RMC
Resource Mining Corporation Limited

CIRCULAR TO SHAREHOLDERS

INCLUDING

NOTICE OF GENERAL MEETING

EXPLANATORY STATEMENT

AND PROXY FORM

General Meeting of Resource Mining Corporation Limited to be held at The Pilbara Room, Sheraton Perth Hotel, 207 Adelaide Terrace, Perth, Western Australia on Friday, the 28th day of May, 2004 commencing at 10.00 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.

RESOURCE MINING CORPORATION LIMITED
ABN 97 008 045 083

Corporate Directory

Directors	Alan Gerard Hopkins Anthony Robert Hamilton Graham Lindsay Rolfe Edmond William Edwards Sarbir Singh Jholl
Secretary	John Palermo
Principal Office	Level 1 284 Oxford Street LEEDERVILLE WESTERN AUSTRALIA 6007
Registered Office	Level 1 284 Oxford Street LEEDERVILLE WESTERN AUSTRALIA 6007 Telephone: +61 8 9443 8669 Facsimile: +61 8 9443 2859
Auditor	RSM Bird Cameron Partners 8 St Georges Terrace PERTH WESTERN AUSTRALIA 6000
Solicitors	Lawton Gillon Level 3 19 Pier Street PERTH WESTERN AUSTRALIA 6000
Share Registry	Computershare Investor Services Pty Ltd Level 2 Reserve Bank Building 45 St Georges Terrace PERTH WESTERN AUSTRALIA 6000
ASX Code	RMI

RESOURCE MINING CORPORATION LIMITED
ABN 97 008 045 083

Notice of General Meeting

NOTICE IS GIVEN THAT a General Meeting of the Members of the Company will be held at The Pilbara Room, Sheraton Perth Hotel, 207 Adelaide Terrace, Perth, Western Australia on Friday, the 28th day of May 2004 commencing at 10.00 am WST.

Information on the proposals to which the resolutions set out below relate is contained in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.

1. RATIFICATION OF PREVIOUS SECURITIES ISSUED

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

> "That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the ordinary shareholders of the Company approve and ratify the allotment and issue of fully paid ordinary shares in the capital of the Company to the persons, on the dates and on the terms set out in the Explanatory Statement."

Voting Exclusion

For the purposes of Listing Rule 7.4, the Company will disregard any votes cast on this resolution by any person who has participated in the issue and any associate of such a person. 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 a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2. APPROVAL OF SECURITIES ISSUE

Options

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

> "That, for all purposes, the ordinary shareholders of the Company approve the granting of 185 million options exercisable at $0.02 on or before 30 June 2006, to the persons for the purposes and on the terms set out in the Explanatory Statement."

Voting Exclusion

For the purposes of Listing Rule 7.1, the Company will disregard any votes cast on this resolution by any person who will participate in the issue and a person who might obtain a benefit, except the benefit solely in the capacity of a holder of ordinary securities if the resolution is passed and any associate of such a person. 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 a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

3. APPROVAL OF SECURITIES ISSUE

Shares

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

> "That, for all purposes, the ordinary shareholders of the Company authorise the issue of 25 million fully paid ordinary shares in the capital of the Company, to the persons for the purposes and on the terms set out in the Explanatory Statement."

Voting Exclusion

For the purposes of Listing Rule 7.1, the Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except the benefit solely in the capacity of a holder of ordinary securities if the resolution is passed and any associate of such a person. 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 a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

4. AUTHORITY TO ISSUE SECURITIES

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

> "That for all purposes the ordinary shareholders of the Company authorise the directors of the Company to issue, within 3 months of the passing of this resolution, up to 100 million fully paid ordinary shares in the Company at an issue price of not less than 80 per cent of the average market price for ordinary shares, such average being calculated over the last 5 days on which sales in ordinary shares were recorded for the day on which the issue is made, or if there is a Prospectus, Product Disclosure Statement or Offer Information Statement relating to the issue, over the last 5 days on which sales in ordinary shares were recorded before the date the Prospectus, Product Disclosure Statement or Offer Information Statement is signed but in any event not less than $0.0025 together with 100 million free attaching options exercisable at $0.02 on or before 30 June 2006 for the purposes and on the terms set out in the Explanatory Statement."

Voting Exclusion

For the purposes of Listing Rule 7.1, the Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except the benefit solely in the capacity of a holder of ordinary securities if the resolution is passed and any associate of such a person. 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 a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

"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 5.00 pm WST, 26 May 2004 shall, for the purposes of determining voting entitlements at the General Meeting of Members, be taken to be held by the persons registered as holding the shares at that time.

PROXIES

Please note that:

(a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion is not specified each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

DATED 21 April 2004

BY ORDER OF THE BOARD

John Palermo
Company Secretary
Resource Mining Corporation Limited

RESOURCE MINING CORPORATION LIMITED
ABN 97 008 045 083

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the General Meeting to be held at The Pilbara Room, Sheraton Perth Hotel, 207 Adelaide Terrace, Perth, Western Australia on Friday, the 28th day of May 2004 commencing at 10.00 am WST.

The purpose of this Explanatory Statement is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolution.

This Explanatory Statement should be read in conjunction with the accompanying Notice of General Meeting.

RESOLUTION 1 - RATIFICATION OF PREVIOUS SECURITIES ISSUE

In the period since the last Annual General Meeting, the Company has issued equity securities.

APPROVALS REQUIRED

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

ASX Listing Rule 7.4 states that an issue by a company of securities made without approval under Rule 7.1 is treated as having been made with approval for the purpose of Rule 7.1 if the issue did not breach Rule 7.1 and the company's members subsequently approve it.

Under this resolution, the Company seeks from Shareholders approval for, and ratification of, the issues of securities set out below so as to limit the restrictive effect of ASX Listing Rule 7.1 on any further issues of securities in the next 12 months.

Details of the shares are set out in the table below. The shares comprise 13.00% of the Company's share capital.

ASX Listing Rule 7.5 requires the following information to be given to Shareholders:

Date of Issue	Allottee	Issue Price	Number of Fully Paid Ordinary Shares	Purpose of Issue
29/03/04	Glentril Investments Pty Ltd	$0.0025	10,000,000	Placement Fee
29/03/04	Corridor Nominees Pty Ltd	$0.0025	20,000,000	Working capital
29/03/04	Australian Pensioners Fund Pty Ltd	$0.0025	30,000,000	Working capital
29/03/04	Cossack Resources Pty Ltd	$0.0025	16,000,000	Working capital
29/03/04	Bejjal Pty Ltd	$0.0025	50,000,000	Working capital
29/03/04	Trayburn Pty Ltd	$0.0025	5,000,000	Working capital
29/03/04	Sunshore Holdings Pty Ltd	$0.0025	10,000,000	Working capital
29/03/04	Max Gundell Pty Ltd	$0.0025	5,000,000	Working capital
29/03/04	Tied Nominees Pty Ltd	$0.0025	4,000,000	Working capital
29/03/04	John Khoury	$0.0025	10,000,000	Working capital

The issued shares are fully paid ordinary shares in the Company and rank equally with the existing ordinary fully paid shares in the Company.

DIRECTORS' RECOMMENDATION

The Board believes that the ratification of these issues is beneficial for the Company.

The Board recommends Shareholders vote in favour of Resolution 1 as it allows the Company to ratify the above issue of shares and retain the flexibility to issue further shares representing up to 15% of the Company's share capital during the next 12 months.

RESOLUTION 2 – APPROVAL OF GRANT OF OPTIONS

The Company announced on 9 March 2004 that it had placed 185 million fully paid ordinary shares at an issue price of $0.0025 each. At the time the Company also announced that it had agreed, subject to shareholder approval, to grant to the subscribers of the 185 million shares 185 million options exercisable at $0.02 on or before 30 June 2006. The purpose of this resolution is to approve the grant of those options. The terms and conditions of the issue of the options are as follows:

(a) Exercise Date

The Options are exercisable wholly or in part at any time before 5.00 pm WST on 30 June 2006. Options not exercised by that date shall lapse.

(b) Exercise Price

Each Option shall entitled the Optionholder to acquire one Share upon payment of the sum of 2 cents per Option to the Company.

(c) **Notice of Exercise**

Each Option may be exercised by notice in writing to the Company at any time before their date of expiry. Any notice of exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

(d) **Quotation of Options and Shares on Exercise**

Application may be made to ASX for official quotation of the Options. Application will be made for official quotation of the Shares issued upon exercise of Options. The Options are transferable as the Optionholder thinks fit.

(e) **Participation Rights or Entitlements**

There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of securities offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 10 business days after the issue is announced so as to give Optionholders the opportunity to exercise their Options before the date for determining entitlements to participate in any issue.

(f) **Participation Rights or Entitlements**

Shares allotted pursuant to the exercise of Options will be allotted following receipt of all the relevant documents and payments and will rank equally with the issued Shares.

(g) **Reconstruction of Share Capital**

In the event of a reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of the Optionholder shall be reconstructed in accordance with the ASX Listing Rules.

(h) **Participation Rights or Entitlements**

If, from time to time, before the expiry of the Options the Company makes a pro rata issue of Shares to Shareholders for no consideration, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the Optionholder would have received if the Option had been exercised before the date for calculating entitlements to the pro rata issue.

The recipients of the options will be:

Glentril Investments Pty Ltd	15,000,000
Corridor Nominees Pty Ltd	20,000,000
Australian Pensioners Fund Pty Ltd	50,000,000
Cossack Resources Pty Ltd	16,000,000
Bejjal Pty Ltd	50,000,000
Trayburn Pty Ltd	5,000,000
Sunshore Holdings Pty Ltd	10,000,000
Max Gundell Pty Ltd	5,000,000
Tied Nominees Pty Ltd	4,000,000
John Khoury	10,000,000

No funds will be raised through the issue of the options.

The options will be issued within 3 months of the date of passing the resolution.

DIRECTORS RECOMMENDATION

The Board believes that the grant of the options is beneficial for the Company.

APPROVALS REQUIRED

Under Chapter 7 of the ASX Listing Rules, there are limitations on the capacity of the Company to enlarge its capital by the issue of equity securities.

ASX Listing Rule 7.1 provides generally that a company may not issue shares or options to subscribe for shares equal to more than 15% of the company's issued share capital in any 12 months without obtaining shareholder approval.

RESOLUTION 3 – APPROVAL OF SECURITIES ISSUE OF SHARES

The Company announced on 9 March 2004 that it had placed 185 million fully paid ordinary shares at an issue price of $0.0025 each. At the time the Company also announced that it had agreed, subject to shareholder approval, to grant to the subscribers of the 185 million shares 185 million options exercisable at $0.02 on or before 30 June 2006. The Company has issued 160 million fully paid ordinary shares and required the authority of shareholders to issue the remaining 25 million fully paid ordinary shares. The purpose of this resolution is to approve the issue of the 25 million shares.

ASX Existing Rule 7.3 requires the following information be given to shareholders:

(a) the maximum number of fully paid ordinary shares to be issued is 25 million;

(b) the shares will be issued within 3 months of the date of the shareholders' meeting;

(c) the maximum amount to be raised through the issue of the shares is \$62,500.00;

(d) the allottee of the shares will be:

a. Glentril Investments Pty Ltd – 5 million shares

b. Australian Pensioners Fund Pty Ltd – 20 million shares

DIRECTORS RECOMMENDATION

The Board believes that the proposed issue is beneficial for the Company.

RESOLUTION 4 – AUTHORITY FOR ISSUE OF SHARES AND OPTIONS

Information on resolution

The Company seeks approval to issue up to 100 million fully paid ordinary shares at not less than 80 per cent of the average market price for ordinary shares, such average being calculated over the last 5 days on which sales in ordinary shares were recorded for the day on which the issue is made, or if there is a Prospectus, Product Disclosure Statement or Offer Information Statement relating to the issue, over the last 5 days on which sales in ordinary shares were recorded before the date the Prospectus, Product Disclosure Statement or Offer Information Statement is signed but in any event not less than \$0.0025 each and 100 million options exercisable at \$0.02 for the purposes stated below. The options are to be granted on the same terms and conditions as the 30 June 2006 options that are listed on ASX.

Shareholder approval for this resolution is required pursuant to Listing Rule 7.1 which prohibits a company from issuing shares representing more than 15 per cent of its issued share capital in any 12 month period without shareholder approval. The proposed issue of shares and options contemplated by this resolution will exceed this limit.

Listing Rule 7.3 requires certain information to accompany the Notice of Meeting in relation to approvals sought under Listing Rule 7.1. This information is set out below:

(a) the maximum number of shares to be issued is 100 million;

(b) the maximum number of options to be issued is 100 million;

(c) the shares and options will be issued as soon as practicable after the date of the general meeting and, in any event, within 3 months;

(d) as at the date of the Notice of General Meeting which this Explanatory Statement accompanies, the identity of the allottees is unknown. The allottees will be selected by the Company having regard to the level of demand for the shares and options, the identification of investors with a long term commitment to the Company and other factors the Company may consider appropriate;

(e) the maximum amount to be raised through the issue of the shares and options is $250,000.00 (assuming the shares are issued at $0.0025);

(f) the Company intends to use the funds raised from the issue:

(i) as to the sum of $100,000.00 to conduct further exploration on the company's Papua New Guinea project. The precise nature of the exploration will be dependent upon the results achieved from the current exploration activity on the project;

(ii) as to the sum of $50,000.00 to conduct reconnaissance work on the Company's Musgrave tenements; and

(iii) the balance of funds raised will be applied to working capital.

(g) the Company currently has approximately 1,230 million shares and 703 million options exercisable at 2 cents and 57 million options exercisable at 10 cents on issue. If the Company places the whole of the shares and options referred to in Resolutions 2, 3 and 4, it will have on issue 1,355 million shares and 988 million options exercisable at 2 cents and 57 million options exercisable at 10 cents.

	Shares	**Options (2 cents)**	**Options (10 cents)**
Currently on issue	1,230,000,000	703,000,000	56,900,000
Issued pursuant to Resolution 2		185,000,000	
Issued pursuant to Resolution 3	25,000,000		
Issued pursuant to Resolution 4	100,000,000	100,000,000	
	1,355,000,000	**988,000,000**	**56,900,000**

GLOSSARY

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

"ASX"	means Australian Stock Exchange Limited (ABN 98 008 624 691).
"Board"	means board of Directors.
"Company"	means Resource Mining Corporation Limited (ABN 97 008 045 083).
"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.
"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

RESOURCE MINING CORPORATION LIMITED
ABN 97 008 045 083

Proxy Form

1 SHAREHOLDER ⇨

Name, address and daytime telephone number of shareholder of Resource Mining Corporation 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 General Meeting of the Company to be held on **28 May 2004** commencing at **10:00 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

or in the case of a company

Date

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. Ratification of Previous Securities Issued				
2. Approval to Securities Issue (Options)				
3. Approval of Securities Issue (Shares)				
4. Authority to issue Securities				

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 either photocopy the proxy form or telephone John Palermo on +61 8 9443 8669 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 not less than 48 hours before the appointed time of the General Meeting ie. no later than 10:00 am WST on 26 May 2004.

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 registered office at Level 1, 284 Oxford Street, Leederville WA 6007 or sent by facsimile to the registered office on ++ 618 9443 2859.

For Further Information If you need any further information about this form or attendance at the Company's General Meeting, please contact Mr John Palermo, Company Secretary on + 618 9443 8669.