

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the annual general meeting of members of Broken Hill Prospecting Limited ("**the Company**") will be held at **Level 14, 52 Phillip Street Sydney** on **Monday 14th November 2011** at **11:00am** (Sydney time).

ORDINARY BUSINESS

Annual Financial Report: To receive and consider the Company's Annual Report including the Financial Statements, the Directors' Report and the Auditor's Report for the year ended 30 June 2011.

Resolution 1: Re-election of Director – Peter Robert Atkinson

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

"That Mr Atkinson, being a Director of the Company who retires by rotation in accordance with the Company's Constitution, being eligible, be re-elected as a Director of the Company."

Resolution 2: Re-election of Director – Francis Creagh O'Connor

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

"That Mr O'Connor, being a Director of the Company who retires by rotation in accordance with the Company's Constitution, being eligible, be re-elected as a Director of the Company."

Resolution 3: Election of Director – Ian James Pringle

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

"That Dr Pringle, being a Director of the Company who retires in accordance with the Company's Constitution, being eligible, be elected as a Director of the Company."

Resolution 4: Re-appointment of Auditors

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

"To record that Carlton-DFK continue in office as the Company's auditors and to authorise the Directors to settle their remuneration."

GENERAL INFORMATION

Eligibility to Vote

For the purpose of the meeting, shares will be taken to be held by persons who are registered as members as at 11.00 am (Sydney time) on 12th November 2011. Accordingly, transactions registered after that time will be disregarded in determining members entitled to attend and vote at the meeting.

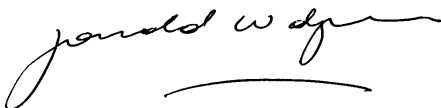
Proxies

A proxy form is attached. You may exercise your right to vote at the meeting either by being present in person or by appointing a proxy to attend and vote in your place. You may appoint either an individual or a body corporate as your proxy. A proxy need not be a member of the Company. A proxy form must be signed by the member or the member's attorney. Proxies given by corporations must be signed either under seal or in accordance with the constitution of the corporation. The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy of the power of attorney or authority) must be received not later than 48 hours before the time for holding the meeting (please see the Company's address and delivery instructions on the Proxy Form attached).

Attending the meeting

If you are attending the meeting please bring the Proxy form to assist registration.

By order of the Board



Donald W de Boer, Secretary
6 October 2011

EXPLANATORY NOTES

These Explanatory Notes have been included to provide information about the items of business to be considered at the Company's Annual General Meeting to be held on Monday 14 November 2011.

Annual Financial Report

To receive and consider the Company's Annual Report including the Financial Statements, the Directors' Report and the Auditor's Report for the year ended 30 June 2011.

This item provides an opportunity for members at the meeting to ask questions and comment on the Annual Report and the Auditor's Report. In case you did not receive a copy of the Company's Annual Report 2011, the same can be accessed on the Company's website at www.bhpl.biz.

No resolution is required to be passed on this matter.

Resolution 1: Re-election of Director – Peter Robert Atkinson BSc FAusIMM.

Non-Executive Director

Mr Atkinson retires by rotation in accordance with the Constitution of the Company and offers himself for re-election.

Mr Atkinson has a BSc degree in geology from the University of Western Australia and 40 years experience in the minerals industry. He is an executive director of Heritage Gold NZ Limited and a director of Northland Minerals Ltd, Coromandel Gold Ltd and Prophecy Mining Ltd in New Zealand.

Mr Atkinson has been involved in:

- Managing exploration for a range of minerals, from concept to execution.
- Negotiating joint ventures with local and international mining groups.
- Raising risk capital in Australasia and UK.
- Stock exchange listing of mining companies.
- Membership of government mining advisory bodies

Resolution 2: Re-election of Director – Francis Creagh O'Connor FAIM, FAICD.

Independent Non-Executive Director

Mr O'Connor retires by rotation in accordance with the Constitution of the Company and offers himself for re-election.

Mr O'Connor was appointed to the Board in 2000 and to the role of Chairman in 2004. He has 37 years senior management experience in providing consulting and advisory services for oil, gas and mineral projects throughout Australia and overseas. He is a leading consultant for Australian construction and development consortiums at the forefront of industrial and commercial projects, as well as advising many other corporations in a diverse range of operations.

Resolution 3: Election of Director – Ian James Pringle B.Sc (hons), PhD, MAIG MAusIMM MAICD

Managing Director

Dr Pringle was appointed by the Board as Managing Director on 14 April 2011 after the Company's successful IPO and listing on the ASX and NZX. Ian is an experienced minerals exploration geologist with a successful track record in discovery and development of mineral deposits within Australia, South East Asia and the Pacific. Dr Pringle is a consultant for Geopacific Resources NL, an ASX-listed explorer that is assessing the development of five gold and base metal projects in Fiji. He is also the manager of a Canadian-owned company, Silver Standard Australia Pty Ltd, which is advancing the Bowdens Silver Project near Mudgee, NSW. During a six year stint as exploration manager at Oxiana Resources Ltd, Dr Pringle had a leading role in Oxiana's purchase and subsequent development of the Sepon and Khanong gold and copper mines in Laos. Prior to Oxiana, Ian was exploration manager at Golden Shamrock Mines and held positions as Senior Geologist with Nord Resources Ltd, CSR Ltd and Elf Aquitaine where he managed exploration programs in Australia and South East Asia. Ian has a BSc (hons) in geology and PhD in geology (petrology, geochemistry and mineralogy) from the University of Otago in New Zealand.

Resolution 4: Re-appointment of Auditors

Carlton-DFK is the existing auditor of the Company and has indicated its willingness to continue in office. The resolution is required to record the re-appointment of Carlton-DFK as the Company's auditors and to authorise the Directors to settle their remuneration.

The Board of Directors recommends that you vote in favour of all the items of business.

2011 ANNUAL GENERAL MEETING

Broken Hill Prospecting Limited

ABN 83 003 453 503

Level 14, 52 Phillip Street, Sydney NSW 2000

Box 3486 GPO, Sydney NSW 2001

P: +61 2 9252 5300

F: +61 2 9252 8400

E: info@bhpl.biz

Website: www.bhpl.biz

Shareholder Name & Address

Proxy Form

If appointing a proxy to attend the Annual General Meeting (**Meeting**) on your behalf, please complete the Form and submit it in accordance with the directions at the bottom of the page.

I/We being a shareholder/shareholders of Broken Hill Prospecting Limited and entitled to 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 him/her, (or if no proxy is specified above), the Chairman of the Meeting, as my/our proxy to vote for me/us and on my/our behalf at the Meeting to be held at **Level 14, 52 Phillip Street Sydney on Monday 14th November 2011 at 11:00 am** and at any adjournment of that Meeting. The Chairman of the meeting intends to vote undirected proxies in favour of each resolution.

Voting directions to your proxy – please mark to indicate your directions

RESOLUTION	For	Against	Abstain*
1. Re-election of Mr Peter Atkinson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Mr F Creagh O'Connor as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Mr Ian Pringle as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-appointment of Auditors	<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 your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE

Individual or Shareholder 1

Sole Director & Sole Company Secretary

Joint Shareholder 2

Director

Joint Shareholder 3

Director / Company Secretary

Dated this

day of

2011

Contact Name

Contact Business Telephone / Mobile

NOTES:

- As a shareholder you may attend the meeting and vote, or you may appoint a proxy to attend the meeting. A proxy need not to be a shareholder of the company.
- If you have appointed two proxies please indicate what proportion of your voting rights each proxy is to represent.
- If the appointment of a proxy is signed by the appointor's attorney, this form must be accompanied by the authority under which the appointment was signed, or a certified copy of the authority.

Lodgement of the Proxy form: The completed proxy form must be received by the company by 11:00am Saturday 12th November, 2011 (AEST)

Mailing Address : Broken Hill Prospecting Limited – **Box 3486 GPO Sydney, 2001**

Fax Number: +61 2 9252 8400