



**NOTICE OF GENERAL MEETING
EXPLANATORY STATEMENT
&
PROXY FORM**

TIME: 10:00 am WST
DATE: 16 September 2011
PLACE: 103 Abernethy Road
Belmont, Western Australia 6104

This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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IMPORTANT INFORMATION

Defined terms

Certain capitalised terms used in the Notice of General Meeting and Explanatory Statement are defined in the Glossary at the end of the Explanatory Statement.

Enquiries

Shareholders are invited to contact the Company Secretary on (08) 9277 9801 if they have any queries in respect of the matters set out in this Notice of General Meeting and Explanatory Statement.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders of Richmond Mining Limited (**Company**) which this Notice of Meeting relates to will be held at 10:00 am WST on 16 September 2011 at 103 Abernethy Road, Belmont, Western Australia 6104.

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting as soon as possible and either:

- (a) send the proxy form by post to the Company at PO Box 566, Belmont, Western Australia 6984; or
- (b) deliver the proxy form to the Company at 103 Abernethy Road, Belmont, Western Australia 6104; or
- (c) send the proxy form by facsimile to the Company on facsimile number (08) 9277 6818 (International +61 8 9277 6818),

so that it is received not later than 10:00 am WST on 14 September 2011.

Proxy forms received later than this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders of Richmond Mining Limited will be held at 10:00 am WST at 103 Abernethy Road, Belmont, Western Australia 6104 on 16 September 2011.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 10:00 am WST on 14 September 2011.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

BUSINESS

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered at the Meeting.

ORDINARY BUSINESS

1. RESOLUTION 1 - RATIFICATION OF ISSUE OF 14,139,850 SHARES

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, the Company ratifies the issue and allotment of 14,139,850 Shares issued on 8 August 2011 at an issue price of \$0.32 per Share."

Voting Exclusion

The Company will disregard any votes cast on this resolution by any person who participated in the issue and any associates of those persons. The Company need not disregard a vote if cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or 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.

DATED: 16 AUGUST 2011

BY ORDER OF THE BOARD

MICHAEL HIGGINSON

COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the General Meeting to be held at 103 Abernethy Road, Belmont, Western Australia 6104 on 16 September 2011 at 10:00 am WST.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution.

1. RESOLUTION 1 - RATIFICATION OF ISSUE OF 14,139,850 SHARES

Resolution 1 seeks Shareholder ratification for the issue and allotment of 14,139,850 Shares that your Directors issued at an issue price of \$0.32 per Share, on 8 August 2011.

Subject to certain exceptions, Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the company's ordinary securities on issue at the commencement of that period without shareholder approval.

The exception to this rule contained in Listing Rule 7.4 provides an issue made within the 15% limit will be treated as having been made with the approval of shareholders under Listing Rule 7.1 if subsequently approved by shareholders, thereby 'refreshing' the company's ability to issue shares within the 15% limit, and restoring the company's ability to make placements within that limit (if that is thought desirable) without the need for shareholder approval.

While the Shares described in this Resolution 1 have been issued within the 15% limit, the Company seeks Shareholder ratification of the issue of those Shares for the purpose of Listing Rule 7.4 so that the Company's ability to issue securities will be 'refreshed' and it will have flexibility to issue further securities should the need or opportunity arise.

In accordance with the requirements of Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess the ratification of the issue of the Pre-consolidation Shares the subject of this Resolution 1:

- (a) the number of Shares issued and allotted was 14,139,850;
- (b) the Shares were issued at an issue price of \$0.32 per Share, which raised \$4,524,752 for the Company, before issue costs;
- (c) The 14,139,850 Shares rank pari passu with the Company's existing issued Shares;
- (d) the allottees of the Shares were determined by the manager of the issue, Veritas Securities Limited, and the Shares were issued to investors who qualified as professional or sophisticated investors (no related party of the Company participated in the issue); and
- (e) the funds raised from the issue of the Shares will be applied towards paying the final instalment (being US\$2,062,500) for the acquisition of 3 rod mills and as general working capital that will be directed towards

securing the remaining Buena Vista Project's permits and the undertaking of detailed engineering design work as a precursor to finalising the Project's EPC contract.

GLOSSARY

ASX means the Australian Securities Exchange Limited.

Company means Richmond Mining Limited (ABN 98 123 423 987).

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement attached to the Notice.

General Meeting or **Meeting** means the general meeting convened by the Notice.

Listing Rules means the official listing rules of ASX.

Notice means the notice of General Meeting which is attached to this Explanatory Statement.

Resolution means the resolution set out in the Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a fully paid ordinary share in the capital of the Company.

WST means Western Standard Time.

PROXY FORM

**APPOINTMENT OF PROXY
RICHMOND MINING LIMITED
ABN 98 123 423 987**

GENERAL MEETING

I/We

being a Member of Richmond Mining Limited entitled to attend and vote at the General Meeting, hereby

Appoint

name of proxy

OR

mark this box if you wish to appoint the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chairman of the General Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the General Meeting to be held at 103 Abernethy Road, Belmont WA, 6104 on 16 September 2011 at 10:00 am WST and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of the Resolution.

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 Ratification of issue of 14,139,850 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

In relation to the Resolution, if the Chairman is to be your proxy and you do **not** wish to direct your proxy how to vote on the Resolution, please place a mark in 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 votes cast by him other than as proxy holder will 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 intends to vote in favour of the Resolution.

YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your Shares are not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signed this _____ day of _____ 2011

By:

Individuals and joint holders

Companies (affix common seal if appropriate)

RICHMOND MINING LIMITED
ABN 98 123 423 987
Instructions for Completing Proxy Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the General Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the General Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. To vote by proxy, please complete and sign the proxy form enclosed:
 - deliver the proxy form by hand to the Company's office at 103 Abernethy Road, Belmont, Western Australia 6104;
 - mail the proxy form to the Company's office at PO Box 566, Belmont, Western Australia, 6984; or
 - send the proxy form by facsimile to the Company on facsimile number +61 8 9277 6818,

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