



A.B.N. 39 097 088 689

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of the shareholders of Resolute Mining Limited ("**Company**") will be held at 3.00 pm (WST) on Monday, 29 June 2009 at the Conference Room, Ground Floor, BGC Centre, 28 The Esplanade, Perth, Western Australia ("**Meeting**").

BUSINESS

1. Resolution 1 - Ratify Share Issue

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

*"That, in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 35,720,000 Shares each at an issue price of \$0.70 to clients of Paterson Securities Limited and Haywood Securities Inc on the terms and conditions in the Explanatory Memorandum (**Share Issue**)."*

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by a person who participated in the Share Issue, or an associate of those persons. However, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

Determination of Shareholders Right to Vote

For the purposes of the Meeting, persons who are registered holders of Shares as at 3.00pm (WST) on Saturday, 27 June 2009 will be voting members.

BY ORDER OF THE BOARD

G. W. Fitzgerald
Company Secretary
Dated : 25 May 2009



A.B.N. 39 097 088 689

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 3.00pm (WST) on Monday, 29 June 2009 at Conference Room, Ground Floor, BGC Centre, 28 The Esplanade, Perth, Western Australia.

1. Resolution 1 - Ratify Share Issue

General

On 15 May 2009, the Company announced its intention to make a placement of 35,720,000 Shares each at an issue price of \$0.70 to clients of Paterson Securities Limited and Haywood Securities Inc to raise \$25,004,000 (before costs).

The Company issued the Shares under the Share Issue to raise funds for the commissioning of the Company's Syama gold mine in Mali. Surplus funds not utilised during the commissioning process will be applied to advance development of the free milling circuit, debt reduction and other working capital purposes.

On 19 May 2009, the Company lodged a prospectus at the Australian Securities and Investments Commission for the offer of 1,000 shares each at an issue price of \$0.70. The Company lodged the prospectus to qualify the Shares under the Share Issue for secondary trading.

The Company issued the Shares under the Share Issue on 21 May 2009.

Resolution 1 seeks Shareholder approval for the ratification of the Share Issue to clients of Paterson Securities Limited and Haywood Securities Inc, who are not related parties of the Company.

Listing Rule 7.4

The Shares issued under the Share Issue were issued within the Company's 15% limit permitted under Listing Rule 7.1, without the need for Shareholder approval. The effect of Shareholders passing Resolution 1 will be to restore the Company's ability to issue securities within that limit, to the extent of the 35,720,000 Shares.

Specific Information required by Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.4:

- (a) 35,720,000 Shares were issued on 21 May 2009 each at an issue price of \$0.70 to clients of Paterson Securities Limited and Haywood Securities Inc (who are not related parties to the Company);
- (b) The Shares under the Share Issue are fully paid ordinary shares in the capital of the Company;

- (c) A voting exclusion statement is included in the Notice; and
- (d) Funds raised by the Share Issue will be used for the commissioning of the Company's Syama gold mine in Mali. Surplus funds not utilised during the commissioning process will be applied to advance development of the free milling circuit, debt reduction and other working capital purposes.

Definitions

In this Explanatory Memorandum and Notice:

ASX means ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors.

Company means Resolute Mining Limited ABN 39 097 088 689.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company and **Directors** means the directors of the Company.

Explanatory Memorandum means the explanatory memorandum to the Notice.

Listing Rules means the Listing Rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in this Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

Share Issue has the meaning in Resolution 1.

WST means Western Standard Time, being the time in Perth, Western Australia.

**RESOLUTE MINING LIMITED ("Company")
GENERAL MEETING ON 29 JUNE 2009
PROXY FORM**

The Secretary
Resolute Mining Limited
C/- Security Transfer Registrars Pty Ltd
PO Box 535, Applecross WA 6953
AUSTRALIA

I/We,..... of.....
..... being a member/members of the Company hereby appoint
..... of.....

or in that person's absence, the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the general meeting of the Company to be held on 29 June 2009, at 3.00pm and at any meeting held subsequent and pursuant to an adjournment of that meeting.

This form is to be used in accordance with the directions below. Unless the proxy is directed, your proxy may vote as he/she thinks fit.

In respect of the items contained in the Notice of Meeting, I/We instruct the above proxy/proxies to vote :

Resolution	For	Against	Abstain	Chairman's Discretion
1. Ratify Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

By marking the "Chairman's Discretion" box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of that item and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. The Chairman intends to vote undirected proxies in favour of the resolution.

Appointment of a second proxy

If appointing a second proxy, state the percentage of your voting rights applicable to the proxy appointed by this form.

%

Shareholder Reference or CHES Number

DATED this day of 2009.

.....
Signature of member or Attorney

.....
Signature of joint member or Attorney

Or if a company:

Executed for and on behalf of by its duly authorised officer(s),.....
in accordance with S.127 of the Corporations Act 2001:

.....
Director / Sole Director

.....
Director / Secretary

A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and, on a poll, to vote in his stead. Where two proxies are appointed, the appointment may specify the proportion or number of votes which each proxy may exercise. If it does not, then each proxy may exercise one-half of the votes. A proxy need not be a member of the Company.

To be effective, proxy forms must be either:

- a) deposited at the office of Security Transfer Registrars, 770 Canning Highway, Applecross, WA 6153
- b) returned by mail to Security Transfer Registrars – PO Box 535, Applecross WA 6953,
- c) returned by e-mail to Security Transfer Registrars – registrar@securitytransfer.com.au, or
- d) faxed to the Company's share registry (Fax No. 08 9315 2233 and for overseas shareholders 618 9315 2233)

not less than 48 hours before the time fixed for holding the Meeting.