ELDORE MINING CORPORATION LIMITED
ABN 82 110 884 262

28 October 2010

Company Announcements 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 Monday, 29 November 2010 at 2.00pm.

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

Yours faithfully

Neville Bassett
Company Secretary

1186 Hay Street, West Perth WA 6005
PO Box 8, West Perth WA 6872
T: +61 (0)8 9226 1246 F: +61 (0)8 9226 1257

Eldore Mining Corporation Limited
ABN 82 110 884 252

Notice of Annual General Meeting

Explanatory Statement

and

Proxy Form

Date of Meeting
Monday, 29 November 2010

Time of Meeting
2.00pm (WST)

Place of Meeting
The Esplanade River Suite Hotel
112 Melville Parade
Como WA 6152

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 2.00pm on Monday, 29 November 2010 at, the Esplanade River Suite Hotel, 112 Melville Parade, Como, Western Australia.

The enclosed Explanatory Statement accompanies and forms part of this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports
To receive and consider the Financial Statements for the year ended 30 June 2010, together with the reports by directors and auditors 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 2010 Annual Report for the financial year ended 30 June 2010 be adopted.

RESOLUTION 2: Re-election of Mr Bastiaan (Tony) Izelaar as a director of the Company

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

That Mr Izelaar, 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 John Geary as a director of the Company

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

That Mr John Geary, being a Director of the Company who was appointed by the Company's Board of Directors on 13 January 2010 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: Re-election of Mr Anthony Hamilton as a director of the Company

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

That Mr Anthony Hamilton, being a Director of the Company who was appointed by the Company's Board of Directors on 20 January 2010 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.

SPECIAL BUSINESS

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

RESOLUTION 5: Ratification of Share Issue – 15 April 2010

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the prior issue and allotment of 50,000,000 Shares on the terms and conditions set out in the accompanying Explanatory Statement, is ratified and approved."

> The Company will disregard any votes cast on this resolution by the parties who participated in the issue as listed in the Explanatory Statement and any associate of them. 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.

RESOLUTION 6: Ratification of Option Issue – 29 April 2010

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the prior issue and allotment of 58,500,000 Options on the terms and conditions set out in the accompanying Explanatory Statement, is ratified and approved."

> The Company will disregard any votes cast on this resolution by the parties who participated in the issue as listed in the Explanatory Statement and any associate of them. 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.

Resolution 7: Approval for Future Issue of Securities

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given to the Directors to allot and issue up to 300,000,000 Shares on the terms and conditions set out in the Explanatory Statement."

> The Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed, and any associate of them. 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.

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 2.00pm on 27 November 2010. 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 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

BY ORDER OF THE BOARD

Neville Bassett
Company Secretary Dated: 18 October 2010

EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of members of Eldore Mining Corporation Limited (**Eldore** or the **Company**) in connection with the business to be conducted at the annual general meeting of members to be held at 2.00pm on Monday, 29 November 2010 at the Esplanade River Suite Hotel, 112 Melville Parade, Como, Western Australia.

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

ASX Listing Rule Requirements

ASX Listing Rule 7.1 relevantly provides that the prior approval of the shareholders of Eldore is required to an issue of equity securities if the securities will, when aggregated with the securities issued by Eldore during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

ASX Listing Rules 7.1 and 7.4 provide that, where a company in general meeting ratifies an issue of equity securities the issue will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1, thereby enabling the company to issue further equity securities without exceeding the 15% in 12 months limitation.

2. FINANCIAL STATEMENTS AND REPORTS

In accordance with the requirements of the Company's Constitution and the Corporations Act 2001, the 2010 Annual Report will be tabled at the annual general meeting. Shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Report. There is no requirement for a formal resolution on this item.

Representatives from the Company's auditors, Mack & Co, will be present to take shareholders' questions and comments about the conduct of the audit and the preparation and content of the audit report.

3. ADOPTION OF REMUNERATION REPORT (Resolution 1)

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 2010 Annual Report.

As required by section 250R(2) of the Corporations Act, a resolution that the remuneration report for the year ended 30 June 2010 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.

4. RE-ELECTION OF DIRECTORS (Resolutions 2, 3 and 4)

Resolutions 2, 3 and 4 relate to the election of Directors. In accordance with the Company's Constitution, Mr Izelaar will retire by rotation at the Annual General Meeting and being eligible offers himself for re-election. Mr Geary and Mr Hamilton were appointed as Directors by the Board since the last AGM and in accordance with ASX Listing Rule 14.4 and the Company's Constitution, retire and, being eligible, offer themselves for re-election.

A summary of the qualifications and experience of each director is provided in the 2010 Annual Report.

5. RATIFICATION OF SHARE ISSUE – 15 April 2010 (Resolution 5)

Resolution 5 of the Notice of Meeting proposes the ratification of the issue and allotment of 50,000,000 Shares, thereby satisfying the requirements of ASX Listing Rule 7.4.

On 15 April 2010 the Company announced that it had completed the allotment and issue of 50,000,000 Shares. The issue of Shares was made in satisfaction of outstanding loan funds.

The issue of the 50,000,000 Shares was within the 15% annual limit permitted under ASX Listing Rule 7.1 without shareholder approval. The effect of shareholders passing Resolution 5 will therefore be to restore the Company's ability to issue securities within the limit.

In compliance with the information requirements of ASX Listing Rule 7.5 members are advised of the following particulars in relation to the placement:

(a) Number of securities allotted:

50,000,000 Shares

(b) Price at which the securities were issued:

$0.01 per Share.

(c) Terms of the securities:

The Shares rank equally in all respects with the existing Shares on issue.

(d) Name of the allottee:

Pacific Niugini Limited

(e) Intended use of funds raised:

No funds were raised from the issue. The issue of Shares was made in satisfaction of outstanding loan funds.

6. RATIFICATION OF OPTION ISSUE (Resolution 6)

Resolution 6 of the Notice of Meeting proposes the ratification of the issue and allotment of 58,500,000 Options, thereby satisfying the requirements of ASX Listing Rule 7.4.

On 29 April 2010 the Company announced that it had completed the allotment and issue of 208,500,000 Options. The issue of 150,000,000 Options was made pursuant to the approval of shareholders on 25 February 2010 and the balance of 58,500,000 Options under the Company's 15% annual limit permitted under ASX Listing Rule 7.1 without shareholder approval.

The effect of shareholders passing Resolution 6 will therefore be to restore the Company's ability to issue securities within the limit.

In compliance with the information requirements of ASX Listing Rule 7.5 members are advised of the following particulars in relation to the placement:

(f) Number of securities allotted:

58,500,000 Options

(g) Price at which the securities were issued:

$0.001 per Option.

(h) Terms of the securities:

The Options were issued on the terms and conditions as outlined in Appendix “A”.

(i) Names of the allottees:

The Options were issued to sophisticated investors pursuant to section 708 of the Corporations Act.

No related party participated in the allotment of Options.

(j) Intended use of funds raised:

Funds raised from the issue will be applied in furtherance of exploration on the company’s mineral exploration projects, retirement of debt and other working capital expenditure.

7. APPROVAL FOR FUTURE ISSUE OF SECURITIES (Resolution 7)

Resolution 7 of the Notice of Meeting proposes the issue and allotment of up to a maximum of 300,000,000 Shares.

ASX Listing Rule 7.1 provides that a company must not issue more than 15% of its issued capital in any 12 month period without first obtaining the approval of its shareholders.

To provide the Company with the flexibility to make future issues of securities during the next 12 months, Resolution 7 seeks such shareholder approval to the issue of up to a maximum of 300,000,000 Shares.

A summary of ASX Listing Rule 7.1 is set out above in Section 1.

None of the subscribers pursuant to this issue will be related parties of the Company.

In compliance with the information requirements of ASX Listing Rule 7.3 members are advised of the following particulars in relation to the proposed issue of Shares pursuant to resolution 7:

(a) Maximum number of securities to be issued:

300,000,000 Shares.

(b) Date by which Eldore will issue securities:

No later than three months after the date of this meeting or such later date as may be permitted by any ASX waiver or modification of the Listing Rules.

(c) Price at which securities to be issued:

The Shares will be issued at a price of at least 80% of the average market price of the Company’s shares as traded on ASX over the 5 day period on which sales in the Company’s shares are recorded preceding the date of issue of the Shares or, if the Shares are offered pursuant to a prospectus, at least 80% of the average market price of the Company’s shares as traded on the ASX over the 5 day period on which sales in the Company's shares are recorded preceding the date of issue of the prospectus.

(d) Basis upon which allottees will be determined:

The Directors will determine to whom the Shares will be issued but these persons will not be related parties of the Company.

(e) Terms of issue:

The Shares will rank equally in all respects with the existing Shares on issue.

(f) Intended use of funds raised:

Funds raised from the issue will be used for acceleration of existing exploration projects, to pursue potential project acquisitions and for working capital purposes.

(g) Dates of allotment:

Allotment will occur progressively and in any event will occur no later than three months after the date of the meeting.

8. DEFINITIONS

ASX	means ASX Limited ABN 99 009 076 233.
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 of Meeting	means the notice of annual general meeting which forms part of this Explanatory Statement
Option	means an option to acquire a Share at an exercise price of $0.03 per Share expiring on 31 December 2012 and otherwise on the terms and conditions as outlined in Appendix "A".
Share	means a fully paid ordinary share in the capital of the Company and **Shares** has a corresponding meaning.
Shareholder	means a holder of a Share.

APPENDIX "A"

Terms and Conditions of Options

The terms and conditions of the Options are as follows:

(a) Each Option entitles the holder to subscribe for and be allotted one ordinary fully paid share in the company.

(b) The Options are exercisable at 3 cents each.

(c) The Options will expire on 31 December 2012 (the "**Expiry Date**").

(d) The Options are exercisable at any time on or prior to the Expiry Date by notice in writing to the directors of the company accompanied by payment of the exercise price.

(e) The Options are freely transferable.

(f) All shares issued upon exercise of the Options will rank pari passu in all respects with the company's then existing ordinary fully paid shares. The company will apply for Official Quotation by the ASX of all shares issued upon exercise of the Options.

(g) There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options. However, if from time to time on or prior to the Expiry Date the company makes an issue of new shares to the holders of ordinary fully paid shares, the company will send a notice to each holder of Options at least nine (9) Business Days before the record date referable to that issue. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(h) If from time to time on or prior to the Expiry Date the company makes an issue of shares to the holders of ordinary fully paid shares in the company by way of capitalisation of profits or reserves (a **bonus issue**), then upon exercise of their Options, Optionholders will be entitled to have issued to them (in addition to the shares which would otherwise be issued to them upon such exercise) the number of shares of the class which would have been issued to them under that bonus issue (**bonus shares**) if on the record date for the bonus issue they had been registered as the holder of the number of shares of which they would have been registered as holder if, immediately prior to that date, they had duly exercised their Options and the shares the subject of such exercise had been duly allotted and issued to them. The bonus shares will be paid up by the company out of profits or reserves (as the case may be) in the same manner as was applied in relation to the bonus issue and upon issue will rank pari passu in all respects with the other shares allotted upon exercise of the Options.

(i) There is no right to a change in the exercise price of the Options or to the number of shares over which the Options are exercisable in the event of a new issue of capital (other than a bonus issue) during the currency of the Options.

(j) In the event of any reorganisation of the issued capital of the company on or prior to the Expiry Date, the rights of an Optionholder will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.

Proxy Form

The Secretary
Eldore Mining Corporation Limited
PO Box 8
West Perth WA 6872

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 general meeting of the Company to be held at 2.00pm on 29 November 2010 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	☐	☐	☐
2	Re-election of Director – B Izelaar	☐	☐	☐
3	Re-election of Director – J Geary	☐	☐	☐
4	Re-election of Director – A Hamilton	☐	☐	☐
5	Ratification of Share Issue – 15 April 2010	☐	☐	☐
6	Ratification of Option Issue – 29 April 2010	☐	☐	☐
7	Approval for Future Issue of Securities	☐	☐	☐

If the member is an individual or joint holder:

______________________________ ______________________________

Usual Signature Usual Signature

Dated this day of 2010

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 2010

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. If the member is a company it must execute under its Common Seal or otherwise in accordance with its Constitution.

LODGING YOUR PROXY FORM

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at the address given below no later than 2.00pm (WST) on 27 November 2010. Any proxy form received after that time will not be valid for the scheduled meeting.

In person:	Eldore Mining Corporation Ltd 1186 Hay Street West Perth WA 6005
By mail:	Eldore Mining Corporation Ltd PO Box 8 West Perth WA 6872
By fax:	(08) 9226 1257