
REVERE MINING LIMITED

ACN 123 567 073

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11:00am (WST)

DATE: 30th November 2007

PLACE: QV1 Conference Centre
Level 2, 250 St Georges Terrace
Perth WA 6000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 6468 0388.

CONTENTS PAGE

Notice of Annual General Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	5
Proxy Form	6

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of Revere Mining Limited to which this Notice of Meeting relates will be held at 11:00am (WST) on 30th November 2007 at:

QV1 Conference Centre, Level 2, 250 St Georges Terrace Perth WA 6000

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form:

- (a) by post to Revere Mining Limited, Unit 6, 34 York Street, North Perth, Western Australia; or
- (b) by facsimile to the Company on facsimile number (08) 9228 0704,

so that it is received not later than 11:00am (WST) on 28th November 2007.

Proxy forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Revere Mining Limited will be held at 11:00am (WST) on 30th November 2007 at QV1 Conference Centre, Level 2, 250 St Georges Terrace Perth WA 6000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of 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 General Meeting are those who are registered Shareholders of the Company at the close of business on 28th November 2007.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

Reports and Accounts

To receive and consider the financial statements of the Company for the year ended 30 June 2007 together with the declaration of the directors, the directors' report, the remuneration report and auditor's report.

1. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Company's annual financial report for the year ended 30 June 2007."

Short Explanation: The vote on this resolution is advisory only and does not bind the Directors or the Company.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR PAUL LARSEN

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

"That, for all purposes, Mr Paul Larsen, a director of the Company who retires in accordance with clause 13.2 of the Constitution and, being eligible, is re-elected as a Director of the Company."

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – PETER DEL FANTE

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

"That, for all purposes, Mr Peter Del Fante, a director of the Company who retires in accordance with clause 13.2 of the Constitution and, being eligible, is re-elected as a Director of the Company."

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – SYD MORETE

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

"That, for all purposes, Mr Syd Morete, a director of the Company who retires in accordance with clause 13.2 of the Constitution and, being eligible, is re-elected as a Director of the Company."

5. RESOLUTION 5 – APPOINTMENT OF AUDITOR

To consider, and if thought fit, to pass 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, Grant Thornton (WA) Partnership A.B.N. 17 735 344 518, having been nominated by a shareholder and consented in writing to act in the capacity of auditor, be appointed as auditor of the Company."

DATED: 23rd October 2007

BY ORDER OF THE BOARD



**REVERE MINING LIMITED
JAY STEPHENSON
COMPANY SECRETARY**

Voting Exclusion Note:

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a 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.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at QV1 Conference Centre, Level 2, 250 St Georges Terrace at 11:00am (WST) on 30th November 2007.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. FINANCIAL STATEMENTS AND DIRECTORS' REPORTS

In accordance with the Company's Constitution, the business of the meeting will include receipt and consideration of the Company's Financial Report and reports of directors and auditors for the year ended 30 June 2007.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is set out in the Directors' Report in the Company's 2007 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders.

However, Shareholders should note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

3. RESOLUTION 2 TO 4 – RE-ELECTION OF DIRECTORS

Clause 13.2 of the Constitution requires that all Directors (other than the Managing Director) must retire at the first annual general meeting of the Company.

A Director who retires under clause 13.2 of the Constitution is eligible for re-election.

Paul Larsen, Peter Del Fante and Syd Morete retire in accordance with clause 13.2 of the Constitution and seek re-election.

Further details of each of the Directors are set out in the Company's Financial Report for the year ended 30 June 2007.

4. RESOLUTION 5 – APPOINTMENT OF AUDITOR

Section 327B(1)(a) of the Corporations Act provides that a public must appoint an auditor at its first annual general meeting.

Grant Thornton (WA) Partnership A.B.N. 17 735 344 518 (**Grant Thornton**) currently acts as the auditor of the Company, and the Company proposes to seek Shareholder approval for the appointment of Grant Thornton at the Annual General Meeting.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for Grant Thornton to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Statement as Attachment A.

Grant Thornton has given its written consent to act as the Company's auditor subject to Shareholder approval of this Resolution 5.

If Resolution 5 is passed, the appointment of Grant Thornton as the Company's auditor will take effect at the close of this AGM.

ATTACHMENT A

**Nomination from a Shareholder for the appointment of Grant Thornton (WA) Partnership
A.B.N. 17 735 344 518 as Auditor**

25 October 2007

Revere Mining Limited
Unit 6
34 York Street
NORTH PERTH WA 6006

Dear Sir

**NOMINATION OF GRANT THORNTON (WA) PARTNERSHIP AS AUDITOR OF REVERE MINING
LIMITED**

I, Jay Stephenson, being a shareholder of Revere Mining Limited (**Company**), hereby nominate Grant Thornton (WA) Partnership of Level 1, 10 Kings Park Road West Perth WA 6005 for appointment as auditor of the Company at its 2007 Annual General Meeting.

I also consent to the distribution of a copy of this notice of nomination as an annexure to the Notice of Meeting and Explanatory Statement for the 2007 Annual General Meeting of the Company as required by section 328B(3) of the Corporations Act 2001.

Signed:



Jay Stephenson

PROXY FORM

**APPOINTMENT OF PROXY
REVERE MINING LIMITED
ACN 123 567 073**

ANNUAL GENERAL MEETING

I/We

being a Member of Revere Mining Limited entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

OR

☐

Mark this box if you wish to appoint the Chairman of the Meeting as your proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at 11:00am (WST), on 30th November 2007 at QVI Conference Centre, Level 2, 250 St Georges Terrace, Perth WA 6000 and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all the resolutions.

Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of the Remuneration Report	☐	☐	☐
Resolution 2 – Re-election of Mr Paul Larsen	☐	☐	☐
Resolution 3 – Re-election of Mr Peter Del Fante	☐	☐	☐
Resolution 4 – Re-election of Mr Syd Morete	☐	☐	☐
Resolution 5 – Appointment of Auditor	☐	☐	☐

OR

In relation to these Resolutions, if the Chairman is to be your proxy and you do **not** wish to direct your proxy how to vote on these Resolutions, please place a mark in this box ☐

By marking this box, you acknowledge that the Chairman of the meeting 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 do not mark this box, and you have not directed your proxy how to vote, the Chairman of the meeting will not cast your votes on these Resolutions and your votes will not be counted in computing the required majority if a poll is called on these Resolutions. The Chairman intends to vote in favour of these Resolutions.

IF THE CHAIRMAN IS TO BE YOUR PROXY IN RELATION TO RESOLUTIONS 1 TO 5 YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY IN RELATION TO RESOLUTIONS 1 TO 5 WILL BE DISREGARDED.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is

Signed this _____ day of _____ 2007 _____%

By:

Individuals and joint holders

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Director

Director/Company Secretary

Sole Director and Sole Company Secretary

REVERE MINING LIMITED
ACN 123 567 073

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.