

CAPITAL MINING LIMITED

ABN 69 104 551 171

NOTICE OF 2009 ANNUAL GENERAL MEETING

EXPLANATORY NOTES

PROXY FORM

Date of Meeting

Friday 20 November 2009

Time of Meeting

11.00 am (EST)

Place of Meeting

Menzies Room, Statesman Hotel
Strangeways Street
CURTIN ACT 2605

NOTICE OF 2009 ANNUAL GENERAL MEETING

CAPITAL MINING LIMITED ABN 69 104 551 171

Notice is hereby given that the 2009 Annual General Meeting of members of Capital Mining Limited (“the Company”) will be held at the Menzies Room, Statesman Hotel, Strangeways Street Curtin ACT 2605 at 11.00 am (EST) on Friday 20 November 2009.

ORDINARY BUSINESS

2009 Financial Report

To receive and consider the financial report of the Company for the financial year ended 30 June 2009, together with the declaration of the directors, the directors’ report and the independent audit report.

Resolution 1 – Adoption of Remuneration Report (Non-Binding)

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, the Company adopts the Remuneration Report as set out in the Directors’ Report in the Annual Report for the year ended 30 June 2009”.

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

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

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

“That Chris Ablett, a director of the Company retiring in accordance with the Company’s Constitution and being eligible, offers himself for re-election, be re-elected as a director of the Company”

Resolution 3 – Ratification of Prior Issue of Securities

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, the Company ratify the allotment and issue of a total of 3,000,000 Ordinary Shares to Atlas Resources Pty Ltd at an issue price, on the dates and otherwise on the terms and conditions set out in the Explanatory Memorandum”

Voting Exclusion

The Company will disregard any votes cast on this Resolution 3 by the allottee, Atlas Resources Pty Ltd or any person or associate of Atlas Resources Pty Ltd. 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 is cast by the person chairing the meeting as a proxy for the person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

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 (i.e. not later than 11am on 18 November 2009) or of any adjourned meeting, at the Company's Share Registry, being:

Registries Limited

Hand delivery

Level 7,
207 Kent Street
Sydney NSW 2000

By Mail

GPO Box 3993
Sydney NSW 2001

By facsimile

(02) 9290 9655

DATED 20 October 2009

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 2009 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 11.00 am (EST) on 20 November 2009.

This means that any member registered at 11.00 am (EST) on 20 November 2009 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 (non-binding)

The Remuneration Report is set out in the Directors' Report in the Company's 2009 Annual Report. It is also available on the Company's website at www.capitalmining.com.au

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 members of the Company at the Annual General Meeting. 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.

Resolution 2 – Re-election of Director, Chris Ablett

Clause 6.1 of the Company's Constitution requires that at each Annual General Meeting one-third of the Directors must retire from office.

Pursuant to Resolution 2, Chris Ablett is retiring by rotation and being eligible for re-election, offers himself for re-election at the Meeting.

Resolution 3 – Ratification of Prior Issue of Securities

On 12 June 2009 the Company announced that it had issued 3,000,000 shares to Atlas Resources Pty Ltd as full consideration for the purchase of 100% interest in the Cowarra Gold Project including all Venture assets and intellectual property – Exploration Licence 5939.

No funds were raised from the issue of these securities, but the issue of shares represent full payment for the Cowarra Gold Project at a deemed issue price of \$0.08 per share.

Neither the beneficiary, Atlas Resources Pty Ltd, or persons associated with Atlas Resources Pty Ltd were related parties of the Company.

Voting Exclusion

The Company will disregard any votes cast on this Resolution 3 by the allottee, Atlas Resources Pty Ltd or any person or associate of Atlas Resources Pty Ltd. 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 is cast by the person chairing the meeting as a proxy for the person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Share Ratification**).

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.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.



PROXY FORM
Annual General Meeting 20 November 2009

«Name»
 «Name1»
 «Name2»
 «Name3»
 «Name4»
 «Name5»

«InvestorId»

Appointment of Proxy

If appointing a proxy to attend the Annual General Meeting on your behalf please complete the form and submit it in accordance with the directions at the bottom of the page.

I/We being a shareholder/shareholders of Capital Mining Limited pursuant to my/our right to appoint not more than two proxies, appoint

The Chairman of the Meeting
 (mark with an "X")

OR

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

or failing him/her

Write here the name of the other person you are appointing.

or failing him/her, (or if no proxy is specified above), the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting to be held at the **Statesman Hotel, Strangeways Street, Curtin ACT 2605 on 20 November 2009 at 11.00am** and at any adjournment of that meeting.

This proxy is to be used in respect of _____ % of the ordinary shares I/we hold.

Voting directions to your proxy – please mark to indicate your directions

RESOLUTION	For	Against	Abstain*
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Chris Ablett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of Prior Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.
Executed in accordance with section 127 of the Corporations Act:

Individual or Shareholder 1

Sole Director & Sole Company Secretary

Joint Shareholder 2

Director

Joint Shareholder 3

Director / Company Secretary

Dated this _____ day of _____ 2009

 Contact Name

 Contact Business Telephone / Mobile

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 CHESSE 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 11am on Wednesday, 18 November 2009 (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting. Alternatively you can fax your Proxy form to the fax number listed below by the due date.

Hand deliveries

**Registries Limited
Level 7, 207 Kent Street
Sydney NSW 2000**

Postal address:

**Registries Limited
GPO Box 3993
Sydney NSW 2001**

Fax number:

(02) 9290 9655