

MILLENNIUM

MINERALS LIMITED

ACN 003 257 556

of Ground Floor, 17 Ord Street,
West Perth WA 6005

Circular to Shareholders

including

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

**Annual General Meeting of Millennium Minerals Limited to be held at
Lawton Gillon, Solicitors, Level 11, 16 St Georges Terrace, Perth, Western Australia
on Friday, 28 May 2010 commencing at 11.00 am (WST).**

This document should be read in its entirety. If after reading this Circular to Shareholders, you have any questions or doubts as to how you should vote, you should contact your stockbroker, solicitor, accountant or professional adviser.

Corporate Directory

Directors Peter Rowe
Non-Executive Chairman of Directors

Simon Durack
Non-Executive Director

Richard Procter
Non-Executive Director

Ross Gillon
Non-Executive Director

Secretary Pierre Malherbe

Head Office Ground Floor
17 Ord Street
WEST PERTH
WESTERN AUSTRALIA 6005
Phone: (08) 9216 9011
Fax: (08) 9481 0288
Website: www.millenniumminerals.com.au

Registered Office Ground Floor
17 Ord Street
WEST PERTH
WESTERN AUSTRALIA 6005

Auditors Rothsays Chartered Accountants
Level 1
2 Barrack Street
SYDNEY
NW SOUTH WALES 2000

Solicitors Lawton Gillon
Level 11
16 St Georges Terrace
PERTH
WESTERN AUSTRALIA 6000

Share Registry Advanced Share Registry
150 Stirling Highway
NEDLANDS
WESTERN AUSTRALIA 6009

ASX Code MOY
MOYO

Notice of Annual General Meeting

NOTICE IS GIVEN THAT a Annual General Meeting of the Company will be held at Lawton Gillon, Solicitors, Level 11, 16 St Georges Terrace, Perth, Western Australia on 28 May 2010 commencing at 11.00 am WST.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Annual General Meeting and, together with the Proxy Form, forms part of this Notice. Terms and abbreviations used in this Notice and the Explanatory Statement are defined in the Explanatory Statement.

The Directors have determined a "snapshot time" pursuant to Regulation 7.11.38 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered as Shareholders of the Company on 26 May 2010 at 11am (WST).

PRESENTATION OF THE FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 December 2009.

1. ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass with or without amendment the following resolution as an **ordinary resolution**:

"That the remuneration report for the year ended 31 December 2009 as set out on pages 13 to 16 of the Company's annual report for the year ended 31 December 2009 be adopted."

Please note that the vote on this resolution is advisory only and does not bind the Directors of the Company.

2. ELECTION OF PETER ROWE AS A DIRECTOR

To consider and, if thought fit, pass with or without amendment the following resolution as an **ordinary resolution**:

"That Mr Peter Rowe, who was appointed during the previous 12 months to the board to fill a casual vacancy and being eligible, offers himself for election, be and is hereby elected as a Director."

3. ELECTION OF RICHARD PROCTER AS A DIRECTOR

To consider and, if thought fit, pass with or without amendment the following resolution as an **ordinary resolution**:

“That Mr Richard Procter, who was appointed during the previous 12 months to the board to fill a casual vacancy and being eligible, offers himself for election, be and is hereby elected as a Director.”

4. RE-ELECTION OF ROSS GILLON AS A DIRECTOR

To consider and, if thought fit, pass with or without amendment the following resolution as an **ordinary resolution**:

“That Mr Ross Gillon, who retires as a Director in accordance with Article 10.3 of the Constitution, and being eligible, offers himself for election, be and is hereby re-elected as a Director.”

5. SUBSEQUENT APPROVAL OF SECURITIES

To consider and, if thought fit, pass with or without amendment the following resolution as an **ordinary resolution**:

“That for the purposes of Listing Rule 7.4 of the Listing Rules of the ASX and for all other purposes, the issue of 60,777,590 Shares by way of placement on 18 November 2009 on the terms set out the Explanatory Statement be subsequently approved.”

Voting Exclusion

In accordance with Listing Rule 7.5.6, any votes cast on Resolution 1 by or on behalf of a person who participated in the Placement First Tranche or any of their respective associates will be disregarded.

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.

6. APPROVAL TO ISSUE OPTIONS

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

“That for the purposes of Listing Rule 7.1 of the Listing Rules of the ASX and for all other purposes, the Company be authorised to issue of 30,388,795 Options on the terms and conditions and to the parties set out the Explanatory Statement be approved.”

Voting Exclusion

In accordance with Listing Rule 7.3.8, any votes cast on Resolution 2 by or on behalf of a person who may participate in the issue and a person who might obtain a benefit, except a benefit solely in the capacity as a holder of Shares, if Resolution 2 is passed, or any of the respective associates of such persons, will be disregarded.

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.

Resolutions 1 to 6 are ordinary resolutions and will be passed only if supported by a majority of the votes cast by Shareholders entitled to vote on the resolutions.

ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read this Notice of Annual General Meeting and the Explanatory Statement carefully before deciding how to vote on the Resolutions set out in this Notice of Annual General Meeting.

A Proxy Form is enclosed (as a loose leaf) with this Notice of Annual General Meeting. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Annual General Meeting in person.

In accordance with section 249L of the Corporations Act Shareholders are advised that:

- each Shareholder who is entitled to attend and vote at the Annual General Meeting has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company;
- a Shareholder who is entitled to cast two or more votes at the Annual General Meeting may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified then, in accordance with section 249X(3) of the Corporations Act 2001, each proxy may exercise one half of the votes.

In accordance with section 250BA of the Corporations Act 2001 the Company specified the following information for the purposes of receipt of proxy appointments:

By mail: Advanced Share Registry
PO Box 1156
NEDLANDS WA 6909

By hand: Advanced Share Registry
150 Stirling Highway
NEDLANDS WA 6009

By fax: (08) 9481 0288

By email: info@millenniumminerals.com.au

“Snap-Shot” Time

The Corporations Act permits the Company to specify a time, not more than 48 hours before the meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the meeting.

The Company’s directors have determined that all shares of the Company that are quoted on ASX at 11am WST, 26 May 2010 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the shares at that time.

DATED: 28 April 2010

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'P. Malherbe', with a long, sweeping underline that extends to the right.

PIERRE MALHERBE
Company Secretary
Millennium Minerals Limited

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at Lawton Gillon, Solicitors, Level 11, 16 St Georges Terrace, Perth, Western Australia on 28 May 2010 commencing at 11.00 am WST.

If Shareholders are in doubt about what to do in relation to the Resolutions set out in the Notice of Annual General Meeting, they should consult a financial or other professional adviser.

The Explanatory Statement is dated 28 April 2010.

Financial Statements and Reports

This item of business is intended to provide an opportunity for shareholders to raise questions on the Financial Statements and Reports of the Directors and of the Auditors for the year ended 31 December 2009.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The remuneration report is set out on pages 13 to 16 of the Company's annual report 2009. The report:

- explains the Board's policies in relation to the nature and level of remuneration paid to the Directors and specified executives of the Company;
- deals with the link between the Board's policies and the Company's performance;
- sets out remuneration details of each Director and specified executive of the Company;
- makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives.

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

Under section 250R(2) of the Corporations Act a resolution that the remuneration report be adopted must be put to the vote. This item is included for advisory purposes only and any vote taken at the meeting does not bind the Directors of the Company.

RESOLUTION 2 –ELECTION OF PETER ROWE AS A DIRECTOR

Mr Peter Rowe was appointed a Director of the Company on 21 July 2009 to fill a casual vacancy. Mr Rowe holds office as a Director until the closure of the meeting.

Mr Rowe is eligible for election by shareholders as a Director of the Company.

RESOLUTION 3 –ELECTION OF RICHARD PROCTER AS A DIRECTOR

Mr Richard Procter was appointed a Director of the Company on 28 April 2010 to fill a casual vacancy. Mr Procter holds office as a Director until the closure of the meeting.

Mr Procter is eligible for election by shareholders as a Director of the Company.

RESOLUTION 4 – RE-ELECTION OF ROSS GILLON AS A DIRECTOR

Article 10.3 of the Constitution provides that one third of the Directors retire at each annual general meeting. Mr Gillon is the longest serving of the current Directors and in the circumstances comes up for re-election at this meeting.

Background for Resolutions 5 and 6

On 19 November 2009 the Company announced a capital raising by way of a Placement.

Placement

The Company raised \$2,734,992 under the Placement by issuing 60,777,590 Shares to institutional and sophisticated investors at an issue price of \$0.045 per Share, through clients of BGF Equities Limited. The securities issued under the Placement were issued on 18 November 2009 under the 15% limit for new issues of securities permitted under Listing Rule 7.1. The Shares are fully paid ordinary shares with the same terms and conditions as the Company's fully paid ordinary shares currently quoted on the ASX.

Issue of Options

The Company agreed to seek Shareholder approval to issue to the participants in the Placement Options on a 1 for 2 basis. Accordingly the Company seeks Shareholder approval to issue to the participants in the Placement of 30,388,795 Options. The terms of the Options are as set out in Annexure A.

Effect of Placement and issue of Options on the Company's Capital

The Company's current issued capital including the securities issued under the Placement is 535,330,781 Shares, 34,683,773 listed options exercisable at 7.5 cents each on or before 28 February 2013 and 25,700,000 unlisted options (in various different classes). If Resolution 6 is approved the listed options on issue will increase to 65,072,568. If Resolution 6 is approved no additional securities will be issued.

RESOLUTION 5 – SUBSEQUENT APPROVAL OF SECURITIES

Proposed subsequent shareholder approval

Listing Rule 7.1 imposes a 15% cap on the number of new securities that a company can issue over any 12 month period without shareholder approval. ASX Listing Rule 7.4 allows a company to seek the subsequent approval of shareholders for an issue of securities. Shareholder approval of securities issued under the Placement refreshes the Company's 15% annual capacity to raise additional capital without the need to obtain shareholder approval. This provides additional funding flexibility for the Company.

Effect of the proposal

If Resolution 4 is approved, the Company will not have to count the securities issued under the Placement towards the 15% limit of securities that may be issued by the Company in any 12 month period under Listing Rule 7.1. Accordingly, if Resolution 5 is passed, the Company's annual capacity to issue capital within the 15% limit under Listing Rule 7.1 (in respect of the Placement,

being 60,777,590 Shares) will be refreshed. The Directors of the Company consider it prudent to maintain such funding flexibility as part of the Company's capital management strategy.

If Resolution 5 is not approved, it will have no effect upon the 60,777,590 Shares issued under the Placement. Those Shares have already been issued and quoted on the ASX. However the securities issued under the Placement would be counted towards the 15% of additional securities that may be issued by the Company in any twelve month period under Listing Rule 7.1.

Use of funds raised

The funds raised from the Placement will be used to fund the advancement of the Nullagine Gold Project and in particular towards the completion of the following:

- order of long lead items;
- metallurgical drilling and test work;
- working capital requirements and tenement package maintenance.

Recommendation

In order to ensure that the Company has adequate funding flexibility, the Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

RESOLUTION 6 –APPROVAL TO ISSUE OPTIONS

Proposed subsequent shareholder approval

Listing Rule 7.1 imposes a 15% cap on the number of new securities that a company can issue over any 12 month period without shareholder approval. Listing Rule 7.1 allows a company to seek the approval of shareholders to an issue of securities which would exceed the 15% annual cap prescribed by it. The combination of the Placement and Options issue exceeds the 15% annual cap set by Listing Rule 7.1.

Effect of proposal

If Resolution 6 is approved, the Company will issue 30,388,795 Options to the participants who participated in the Placement. No additional funds will be raised through the issue of the Options.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

GLOSSARY

In this Explanatory Statement, the following terms have the following unless the context otherwise requires:

ASX	means ASX Limited (ABN 98 008 624 691).
Board	means Board of Directors.
Company	means Millennium Minerals Limited (ACN 003 257 556).
Corporations Act	means the Corporations Act 2001 (Cth) and all regulations made pursuant to such legislation, as amended from time to time.
Director	means a Director of the Company.
Listing Rules	means Listing Rules of ASX, as amended or replaced from time to time, except to the extent of any waiver by ASX.
Notice	means this notice of Annual General Meeting.
Placement	means the placement of 60,777,590 Shares as announced on 18 November 2009.
Options	means the 30,388,795 Options to be issued on or about 24 May 2010 (but no later than 19 August 2010 in accordance with Listing Rule 7.3.2), subject to the passing of Resolution 5.
Shareholder	means a member of the Company, as defined in the constitution of the Company.
Shares	means ordinary fully paid shares in the capital of the Company.
WST	means Western Standard Time.

MILLENNIUM MINERALS LIMITED

ACN 003 257 556

Proxy Form

1 SHAREHOLDER

Name, address and daytime telephone number of shareholder of Millennium Minerals Limited.

Name

Address

.....

Daytime phone no.

2 APPOINTS

If you appoint the Chairman as your proxy, but do not wish to direct your proxy how to vote on a Resolution, you must place a mark in the box below headed "Proxy's Discretion" in respect of that Resolution. 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.

If you appoint the Chairman as your proxy, but do not mark any box, the Chairman will be unable to exercise your proxy vote.

If you appoint the Chairman as your proxy and place a mark in any box below headed "Proxy's Discretion", the Chairman intends to exercise your proxy to vote in favour of that Resolution.

Insert here the name of the person you wish to appoint as proxy; shareholders cannot appoint themselves.

Name of proxy - please print

.....

OR, if no person is named, the Chairman of the meeting to vote in accordance with the following directions or, if no directions have been given, as the Proxy (other than the Chairman) sees fit at the Annual General Meeting of the Company to be held on 28 May 2010 commencing at 11.00 am (WST) and at any adjournment thereof.

3 SIGNATURE OF SHAREHOLDER(S)

All single or joint holders of shares must sign this form.

↓

Signature []

Signature []

Signature []

Date []

or in the case of a company

The COMMON SEAL of the company is affixed in accordance with its constitution in the presence of:/Executed by the company by its duly authorised officers in accordance with sub-section 127(1) of the Corporations Act 2001:*

..... Signature of Director

..... Name of Director (Print)

..... Signature of Director/Secretary

..... Name of Director/Secretary (Print)

or signed by under Power of Attorney on behalf of the company.

* delete as appropriate

This proxy form must be signed by the shareholder and, in the case of joint shareholders, by each of the joint shareholders. In the case of a corporation, this proxy form must be executed in accordance with section 127 of the Corporations Act 2001. In the case of a Sole Director/Secretary company, please indicate "Sole Director". If this proxy form is signed under Power of Attorney the original Power of Attorney (or a copy certified as a true copy by statutory declaration) must be forwarded with the proxy form.

4 PROXY'S VOTING INSTRUCTIONS (OPTIONAL)



	FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION
1. Adoption of remuneration report	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
2. Election of Peter Rowe as a director	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
3. Election of Richard Procter as a director	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
4. Re-election of Ross Gillon as a director	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
5. Subsequent approval of securities	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
6. Approval to issue Options	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

If you wish to direct your proxy how to vote, place a mark on the appropriate box. If a mark is placed in a box, your total shareholding will be voted in that manner. You may, if you wish, split your voting direction by inserting the number of shares you wish to vote in the appropriate box. The direction will be invalid if a mark is made against more than one box for a particular item, or, if you have split your direction, if the total shareholding shown in "FOR", "AGAINST", "ABSTAIN" and "PROXY'S DISCRETION" boxes is more than your total shareholding on the share register. Each person who attends the meeting is entitled to one vote only on a show of hands. A person who holds proxies for more than one shareholder cannot vote on a show of hands if he or she holds proxies directing him or her to vote both for and against a resolution.

5 APPOINTMENT OF A SECOND PROXY (OPTIONAL)

If you want to appoint two proxies you may state here the percentage of your voting rights applicable to this proxy form. If you do not specify a particular percentage, each proxy is entitled to exercise 50% of your voting rights applicable to this proxy form.

%

A shareholder is entitled to appoint up to two persons (whether shareholders or not) to attend the meeting and vote as proxies. If you wish to appoint two proxies please contact Pierre Malherbe on +618 9216 9011 to obtain a second form. Both forms should be completed with the nominated percentage of your voting rights on each form. Please return the proxy forms together.

Important Information

Deadline for Receipt of proxies To be effective, a completed proxy form together with the power of attorney (if any) under which it is signed, must be received by the Company at its registered office or Company office at Ground Floor, 17 Ord Street, West Perth not less than 48 hours before the appointed time of the Annual General Meeting ie. no later than 9:30 am WST on 26 May 2010.

Destination of Completed Proxy Form Once the Proxy Form is completed and all details checked by you, the form is to be sent or delivered to the Company's office at Ground Floor, 17 Ord Street, West Perth WA 6005 or sent by facsimile to the registered office on ++ 618 9481 0288.

For Further Information If you need any further information about this form or attendance at the Company's Annual General Meeting, please contact Mr Pierre Malherbe, Company Secretary on + 618 9216 9011.

ANNEXURE A

TERMS AND CONDITIONS OF OPTIONS EXPIRING 28 FEBRUARY 2013 (AMOUNT PAYABLE: 7.5 CENTS)

1. Entitlement
Each Option shall entitle the holder the right to subscribe (in cash) for one (1) Share in the capital of the Company.
2. Option Period

Each Option will expire at 5.00pm WST on 28 February 2013 (such date being referred to as the "Option Expiry Date"). Each Option may be exercised at any time prior to the Option Expiry Date in accordance with the notice provisions set out below and any Option not so exercised shall automatically expire on the Option Expiry Date.
3. Ranking of Share Allotted on Exercise of Option
Each Share allotted as a result of the exercise of an Option will, subject to the Constitution of the Company, rank in all respects pari passu with the existing Shares in the capital of the Company on issue at the date of allotment.
4. Voting
A registered owner of an Option (herein referred to as an "Option Holder") will not be entitled to attend or vote at any meeting of the members of the Company unless they are, in addition to being Option Holder, members of the Company.
5. Transfer of an Option
Each Option is transferable at any time prior to the Option Expiry Date. This right is subject to any restrictions on the transfer of an Option that may be imposed by the ASX in circumstances where the Company is listed on ASX.
6. Method of Exercise of an Option
 - a. The Company will provide to each Option Holder a notice that is to be completed when exercising the Options (herein such notice being called a "Notice of Exercise of Options"). Options may be exercised by the Option Holder completing the Notice of Exercise of Options and forwarding the same to the Secretary of the Company to be received prior to the Option Expiry Date. The Notice of Exercise of Options must state the number of Options exercised and the consequent number of Shares in the capital of the Company to be allotted; which number of Options must be a multiple of 10,000 if only part of the Option Holders total Options are exercised, or if the total number of Options held by an Option Holder is less than 10,000, then the total of all Options held by that Option Holder must be exercised.
 - b. The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of 7.5 cents (\$0.075) per Share.
 - c. Subject to Clause 7 hereof, the exercise of less than all of an Option Holders Options will not prevent the Option Holder from exercising the whole or any part of the balance of the Option Holders entitlement under the Option Holders remaining Options.
 - d. Within 14 days from the date the Option Holder properly exercises Options held by the Option Holder, the Company shall issue and allot to the Option Holder that number of Shares in the capital of the Company so subscribed for by the Option Holder.
 - e. If the Company is listed on the ASX, the Company will within seven (7) days from the date of issue and allotment of Shares pursuant to the exercise of an Option, apply to the ASX for, and use its best endeavours to obtain, Official Quotation of all such Shares, in accordance with the Corporations Act and the Listing Rules.
 - f. The Company will generally comply with the requirements of the Listing Rules in relation to the timetables imposed when quoted Options are due to expire. Where there shall be any inconsistency between the timetables outlined herein regarding the expiry of the Options and the timetable outlined in the Listing Rules, the timetable outlined in the Listing Rules shall apply.

7. Reconstruction

In the event of a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital, at the time of the reconstruction.

8. Participation in New Share Issues

There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital which may be made or offered by the Company to its Shareholders from time to time prior to the Option Expiry Date unless and until the Options are exercised. The Company will ensure that during the exercise period of the Options, the Record Date for the purposes of determining Entitlements to any new such issue, will be at least 9 Business Days after such new issues are announced (or such other date if required under the Listing Rules) in order to afford the Option Holder an opportunity to exercise the Options held by the Option Holder.

9. Change of Options' Exercise Price or Number of Underlying Shares.

There are no rights to change the exercise price or the number of underlying Shares if there is a pro-rata issue or bonus issue to the holders of Shares.