
NOTICE OF ANNUAL GENERAL MEETING

The 2007 Annual General Meeting of Rand Mining NL will be held on Friday 30th November 2007 at 10.00 am Western Standard Time ("WST") at the All Seasons Plaza Hotel, 45 Egan Street, Kalgoorlie, Western Australia.

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the annual financial report, together with the Directors' and auditor's report for the year ended 30 June 2007.

2. Election of Directors

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

- a) That, for all purposes, Mr Gordon Sklenka, who retires and offers himself for re-election is re-elected as a Director.

3. To adopt the Remuneration Report

To consider and, if thought fit, to pass the following advisory only resolution:

To adopt the Remuneration Report for the year ended 30 June 2007.

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.

Explanatory Statement

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

Proxies

Please note that:

- 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.

Voting Entitlements

In accordance with Regulation 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 10.00 am WST on Wednesday, 28th November 2007.

By Order of the Board of Directors

O Demis
Company Secretary
Rand Mining NL

10 October 2007

<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>

EXPLANATORY STATEMENT

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:

1. Resolution 1 - Financial Statements and Reports

As a shareholder, you are entitled to submit a written question to the auditor prior to the Annual General Meeting provided that the question relates to:

- the content of the auditor's report; or
- the conduct of the audit in relation to the financial report.

All written questions must be received by the Company no later than five business days before 30 November 2007 meeting date.

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 be attending the Annual General Meeting and will be available to answer questions from Shareholders relevant to:

- the conduct of the audit;
- 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.

2. Resolution 2 – Election of Directors

In accordance with Listing Rule 14.4 and Clause 10.1(e)(2)(A) of the Company's Constitution, at every Annual General Meeting, one third of the Directors for the time being must retire from office by rotation and are eligible for re-election. The Directors to retire are to be those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or if the Directors have been in office for an equal length of time, by agreement.

Mr Gordon Sklenka retires by rotation at this meeting and, being eligible, offers himself for re-election.

Information about Mr Gordon Sklenka is available in the 2007 Annual Report.

3. Resolution 3– Approval of Remuneration Report

Shareholders are entitled to vote on the question whether the Remuneration Report as contained in the Annual Report for the year ended 30 June 2007 is to be adopted.

Shareholders should note that Resolution 3 is an "advisory only" resolution which does not bind the Directors or the Company.

PROXY FORM

I/We (name of shareholder)
of (address)
being a member/members of Rand Mining NL ("Company")
holdingshares in the Company

HEREBY APPOINT

(proxy's name)
of (proxy's address).....
and/or failing them (name)
of (address)

or failing that person then the Chairman of the Annual General Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at the All Seasons Plaza Hotel, 45 Egan Street, Kalgoorlie, Western Australia on 30th November 2007 at 10.00 am WST and at any adjournment of the meeting.

Should you so desire to direct the Proxy how to vote, you should place a cross in the appropriate box(es) below:

I/We direct my/our Proxy to vote in the following manner: For Against Abstain

Resolution 2	Election of Directors			
	(a) Re-election of Mr Gordon Sklenka	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you do not wish to direct your proxy how to vote, please place a mark in the box. 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. The Chairman intends to vote in favour of the resolution.

This Proxy is appointed to represent _____% of my voting right, or if 2 proxies are appointed Proxy 1 represents _____% and Proxy 2 represents _____% of my total votes. My total voting right is _____ shares

If the shareholder is an individual:

Signed: _____

Name: _____

If the shareholder is a company:

affix common seal (if required by Articles)

Director/Sole Director and Secretary

Director/Secretary

Dated: _____ 2007.

**Please return this proxy form by 10.00 am WST 28th November 2007 to:
Mailing address: Rand Mining NL, PO Box 307, West Perth, WA 6872
Registered Office: Suite G1, 49 Melville Parade, South Perth, WA 6151
Facsimile: 08 9367 9386**

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 **10.00 am WST on 28 November 2007** 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.