
RAND MINING NL
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NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at Suite G1, 49 Melville Parade, South Perth, Western Australia on Monday 30 November 2009 at 8.45am (WST).

Shareholders are urged to attend or vote by lodging the proxy form attached to this Notice

RAND MINING NL
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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Rand Mining NL (**Company**) will be held at Suite G1, 49 Melville Parade, South Perth, Western Australia on Monday, 30 November 2009 at 8.45am (WST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Saturday, 28 November 2009 at 5.00pm (WST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

AGENDA

Financial, Directors' and Auditor's Reports

To receive the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2009.

1. Resolution 1 – Remuneration Report

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

"That, for the purposes of Section 250R(2) of the Corporations Act, the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."

2. Resolution 2 – Re-election of Mr Gordon Sklenka as a Director

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

"That Mr Gordon Sklenka, who retires by rotation in accordance with rule 10(1)(h) of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

3. Resolution 3 – Appointment of Auditor

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

"That for the purposes of Section 327B of the Corporations Act, Grant Thornton Audit Pty Ltd, having consented to act as the Company's auditor, be appointed the Company's auditor."

4. Resolution 4 – Authorise Rights Issue

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

*"That, Shareholders authorise and approve the Company to issue up to 20,280,406 Shares with an issue price of \$0.32 per share via a non renounceable rights issue to Shareholders on the terms and conditions in the Explanatory Memorandum (**Rights Issue**)"*

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Tribune Resources NL, a Director or any associate of a Director. However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) 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.

5. Resolution 5 – Section 195 Approval

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

"That, for the purposes of section 195(4) of the Corporations Act and for all other purposes, Shareholders approve and authorise the Directors to complete the transactions contemplated in this Notice"

Dated 13 October 2009
By Order of the Board

Mr Roland Berzins
Company Secretary

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Suite G1, 49 Melville Parade, South Perth, Western Australia on Monday, 30 November 2009 at 8.45am (WST).

1. Financial, Directors' and Auditor's Reports

Shareholders will be offered the opportunity to discuss the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2009 copies of which are on the Company's website at www.randmining.com.au. There is no requirement for Shareholders to approve these reports.

Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit. As a Shareholder, you are entitled to submit one written question to the auditor prior to the Meeting provided that the question relates to:

- (a) the content of the Auditor's Report; or
- (b) the conduct of the audit in relation to the Financial Report.

All written questions must be received by the Company no later than 5 business days before the Meeting. All questions must be sent to the Company and may not be sent direct to the auditor. The Company will then forward all questions to the auditor. The auditor will answer all written questions submitted prior to the Annual General Meeting. Copies of the questions, if any, submitted to the Company's auditor will be available at the meeting and posted on the Company's website.

2. Resolution 1 – Remuneration Report

Pursuant to section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The Annual Report contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the Managing Director, specified executives and non-executive Directors. The Annual Report is available on the Company's website at www.randmining.com.au.

The provisions of the Corporations Act provide that Resolution 1 need only be an advisory vote of Shareholders and does not bind the directors. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report. However, the Board will take the outcome of the vote into consideration when considering the remuneration policy.

The chairman of the Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

3. Resolution 2 – Re-election of Mr Gordon Sklenka

Rule 10(1)(e) of the Constitution requires that one third of the Directors must retire at each annual general meeting (rounded down to the nearest whole number).

Rule 10(1)(h) provides that a Director who retires under rule 10(1)(e) is eligible for re-election. Pursuant to the Constitution, Mr Gordon Sklenka will retire by rotation and seek re-election.

A brief resume of Mr Sklenka is contained in the Annual Report.

The Board believes that Mr Sklenka has performed the duties and responsibilities of a director diligently and professionally, in the best interests of all Shareholders.

The Board unanimously supports the re-election of Mr Sklenka.

4. Resolution 3 – Appointment of Auditor

Grant Thornton (WA) Partnership Pty Ltd has given the Company notice in writing of its intention to resign as auditor of the Company and has applied to ASIC consent to the resignation pursuant to section 329(5) of the Corporations Act.

Grant Thornton Audit Pty Ltd having consented to act seeks to be appointed as the Company's auditor by this Resolution 3.

In accordance with section 328B(1) of the Corporations Act, a Shareholder has by written notice nominated Grant Thornton Audit Pty Ltd. A copy of the written notice of nomination is attached to this Notice in Schedule 2.

5. Resolution 4 – Authorise Rights Issue

5.1 Background and Purpose of Rights Issue

On or about 3rd January 2006 a shareholder of the Company, Tribune Resources NL (**Tribune**), extended a gold bullion loan facility to the Company in the form of a 4,000 ounce gold bullion. Interest on the loan accrues daily on an adjusted fair value of the gold bullion at 8% per annum.

At 31 July 2009, the principal of the loan and its interest was \$5,990,432.32 (**Tribune Debt**).

The Board considers that it is in the best interests of the Company that the Tribune Debt be repaid in full and the funds required to repay the Tribune Debt be raised through the Rights Issue.

Completion of the Rights Issue will result in an increase in the cash on hand of up to approximately \$6,489,730 (before the payment of costs associated with the Rights Issue), assuming that no existing options for Shares are exercised prior to the record date of the Rights Issue. The funds raised pursuant to the Rights Issue will be used to:

- (a) repay the Tribune Debt; and

- (b) supplement the Company's working capital.

5.2 Terms and Conditions of Rights Offer

The Rights Issue will be on the following terms and conditions:

- (a) the Company will issue a maximum of 20,280,406 new Shares at an issue price of \$0.32 each to raise \$6,489,730 (prior to costs);
- (b) each existing Shareholder will be offered one new Share for every two Shares held at the record date (such date to be determined);
- (c) the new Shares to be issued will rank parri passu with the existing Shares;
- (d) the issue of the new Shares will occur progressively and no later than 3 months after the date of the Meeting; and
- (e) a voting exclusion statement is included in the Notice.

The Rights Issue will be underwritten by Tribune who will receive a fee of 5% of the funds raised under the Rights Issue.

6. Resolution 5 – Section 195 Approval

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered.

The Directors may have a material personal interest in the outcome of Resolution 4 by reason of their directorships of Tribune. In the absence of this Resolution 5, the Directors may not be able to form a quorum at directors meetings necessary to carry out the terms of the Rights Issue.

The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve upon.

7. Action to be taken by Shareholders

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a "proxy") to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, to sign and return the Proxy Form to the Company in accordance with the instructions provided. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Schedule 1 – Definitions

In this Explanatory Memorandum and Notice:

Annual Report means the 2009 Annual Report of the Company and its controlled entities (if any) a copy of which was lodged with the ASX.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Company means Rand Mining NL ABN 41 004 669 658.

Constitution means the Constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company and **Directors** means the directors of the Company.

Directors Report means the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities (if any).

Explanatory Memorandum means the explanatory memorandum to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities (if any).

Listing Rules means the Listing Rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Annual Report.

Resolution means a resolution contained in this Notice.

Schedule means a Schedule to this Notice.

Share means, as contemplated by this Notice, fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

WST means Western Standard Time, being the time in Perth, Western Australia.



RESOURCES N.L.

ABN 11 009 341 539

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08 October 2009

Rand Mining NL
Suite G1
49 Melville Parade
South Perth WA 6151

Appointment of Auditors

Following the resignation of Grant Thornton (WA) Partnership, subject to ASIC consent, I wish to nominate Grant Thornton Audit Pty Ltd as auditors of Rand Mining NL at the forth coming Annual general Meeting.

I request that a copy of this nomination is sent to all persons entitled to receive notice of the AGM and Grant Thornton Audit Pty Ltd.

Yours faithfully
Tribune Resources NL



Anton Billis
Director

RAND MINING NL
ABN 41 004 669 658

PROXY FORM

I/We¹ _____

of _____

being a Shareholder/Shareholders of the Company and entitled _____

votes in the Company, hereby appoint² _____

or failing such appointment the chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of the Company to be held at Suite G1, 49 Melville Parade, South Perth, Western Australia on Monday, 30 November 2009 at 8.45am (WST) and at any adjournment thereof in the manner indicated below or, in the absence of indication, as he thinks fit. If 2 proxies are appointed, the proportion or number of votes of this proxy is authorised to exercise is * []% of the Shareholder's votes*/ [] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

IMPORTANT:

☐

If the chairman of the Meeting is to be your proxy and you have not directed your proxy how to vote on a Resolution please tick 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 that votes cast by him, other than as proxy holder, would 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 the Resolution and your votes will not be counted in computing the required majority if a poll is called on the Resolution.

The chairman of the Meeting intends to vote undirected proxies in favour of the Resolutions.

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Mr Gordon Sklenka as a Director	☐	☐	☐
Resolution 3	Approval of Appointment of Auditor	☐	☐	☐
Resolution 4	Approval of Rights Issue	☐	☐	☐
Resolution 5	Section 195 Approval	☐	☐	☐

Authorised signature/s This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

¹Insert name and address of Shareholder

² Insert name and address of proxy

*Omit if not applicable

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Return of Proxy Forms

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Company's office as set out below not less than 48 hours prior to the time of commencement of the annual general meeting (WST).

Facsimile: +618 9367 9386

Post: PO Box 307, West Perth WA 6872.

Delivery: Suite G1/49 Melville Parade, South Perth WA 6151.