
RICHMOND MINING LIMITED

ABN 98 123 423 987

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

TIME: 10:00 am (WST)

DATE: 19 November 2010

PLACE: 103 Abernethy Road
Belmont, WA, 6104

This Notice of Annual General Meeting is an important document and requires your immediate attention. Please read it carefully. If you are in doubt as to what you should do, please consult your professional adviser.

*An electronic version of the Company's 2010 Annual Report may be accessed at
www.richmondmining.com*

CONTENTS PAGE

Notice of Annual General Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	6
Glossary	10
Annexure A	11
Annexure B	12
Annexure C	13
Proxy Form	14

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of Richmond Mining Limited which this Notice of Annual General Meeting relates to will be held at 10:00 am (WST) on 19 November 2010 at:

103 Abernethy Road

Belmont, WA, 6104

VOTING IN PERSON

To vote in person, attend the Annual 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 and either:

- (a) deliver the proxy form by hand to the Company's registered office at 103 Abernethy Road, Belmont, Western Australia;
- (b) mail the proxy form to the Company's registered office at PO Box 566, Belmont, Western Australia, 6984; or
- (c) send the proxy form by facsimile to the Company on facsimile number +61 8 9277 6818,

so that it is received not later than 10:00 am (WST) on 17 November 2010.

Proxy forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Richmond Mining Limited will be held at 103 Abernethy Road, Belmont, Western Australia at 10:00 am (WST) on 19 November 2010.

The Explanatory Statement to this Notice of Annual General Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Annual General 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 Annual General Meeting are those who are registered Shareholders of the Company at the close of business on 17 November 2010.

Terms and abbreviations used in this Notice of Annual General 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 Annual General Meeting.

ORDINARY BUSINESS

Reports and Accounts

To receive and consider the financial statements of the Company for the period ended 30 June 2010 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

RESOLUTION 1 – REMUNERATION REPORT

To consider and if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of remuneration report as contained in the Company's annual report for the financial period ended 30 June 2010."

Short Explanation

The Corporations Act provides that at a listed company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the vote. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MR JIM MALONE

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

"That, Jim Malone, being a Director of the Company who retires in accordance with clause 11.3 of the Constitution and, being eligible for re-election, is re-elected as a Director of the Company."

Short Explanation

Clause 11.3 of the Constitution requires that at the Annual General Meeting one third of the Directors for the time being shall retire from office. A retiring Director is eligible for re-election.

RESOLUTION 3 – RATIFICATION OF ISSUE OF 1,000,000 OPTIONS TO VERITAS SECURITIES LIMITED

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 of the ASX Listing Rules and for all other purposes, the Company ratifies the issue and allotment of 1,000,000 Options issued to Veritas Securities Limited on 27 May 2010."

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.

RESOLUTION 4 – RATIFICATION OF ISSUE OF 3,000,000 CONSULTANT OPTIONS

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 of the ASX Listing Rules and for all other purposes, the Company ratifies the issue and allotment of 1,000,000 Options issued to consultants on 2 August 2010."

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.

RESOLUTION 5 – RATIFICATION OF ISSUE OF 1,000,000 CONSULTANT OPTIONS

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 of the ASX Listing Rules and for all other purposes, the Company ratifies the issue and allotment of 1,000,000 Options issued to consultants on 2 August 2010."

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.

RESOLUTION 6 – APPROVAL TO ISSUE 3,500,000 SHARES AT \$0.38 PER SHARE

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to issue and allot up to 3,500,000 Shares at an issue price \$0.38 per Share raising up to a total of \$1,330,000 on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed and any associates of those persons.

RESOLUTION 7 – APPROVAL TO ISSUE UP TO 10,000,000 SHARES

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

“That for the purposes of Listing Rule 7.1 of the ASX Listing Rules and for all other purposes, approval is given for the Directors to issue and allot up to 10,000,000 Shares on the terms and conditions described in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue, any person who might obtain a benefit from the proposed issue (except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed) and any associates of those persons.

BY ORDER OF THE BOARD

MICHAEL HIGGINSON
COMPANY SECRETARY
RICHMOND MINING LIMITED

Dated this 18th day of October 2010

Voting Exclusion

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a 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.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the 2009 Annual General Meeting.

1. RESOLUTION 1 – REMUNERATION REPORT

The remuneration report is set out in the Director's Report in the Company's 2010 Annual Report. It is also available on the Company's website at www.richmondmining.com

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

Section 250R(2) of the Corporations Act requires that a resolution to adopt the remuneration report be put to the vote of the Company at the Annual General Meeting. Shareholders should note that the vote on Resolution 1 is advisory only and is not binding on the Company or its Directors.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

2. RESOLUTION 2 – RE-ELECTION OF MR JIM MALONE

Clause 11.3 of the Constitution of the Company provides that at each annual general meeting one third of the Directors, or if their number is not a multiple of three, then the number nearest to but not more than one third of the Directors must retire from office. A retiring director is eligible for re-election

Pursuant to Resolution 2, Mr Jim Malone retires in accordance with the Constitution and being eligible for re-election, offers himself for re-election.

3. RESOLUTION 3 – RATIFICATION OF ISSUE OF 1,000,000 OPTIONS TO VERITAS SECURITIES LIMITED

Resolution 3 seeks Shareholder ratification for an issue of 1,000,000 Options that your Directors issued to Veritas Securities Limited ("Veritas") on 27 May 2010.

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 Options described in this Resolution 3 have been issued within the 15% limit, the Company seeks Shareholder ratification of the issue of those Options 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 Options the subject of this Resolution 3:

- (a) the number of Options issued and allotted was 1,000,000 Options;
- (b) the Options were issued to Veritas in consideration for the appointment of Veritas as the Company's Corporate Advisor for an initial period expiring 31 May 2011;
- (c) The 1,000,000 Options are exercisable at \$0.35 per Share on or before 31 December 2012 and otherwise on the terms and conditions outlined in Annexure A. Upon exercise of the Options, the Shares issued will rank pari passu with the existing Shares on issue;
- (d) the Options were issued to Veritas;
- (e) no funds were raised from the issue of the Options as they were issued in consideration for the appointment of Veritas as the Company's Corporate Advisor.

4. RESOLUTION 4 – RATIFICATION OF ISSUE OF 3,000,000 CONSULTANT OPTIONS

Resolution 4 seeks Shareholder ratification for an issue of 3,000,000 Options that your Directors issued to key corporate and strategic consultants on 2 August 2010.

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 3 above.

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 Options the subject of this Resolution 4:

- (f) the number of Options issued and allotted was 3,000,000 Options;
- (g) the Options were issued for nil consideration as incentive Options to the Company's key corporate and strategic consultants;
- (h) The 3,000,000 Options are exercisable at \$0.20 per Share on or before 30 December 2010 and otherwise on the terms and conditions outlined in Annexure B. Upon exercise of the Options, the Shares issued will rank pari passu with the existing Shares on issue;
- (i) the Options were issued to the following consultants:

CR-X Investments Limited	1,000,000
Veritas Securities Limited	1,000,000
Timrike Pty Ltd	500,000
Cintra Holdings Pty Ltd	500,000
- (j) no funds were raised from the issue of the Options as they are incentive options issued to the Company's key corporate and strategic consultants.

5. RESOLUTION 5 – RATIFICATION OF ISSUE OF 1,000,000 CONSULTANT OPTIONS

Resolution 5 seeks Shareholder ratification for an issue of 1,000,000 Options that your Directors issued to key corporate and strategic consultants on 2 August 2010.

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 3 above.

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 Options the subject of this Resolution 5:

- (a) the number of Options issued and allotted was 1,000,000 Options;
- (b) the Options were issued for nil consideration as incentive Options to the Company's key corporate and strategic consultants;
- (c) The 1,000,000 Options are exercisable at \$0.20 per Share on or before 30 June 2013 and otherwise on the terms and conditions outlined in Annexure C. Upon exercise of the Options, the Shares issued will rank pari passu with the existing Shares on issue;
- (d) the Options were issued to the following consultants:

Timrike Pty Ltd	500,000
Cintra Holdings Pty Ltd	500,000
- (e) no funds were raised from the issue of the Options as they are incentive options issued to the Company's key corporate and strategic consultants.

6. RESOLUTION 6 – ISSUE OF 3,500,00 SHARES AT \$0.38 PER SHARE

6.1 General

Resolution 6 seeks Shareholder approval for the allotment and issue of up to 3,500,000 Shares at an issue price of \$0.38 per Share to raise up to a total of \$1,330,000 (before costs).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The effect of Resolution 6 will be to allow the Directors to issue and allot the 3,500,000 Shares during the period of 3 months after the Annual General Meeting (or a longer period, if allowed by ASX), without using the Company's annual 15% placement capacity.

6.2 Technical Information Required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Capital Raising:

- (a) the maximum number of Shares to be issued is 3,500,000;
- (b) the Shares will be issued no later than 3 months after the date of the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the issue price of the Shares is intended to be \$0.38 each;
- (d) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Shares will be issued to institutional clients of Veritas Securities Limited for a fee of 4% and these parties will not be related parties of the Company; and

- (f) the Company intends to use the funds raised on the Buena Vista feasibility studies and for general working capital purposes.

7. RESOLUTION 7 – APPROVAL TO ISSUE UP TO 10,000,000 FULLY PAID ORDINARY SHARES

7.1 Background

The Board of Directors may wish to issue up to 10,000,000 Shares in the Company within 3 months after the date of this Annual General Meeting and seeks Shareholder approval to do so. Resolution 7 will enable the Company to raise additional funds throughout the 3 month period following the Annual General Meeting through the issue of up to 10,000,000 Shares without the need to seek Shareholder approval.

As at the date of this Notice, the Company has no proposal or requirement to issue any of the 10,000,000 Shares

7.2 Regulatory Requirements

Listing Rule 7.1 provides that a listed company may not issue securities in any 12 month period which, when aggregated with the value of the other securities issued within that 12 month period, exceed 15% of the value of ordinary shares on issue at the beginning of the 12 month period, unless the issue falls within one of the nominated exceptions, or the prior approval of members of the company in general meeting is obtained.

In compliance with Listing Rule 7.3, Shareholders are advised as follows:

- (a) the maximum number of Shares to be issued and allotted is 10,000,000 Shares;
- (b) the Shares (if any) will be issued at a date no later than 3 months after the date of this Annual General Meeting (or such later date as is approved by ASX) and it is intended that any Shares issued will be issued progressively during that period;
- (c) the issue price of any Shares issued will be a minimum of 80% of the average market price of the Shares traded on the ASX over the last 5 days before the date that the offer is made;
- (d) it is intended that any Shares issued will be issued to sophisticated investors or other parties that may be issued Shares without the need for a prospectus under Section 708 of the Corporations Act;
- (e) the Shares (if any) will rank pari passu in all respects with the Company's existing Shares;
- (f) none of the allottees will be related parties of the Company; and
- (g) the Shares (if issued) will provide additional funds for the Buena Vista feasibility studies, the further development of Buena Vista and for working capital purposes.

8. ENQUIRIES

Shareholders should contact the Company Secretary on +61 8 9277 9801 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

ASX means ASX Limited.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the board of Directors of the Company.

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

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company.

Explanatory Statement means the explanatory statement to the Notice.

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

Notice means the notice of Annual General Meeting accompanying this Explanatory Statement.

Option means an option to acquire a Share.

Share means a fully paid ordinary share in the Company.

Shareholder means a shareholder in the Company.

WST means western standard time, Perth, Western Australia.

ANNEXURE A

TERMS AND CONDITIONS OF 1,000,000 OPTIONS ISSUED TO VERITAS SECURITIES LIMITED ON 27 MAY 2010 (RESOLUTION 3)

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- a) The exercise price of each Option is \$0.35 ("Exercise Price").
- b) The Options expire at 5.00pm Western Standard Time on 31 December 2012 ("Expiry Date").
- c) The Options can be exercised at any time and each Option shall entitle the holder to subscribe for and be allotted one ordinary fully paid share in the capital of Richmond Mining Limited ("Share") upon exercise of the Option and payment to the Company of the Exercise Price.
- d) Subject to the Mandate between the Company and Veritas Securities Limited dated 21 May 2010 not being terminated on or before 31 May 2011, then for each Option that is exercised by Veritas Securities Limited on or before the Expiry Date then the Company will grant an additional option to Veritas Securities Limited to subscribe for and be allotted one ordinary fully paid share in the capital of the Company with each new option being exercisable at \$0.45 and expiring 1 year from the date of their grant.
- e) Shares issued as a result of the exercise of any of the Options will rank equally in all respects with all Shares in Richmond Mining Limited.
- f) The Option holder is not entitled to participate in new issues of securities offered to shareholders unless the Option is exercised before the relevant record date for that new issue.
- g) Shares issued on the exercise of Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued Shares of the Company in all respects. If the Company is listed on Australian Securities Exchange ("ASX") it will, pursuant to the exercise of an Option, apply to ASX for quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act 2001 and the ASX Listing Rules.
- h) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to the reconstruction of capital at the time of the reconstruction.

ANNEXURE B

TERMS AND CONDITIONS OF 3,000,000 CONSULTANT OPTIONS ISSUED ON 2 AUGUST 2010 (RESOLUTION 4)

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- a) The exercise price of each Option is \$0.20 ("Exercise Price").
- b) The Options expire at 5.00pm Western Standard Time on 30 December 2010 ("Expiry Date").
- c) The Options can be exercised at any time and each Option shall entitle the holder to subscribe for and be allotted one ordinary fully paid share in the capital of Richmond Mining Limited ("Share") upon exercise of the Option and payment to the Company of the Exercise Price.
- d) Shares issued as a result of the exercise of any of the Options will rank equally in all respects with all Shares in Richmond Mining Limited.
- e) The Option holder is not entitled to participate in new issues of securities offered to shareholders unless the Option is exercised before the relevant record date for that new issue.
- f) Shares issued on the exercise of Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued Shares of the Company in all respects. If the Company is listed on Australian Securities Exchange ("ASX") it will, pursuant to the exercise of an Option, apply to ASX for quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act 2001 and the ASX Listing Rules.
- g) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to the reconstruction of capital at the time of the reconstruction.

ANNEXURE C

TERMS AND CONDITIONS OF 1,000,000 CONSULTANT OPTIONS ISSUED ON 2 AUGUST 2010 (RESOLUTION 5)

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- a) The exercise price of each Option is \$0.20 ("Exercise Price").
- b) The Options expire at 5.00pm Western Standard Time on 30 June 2013 ("Expiry Date").
- c) The Options can be exercised at any time and each Option shall entitle the holder to subscribe for and be allotted one ordinary fully paid share in the capital of Richmond Mining Limited ("Share") upon exercise of the Option and payment to the Company of the Exercise Price.
- d) Shares issued as a result of the exercise of any of the Options will rank equally in all respects with all Shares in Richmond Mining Limited.
- e) The Option holder is not entitled to participate in new issues of securities offered to shareholders unless the Option is exercised before the relevant record date for that new issue.
- f) Shares issued on the exercise of Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued Shares of the Company in all respects. If the Company is listed on Australian Securities Exchange ("ASX") it will, pursuant to the exercise of an Option, apply to ASX for quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act 2001 and the ASX Listing Rules.
- g) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to the reconstruction of capital at the time of the reconstruction.

PROXY FORM

RICHMOND MINING LIMITED ABN 98 123 423 987

I/We

being a Member of RICHMOND MINING LIMITED entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the 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 Annual General Meeting to be held at 10:00 am (WST) on 19 November 2010 at 103 Abernethy Road, Belmont, Western Australia and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

Voting directions - Annual General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of a Director – Jim Malone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of issue of 1,000,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of issue of 3,000,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of issue of 1,000,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of 3,500,000 Shares at \$0.38 per Share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Authority to issue up to 10,000,000 Shares	<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 this 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 the interest. The Chairman will vote in favour of all of the resolutions if no directions are given.

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.

Signed this day of 2010

By:

Individuals and joint holders

Signature
Signature
Signature

Companies (affix common seal if appropriate)

Director
Director/Company Secretary
Sole Director and Sole Company Secretary

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 meeting in person if they wish. Where a Shareholder completes and lodges a valid proxy form and attends the 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 registered office at 103 Abernethy Road, Belmont, Western Australia;
 - mail the proxy form to the Company's registered 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,

so that it is received not later than 10:00 am (WST) on 17 November 2010.

Proxy forms received later than this time will be invalid.