

CAPITAL MINING LIMITED

ACN 104 551 171

NOTICE OF 2007 ANNUAL GENERAL MEETING

EXPLANATORY NOTES

PROXY FORM

Date of Meeting

Wednesday 28 November 2007

Time of Meeting

10.30 am (EST)

Place of Meeting

Hellenic Club of Canberra
Matilda Street
PHILLIP ACT 2606

NOTICE OF 2007 ANNUAL GENERAL MEETING

CAPITAL MINING LIMITED ACN 104 551 171

Notice is hereby given that the 2007 Annual General Meeting of members of Capital Mining Limited ("the Company") will be held at the Hellenic Club of Canberra, Matilda Street, Phillip, Australian Capital Territory at 10.30 am (EST) on 28 November 2007.

ORDINARY BUSINESS

2007 Financial Report

To receive the financial report for the year ended 30 June 2007, together with the related directors' report and independent audit report.

Resolution 1 – Adoption of Remuneration Report

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

"That the Remuneration Report for the financial year ended 30 June 2007 be adopted"

The vote on this resolution is advisory only and does not bind the directors of the company.

Resolution 2 – Re-election of Mr Chris Ablett as a Director

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

"That Mr Chris Ablett, a director of the Company retiring in accordance with the Company's Constitution and being eligible, offering himself for re-election, be re-elected as a director of the Company"

Other Business

To deal with any other business that may be brought forward in accordance with the Company's Constitution and the Corporations Act 2001.

Further information in relation to these resolutions is set out in the Explanatory Notes below.

PROXIES

To be effective, proxy forms must be received by the Company's share registry, Registries Limited, at least 48 hours before the time for holding the meeting.

Hand delivery

Level 2
28 Margaret Street
Sydney NSW 2000

By Mail

PO Box R67
Royal Exchange
NSW 1223

By facsimile

(02) 9279 0664

DATED 22 October 2007
By Order of the Board

John Keppo
Company Secretary

EXPLANATORY NOTES:

These explanatory notes set out information in connection with the business to be considered at the Capital Mining Limited 2007 Annual General Meeting.

Voting Restrictions

In accordance with section 224 of the *Corporations Act 2001* (Cth), a vote in respect of the resolution will be disregarded by the Company if it is cast by or on behalf of a person who is named in the relevant resolution or an associate of that named person.

However the Company need not disregard a vote if:

- it is cast by a person who is appointed by writing as proxy for a person who is entitled to vote and the written appointment specifies how the proxy is to vote; and
- the vote is not cast on behalf of the named person or an associate of the named person.

Proxies

A member entitled to attend this meeting and vote is entitled to appoint a proxy to attend and vote for the member at the meeting. A proxy need not be a member. If the member is entitled to cast two or more votes at the meeting the member may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. A form of proxy accompanies this Notice.

Voting Entitlement

The Company (as convenor of the meeting) has determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of members as at 10.30 am (EST) on 26 November 2007.

This means that any member registered at 10.30 am (EST) on 26 November 2007 is entitled to attend and vote at the meeting.

Ordinary Business

The following items of ordinary business will be considered as resolutions at the meeting:

Resolution 1 – Adoption of Remuneration Report

The Corporate Law Economic Reform Programme (Audit Reform and Corporate Disclosure Act 2004 (Cth)) (CLERP9) requires that a resolution be put to the members to adopt the remuneration report as disclosed in the Director's Report. The vote on this resolution is advisory only and non-binding. The resolution gives members the opportunity to ask questions or make comments concerning the Remuneration Report during the meeting.

Resolution 2 – Re-election of Mr Chris Ablett

The Company's Constitution requires that at each Annual General Meeting one-third of the Directors must retire from office. Mr Chris Ablett is retiring by rotation and being eligible offers himself for re-election.

Mr Ablett (Cert. Mining, MAusIMM, MISAust) is a Registered Surveyor who has been associated with the mining and exploration industry since the late 1960s. He has considerable experience in mine site, open pit and underground mine survey and in quantity surveying. Mr Ablett has worked on mining projects in Western Australia, the Northern Territory, the eastern Australian States and Fiji. He has held a number of senior staff positions with several large gold and base metal mines including Emperor Gold Mines Ltd, Cleveland Tin Ltd and other mines run by the former Peko-Wallsend Group.

INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Your pre-printed name and address is as it appears on the share register of Capital Mining Limited. If you are Issuer Sponsored and this information is incorrect, please mark the box at the top of the proxy form and make the correction on the form. Security holders sponsored by a broker on the CHESS sub-register should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.
2. Completion of a proxy form will not prevent individual shareholders from attending the Annual General Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Annual 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 Annual General Meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.
4. A proxy need not be a shareholder of the Company.
5. 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.
6. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the Meeting. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.
7. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or originally certified copy) of an appropriate Power of Attorney should be produced for admission to the Annual General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

8. **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:** If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.
- 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.

9. **Lodgement of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than 10:30am on Monday, 26 November 2007 (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting.

Hand deliveries

Registries Limited
Level 2
28 Margaret Street
Sydney NSW 2000

Postal address:

Registries Limited
PO Box R67
Royal Exchange NSW 1223

Fax number:

(02) 9279 0664