

NEW JERSEY MINING CO
Form DEF 14A
July 23, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

- Filed by the Registrant
- Filed by a Party other than the Registrant
- Check the appropriate box:
- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Sec. 240.14a -12

NEW JERSEY MINING COMPANY

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

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New Jersey Mining Company

**Notice of 2008 Annual Meeting of Shareholders
To be Held on August 27, 2008**

NOTICE IS HEREBY GIVEN that the 2008 Annual Meeting of Shareholders of New Jersey Mining Company (the "Company"), will be held at 10:00 a.m. Pacific Standard time, on August 27, 2008, at the Best Western Wallace Inn, 100 Front Street, Wallace, Idaho 83873 to consider and act upon the following matters:

1. To elect five (5) members to the Board of Directors to serve for a one year term or until their respective successors are elected and qualified;
2. To ratify the appointment of DeCoria, Maichel & Teague P.S. as the independent registered public accounting firm for the Company for the year ending December 31, 2008; and

3. To transact such other business as may properly come before the meeting or any adjournment thereof. The close of business on June 30, 2008 has been fixed as the record date for the determination of the Shareholders entitled to notice of, and to vote at, the Annual Meeting and at any postponements or adjournments thereof. Only Shareholders of record on the books of the Company at the close of business on June 30, 2008 shall be entitled to notice of, and to vote at, the meeting or any adjournment thereof.

It is important that your shares be represented at the meeting whether or not you are personally able to attend. You are therefore urged to complete, date and sign the accompanying proxy card and mail it in the enclosed postage-paid envelope as promptly as possible. Your Proxy is revocable, either in writing or by voting in person at the Annual Meeting, at any time prior to its exercise.

Thank you for your cooperation.

Sincerely,

/s/ Fred W. Brackebusch

Fred W. Brackebusch
Chairman of the Board, President
and Chief Executive Officer

Wallace, Idaho
August 1, 2008

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**New Jersey Mining Company
P.O. Box 1019
Kellogg, Idaho 83837**

PROXY STATEMENT
Relating to
Annual Meeting of Shareholders
to be held on August 27, 2008

INTRODUCTION

This Proxy Statement is being furnished by the Board of Directors of New Jersey Mining Company (the "Company") to holders of shares of the Company's no par value common stock (the "Common Stock") in connection with the solicitation by the Board of Directors of Proxies to be voted at the Annual Meeting of Shareholders of the Company and any adjournment or adjournments thereof (the "Annual Meeting") to be held at 10:00 a.m. on August 27, 2008 at the Best Western Wallace Inn, 100 Front Street, Wallace, Idaho 83873 for the purposes set forth in the accompanying Notice of Annual Meeting. This Proxy Statement is first being mailed to Shareholders on or about August 1, 2008 and is accompanied by a proxy card for use at the Annual Meeting.

Members of the Company's management are the record and beneficial owners of an aggregate of 10,384,727 shares (approximately 28.2 %) of the Company's outstanding Common Stock. It is management's intention to vote all of their shares in favor of each matter to be considered by the Shareholders.

PURPOSES OF ANNUAL MEETING

Election of Directors

At the Annual Meeting, Shareholders will be asked to consider and to take action on the election of five (5) members to the Board of Directors to serve for one-year terms or until their respective successors are elected and qualified. (See "Election of Directors").

Ratification of Appointment of Independent Registered Public Accounting Firm

At the Annual Meeting, Shareholders will be asked to ratify the appointment of DeCoria, Maichel & Teague P.S. as the independent registered public accounting firm for the Company for the year ending December 31, 2008. (See "Ratification of Appointment of Independent Registered Public Accounting Firm").

Other Business

To transact such other business as may properly come before the Annual Meeting or any postponements or adjournments thereof.

Because your vote is important, it is requested that you complete and sign the enclosed proxy card and mail it promptly in the return envelope provided. Shares cannot be voted at the meeting unless the owner is present to vote or is represented by Proxy.

VOTING AT ANNUAL MEETING

- 1. Record Date; Shares Entitled to Vote.** The Board of Directors of the Company has fixed the close of business on June 30, 2008, as the record date (the "Record Date") for the purpose of determining Shareholders of the Company entitled to notice of and to vote at the Annual Meeting. At the close of business on that date, there were 36,800,892 issued and outstanding shares of Common Stock. Each holder of Common Stock is entitled to one vote for each share of Common Stock owned as of the Record Date.
- 2. Quorum.** A majority of the shares issued and outstanding as of the record date will constitute a quorum for the transaction of business at the Annual Meeting. Proxies that are submitted but are not voted for or against (because of abstention, broker non-votes or otherwise) will count toward a quorum and will be treated as present for all matters considered at the meeting.
- 3. Vote Required.** Directors are elected by a plurality of the votes cast by the holders of the Common Stock at a meeting of shareholders at which a quorum is present. "Plurality" means that the individuals who receive the largest number of votes cast are elected as Directors up to the maximum number of Directors to be chosen at the meeting. Consequently, any shares not voted (whether by abstentions, broker non-votes or otherwise) have no impact on the election of Directors, except to the extent the failure to vote for an individual results in another individual receiving a larger number of votes. The election of Directors will be accomplished by determining the five nominees receiving the highest total number of votes.

If a quorum exists at the Annual Meeting, the affirmative vote by the holders of a majority of the Common Stock present in person or represented by proxy and entitled to vote is required to approve the ratification of the appointment of DeCoria, Maichel & Teague P.S. as the independent registered public accounting firm for the Company for the year ending December 31, 2008.

- 4. Solicitation of Proxies.** The Board of Directors requests that you complete, date and sign the proxy card accompanying this Proxy Statement and promptly return the card in the enclosed postage-paid envelope. The accompanying proxy card is solicited on behalf of the Company, and the cost of solicitation will be borne by the Company. Although they do not presently intend to do so, following the original mailing of the Proxy materials, directors, officers and employees of the Company may, without additional remuneration, solicit Proxies by mail, internet, telephone, facsimile, or personal interviews. The Company may request brokers, custodians, nominees, and other record holders to forward copies of the Proxies and soliciting materials to persons for whom they hold shares of the Company and to request authority for the exercise of Proxies. In such cases, the Company will reimburse such holders for their reasonable expenses.

5. Revocation of Proxy. You may revoke your proxy at any time by taking any of the following actions before your proxy is voted at the Annual Meeting:

- Deliver to the Company a written notice bearing a date later than the date of the proxy card, stating that you revoke the proxy;
- Sign and deliver to the Company a proxy card relating to the same shares and bearing a later date; or
- Attend the meeting and vote in person, although attendance at the meeting will not, by itself, revoke a proxy.

year term or until his or her respective successor is elected and qualified; and (2) to appoint DeCoria, Maichal & Teague P.S. as the independent registered public accounting firm for the Company for the year ending December 31, 2008.

- 10. Dissenters' Rights.** There are no dissenters' rights applicable to any matters to be considered at the Annual Meeting.

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PROPOSAL 1. ELECTION OF DIRECTORS

At the meeting, five (5) Directors are to be elected who shall hold office until the next Annual Meeting of Shareholders and until their respective successors shall have been elected and qualified.

The Proxies appointed in the accompanying proxy card intend to vote, unless directed to the contrary therein, in their discretion, for the election to the Board of Directors of the five persons named below, all of whom have consented to serve the Company in such capacity if elected. However, if any nominee at the time of election is unable or unwilling to serve, or is otherwise unavailable for election, the Board of Directors shall designate a substitute nominee. Unless instructions to the contrary are specified on the proxy card, proxies will be voted in favor of the persons who have been nominated by the Board of Directors.

The nominees for Directors, together with certain information with respect to each of them, are as follows:

| Name & Address | Age | Position | Date First Elected As Director |
|---|------------|--|---------------------------------------|
| Fred W. Brackebusch P.O. Box 1019 Kellogg, Idaho 83837 | 63 | Chairman of the Board, President, Chief Executive Officer & Treasurer | 7/18/1996 |
| Grant A. Brackebusch P.O. Box 131 Silverton, ID 83867 | 38 | Vice President & Director | 7/18/1996 |
| Ivan R. Linscott 7150 Burke Road Wallace, ID 83873 | 65 | Director | 9/21/2004 |
| William C. Rust (1) P.O. Box 648 Wallace, ID 83873 | 61 | Director | 9/21/2004 |
| M. Kathleen Sims (1) 2745 Seltice Way Coeur d'Alene, ID 83814 | 63 | Director | 9/25/2003 |

(1) Member of the Audit Committee

Board Recommendation

The Board of Directors recommends a vote FOR each nominee to the Board of Directors.

BOARD OF DIRECTORS OF THE COMPANY

Directors are elected by shareholders at each annual shareholders meeting to hold office until the next annual meeting of shareholders or until their respective successors are elected and qualified. The following individuals are currently serving as members of the Board of Directors of the Company:

Fred W. Brackebusch, P.E. has served as the Chairman of the Board, President, Chief Executive Officer and Treasurer of the Company since 1996. He has a B.S. and an M.S. in Geological Engineering both from the University of Idaho. He is a consulting engineer with extensive experience in mine development, mine backfill, mine management, permitting, process control and mine feasibility studies. He has over 35 years of experience in the Coeur d'Alene Mining District, about half of which was with Hecla Mining Co. He has been the principal owner of Mine Systems Design, Inc., a mining consulting business which is a large shareholder in the Company, since 1987.

Grant A. Brackebusch, P.E. has served as the Vice President and a Director of the Company since 1996. He holds a B.S. in Mining Engineering from the University of Idaho. He worked for Newmont Gold Co. on the Carlin Trend in open pit mine planning and pit supervision for three years. He also has worked with Mine Systems Design, Inc. performing various engineering and geotechnical tasks. He has worked for New Jersey Mining Company since 1996; he supervises the daily operations of the various mining operations, mill operations, performs various engineering tasks, and coordinates environmental permitting.

Ivan R. Linscott, PhD has served as a Director of the Company since 2004. He is a physicist at Stanford University. He is a Senior Research Associate for radioscience spacecraft instrument development and is Co-Investigator and Science Team Member for the New Horizons Mission to encounter the planet Pluto. Dr. Linscott has a strong interest in doing research on exploration techniques in the Coeur d'Alene Mining District. He has made significant contributions to the Company's exploration program through the innovative use of geophysical techniques.

William C. Rust has served as a Director of the Company since 2004. He is a metallurgical engineer with extensive experience in the Silver Valley. He worked for Asarco as Chief Metallurgist. Later he worked for CoCa mines at Grouse Creek in Central Idaho and for McCulley, Frick, and Gilman, an environmental consulting firm. He was with Getchell Gold Inc. in Nevada where he was Mill Manager and Senior Metallurgist for a 3,200 ton/day gold plant. Currently, Mr. Rust is self-employed as a metallurgical engineering consultant. Mr. Rust is a member of the Audit Committee.

M. Kathleen Sims has served as a Director of the Company since 2003. She is a successful businesswoman who is majority owner of a car dealership. She is a former State Senator in the Idaho Legislature. She is a former member of the State of Idaho Human Rights Commission and is active in the Idaho Republican Party. She has extensive experience in starting a business with all the necessary experience in financing, business plans and management. Ms. Sims is the chairperson of the Audit Committee.

PROPOSAL 2. RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed the firm DeCoria, Maichel & Teague P.S. as independent certified public accountants for the Company for the fiscal year ending December 31, 2008. At the Annual Meeting, Shareholders will be asked to ratify the appointment of DeCoria, Maichel & Teague P.S. as the independent registered public accounting firm. DeCoria, Maichel & Teague P.S. has served as the Company's independent auditors and has conducted the audit of the Company's financial statements since 2004. No representative of DeCoria, Maichel & Teague P.S. is expected to be present at the Annual Meeting. If the appointment of DeCoria, Maichel & Teague P.S. is not ratified by the required number of votes, the Board will review its future selection of independent registered public accounting firms.

Board Recommendation

The Board of Directors recommends a vote FOR the ratification of the appointment of DeCoria, Maichel & Teague P.S. as the independent registered public accounting firm for the Company for the year ending December 31, 2008.

AUDIT COMMITTEE REPORT

During fiscal year 2007, Directors Rust and Sims served on the Audit Committee, with Director Sims serving as the chairperson. The Audit Committee is responsible for overseeing the Company's accounting and financial reporting processes, including the quarterly review and the annual audit of the Company's financial statements by DeCoria, Maichel & Teague P.S., the Company's independent registered public accounting firm. The Sarbanes-Oxley Act of 2002 requires the Audit Committee to be directly responsible for the appointment, compensation and oversight of the audit work of the independent registered public accounting firm.

As part of fulfilling its responsibilities, the Audit Committee has reviewed and discussed the Company's audited financial statements with management. The Audit Committee has also discussed with the independent registered public accounting firm the matters required to be discussed by Statement on Auditing Standards No. 61 (Communication with Audit Committees). Finally, the Audit Committee has received the written disclosures and the letter from the independent registered public accounting firm required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees) and has discussed with the independent registered public accounting firm that firm's independence.

Based on its review and discussions, the Audit Committee recommended to the Board of Directors that the audited financial statements for 2007 be included in the Company's 2007 Annual Report on Form 10-KSB filed with the SEC.

Submitted by the Audit Committee of the Board of Directors of the Company.

William C. Rust
M. Kathleen Sims

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S FEES

Audit Fees

The aggregate fees billed for professional services rendered by the Company's independent registered public accounting firm for the audit of the annual financial statements included in the Company's annual report on Form 10-KSB for the fiscal years ended December 31, 2007 and 2006 and the review for the financial statements included in the Company's quarterly reports on Form 10-QSB during those fiscal years, were \$28,384 and \$32,639 respectively.

Audit Related Fees

The Company incurred no fees during the last two fiscal years for assurance and related services by the Company's independent registered public accounting firm that were reasonably related to the performance of the audit or review of the Company's financial statements, and not reported under "Audit Fees" above.

Tax Fees

The Company incurred no fees during the last two fiscal years for professional services rendered by the Company's independent registered public accounting firm for tax compliance, tax advice and tax planning.

All Other Fees

The Company incurred no other fees during the last two fiscal years for products and services rendered by the Company's independent registered public accounting firm.

PRE-APPROVAL OF AUDIT AND NON-AUDIT SERVICES OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee is responsible for appointing, setting compensation and overseeing the work of the independent registered public accountants. The Audit Committee has established a policy regarding pre-approval of all audit and non-audit services provided by the independent registered public accountants. On an ongoing basis, management communicates specific projects and categories of services for which advance approval of the Audit Committee is requested. The Audit Committee reviews these requests and advises management if the Audit Committee approves the engagement of the independent registered public accountants for specific projects. On a periodic basis, management reports to the Audit Committee regarding the actual spending for such projects and services compared to the approved amounts. The Audit Committee may also delegate the ability to pre-approve audit and permitted non-audit services to a subcommittee consisting of one or more Audit Committee members, provided that any such pre-approvals are reported on at a subsequent Audit Committee meeting. One hundred percent of all services provided by the Company's independent registered public accounting firm in each of the last two fiscal years were pre-approved by the Audit Committee.

INFORMATION CONCERNING THE BOARD OF DIRECTORS

Board Meetings

During the fiscal year ended December 31, 2007 there were three meetings of the Board of Directors. All Directors were present at each meeting. It is the Company's policy that members of the Board of Directors should attend all annual meetings of Shareholders except for absences due to causes beyond the reasonable control of the Directors. The Company did not hold an annual meeting of shareholders during 2007.

Affirmative Determinations Regarding Director Independence

The Board of Directors has determined that each of the following Directors is an "independent director" as such term is defined by the rules of the Financial Industry Regulatory Authority ("FINRA"). FINRA and the Securities Exchange Commission (the "SEC"):

Ivan R. Linscott, PhD William C. Rust M. Kathleen Sims

The rules of FINRA and the SEC generally provide that an "independent director" is a person other than an officer or employee of the Company or any other individual having a relationship that, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a Director. The FINRA rules also provide specific criteria that, if met, disqualify a director from being independent.

Audit Committee

The Company has an audit committee established in accordance with the Securities Exchange Act of 1934, as amended, (the "Exchange Act") for the purpose of overseeing the Company's accounting and financial reporting processes, the audits of the financial statements, as well as compliance with legal and regulatory requirements. The Audit Committee is also responsible for appointing and reviewing the performance of the Company's independent registered public accounting firm. The members of the Company's audit committee are William C. Rust and M. Kathleen Sims. Each member of the audit committee is deemed to be an independent director as that term is defined under the listing standards of FINRA. Ms. Sims is considered to be an audit committee financial expert as the term is defined under applicable SEC rules, and is the Chairperson of the Audit Committee. The Audit Committee held two meetings during 2007. The Company does not have a written Audit Committee Charter.

Nominating Committee

The entire Board of Directors serves as the Nominating Committee and all Directors participate in the consideration and selection of nominees to the Board of Directors. The Nominating Committee identifies potential nominees from various sources, including recommendations from Directors and officers of the Company. The Nominating Committee will consider nominees recommended by shareholders upon submission in writing to the Chairman of the Board of Directors the names of such nominees, together with their qualifications for service as Directors of the Company. Individuals recommended by shareholders are evaluated in the same manner as other potential nominees. The Nominating Committee reviews and discusses recommendations received for Director candidates and evaluates the qualifications of such candidates before

selecting a slate of nominees to be recommended by the Board. Qualifications that the Nominating Committee will consider in evaluating Director candidates include their mining, scientific, or business experience, contacts within the Company's market area, relevant skills, and time availability. A candidate's level of share ownership in the Company is also considered as part of the evaluation along with such other criteria as the Nominating Committee determines to be relevant. The Nominating Committee did not hold any meetings in 2007. The Company does not have a written charter for the Nominating Committee.

Compensation Committee

The entire Board of Directors serves as the Compensation Committee and all Directors review personnel policies of the Company that include, but are not limited to, compensation for executive officers of the Company, as well as employee compensation and benefit programs. The Board of Directors has determined that a Compensation Committee is not currently necessary because the Company is a small business. The Company does not have a written charter for the Compensation Committee.

The compensation for the President and Vice President, as the executive officers of the Company, is generally set on an annual basis by the disinterested members of the Board. In determining the appropriate compensation levels for the executive officers, the Board of Directors considers a number of factors, including, but not limited to the executive officers' mining experience and experience with the Company, and the level of compensation paid by the Company's peers in the mining industry. Compensation for the Board of Directors has been approved by the entire Board of Directors. The President and Vice President have been authorized by the Board of Directors to set the salaries and wages of the non-executive employees of the Company, subject to the review of the Board of Directors.

Communication with the Board of Directors

Shareholders may send communications to the Board of Directors of the Company by addressing such correspondence to:

Fred W. Brackebusch
Chairman of the Board
New Jersey Mining Company
P.O. Box 1019
Kellogg, ID 83837

As Chairman of the Board, Mr. Brackebusch monitors shareholder communications, forwards correspondence to the appropriate committee(s) or Director(s), and facilitates an appropriate response.

COMPENSATION OF DIRECTORS

During 2007, each of the Directors of the Company were paid 20,000 shares of restricted Common Stock valued at \$10,000. At a Board of Directors meeting on May 27, 2008, the Directors approved a compensation plan for the Board of Directors. Pursuant to the compensation plan, each Director receives annual compensation of 25,000 common shares of restricted stock. No additional fees are paid for attendance to Board of Directors' meetings.

The following table sets forth information with regard to compensation earned by non-employee Directors in 2007. Compensation earned by Fred and Grant Brackebusch, as employee Directors, is included in the "Executive Compensation" section of this Proxy Statement.

Director Compensation

| Name (1) | Fees Earned or Paid in Cash (\$) | Stock Awards (\$ (2)) | Option Awards (\$) | Non-Equity Incentive Plan Compensation (\$) | Nonqualified Deferred Compensation Earnings (\$) | All Other Compensation (\$) | Total (\$) |
|------------------|----------------------------------|-----------------------|--------------------|---|--|-----------------------------|------------|
| Ivan R. Linscott | 0 | 31,200 | 0 | 0 | 0 | 0 | |
| William C. Rust | 0 | 10,000 | 0 | 0 | 0 | 0 | |
| M. Kathleen Sims | 0 | 10,000 | 0 | 0 | 0 | 0 | |

- (1) Directors Fred W. Brackebusch and Grant A. Brackebusch are executive officers of the Company, therefore, disclosure regarding their compensation as Directors is included in the Summary Compensation Table. See Executive Compensation.
- (2) There were no stock awards for Directors outstanding as of December 31, 2007.

EXECUTIVE OFFICERS

The executive officers of the Company, together with certain information with respect to each of them, are as follows:

| Name & Address | Age | Position | Date First Elected (1) |
|--|-----|--|------------------------|
| Fred W. Brackebusch P.O. Box 1019 Kellogg, Idaho 83837 | 63 | Chairman of the Board, President, Chief Executive Officer & Treasurer | 7/18/1996 |
| Grant A. Brackebusch P.O. Box 131 Silverton, ID 83867 | 38 | Vice President & Director | 7/18/1996 |

- (1) Messrs. Brackebusch have been appointed by the Board of Directors to serve in their respective offices until such time that a successor may be appointed by the Board of Directors

Fred W. Brackebusch, P.E. has served as the Chairman of the Board, President, Chief Executive Officer and Treasurer of the Company since 1996. He has a B.S. and an M.S. in Geological Engineering both from the University

of Idaho. He is a consulting engineer with extensive experience in mine development, mine

backfill, mine management, permitting, process control and mine feasibility studies. He has over 35 years of experience in the Coeur d'Alene Mining District, about half of which was with Hecla Mining Co. He has been the principal owner of Mine Systems Design, Inc., a mining consulting business which is a large shareholder in the Company, since 1987.

Grant A. Brackebusch, P.E. has served as the Vice President and a Director of the Company since 1996. He holds a B.S. in Mining Engineering from the University of Idaho. He worked for Newmont Gold Co. on the Carlin Trend in open pit mine planning and pit supervision for three years. He also has worked with Mine Systems Design, Inc. performing various engineering and geotechnical tasks. He has worked for New Jersey Mining Company since 1996; he supervises the daily operations of the various mining operations, mill operations, performs various engineering tasks, and coordinates environmental permitting.

Family Relationships

Fred W. Brackebusch is the father of Grant A. Brackebusch. Tina C. Brackebusch is the wife of Grant A. Brackebusch.

Legal Proceedings

No Director or Officer has been involved in any legal action involving the Company for the past five years.

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EXECUTIVE COMPENSATION**Compensation of Officers**

A summary of cash and other compensation for Fred Brackebusch, the Company's President and Chief Executive Officer, and Grant Brackebusch, the Company's Vice President (the "Named Executive Officers"), for the two (2) most recent years is as follows:

Summary Compensation Table

| Name & Principal Position | Year | Salary (\$) | Bonus (\$) | Stock Awards ¹ (\$) | Option Awards (\$) | Nonequity Incentive Plan Compensation (\$) | Nonqualified Deferred Compensation Earnings (\$) | All Other Compensation (\$) | Total (\$) |
|----------------------------------|------|-------------|------------|--------------------------------|--------------------|--|--|-----------------------------|------------|
| Fred Brackebusch President | 2006 | 66,000 | 0 | 72,063 | 0 | 0 | 0 | 0 | 138,063 |
| | 2007 | 75,000 | 0 | 92,500 | 0 | 0 | 0 | 0 | 167,500 |
| Grant Brackebusch Vice President | 2006 | 84,000 | 0 | 11,000 | 0 | 0 | 0 | 0 | 95,000 |
| | 2007 | 88,500 | 0 | 10,000 | 0 | 0 | 0 | 0 | 98,500 |

(1) Stock Awards includes fees earned as Directors.

There is no employment agreement between the Company and Fred Brackebusch, and there is no employment agreement between the Company and Grant Brackebusch. The compensation of the Named Executive Officers has been set by the disinterested members of the Board of Directors. The Board awards Fred Brackebusch restricted Common Stock in addition to his salary for any hours worked over 130 hours per month at a rate of \$150 per hour. The number of shares to be awarded is calculated quarterly by using the average bid price of the Company's Common Stock. In 2007, the average price assigned to the shares was \$0.53 per share.

The Company does not have a retirement plan for its executive officers and there is no agreement, plan or arrangement that provides for payments to executive officers in connection with resignation, retirement, termination or a change in control of the Company.

Outstanding Equity Awards at Fiscal Year-end

The Company does not currently award the Named Executive Officers options to purchase the Company's shares, and there were no outstanding equity awards as of December 31, 2007.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following tables set forth information as of June 30, 2008 regarding the shares of Company Common Stock beneficially owned by: (i) each person known by the Company to own beneficially more than 5% of the Company's Common Stock; (ii) each Director of the Company; (iii) the CEO and CFO of the Company (the "Named Executive Officers"); and (iv) all Directors and the Named Executive Officers of the Company as a group. Except as noted below, each holder has sole voting and investment power with respect to shares of the Company Common Stock listed as owned by that person.

Security Ownership of Certain Beneficial Owners

| Title of Class | Name and Address Of Beneficial Owner | Amount and Nature of Beneficial Owner | Percent of Class (1) |
|----------------|--|--|----------------------|
| Common | Fred W. Brackebusch P.O. Box 1019 Kellogg, Idaho 83837 | 7,915,757 indirect (a) 969,541 direct | 24.14% |
| Common | Constance Meisel 105 East Atlantic Avenue Delray Beach, FL 33444 | 3,333,333 (b) | 9.06% |
| Common | Terry & Marguerite Tyson County Road U Lipscomb, TX 79056 | 1,622,000 direct(c) 933,900 indirect | 6.95% |
| Common | William Ritger Ocean Royale Way Juno Beach, FL 33408 | 1,930,000 (d) | 5.24% |

- 1) Based upon 36,800,892 outstanding shares of Common Stock on June 30, 2008.
- (a) Fred Brackebusch owns 89.6% of Mine Systems Design, Inc. (MSD) which is a corporation that owns 8,834,550 common shares of the Company. Neither MSD nor Fred Brackebusch has the right to acquire any securities pursuant to options, warrants, conversion privileges or other rights.
- (b) Constance Miesel holds 333,334 warrants exercisable at a price of \$0.55 with an expiration date of December 31, 2008.
- (c) Terry and Marguerite Tyson hold 300,000 warrants exercisable at a price of \$0.55 until December 31, 2008.
- (d) William Ritger holds 600,000 warrants exercisable at a price of \$0.50 until August 31, 2009.

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Security Ownership of Management

| Title of Class | Name and Address Of Beneficial Owner | Amount and Nature of Beneficial Owner | Percent of Class (1) |
|----------------|---|--|----------------------|
| Common | Fred W. Brackebusch P.O. Box 1019 Kellogg, Idaho 83837 | 7,915,757 indirect (a) 969,541 direct | 24.14% |
| Common | Grant A. Brackebusch P.O. Box 131 Silverton, ID 83837 | 996,793 indirect (b) 299,136 direct | 3.52% |
| Common | Ivan R. Linscott, Director 7150 Burke Road Wallace, ID 83873 | 90,500 | 0.25% |
| Common | William C. Rust, Director P.O. Box 648 Wallace, ID 83873 | 50,000 | 0.14% |
| Common | M. Kathleen Sims, Director 2745 Seltice Way Coeur d'Alene, ID 83814 | 63,000 | 0.17% |
| Common | All Directors and Executive Officers as a group (5 individuals) | 10,384,727 | 28.22% |

(1) Based upon 36,800,892 outstanding shares of Common Stock on June 30, 2008.

- (a) Fred Brackebusch owns 89.6% of Mine Systems Design, Inc. (MSD), which is a corporation that owns 8,834,550 common shares of the Company. Neither MSD nor Fred Brackebusch have the right to acquire any securities pursuant to options, warrants, conversion privileges or other rights.
- (b) Grant Brackebusch owns 10.4% of Mine Systems Design, Inc. (MSD), which is a corporation that owns 8,834,550 common shares of the Company. Neither MSD nor Grant Brackebusch have the right to acquire any securities pursuant to options, warrants, conversion privileges or other rights. Also included in the indirect total are 78,000 shares held by his spouse, Tina C. Brackebusch.

None of the directors or officers has the right to acquire any securities pursuant to options, warrants, conversion privileges or other rights. No shares are pledged as security.

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RECENT MARKET PRICES

Our Common Stock currently trades on the Over the Counter Bulletin Board ("OTCBB") under the symbol "NJMC". The following table sets forth the range of high and low bid prices as reported by the OTCBB for the periods indicated. These quotations represent inter-dealer prices, without retail mark-up, markdown or commission, and may not represent actual transactions.

| Year Ending December 31, 2008 | High Bid | Low Bid |
|--------------------------------------|-----------------|----------------|
| First Quarter | \$0.72 | \$0.45 |
| Second Quarter | \$0.50 | \$0.33 |
| Year Ending December 31, 2007 | High Bid | Low Bid |
| First Quarter | \$0.93 | \$0.51 |
| Second Quarter | \$0.85 | \$0.65 |
| Third Quarter | \$0.65 | \$0.34 |
| Fourth Quarter | \$0.57 | \$0.32 |

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Under Section 16(a) of the Securities Exchange Act of 1934, as amended, and the regulations thereunder, the Company's Directors, Executive Officers and beneficial owners of more than 10% of any registered class of the Company's equity securities are required to file reports of their ownership of the Company's securities and any changes in that ownership with the SEC. Based solely on its review of copies of these reports and any written representations from such reporting persons, the Company believes that during 2007 such filing requirements were complied with.

ADDITIONAL SHAREHOLDER INFORMATION**Shareholders**

As of June 30, 2008, there were approximately 1,100 shareholders of record of the Company's Common Stock. As of June 30, 2008, the Company had issued and outstanding 36,800,892 shares of Common Stock and the Company had warrants to purchase 2,988,970 shares of Common Stock outstanding, for a fully diluted total of 39,789,862.

Shareholder Proposals for 2009 Annual Meeting

The Company will review shareholder proposals intended to be included in the Company's proxy materials for the 2009 Annual Meeting of Shareholders which are received by the Company at its principal executive offices no later than April 15, 2009 (unless the date of the next annual meeting is changed by more than 30 days from the date of this year's meeting, in which case the proposal must be received a reasonable time before the Company begins to print and mail its proxy materials). Such proposals must be submitted in writing and should be sent to the attention of the Secretary of the Company. The Company will comply with Rule 14a-8 of the Exchange Act with respect to any proposal that meets its requirements.

Annual Report

The Company's Annual Report to Shareholders is being mailed to all Shareholders with this Proxy Statement. The Annual Report is not part of the proxy solicitation materials for the Annual Meeting. In addition, a Shareholder of record will receive a copy of the Company's Form 10-KSB for the fiscal year ended December 31, 2007. The Company's Form 10-KSB may also be accessed at the SEC's website at www.sec.gov.

Other Business

As of the date of this Proxy Statement, the Board of Directors is not aware of any matters that will be presented for action at the Annual Meeting other than those described above. However, should other business properly be brought before the Annual Meeting, the proxies will be voted thereon in the discretion of the persons acting hereunder.

By Order of the Board of Directors

/s/ Fred W. Brackebusch

Fred W. Brackebusch

Chairman of the Board, President

and Chief Executive Officer

1. Election of Directors (check one)

- For All Nominees (Fred W. Brackebusch, Grant A. Brackebusch, Ivan R. Linscott, William C. Rust and M. Kathleen Sims)
- Withhold All Nominees
- Withhold Authority to Vote For Any Individual Nominee. Write name below:

2. Ratification of Appointment of Independent Registered Public Accounting Firm (check one)

- For
- Against
- Abstain

The Board of Directors recommends a vote "For" Items 1 and 2. This proxy, when properly executed, will be voted in the manner directed herein by the undersigned shareholder. In the absence of specific instructions, proxies will be voted for Items 1 and 2 and at the discretion of the Proxy Agents as to any other matters that may properly come before the Annual Meeting of Shareholders.

Please sign exactly as name appears below. When shares are held by joint tenants, both should sign. When signing as attorney, as executor, administrator, trustee, or guardian, please give full title as such. If a corporation, please sign in full corporate name by President or other authorized officer. If a partnership, please sign in partnership name by authorized person.

DATED: _____

PLEASE MARK, SIGN, DATE, AND RETURN THIS _____
PROXY PROMPTLY USING THE ENCLOSED ENVELOPE