

**SHAW STOCKBROKING**

17 May 2007

Rand Mining NL
Attn: Otokar Demis
Company Secretary
Suite G1, 49 Melville Parade
SOUTH PERTH WA 6151

By fax: 08 9367 9386
By fax: 1900 999 279

Dear Mr Demis,

**RE: NOTICE OF INITIAL SUBSTANTIAL HOLDER
MCNEIL NOMINEES PTY LIMITED**

In accordance with section 671B of the Corporations Act please find enclosed McNeil Nominee Pty Limited's Notice of Initial Substantial Holder in Rand Mining NL.

Yours faithfully,

Craig Sidney
Company Secretary
McNeil Nominees Pty Limited

SHAW Stockbroking Limited A.B.N. 24 009 221 583

Participant of ASX Group and holder of Australian Financial Services Licence No 236048

Level 16, 60 Castlereagh Street, Sydney NSW 2000 ▶ Tel (02) 9238 1238 Fax (02) 9232 1296 Toll Free 1800 636 625
GPO Box 3604, Sydney NSW 2001 DX SSE 10390

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Level 16, 60 Castlereagh Street, Sydney NSW 2000 ▶ Tel (02) 9238 1238 Fax (02) 9232 1296 Toll Free 1800 636 625
GPO Box 9604, Sydney NSW 2001 DX SSE 10390

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To: Company Name/Scheme RAND MINING NL

ACN / ARSN 004 669 658

1. Details of substantial holder (1)

Name MCNEIL NOMINEES PTY LIMITED

ACN / ARSN (if applicable) 003 207 592

The holder became a substantial holder on 11 / 05 / 2007

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
FPO	2,083,538	2,083,538	5.14%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
MCNEIL NOMINEES	REGISTERED HOLDER UNDER	
	NOMINEE AGREEMENT	

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
MCNEIL NOMINEES	MCNEIL NOMINEES	MCNEIL NOMINEES	

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
MCNEIL NOMINEES	SEE ATTACHED			

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

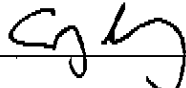
Name and ACN/ARSN (if applicable)	Nature of Association
N/A	

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
MCNEIL NOMINEES PTY LTD	LEVEL 16, 60 CASTLEREAGH STREET, SYDNEY NSW 2001

Signature

Print name	CRAIG SIDNEY	capacity	SECRETARY
sign here		date	17 / 05 / 2007

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Includes details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details for any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement, and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

RAND MINING NL

DATE OF CHANGE	PERSON WHOSE RELEVANT INTEREST CHANGED	NATURE OF CHANGE	CONSIDERATION IN RELATION TO CHANGE	CLASS & NUMBER OF SECURITIES AFFECTED	PERSON'S VOTES AFFECTED
18/04/2007	MCNEIL NOMINEES PTY LIMITED	BALANCE		1,902,986	4.69 %
20/04/2007	MCNEIL NOMINEES PTY LIMITED	DECREASE IN HOLDING	-\$ 2,965.18	7,000	-0.02
09/05/2007	MCNEIL NOMINEES PTY LIMITED	DECREASE IN HOLDING	-\$ 793,686.29	1,895,986	-4.67
11/05/2007	MCNEIL NOMINEES PTY LIMITED	INCREASE IN HOLDING	\$ 881,557.46	2,082,486	5.13 %
14/05/2007	MCNEIL NOMINEES PTY LIMITED	INCREASE IN HOLDING	\$ 445.48	1,052	0.00 %
		CURRENT HOLDING		2,083,538	5.14 %