

RAND MINING NL

(ACN 004 669 658)

NOTICE OF GENERAL MEETING

incorporating

Explanatory Statement and Proxy Form

Date: 29 August 2007

Time: 10.30am

Place: Kalgoorlie Town Hall, 316 Hannan Street, Kalgoorlie, Western Australia

Notice of General Meeting

Notice is given that a General Meeting of the Shareholders of Rand Mining NL (ACN 004 669 658) will be held at 10.30 on 29 August 2007 at the Kalgoorlie Town Hall, 316 Hannan Street, Kalgoorlie, Western Australia.

The business before the meeting will be as follows:

Special Business

1 Issue of Options to Director, Anthony Billis

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

That, pursuant to Listing Rule 10.11 and for all other purposes, Shareholders approve the proposed issue of 2,000,000 Options to Anthony Billis (or his nominee), for the purposes and on the terms set out in the Explanatory Statement.

Voting exclusion statement

For the purposes of Listing Rule 10.11 and section 224 of the Corporations Act, the Company will disregard any votes cast on Resolution 1 by Mr Billis and any associate of Mr Billis, unless the votes are cast:

- by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form); or
- 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).

2 Issue of Options to Director, Otakar Demis

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

That, pursuant to Listing Rule 10.11 and for all other purposes, Shareholders approve the proposed issue of 1,000,000 Options to Otakar Demis (or his nominee), for the purposes and on the terms set out in the Explanatory Statement.

Voting exclusion statement

For the purposes of Listing Rule 10.11 and section 224 of the Corporations Act, the Company will disregard any votes cast on Resolution 2 by Mr Demis or any associate of Mr Demis, unless the votes are cast:

- by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form); or
- 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).

3 Issue of Options to Director, Gordon Sklenka

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

That, pursuant to Listing Rule 10.11 and for all other purposes, Shareholders approve the proposed issue of 1,000,000 Options to Gordon Sklenka (or his nominee), for the purposes and on the terms set out in the Explanatory Statement.

Voting exclusion statement

For the purposes of Listing Rule 10.11 and section 224 of the Corporations Act, the Company will disregard any votes cast on Resolution 3 by Mr Sklenka or any associate of Mr Sklenka, unless the votes are cast:

- by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form); or
- 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).

Information for Shareholders

The accompanying Explanatory Statement forms part of this Notice of General Meeting and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice of General Meeting and the Explanatory Statement.

Proxies

Please note that:

- (a) a Shareholder 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;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders 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 or number is not specified, each proxy may exercise half of the votes.

To be effective the completed proxy form and the power of authority (if any) under which the proxy is signed, or a certified copy of the relevant authority, must be received by or faxed to the Company at least 48 hours before the start of the meeting.

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

Voting Entitlements

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 5.00 pm Perth time on 27 August 2007. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlement to attend and vote at the General Meeting.

By Order of the Board of Directors



Anthony Billis
Director
Rand Mining NL
25 July 2007

Explanatory Statement

This Explanatory Statement has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the General Meeting of the Company.

Amongst other things, this Explanatory Statement provides Shareholders with the information required to be provided to Shareholders by the Corporations Act and the Listing Rules.

1 Resolutions 1, 2 and 3 - Issue of Options to Directors

1.1 Background

Under resolutions 1, 2 and 3 the Company seeks shareholder approval to issue a total of 4,000,000 unlisted options to Directors Anthony Billis, Otakar Demis and Gordon Sklenka (or their nominees) on the terms and conditions set out in **Annexure A**.

The Options to be issued to Messrs Billis, Demis and Sklenka upon Resolutions 1, 2 and 3 being passed will have the exercise date and expiry date as set out in the table below. The value of the Options is also set out in the table. An explanation of the method used by the Company to value the Options is set out in **section 1.5**.

Director	Number of Options	Exercise Price	Expiry Date	Valuation
A Billis	2,000,000	\$0.60	5 years from the date of grant	\$351,200
O Demis	1,000,000	\$0.60	5 years from the date of grant	\$175,600
G Sklenka	1,000,000	\$0.60	5 years from the date of grant	\$175,600

In order for the Options to be issued to Messrs Billis, Demis and Sklenka, Shareholder approval is required in accordance with Chapter 2E of the Corporations Act and Listing Rule 10.11. If Shareholder approval is obtained under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1.

1.2 Chapter 2E of the Corporations Act

The granting of Options to Messrs Billis, Demis and Sklenka is the provision of related party benefits for the purposes of Part 2E.1 of the Corporations Act.

Section 208 of the Corporations Act prohibits a company from giving a financial benefit to a related party without prior shareholder approval.

A “related party” for the purposes of the Corporations Act is defined widely. It includes an entity that controls a public company, entities controlled by directors of the public company or relatives of those directors, and a person who may be seen as acting in concert with the company on the understanding that a financial benefit will be received.

A “financial benefit” for the purposes of the Corporations Act is also defined widely. In determining whether or not a financial benefit is being given, it is necessary to look to the economic and commercial substance and the effect of the transaction (rather than just the legal form) and any consideration which has been given is to be disregarded, even if it is full or adequate.

The following information is provided to shareholders in accordance with section 219 of the Corporations Act to enable them to assess the merits of the Resolutions:

(a) The related party to whom the proposed resolution would permit the financial benefit to be given

Messrs Billis, Demis and Sklenka pursuant to Resolutions 1, 2 and 3.

(b) The nature of the financial benefit

The proposed financial benefit to be given to Mr Billis is 2,000,000 Options and to Messrs Demis and Sklenka 1,000,000 Options each. There is no consideration payable on the issue of these Options. The Options are exercisable at \$0.60 each on or before five years from the date of grant and will otherwise be granted on the terms and conditions set out in **Annexure A**.

The Directors consider the issue of the Options to Messrs Billis, Demis and Sklenka on the terms and conditions set out in this Explanatory Statement to be reasonable and appropriate in order to link the Directors’ remuneration to the medium and long-term performance of the Company and to align the interests of Messrs Billis, Demis and Sklenka with those of Shareholders.

The Directors' current annual remuneration is as follows:

	Cash salary and fees	Non-monetary benefits	Superannuation	Options/shares	Total
	\$	\$	\$	\$	\$
A Billis	40,000	47,586	40,000	-	127,586
O Demis	20,000	-	1,800	-	21,800
G Sklenka	20,000	-	-	-	20,000
Total	80,000	47,586	41,800	-	169,386

The following sets out each of the Director's total holding of securities in the Company should Resolutions 1, 2 and 3 be approved:

Director	Shares		Options	
	Direct	Indirect	Direct	Indirect
A Billis	14,000	13,386,422	2,000,000	-
O Demis	3,200	8,080,147	1,000,000	-
G Sklenka	-	7,321,022	1,000,000	-

Note: 7,321,022 of the indirect shareholdings relate to the Directors also being Directors of Tribune Resources NL.

The Company currently has 40,560,813 Shares and 500,000 Options on issue. On the assumption that the Options the subject of Resolutions 1, 2 and 3 are issued, the Directors exercise these Options and all of the existing options in the Company are exercised, the interests of the Directors in the Shares in the Company is set out in the following table:

Director	Shares	
	Direct	Indirect
A Billis	4.47%	29.71%
O Demis	2.23%	17.93%
G Sklenka	2.22%	16.25%

For information regarding the valuation of options, see subheading 1.5 below.

(c) Directors' recommendations

Each of Messrs Billis, Demis and Sklenka decline to make a recommendation to Shareholders in regards to Resolutions 1, 2 and 3 as they each have a material interest in the outcome of the Resolutions to the extent that the Resolutions provide for the issue of Securities to each of them.

In accordance with section 195 of the Corporations Act, the Directors have only considered the subject matter of Resolutions 1, 2 and 3 to the extent necessary to convene the Shareholders' meeting and preparing the Notice of Meeting and Explanatory Memorandum.

(d) Directors' interests in outcome of proposed resolution

Messrs Billis, Demis and Sklenka have an interest in the outcome of Resolutions 1, 2 and 3, which is set out above.

(e) All other information that is reasonably required by members in order to decide whether or not it is in the Company's interests to pass the proposed resolution and that is known to the Company or any of its Directors

If Shareholders approve the issue of Options to Messrs Billis, Demis and Sklenka and all of these Options are exercised, the effect will be to dilute the shareholding of existing Shareholders by approximately 8.9% on a fully diluted basis and based on the number of Shares and options in the Company on issue as at the date of this Notice of Meeting.

The market price for Shares during the term of the Options would normally determine whether or not Messrs Billis, Demis and Sklenka exercise the Options. If, at the time any of the Options are exercised, the Shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company. In the 12 months before the date of this notice, the highest and lowest trading price were as set out under 1.5.

1.3 Listing Rules

Listing Rule 10.11 provides that a company must not issue equity securities (including options to acquire shares) to a related party of a company, such as a director, without the company obtaining the approval by ordinary resolution of its Shareholders. Accordingly the Company is seeking the approval of the Shareholders under Listing Rule 10.11 to allow the Company to issue the Options to Messrs Billis, Demis and Sklenka. If Shareholders approve the issue of the Options under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

1.4 Information required by Listing Rule 10.13

Listing Rule 10.13 requires that the information set out below be provided to Shareholders:

- (a) the number of securities to be issued by the Company is 4,000,000 Options;
- (b) the exercise price for each Option is provided in **section 1.1** above;
- (c) the Options will be issued on the terms and conditions set out in **Annexure A** to this Explanatory Statement;
- (d) the Options will be issued to Anthony Billis, Otakar Demis and Gordon Sklenka;
- (e) the Options will issued to Messrs Billis, Demis and Sklenka as soon as possible but, in any case, not later than 1 month after the date of Shareholder approval for Resolutions 1, 2 and 3; and

- (f) if all of the Options are fully exercised, \$2,400,000 will be received by the Company. However, there is no guarantee that all the Options will be exercised. Any money raised as a result of the exercise of any Options will be used by the Company for general working capital purposes.

1.5 Valuation

It is an ASIC requirement that a dollar value is placed on the Options to be issued to Messrs Billis, Demis and Sklenka. The Black Scholes option pricing model is generally regarded as acceptable as a valuation model which is designed to value listed securities that are freely tradeable. While the Options proposed to be granted will not be listed for official quotation on ASX, in establishing a valuation for present purposes a discount has not been included notwithstanding the unlisted status of the Options.

In determining the value of the Options set out in the table in **section 1.1**, the Company is required to disclose the following assumptions that have been made:

- (a) a share price of \$0.425 is used, based on the share price of the Company on 19 June 2007;
- (b) the exercise price of the Options is \$0.60;
- (c) price volatility of the Company's Shares is approximately 50%;
- (d) the average current risk free interest rate is 6.15%; and
- (e) all Options will be exercised immediately prior to their expiry date.

Based on these assumptions, and using the Black Scholes option pricing model, the Company estimates that the Options to be issued to Messrs Billis, Demis and Sklenka are valued at approximately \$0.1756 each.

Prior to the issue of the Options referred to in this Explanatory Memorandum Messrs Billis, Demis and Sklenka hold the following shares and options in the Company:

Director	Shares		Options	
	Direct	Indirect	Direct	Indirect
A Billis	14,000	13,386,422	-	-
O Demis	3,200	8,080,147	-	-
G Sklenka	-	7,321,022	-	-

Note: 7,321,022 of the indirect shareholdings relate to the Directors also being Directors of Tribune Resources NL.

In the 12 months prior to the date of this Notice of Meeting the lowest and highest price traded on ASX for the Company's Shares has been \$0.20 on 18 October 2006 and \$0.48 on 24 July 2007, respectively. The most recent closing price prior to the date of this Notice of Meeting was \$0.48 on 24 July 2007.

Other than the information set out in this Explanatory Statement, neither the Board nor the Company is aware of any additional information that would be reasonably required by Shareholders to enable them to make a decision in relation to whether the allotment of Options to Messrs Billis, Demis and Sklenka is in the Company's interests.

Glossary

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

Annexure	annexure to this Explanatory Statement
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited
Board	Board of Directors
Company	Rand Mining NL ACN 004 669 658
Constitution	constitution of the Company
Corporations Act	Corporations Act 2001 (Cth)
Corporations Regulations	Corporations Regulations 2001 (Cth)
Director(s)	Director(s) of the Company
Listing Rules	the listing rules of ASX
Option	unlisted option to subscribe for a Share
Share	fully paid ordinary share in the capital of the Company
Shareholder(s)	Shareholder(s) of the Company

Annexure A

Terms of Options – Resolutions 1, 2 and 3

- (a) Each Option will be issued free for no consideration.
- (b) Each Option entitles the holder to subscribe for one fully paid ordinary Share upon the payment of \$0.60.
- (c) The Options expire at 5.00 pm Perth time 5 years from the date of grant.
- (d) The Options will not be listed for official quotation the ASX.
- (e) The Options are transferable.
- (f) There are no participating rights or entitlements inherent in these Options and the holder of the Options will not be entitled to participate in new issues of capital which may be offered to Shareholders during the currency of the Option.

However, the Option holder has the right to exercise the Options prior to the date of determining any entitlements to any capital issues to the then existing Shareholders of the Company made during the currency of the Options, and will be granted a period of at least 10 business days before books closing date to exercise the Options.

- (g) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
- (h) The Options will be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the Option holder to exercise all or a specified number of Options held by him accompanied by an Option certificate and cheque made payable to the Company for the subscription monies for the Shares. An exercise of only some Options shall not affect the rights of the Option holder to the balance of the Options held by him.
- (i) The Company will allot the resultant Shares and deliver a statement of Shareholdings with a holder's identification number within 5 business days of the exercise of the Options.
- (j) Shares allotted pursuant to an exercise of Options will rank, from the date of allotment, equally with the existing ordinary Shares of the company in all respects.
- (k) The Company will make application and do everything necessary to have those Shares allotted pursuant to an exercise of Options listed for official quotation by ASX.
- (l) If there is a pro rata issue (except a bonus issue) to the Shareholders, the exercise price of the Options may be reduced according to the formula set out in Listing Rule 6.22.

Proxy Form

SHAREHOLDER DETAILS:-

Name of Shareholder:
(Surname/Company Name) (Given Names)

Address of Shareholder:
.....

I/We being a member(s) of Rand Mining NL, hereby appoint the following person or if no proxy is appointed, the Chairman of the Meeting as my/our Proxy to vote for me/us and on my/our behalf at the General Meeting of Rand Mining NL to be held at 10.30 on 29 August 2007 at the Kalgoorlie Town Hall, 316 Hannan Street, Kalgoorlie, Western Australia, (and at any adjournment thereof) in the manner indicated below or as he/she thinks fit.

PROXY'S DETAILS (only to be completed if you do not want to appoint the Chairman of the Meeting as your proxy)

Name of Proxy:
(Surname/Company Name) (Given Names)

Address of Proxy:
.....

INSTRUCTIONS AS TO VOTING – Refer Attached Notice to the Proxy Form

If you wish to direct your proxy how to vote with respect to the proposed Resolution, please indicate the manner in which your proxy is to vote by placing a "X" in the appropriate box below, otherwise your proxy will vote or abstain from voting as he/she thinks fit.

Resolutions:-

		For	Against	Abstain
1	Issue of Options to Director, Anthony Billis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Issue of Options to Director, Otakar Demis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Issue of Options to Director, Gordon Sklenka	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

If you do not wish to direct your proxy how to vote, please place a mark in this box.

By marking this box, you acknowledge that if you have appointed the Chairman as your proxy, the Chairman may exercise your proxy even if he has an interest in the outcome of the Resolution and any votes cast by him other than as proxyholder will be disregarded because of that interest.

The Chairman intends to vote all undirected proxies in favour of the Resolutions.

PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Individual/Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

.....
Contact Name:

.....
Contact Daytime Telephone

...../...../.....
Date

How to complete this Proxy Form

1 Your Name and Address

Please print your name and address as it appears on your holding statement and the Company's Share register. If Shares are jointly held, please ensure the name and address of each joint Shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the meeting as your proxy, you do not need to fill out the proxy details section. If the person you wish to appoint as your proxy is someone other than the Chairman of the meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy. A proxy need not be a Shareholder of the Company.

3 Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your Shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as he or she chooses. If you mark more than one box on a resolution your vote on that resolution will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy please write the name of that person.

To appoint a second proxy you must state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If the Proxy Form does not specify a percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the Company's Share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a company secretary, a sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

6 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 48 hours before the commencement of the meeting ie no later than 10.30am on 27 August 2007. Any Proxy Form received after that time will not be valid for the scheduled meeting.

This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to the Company's registered office at Stratham House Suite G1, 49 Melville Parade, South Perth, WA 6151 or sent by facsimile to the registered office on (08) 9367 9386.