Notice of Adjourned Annual General Meeting

16 December 2011.

Dear Shareholders

On 28 November 2011, the Company convened an Annual General Meeting (AGM). The financial accounts for the year ending 30 June 2011 were tabled at this meeting. As Chair, I used my discretion under the Company Constitution to adjourn the nine resolutions mentioned in the Notice of Meeting pending an investigation into misinformation circulated by some shareholders.

This document provides notice of an Adjourned AGM to be held on 16 January, 2012. This meeting will consider the resolutions adjourned from the AGM, including:

- adoption of Remuneration Report;
- re-election of Mr Joe Fekete as a Director of the Company;
- election of Dr Jannie Chan Siew Lee as a Director of the Company;
- election of Mr Robert McLennan as a Director of the Company;
- issue of options to Dr Jannie Chan Siew Lee;
- issue of options to Mr Alexander King;
- issue of options to Mr Joe Fekete;
- issue of options to Mr Robert McLennan; and
- approval of Altius Director and Employee Benefits Plan.

The Board recommends shareholders vote in favour of the above resolutions.
Background to the Board Recommendation to Vote in Favour of the Proposed Resolutions

Performance of the Current Board
The current Board is serving all shareholders through the advancement of the Company. The Board is comprised of appropriately qualified and experienced people and has a well-considered plan for the long-term success of the organisation. This plan has produced the following key outcomes in 2011.

Successful Listing
On 19 September 2011, Altius Mining Ltd was listed on the ASX. The listing raised $11.74m, making it one of few successful capital raisings for IPO-purposes in the Australian resources sector in 2011.

Importantly, after the IPO, the Company has no debt on its balance sheet. This gives us a financial position that enables us to confidently proceed with our exploration and development programs.

Development of Operations at Forsayth
Since 2008, the Company has been working to gradually establish operational capability at Forsayth in Queensland. Our aim is to commence gold production in the 2011/12 Financial Year and continue to develop operations to Tier 1 level mining thereafter.

With no debt on our balance sheet, we should be able to develop good returns on our investment in exploration and development in the coming year.
Highlights of our achievements at Forsayth on our mining leases and exploration tenement (EPM 14498) to date include:

- we recommenced infrastructure and plant upgrades;
- we completed a low level, airborne, high-resolution geophysical survey;
- we commenced a review of previous mining and exploration data
- we lodged an application under the Collaborative Drilling Program of the Queensland State Government for financial assistance for 1000m of cored diamond drilling to test for a large, low-grade gold deposit; and
- we commenced a 1000m RC percussion drilling program on the Ropewalk lode to test lode extensions.
- we commenced small scale open pit mining at the Ropewalk lode

Exploration Prospects

Altius Mining holds exploration tenements for gold, base metals and rare earth elements in New South Wales.

In 2011, we have focussed exploration efforts on several of our NSW tenements. Highlights include:

- EL 7046 Huntingfield – our target is channel iron ore deposits:
  - we reviewed previous exploration data;
  - we completed an airborne high-resolution geophysical survey;
  - we completed a geophysical interpretation of the results;
  - we are currently identifying exploration targets;
  - we are undertaking field investigations; and
  - we plan to commence a 100 – 150 hole air core drilling program in early 2012;
• EL 7332 Karangi – our target is epithermal gold sulphide quartz vein deposits and exhalative hosted gold and base metals deposits:
  
  o we reviewed previous exploration data;
  o we completed an airborne high-resolution geophysical survey;
  o we completed a geophysical interpretation of the results;
  o we commenced the identification of exploration targets; and
  o we plan a field investigation of exploration targets in early 2012;

• EL 7423 Sofala – our target is epithermal gold sulphide quartz vein deposits and sheeted quartz vein deposits associated with monzonite intrusions:
  
  o we completed an airborne high-resolution geophysical survey;
  o we plan an interpretation of the geophysical results;
  o we commenced the identification of exploration targets; and
  o we commenced re-interpretation of the existing data on the Spring Gully and Queenslander gold prospects to estimate their JORC Code-complaint gold resources.

In addition to the activities above, in New South Wales, we have also completed airborne high-resolution geophysical surveys of five tenements (Beehive, Burraway, Bullamalito, Wamboyne and Puggoon) and we are about to commence surveys on three tenements (Gowulma, Yarran and Honeybugle).

We believe that the current Board’s business plan has positioned the Company for future growth and that the current Board possesses the requisite skills and experience to oversee the continued successful implementation of the business plan.
Concerns for Direction of the Company

The Board is concerned that shareholder, Mr Xiao Jing Wang (who holds a 19.83% relevant interest in the Company), along with former Directors Mr Kit Foo Chye and Mr Ian Cunynghame Daymond, wants to take control of the Company without making a formal bid at fair value.

Mr Wang had originally requested two Board seats from Altius – one for himself and one for his wife. The Board formed the view that it would not acquiesce to Mr Wang’s request that he and his wife be appointed as Directors. The Board has offered Mr Wang Board representation on the basis he nominate a suitably qualified Director.

Mr Wang has failed to comply with the Corporations Act requirement to lodge substantial shareholder notices within the requisite timeframes. The substantial shareholder notice lodged by Mr Wang on 22 November 2011 was lodged seven days outside the required notice period.

The Board is of the understanding that Mr Wang now seeks to replace the current Board with his nominees. The Board believes that this is not in the best interest of all shareholders because:

- to do so would give Mr Wang control of the organisation without making a fair bid that provides value to all shareholders;
- Mr Wang and his nominees have made no statement about their intentions for the Company. They have provided no strategic direction for the organisation; and
- in the absence of a clearly articulated business plan from Mr Wang, the Board fears that Mr Wang’s actions would disrupt the strategic foundations that the current Board has established for the Company.
We believe if Mr Wang was to take control of the Company, it would create unnecessary risk and uncertainty at a time when we anticipate returns on our investments in exploration and development.

Adjourned AGM Business

The enclosed notice describes the business that will be proposed at the adjourned meeting and sets out the procedures for your participation and voting.

The Board encourages all shareholders to take an active interest in this important meeting and to provide their proxy votes in the affirmative if they are unable to attend in person. You should not allow a minority vested interest to take control of your company.

Yours sincerely

Dr Jannie Chan Siew Lee
Chairman
Altius Mining Ltd