

# CAPITAL MINING LIMITED

ACN 104 551 171

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## NOTICE OF 2008 ANNUAL GENERAL MEETING

### EXPLANATORY NOTES

### PROXY FORM

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**Date of Meeting**

Friday 28 November 2008

**Time of Meeting**

11.00 am (EST)

**Place of Meeting**

Menzies Room, Statesman Hotel  
Strangeways Street  
CURTIN ACT 2605

# NOTICE OF 2008 ANNUAL GENERAL MEETING

## CAPITAL MINING LIMITED ACN 104 551 171

Notice is hereby given that the 2008 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 28 November 2008.

### ORDINARY BUSINESS

#### 2008 Financial Report

To receive and consider the financial report of the Company for the financial year ended 30 June 2008, 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 2008”.*

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

#### Resolution 2 – Re-election of Dr Richard Hine as a Director

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

*“That Dr Richard Hine, 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 – Re-election of Mr John Seeley as a Director

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

*“That Mr John Seeley, a director of the Company who was appointed on 1 February 2008, is 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”*

#### 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 26 November 2008) 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) 9279 0664

DATED 22 October 2008

**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 2008 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 26 November 2008.

This means that any member registered at 11.00 am (EST) on 26 November 2008 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 2008 Annual Report. It is also available on the Company's website at [www.capitalmining.com.au](http://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, Dr Richard Hine**

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, Dr Richard Hine is retiring by rotation and being eligible for re-election, offers himself for re-election at the Meeting

### **Resolution 3 – Re-election of Director, Mr John Seeley**

Mr Seeley was appointed to the Board on 1 February 2008 as an Independent Non Executive Director. Detailed information in relation to the qualifications and experience of Mr Seeley has been released to the ASX at the time of his appointment and subsequently in the Company's 2008 Annual Report.

Clause 9.2 of the Company's Constitution requires that a director appointed between Annual General Meetings must retire at the next Annual General Meeting.

Pursuant to Resolution 3, Mr John Seeley retires in accordance with the Company's Constitution and being eligible for re-election, offers himself for re-election at the Meeting.



**PROXY FORM**  
**Annual General Meeting 28 November 2008**

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

**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 28 November 2008 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.

If you do not wish to direct your proxy how to vote, please place a mark in the box. If you have appointed the Chair of the meeting to exercise your proxy, 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 a the resolutions and votes cast by him other than as proxy holder will be disregarded because of that interest. The Chair intends to vote 100% of all open proxies in favour of the resolutions.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolutions and your votes will not be counted in calculating the required majority if a poll is called on the resolutions.

**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 Dr Richard Hine	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr John Seeley	<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**

**Joint Shareholder 2**

**Joint Shareholder 3**




**Sole Director & Sole Company Secretary**

**Director**

**Director / Company Secretary**

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2008

\_\_\_\_\_  
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, 26 November 2008 (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) 9279 0664**