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## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of shareholders of Rand Mining NL will be held on Thursday 30th November 2006 at 9.00 am Western Standard Time ("WST") at the Kalgoorlie Town Hall, 316 Hannan Street, Kalgoorlie, Western Australia.

### **BUSINESS**

#### **Annual Accounts**

To receive and consider the Company's Financial Report, Directors' Report and Auditors' Report for the year ended 30 June 2006.

#### **Resolution 1 – Re-election of Dr W Jay as a Director**

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

*"That, Dr W Jay, being a Director of the Company who retires in accordance with the Company's Constitution, and being eligible for re-election, be re-elected."*

#### **Resolution 2 – Re-election of Dr J Andrews as a Director**

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

*"That, Dr J Andrews, being a Director of the Company who retires in accordance the Company's Constitution, and being eligible for re-election, be re-elected."*

#### **Resolution 3 – To adopt the Remuneration Report**

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

*"That, pursuant to and in accordance with Section 250R (2) of the Corporations Act, the Directors' Remuneration Report for the year ended 30 June 2006 as contained within the Directors' Report be adopted."*

#### **Other Business**

To transact any other business which may be properly brought before the meeting in accordance with the Company's Constitution and the Corporations Act.

By Order of the Board

**O Demis**  
**Company Secretary**  
**12 October 2006**

## **PROXIES**

- Votes at the general meeting may be given personally or by proxy, attorney or representative.
- A shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies to attend and vote at this meeting. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights.
- A proxy may but need not be a shareholder of the Company.
- The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer of his attorney duly authorised.
- The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the Registered Office of the Company at least 48 hours prior to the meeting. For the convenience of shareholders a Proxy Form is enclosed.

## **ENTITLEMENT TO VOTE**

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 9.00 am WST on Tuesday 28th November 2006.

<p>The Company will disregard any votes cast on Resolution 3 by a Director or any associate of a Director. 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.</p>
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## INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this Annual General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the shareholder or their attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed under either the common seal of the corporation or under the hand of an officer of the company or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by at least one of the joint shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company **by 9.00 am WST on 28th November 2006**. Forms can be forwarded by post or facsimile to the respective addresses stipulated in this proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
  - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
  - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
  - (c) if the proxy is the Chairman, the proxy must vote on a poll and must vote that way, and
  - (d) if the proxy is not the Chairman, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of the Company.

The Directors recommend shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting:

### **Resolution 1 - Re-election of Dr W Jay as a Director**

Dr W Jay is required to retire pursuant to Clause 10.1(e)(2)(A) of the Company's Constitution. Dr Jay, being eligible, has offered himself for re-election as a Director of the Company.

Information about Dr Jay is available in the 2006 Annual Report.

### **Resolution 2 – Re-election of Dr J Andrews as a Director**

Dr J Andrews is required to retire pursuant to Clause 10.1(e)(2)(A) of the Company's Constitution. Dr Andrews, being eligible, has offered himself for re-election as a Director of the Company.

Information about Dr Andrews is available in the 2006 Annual Report.

### **Resolution 3 – Remuneration Report**

Section 298 of the Corporations Act requires that the Annual Directors' Report contain a remuneration report prepared in accordance with Section 300A of the Corporations Act.

The remuneration report of the company for the financial year ended 30 June 2006 is set out in the Director's Report on pages 16 to 17 of the 2006 Annual Report to Shareholders ("Remuneration Report").

The Remuneration Report sets out the Company's remuneration arrangements for the Executive and Non-Executive Directors. A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting. In addition, the Corporations Act requires that to adopt the Remuneration Report, Resolution 3 be put to the vote. However, the vote on this resolution is only advisory and does not bind the Company or its directors.

The Board unanimously recommends that shareholders vote in favour of adopting the Directors' Remuneration Report.