e) **Restrictions**
Any Options issued pursuant to the Plan will automatically lapse and be forfeited if the Eligible Person to which they were issued is dismissed from employment with the Company for a number of reasons including wilful misconduct bringing disrepute on the Company, incompetence in the performance of duties after prior written warning or fraud or dishonesty.

If at any time prior to the latter of a vesting date (if any) or the first anniversary of the date of issue an Eligible Person voluntarily resigns from employment with the Company otherwise than to take up employment with an associate company, or ceases to be an Eligible Person on account of retirement, permanent disability, redundancy or death the whole of the Options issued to that Eligible Person automatically lapse and are forfeited. If at any time after the latter of the vesting date (if any) or the first anniversary date of the issue and prior to the expiry date of any Options an Eligible Person to which they were issued voluntarily resigns from employment with the Company otherwise than to take up employment with an associate company, or cease to be an Eligible Person on account of retirement, permanent disability, redundancy or death the whole of the Options issued to that Eligible Person automatically lapse and are forfeited if that Eligible Person or if appropriate, his Permitted Nominee fails to exercise any or all of those Options within a period of three (3) months from the date provided in the certificate issued by the Company in accordance with the Plan.

The options are not transferable.

- (f) **Administration**
The Board in its absolute discretion will administer the Plan in accordance with terms and conditions set out in the Plan rules.
- (g) **Number of Options issued under the Plan**
At the date of this notice no Options have been issued under the Plan.

EXPLANATORY STATEMENT

8. Agenda Items 8 and 9
Issue of options to Directors and Employees/Consultant

For the purposes of the notice requirements under Listing Rules 7.3 and 10.13, Resolutions 3 and 4, seek Shareholder's approval to issue 5,400,000 options to Directors and employees/consultant of the Company.

The grant of options to each of the Directors and employees/consultant is designed to provide an incentive and reward for the future performance of the Company to the enhancement of Shareholder value. No funds will be raised from the grant of options to Directors, employees/consultant.

Importantly, the options provide an incentive to remain committed and available to the Company and to drive its future performance.

The options will have an exercise price being 115% of the volume weighted average market price of the Company's ordinary fully paid shares. The average to be calculated over the last five (5) days in which trading in the securities were recorded before the date of issue of the options.

The options will be issued for no consideration and cannot be exercised until a 12 month vesting period from date of issue has expired.

The issue date for the options granted to Directors and employees/consultant is to be within thirty (30) days of the date on which Shareholders approve the respective resolutions.

The options will be exercisable on or before 30 November 2012.

Any shares issued pursuant to the exercise of options under Agenda Items 8 and 9 will rank pari passu with the existing ordinary shares on issue.

The options if exercised will represent approximately 7.3% of the total issued capital of the company on a fully diluted basis.

8.1. Issue of options to Directors resolutions (a) – (d)

Agenda Item 8 seeks Shareholder approval to allow the Company to issue 4,000,000 options to the Directors of the Company.

Agenda Items 8 (a)-(d) are separate resolutions and are not interdependent.

Listing Rule 10.11 provides that a Company must not issue equity securities (including options) to a related party of the company, such as a director, without the Company obtaining its Shareholders approval. If Shareholder approval is given under Listing Rule 10.11, Listing Rule 7.2, Exception 14 provides that approval is not required under Listing Rule 7.1.

The resolution refers to section 195 of the Corporations Act. This section enables the Directors of a company to seek Shareholder approval where a majority of Directors have a material personal interest in a matter being considered by the Board of Directors and there are not sufficient remaining independent Directors to consider the resolution. Since the Company's Directors are materially interested in Agenda Item 8, Shareholder approval is sought to deal with the matter.

The granting of the options as contemplated by Agenda Item 8 also constitutes the providing of a financial benefit to a related party. Section 208 of the Corporations Act prohibits a company from giving a financial benefit, other than in certain defined circumstances, to a related party without prior Shareholder approval.

A "related party" for the purposes of the Corporations Act is defined widely. It includes a director of a public company and specified members of the director's family. It also includes an entity over which a director maintains control.

The granting of options to those Directors named in Section 8.1(a) of the Explanatory Statement constitutes a financial benefit to a related party of the Company within the meaning of the Corporations Act.

In accordance with section 219 of the Corporations Act and the notice requirements in Listing Rule 10.13, the following information is provided to Shareholders to allow them to assess the proposed resolution.

EXPLANATORY STATEMENT

8.1. Issue of options to Directors resolutions 8 (a) – (d) (cont'd)

(a) The related party to whom the proposed resolution would permit the financial benefit to be given

The options will be granted to the following Directors or nominee:

Richard Harris
Russell Davis
Kevin Hart
Ian Murray

(b) Nature of the Financial Benefit

The proposed financial benefit to be given is the grant of the following number of options to each Director to subscribe for one fully paid ordinary share in the capital of the company at an exercise price being 115% of the volume weighted average market closing price of the Company's ordinary fully paid shares for the 5 days prior to issue. The options will be issued in accordance with the terms and conditions set out in section 8.3 of the Explanatory Statement.

The Directors of the Company (having obtained an independent valuation of the options by HLB Mann Judd) consider the indicative value attributable to the options at a valuation date of 9 October 2007 to be 13.67 cents, notwithstanding that the options will not be issued until November after approval at the Annual General Meeting of the Shareholders of the company at that time.

The Black and Scholes option valuation methodology was used by HLB Mann Judd as a basis for the calculations using the following assumptions:

The exercise price of the options will be 115% of volume weighted average market closing price for the five (5) trading days prior to issue.

The share price of a fully paid Eleckra Mines Limited share as at the valuation date of 10 October 2005 was 36 cents. The weighted average closing price for the preceding 5 days was 36 cents.

The risk free interest rate used was 6.50% (based on the 5 year Australian Treasury bond rate as at 9 October 2007).

A volatility factor of 59.75% was used to value the options as determined using a weighted average of the daily closing prices for the last 12 months.

The options vest 12 months from the date of issue and are exercisable on or before 30 November 2012.

The Black and Scholes option pricing model assumes that the options the subject of the valuation can be sold on a secondary market. The terms and conditions of the proposed options state that the options shall not be listed for official quotation on ASX. In addition, the options are not transferable. Accordingly, in determining the indicative value of the options HLB Mann Judd has applied a 30% discount to the theoretical value of 19.53 cents attributed to the Black and Scholes option pricing model.

Based on the above assumptions, the value of the options to be issued is as follows:

Directors	Number of Options	Value of Option \$	Total Value \$
Richard Harris	1,000,000	0.1367	136,700
Russell Davis	1,000,000	0.1367	136,700
Kevin Hart	1,000,000	0.1367	136,700
Ian Murray	1,000,000	0.1367	136,700

(c) Directors Recommendation

The Directors decline to make a recommendation about the proposed transaction on the basis that each Director has a material interest in its outcome.

EXPLANATORY STATEMENT

8.1. Issue of options to Directors resolutions 8 (a) – (d) (cont'd)

(d) Directors Interest

- (i) All of the Directors listed in section 8.1(a) have an interest in the outcome of the proposed resolution.
- (ii) All of the Directors have a material personal interest in the outcome of the proposed resolution as they are each to be the recipient of the options to subscribe for shares in the capital of the Company as outlined in this Explanatory Statement.

(e) Other information reasonably required by the members to make a decision and that is known to the Company or any of its Directors

The options are to be granted in addition to the total fixed remuneration set out below. The options to be issued to the Directors are subject to a vesting period. This recognises the need for the Directors to remain with the Company for an agreed period of time prior to those options vesting. In this way, the options recognise loyalty and commitment to the Company. The exercise price of the options is linked to improved share performance. Importantly this provides ongoing incentive to increase shareholder value over time and the exercise price reflects levels in excess of the current market price of the Company's shares.

The exercise price has been determined in light of the current market price and having regard to the previous 12 months trading (as set out below). Exercise of the options is only likely to occur if there is sustained upward movement in the Company's share price.

The number of options to be issued to Mr Harris and Mr Davis has been determined based on their significant contribution to advancing the Company's projects to date, their promotion of the Company in Australia and overseas, the retention of their knowledge of the Company and to provide ongoing equity incentive to advance the Company and its assets. The number of options has also been determined having regard to less tangible issues such as alignment of interests to the Company by providing an equity holding opportunity.

The number of options to be issued to Mr Hart has been determined having regard to his significant contribution to the Company to date, retention of his knowledge of the Company and its assets and to provide ongoing equity incentive to advance the Company and its assets. The number of options to be issued to Mr Murray has been determined having regard to his extensive experience, contacts and knowledge of the resources industry which will be invaluable to the Company as it advances its projects and to provide an equity incentive to advance the Company and its assets. The exercise price of both sets of options have been determined having regard to the current market price of the Company's shares as set out below.

The terms and conditions of the options are set out in section 8.3. The options shall be granted free to each Director (or their nominee) as an incentive to those Directors for the future performance of the Company.

If the options proposed to be granted to Directors (or their nominee) under Agenda Item 8 are exercised, the Company's issued shares would increase by 4,000,000 shares to a total of issued capital of 66,100,000 shares (assuming no other outstanding options are exercised).

The exercise of the options will provide the company with additional working capital.

As at 10 October 2007 the issued capital of the company comprised the following:

62,100,000	Ordinary fully paid shares.
6,500,000	Options expiring on 31 March 2010 exercisable by payment of 20 cents each.

The following table sets out each Director's current entitlement to shares and options in the Company.

Director	Number of Shares	Options Expiring 31/3/10
Richard Harris	3,120,000	3,000,000
Russell Davis	3,130,000	3,000,000
Kevin Hart	-	-
Ian Murray	-	-

EXPLANATORY STATEMENT

8.1. Issue of options to Directors resolutions 8 (a) – (d) (cont'd)

(e) Other information reasonably required by the members to make a decision and that is known to the Company or any of its Directors (cont'd)

Details of the nature and amount of each major element of the emoluments of each Director as disclosed in the 2007 Annual Report is as follows. The table does not include the options for which approval is currently sought.

Director	Base Emolument	Superannuation Contributions	Other Benefits	Total
	\$	\$	\$	\$
Richard Harris	190,000	17,100	1,949	209,049
Russell Davis	170,000	15,300	9,602	194,902
Kevin Hart	5,200	-	-	5,200

Note 1

Kevin Hart was appointed to the Board on 17 May 2007 and his base emolument is \$40,000 per annum.

Mr Hart has an interest as a Partner in a Chartered Accounting firm, Endeavour Corporate. This firm provided company secretarial and accounting services to the Company in the ordinary course of business. The value of transactions in the financial year ending 30 June 2007 amounted to \$50,407. Terms and conditions were not more favourable than those available, or which might reasonably be expected to be available for a similar transaction to unrelated parties on an arms length basis.

Note 2

Ian Murray was appointed to the Board on 12 October 2007 and his base emolument is \$40,000 per annum.

The market price of the company's shares during the term of the options will ordinarily determine whether or not option holders exercises the option, noting that the options to be issued are not able to be exercised during the 12 month period after the options are issued.

If the market price of the Company's shares is in excess of the exercise price of the options it is likely that the options will be exercised. A benefit would accrue on the exercise of the options by the payment of the amount specified in this notice and the sale of the ordinary shares for an amount in excess of these amounts.

In the last 12 months, the highest price for ordinary fully paid shares in the company trading on ASX was 70 cents which occurred on 21 May 2007. The lowest price was 18 cents which occurred on 31 October 2006. On 15 October 2007 the closing price was 36 cents.

There is no other information known to the Directors that is reasonably required by Shareholders to make a decision whether or not it is in the Company's interest to pass the Resolution in Agenda Item 8.

8.2. Issue of options to Employees/Consultant of the Company

Agenda Item 9 seeks Shareholder approval to allow the Company to issue a total of 1,400,000 unlisted options to employees and a consultant of the Company or their nominee. The Board wishes to provide these persons with recognition for their efforts in relation to the Company's projects. Importantly, also to provide incentive to remain committed to the Company and its future development path.

The options will be issued for no consideration and will have an exercise price equal to 115% of the weighted average market price of the Company's ordinary shares. The options will expire on 30 November 2012.

As with the proposed grant of options to the Directors, the subject of Agenda item 8(a)-(d) the unlisted options cannot be exercised until a 12 month vesting period from date of issue has expired. No related parties will participate in the issue. The 1,400,000 options will be issued to a consultant of the Company and employees in accordance with the terms of Eleckra Mines Limited Director, Employees and other Permitted Persons Option Plan, and including the terms and conditions set out in section 8.3.

EXPLANATORY STATEMENT

8.3. Terms and Conditions of Options

- (a) Each option shall be issued free for no consideration.
- (b) Each option entitles the holder to subscribe for one (1) ordinary share upon payment of the exercise price being 115% of the volume weighted average market price of the average market price of the Company's ordinary fully paid shares.

The average to be calculated over the last five (5) days in which sales in the securities were recorded before the date of issue of the options.

- (c) The options will lapse at 5.00pm, Western Standard Time on 30 November 2012.
- (d) The options will not be listed for official quotation on the ASX.
- (e) The options shall not be transferred or assigned by an option holder except that the option holder may at any time transfer all or any of the options to a spouse, family trust, or to a proprietary limited company, all of the issued shares in which are beneficially owned by the option holder or the spouse of the option holder.
- (f) There are no participating rights or entitlements inherent in these options and holders of the options will not be entitled to participate in new issues of capital that may be offered to Shareholders during the currency of the option.

However option holders have the right to exercise their options prior to the date of determining entitlements to any capital issues to the then existing Shareholders of the company made during the currency of the options, and will be granted a period of at least nine (9) business days before books closing date to exercise the options.

- (g) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
- (h) The options shall be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the option holder to exercise all or a specified number of options held by them accompanied by an option Certificate and a cheque made payable to the Company for the subscription monies for the shares. An exercise of only some options shall not affect the rights of the option holder to the balance of the options held by them.
- (i) The Company shall allot the resultant shares and deliver a statement of shareholdings with a holders' identification number within ten (10) business days of the exercise of the options.
- (j) Shares allotted pursuant to an exercise of options shall rank, from the date of allotment, equally with the existing ordinary shares of the Company in all respects.
- (k) The Company shall make an application to have those shares allotted pursuant to an exercise of options listed for official quotation by the Australian Stock Exchange Limited.
- (l) All options will lapse upon the holder ceasing to be a Director or employee of the Company unless otherwise determined by the Board of Directors.
- (m) If there is a pro rata issue (except a bonus issue) to the holders of the underlying securities, the exercise price of the options may be reduced according to the formula set out in Listing Rule 6.22 of the Official Listing Rules of the Australian Stock Exchange Limited.
- (n) The options may be exercised at any time during the period commencing 12 months after the issue date and ending on the expiry date.

ELECKRA MINES LIMITED
ABN 13 109 289 527

PROXY FORM

To: Eleckra Mines Limited (ABN: 13 109 289 527)
6 Altona Street
WEST PERTH WA 6005

Fax No: 61 8 9481 6405

Mark this box with an 'X' if you have made any changes to your address details (see reverse)

Name: _____
(PLEASE PRINT)
Address: _____

Appointment of Proxy:

I/We being a member/s of Eleckra Mines Limited and entitled to attend and vote hereby appoint:

The Chairman 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 Chairman of the Meeting.

Or failing the person name, or if no person is named, the Chairman 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 the proxy sees fit) at the Annual General Meeting of Eleckra Mines Limited to be held at the Parmelia Hilton, 14 Mill Street, Perth on Thursday, 29 November 2007 at 10.00am and at any adjournment of that meeting.

Voting directions to your proxy – please mark

to indicate your directions

Agenda Item	For	Against	*Abstain
2. Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Director – Mr Russell Davis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Director – Mr Kevin Hart	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of Director – Mr Ian Murray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of Prior Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Adoption of Eleckra Mines Limited Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.(a) Issue of Options to Richard Harris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) Issue of Options to Russell Davis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) Issue of Options to Kevin Hart	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) Issue of Options to Ian Murray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Issue of Options to Employees/Consultant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

If you do not wish to direct your proxy how to vote, and wish him or her to vote at his or her discretion, please place a mark in this box.

PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Individual / Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

____ / ____ / ____
Date

HOW TO COMPLETE THE PROXY FORM

1 Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. The Chairman intends to vote in favour of resolutions for which no voting indication has been given.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate securityholder or proxy is to attend the meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

6. Lodgement of a Proxy and Deadline for Receipt of Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 10.00 am (Perth time) on Tuesday, 27 November 2007 being 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by post, delivery or facsimile to the Registered Office of Eleckra Mines Limited being:

**6 Altona Street, West Perth, WA, 6005
Or by facsimile to fax number +61 8 9481 6405**