



# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

**Capital Mining Limited**

ABN

69 104 551 171

We (the entity) give ASX the following information.

### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	Fully Paid Ordinary Shares and Attaching Options
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	25,570,321 Ordinary Shares 12,785,166 Options
3	Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	Fully paid ordinary shares ranking equally in all respects with existing quoted ordinary shares.  Options – exercisable at 8 cents each on or before 1 July 2011.
4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?  If the additional securities do not rank equally, please state:  (iii) the date from which they do  (iv) the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment  (v) the extent to which they do not rank	The shares will rank equally in all respects with CMY fully paid ordinary shares.  Options – all underlying shares issued upon the exercise of the options will rank equally in all respects with the existing fully paid ordinary shares.

	equally, other than in relation to the next dividend, distribution or interest payment									
5	Issue price or consideration	\$0.04 (4 cents) per share including one attaching new Option for every two new shares.								
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The shares are issued pursuant to the Company's recent Non-Renounceable Rights Issue.								
7	Date of entering +securities into uncertificated holdings or despatch of certificates	21 July 2009.								
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>68,187,489</td> <td>Fully paid ordinary shares</td> </tr> <tr> <td>14,302,897</td> <td>20 cent options expire 18 October 2010</td> </tr> <tr> <td>12,785,166</td> <td>8 cent options expire 1 July 2011</td> </tr> </tbody> </table>	Number	+Class	68,187,489	Fully paid ordinary shares	14,302,897	20 cent options expire 18 October 2010	12,785,166	8 cent options expire 1 July 2011
		Number	+Class							
68,187,489	Fully paid ordinary shares									
14,302,897	20 cent options expire 18 October 2010									
12,785,166	8 cent options expire 1 July 2011									
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>250,000</td> <td>Options exercisable at 19.1 cents expiring 22 March 2012</td> </tr> <tr> <td>250,000</td> <td>Options exercisable at 24.1 cents expiring 22 March 2012</td> </tr> </tbody> </table>	Number	+Class	250,000	Options exercisable at 19.1 cents expiring 22 March 2012	250,000	Options exercisable at 24.1 cents expiring 22 March 2012		
Number	+Class									
250,000	Options exercisable at 19.1 cents expiring 22 March 2012									
250,000	Options exercisable at 24.1 cents expiring 22 March 2012									
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	New Shares have an equal entitlement to any future dividends.								

**Part 2 – Bonus issue or pro rata issue**

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-Renounceable
13	Ratio in which the +securities will be offered	The non-renounceable rights issue is three shares for every five shares held on the record date.
14	+Class of +securities to which the offer relates	Ordinary shares
15	+Record date to determine entitlements	26 June 2009
16	Will holdings on different registers (or sub registers) be aggregated for calculating entitlements?	Yes
17	Policy for deciding entitlements in relation to fractions	Fractions will be rounded up

18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	As set out in Section 3.16 of the Prospectus dated 17 June 2009.
19	Closing date for receipt of acceptances or renunciations	14 July 2009
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not underwritten.
22	Names of any brokers to the issue	Applications received and accepted which bear the stamp of a member firm of ASX will be entitled to receive a 5% handling fee payable by the Company. Additionally, a completed Shortfall Application Form applying for a portion of any Shortfall, which has been accepted and which bears an ASX member's stamp, will result in a 5% handling fee payable by the Company.
23	Fee or commission payable to the broker to the issue	Refer 22 above
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Refer 22 above
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	30 June 2009
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	17 June 2009
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do +security holders sell their entitlements in full through a broker?	Not applicable
31	How do +security holders sell part of their entitlements through a broker and accept for the balance?	Not applicable
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	+Despatch date	22 July 2009

**Part 3 – Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities

*(tick one)*

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

**Entities that have ticked box 34(a)****Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

1- 1,000

1,001 - 5,000

5,001 - 10,000

10,001 - 100,000

100,001 and over

37  A copy of any trust deed for the additional +securities

Information to Questions 35 to 37 will be provided following the Closing Date of the Issue and the issue of the Options for which quotation is being sought.

**Entities that have ticked box 34(b)**

Questions 38 to 42

Not applicable



# Capital Mining Limited

ABN 69 104 551 171  
Incorporated in New South Wales

## Top 20 Holdings as at 21-07-2009

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### Security Classes Selected for this Report:

Fully Paid Ordinary

Holder Name	21-07-2009	%
MR RICHARD HINE	9,000,000	13.199
MR CHRIS ABLETT	6,050,000	8.873
MR KEVIN ARTHUR THOMAS & MRS BARBARA THOMAS <THE KBT SUPER FUND A/C>	5,000,000	7.333
CHAKOLA GOLD PTY LTD	4,320,000	6.335
ATLAS RESOURCES PTY LTD	3,222,406	4.726
CHAKOLA GOLD PTY LTD	998,172	1.464
WALPETT ENGINEERING PTY LTD <SUPER FUND A/C>	984,000	1.443
PETER CRISP PTY LTD <CRISP SUPER FUND A/C>	900,000	1.320
MR RAUL USED <THE RAUL USED FAMILY A/C>	740,000	1.085
MR MICK MCCAULEY & MRS BARBARA MCCAULEY	720,000	1.056
MR FRANCIS RUPERT BENSON & MR SCOTT DONALD OLDFIELD <FRB SUPERFUND A/C>	600,000	0.880
MR ASHWIN SRINIVASAN	569,600	0.835
MRS ANNETTE MIZON <THE BOBBIN SUPER FUND A/C>	552,000	0.810
MR PATRICK MARTIN TAYLOR	546,900	0.802
CANERISE PTY LTD <CANERISE SUPER FUND A/C>	481,200	0.706
CAPITAL IDEAS PTY LTD <MOON TRADING A/C>	400,800	0.588
MR CHETLUR SREENATH CHARY	391,674	0.574
MR RAMAMOORTHY SRINIVASAN & MRS BHANUMATHI SRINIVASAN	389,760	0.572
GOFFACAN PTY LTD	368,928	0.541
MR JOE BLICHARZ & J M B ENTERPRISES PTY LTD	362,500	0.532
<b>Totals for Top 20</b>	<b>36,597,940</b>	<b>53.673</b>
<b>Total IC</b>	<b>68,187,489</b>	

# Capital Mining Limited

Analysis of Holdings as at 21-07-2009

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## Security Classes:

Fully Paid Ordinary

Holdings Ranges	Holders	Total Units	%
1-1,000	8	4,147	0.006
1,001-5,000	46	143,914	0.211
5,001-10,000	107	992,823	1.456
10,001-100,000	388	14,118,024	20.705
100,001-99,999,999,999	105	52,928,581	77.622
<b>Totals</b>	<b>654</b>	<b>68,187,489</b>	<b>100.000</b>

# Capital Mining Limited

ABN 69 104 551 171  
Incorporated in New South Wales

## Top 20 Holdings as at 21-07-2009

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### Security Classes Selected for this Report:

Options \$0.08 expiring 1 July 2011

Holder Name	21-07-2009	%
MR KEVIN ARTHUR THOMAS & MRS BARBARA THOMAS <THE KBT SUPER FUND A/C>	2,500,000	19.554
CHAKOLA GOLD PTY LTD	810,000	6.335
PETER CRISP PTY LTD <CRISP SUPER FUND A/C>	450,000	3.520
MR FRANCIS RUPERT BENSON & MR SCOTT DONALD OLDFIELD <FRB SUPERFUND A/C>	300,000	2.346
MR RAUL USED <THE RAUL USED FAMILY A/C>	270,000	2.112
CHAKOLA GOLD PTY LTD	239,086	1.870
WALPETT ENGINEERING PTY LTD <SUPER FUND A/C>	192,000	1.502
GOFFACAN PTY LTD	180,864	1.415
MR MATTHEW DAVID BURFORD	150,642	1.178
CANERISE PTY LTD <CANERISE SUPER FUND A/C>	150,600	1.178
MR ROBERT GEORGE LOVETT <EST LYNNE LOVETT A/C>	150,000	1.173
MR PAUL DESMOND BRUHN	150,000	1.173
MR FRANCIS JAMES SCHUBERT & MRS JILLIAN MAREE SCHUBERT <FJS SUPER FUND A/C>	150,000	1.173
CAPITAL IDEAS PTY LTD <MOON TRADING A/C>	150,000	1.173
MR IAN LEONARD BAKER & MRS MARIE THERESE BAKER <IAN & MARIE BAKER S/F A/C>	150,000	1.173
MR GEOFFREY BRIAN SPICER	150,000	1.173
SPRING HILL HOLDINGS PTY LTD <SUPER A/C>	150,000	1.173
SHANDY INVESTMENTS PTY LTD <SHANDY FAMILY A/C>	150,000	1.173
MR MICK MCCAULEY & MRS BARBARA MCCAULEY	135,000	1.056
MRS ANNETTE MIZON <THE BOBBIN SUPER FUND A/C>	126,000	0.986
<b>Totals for Top 20</b>	<b>6,704,192</b>	<b>52.437</b>
<b>Total IC</b>	<b>12,785,166</b>	

# Capital Mining Limited

Analysis of Holdings as at 21-07-2009

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## Security Classes:

Options \$0.08 expiring 1 July 2011

Holdings Ranges	Holders	Total Units	%
1-1,000	6	2,806	0.022
1,001-5,000	75	241,861	1.892
5,001-10,000	48	355,285	2.779
10,001-100,000	160	4,903,019	38.349
100,001-99,999,999,999	25	7,282,195	56.958
<b>Totals</b>	<b>314</b>	<b>12,785,166</b>	<b>100.000</b>

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/9/2001.

<b>Name of entity</b>	<b>CAPITAL MINING LIMITED</b>
<b>ABN</b>	<b>69 104 551 171</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	<b>ROBERT JOHN McCAULEY</b>
<b>Date of last notice</b>	<b>30 June 2009</b>

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct and indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Shares and Options held by or with C McCauley, and by Chakola Gold Pty Ltd, a company associated with registered holder
<b>Date of change</b>	21 July 2009
<b>No. of securities held prior to change</b>	3,320,000 fully paid ordinary shares (direct and indirect) 250,000 unquoted options (direct) 250,000 unquoted options (indirect) 1,461,168 quoted 20 cent options (direct and indirect)
<b>Class</b>	Fully paid ordinary shares and quoted new Options
<b>Number acquired</b>	2,158,172 ordinary shares and 1,079,086 new 8 cent options.
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$0.04 cents per share (\$86,326.88) including one new option for every two new shares.

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<b>No. of securities held after change</b>	5,478,172 ordinary shares (direct & indirect) 250,000 unquoted options (direct) 250,000 unquoted options (indirect) 1,461,168 quoted 20 cent options(direct and indirect) 1,079,086 quoted 8 cent options (direct & indirect)
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	2,158,172 ordinary shares and 1,079,086 new 8 cent options acquired through Rights Issue.

**Part 2 – Change of director's interests in contracts NOT APPLICABLE**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

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# Appendix 3Y

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<b>Date of last notice</b>	<b>30 June 2009</b>

### Part 1 - Change of director's relevant interests in securities

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Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct and indirect
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<b>Date of change</b>	21 July 2009
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<b>Number acquired</b>	2,158,172 ordinary shares and 1,079,086 new 8 cent options.
<b>Number disposed</b>	Nil
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**Appendix 3Y**  
**Change of Director's Interest Notice**

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<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	2,158,172 ordinary shares and 1,079,086 new 8 cent options acquired through Rights Issue.

**Part 2 – Change of director's interests in contracts NOT APPLICABLE**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

+ See chapter 19 for defined terms.