



ELDORE MINING CORPORATION LTD.
ABN 82 110 884 252

29 October 2008

Companies Announcement Office
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

NOTICE OF ANNUAL GENERAL MEETING AND ANNUAL REPORT

Please find attached the company's Notice of Annual General Meeting to be held on Thursday, 27 November 2008 at 2.30pm.

The company advises that the Annual Report comprises only the documents previously lodged with ASX.

Yours faithfully

N J Bassett
Company Secretary

Eldore Mining Corporation Limited
ABN 82 110 884 252

Notice of Annual General Meeting

Explanatory Statement

and

Proxy Form

ELDORE MINING CORPORATION LIMITED

ABN 82 110 884 252

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of members of Eldore Mining Corporation Limited (**Eldore** or the **Company**) will be held at 2.30pm on Thursday, 27 November 2008 at, the Esplanade River Suite Hotel, 112 Melville Parade, Como, Western Australia.

The enclosed Explanatory Statement accompanies and forms part of this Notice of annual general meeting.

AGENDA

ORDINARY BUSINESS

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the Financial Statements of the Company for the year ended 30 June 2008, and the reports of the Directors and auditor thereon.

RESOLUTION 1: Adoption of Remuneration Report

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

That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report set out in the Company's 2008 Annual Report for the financial year ended 30 June 2008 be adopted.

RESOLUTION 2: Re-election of Mr Andrew Waller as a director of the Company

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

That Mr Waller, being a Director of the Company who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company.

RESOLUTION 3: Re-election of Mr Peter Hampshire as a director of the Company

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

That Mr Peter Hampshire, being a Director of the Company who was appointed by the Company's Board of Directors on 30 November 2007 to fill a casual vacancy and who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company.

RESOLUTION 4: Change of Auditors

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

“That, for the purposes of section 327B of the Corporations Act 2001 (Cth) and for all other purposes, Mack & Co, having consented in writing to act as auditors of the Company, be appointed as auditors, effective immediately.”

Short Explanation: Section 327B of the Corporations Act provides that a public company must appoint an auditor to fill any vacancy in the office of auditor at each subsequent AGM.

Voting at Annual General Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the annual general meeting are those who are registered Shareholders of the Company at 2.30pm on 27 November 2008. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the annual general meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of annual general meeting.

Annual Report Online

Shareholders who have not elected to receive a hard copy of the Annual Report can access the report on the company's website at www.eldore.com.au

By order of the Board

Neville Bassett

Company Secretary

Dated: 27 October 2008

EXPLANATORY STATEMENT

INTRODUCTION

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at the Esplanade River Suite Hotel, 112 Melville Parade, Como, WA on 27 November 2008 at 2.30pm (WST).

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of annual general meeting.

FINANCIAL STATEMENTS AND REPORTS

As required by section 317 of the Corporations Act, the financial statements for the year ended 30 June 2008 and the reports of the Directors and auditors thereon will be laid before the meeting. There is no requirement for a formal resolution on this item.

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the meeting.

As a Shareholder you are entitled to submit one written question to the auditor prior to the Annual General Meeting provided that the question relates to:

- The content of the auditor's report; or
- The conduct of the audit in relation to the financial report.

All written questions must be sent to the Company and may not be sent direct to the auditor. The Company will then forward all questions to the auditor. Questions must be received by the Company no later than 5 business days before the date of the Annual General Meeting.

The auditor will be attending the Annual General Meeting and will be available to answer questions from Shareholders relevant to:

- The conduct of the audit;
- The preparation and content of the auditor's report;
- The accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- The independence of the auditor in relation to the conduct of the audit.

The auditor will also answer written questions submitted prior to the Annual General Meeting.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Company is required to include in its Directors Report a detailed Remuneration Report relating to Directors' and executives' remuneration. Section 300A of the Corporations Act sets out the information to be included in the Remuneration Report. The Remuneration Report is set out in the Directors Report section of Company's 2008 Annual Report.

As required by section 250R(2) of the Corporations Act, a resolution that the remuneration report for the year ended 30 June 2008 be adopted is to be put to a vote. The vote on this item is advisory only and does not bind the Directors or the Company.

In accordance with section 250SA of the Corporations Act, shareholders will be provided with a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. This is in addition to any questions or comments that shareholders may have in relation to the management of the Company.

RESOLUTIONS 2 AND 3 - RE-ELECTION OF DIRECTORS

Resolutions 2 and 3 relate to the election of Directors. In accordance with the Company's Constitution, Mr Waller will retire by rotation at the Annual General Meeting and being eligible offers himself for re-election. Mr Hampshire was appointed as a Director by the Board since the last AGM and in accordance with ASX Listing Rule 14.4 and the Company's Constitution, he retires and offers himself for re-election. A summary of the qualifications and experience for each is provided below:

Andrew Waller Non-Executive Chairman

Mr Waller's background is in technology development / manufacturing, property development and resources. He was the founder of the telecommunications division of the UDC Group Pty Ltd that formed Cable and Telecoms Limited. Mr Waller was an executive director of Cable and Telecoms Limited.

Mr Waller has extensive public company experience, particularly in the area of capital raising and business development.

Mr Waller has been a director since 26 April 2007.

Peter Hampshire Non-Executive Director

Mr Hampshire has been a stockbroker and investment banker for 35 years. He started his career with Slater Walker Merchant Bank in London before moving back to Australia and spent 4 years with Merrill Lynch International. Mr Hampshire then joined Jacksons stockbrokers, followed by a period consulting to and director of both private and public investment and resource companies. Mr Hampshire was a stockbroker with Southern Cross Equities before joining Bell Potter Securities when he became Director of Investments for Admerex Limited.

During his career, Mr Hampshire has consulted to and advised a number of private and public companies in the areas of investment strategy, capital raising and currency and hedging strategies.

RESOLUTION 4 – CHANGE OF AUDITOR

Resolution 4 seeks shareholder approval to change the Company's auditor from Ernst & Young to Mack & Co. The Directors have resolved to appoint Mack & Co as they believe Mack & Co best suits the needs of the Company. To this end, Mack & Co has consented to act as the Company's auditor.

A member of the Company has nominated Mack & Co to act as the Company's auditors. A copy of this nomination is enclosed.

Mack & Co is a locally owned and operated firm of Chartered Accountants. Mack & Co currently audits a number of ASX listed entities. Having operated in Perth for the last 30 years, they are able to provide clients with access to various services in different locations, at a significantly lower cost than large multi national firms.

DEFINITIONS

ASX	means ASX Limited ABN 98 008 624 691.
ASX Listing Rules	means the official listing rules of ASX.
Corporations Act	means the Corporations Act 2001 (Cth).
Eldore or the Company	means Eldore Mining Corporation Limited (ABN 82 110 884 252).
Director	means a director of the Company.

Explanatory Statement	means this Explanatory Statement.
Notice	means the notice of annual general meeting which forms part of this Explanatory Statement.
Shareholder	means a holder of a Share.

Proxy Form

The Secretary
Eldore Mining Corporation Limited
Suite B
150 Hay Street
SUBIACO WA 6008

I/We (full name)

of

being a member(s) of Eldore Mining Corporation Limited, hereby appoint as my/our proxy

of

or, failing him/her the Chairperson of the Meeting to attend and vote for me/us at the annual general meeting of the Company to be held at 2.30pm on 27 November, 2008 and at an adjournment thereof in respect of _____% of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

The Chairman intends to vote all undirected proxies in favour of all resolutions.

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Andrew Waller	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – Peter Hampshire	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If the member is an individual or joint holder:

Usual Signature

Dated this _____ day of

Usual Signature

2008

If the member is a Company:

Signed in accordance with the
Constitution of the company
the presence of:

Director/Sole Director

Director/Secretary

Sole Director and Sole Secretary

Dated this _____ day of

2008

NOTES

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed and that appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. A proxy is not entitled to vote unless the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed is either deposited at the registered office of the Company (Suite B, 150 Hay Street, Subiaco, WA 6008) or sent by facsimile to that office on Fax: 08 9388 8450 to be received not less than 48 hours prior to the time of the meeting.
5. If the member is a company it must execute under its Common Seal or otherwise in accordance with its Constitution.

Rosepoint Nominees Pty Ltd

ACN 081 876 940

**Suite B, 150 Hay Street
Subiaco WA 6008**

27 October 2008

The Secretary
Eldore Mining Corporation Limited
Suite B
150 Hay Street
Subiaco WA 6008

Dear Sir

Nomination of Auditor

Rosepoint Nominees Pty Ltd, being a member of Eldore Mining Corporation Limited, hereby nominates Mack & Co. of 2nd Floor, 35 Havelock Street, West Perth, WA 6005, for appointment as auditor of the Company at its next Annual General Meeting (AGM). The office of auditor will become vacant at the AGM by virtue of the resignation of the Company's existing auditor.

Yours faithfully



A G Waller
Director