



25 October 2012

ANNUAL REPORT AND NOTICE OF MEETING

Resolute Mining Limited advises that the Company's 2012 Annual Report and Notice of Annual General Meeting are being posted to shareholders tomorrow. A copy of the Notice of Meeting and a letter to shareholders is attached and a copy of the Annual Report is to follow.



GREG FITZGERALD
Company Secretary

About Resolute:

Resolute is an unhedged gold miner with three operating mines in Africa and Australia. The Company is the second largest gold producer by volume listed on the ASX. Resolute is targeting an increase in production from its flagship Syama project in Mali to 270,000oz of gold a year following an approved expansion. At its Ravenswood mine in Queensland Resolute is investigating a number of opportunities to add value by increasing gold production and lowering operating costs. The Company controls an extensive footprint along the highly prospective Syama Shear and Greenstone Belts in Mali and Cote d'Ivoire. Resolute has also identified a number of highly promising exploration targets at its Ravenswood operations and holds a number of exploration projects in Tanzania surrounding its Golden Pride mine.



Resolute
Mining Limited

ABN 39 097 088 689

26 October 2012

Dear Shareholder

Dividend Payment – Important

Further to the announcement made by Resolute Mining (ASX: RSG, “Resolute”) in its Preliminary Final Report on 28 August 2012, the Directors have resolved to pay a 5 cent per share dividend to shareholders registered on the record date of 26 October 2012. The dividend will be paid on 16 November 2012.

To ensure you receive your full dividend on a timely basis, please insert your bank account details in the shareholder information form provided.

For Australian resident shareholders, your Tax File Number should be inserted in the shareholder information form if you do not want withholding tax deducted from your dividend payment.

Bank account details and Tax File Numbers can be provided electronically via our share registry’s website at www.securitytransfers.com.au or by returning the completed form to Security Transfer Registrars in the enclosed reply paid envelope. If you have previously provided this information to the Share Registry, you do not need to act.

Also provided is a Notice of Meeting for the upcoming Annual General Meeting, a proxy form and where requested, the Resolute Mining Limited Annual Report 2012.

Yours sincerely

Greg Fitzgerald
Company Secretary
RESOLUTE MINING LIMITED



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of the shareholders of Resolute Mining Limited (the "**Company**") will be held at 10.00 a.m. (WST) on Tuesday, 27 November 2012 at the Conference Room, Ground Floor, BGC Centre, 28 The Esplanade, Perth, Western Australia.

The Explanatory Memorandum to the Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

Terms and abbreviations used in the Notice and the Explanatory Memorandum are defined in Schedule 1.

BUSINESS

Annual Report

To consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2012, which includes the Financial Report and Directors' Report in relation to that financial year and the Auditor's Report on the Financial Report.

Resolution 1 – Adoption of Remuneration Report

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

"That the Remuneration Report is adopted on the terms and conditions in the Explanatory Memorandum."

Resolution 2 – Election of Mr Peter Ernest Huston as Director

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

"That in accordance with article 3.6 of the Constitution and for all other purposes, Mr Peter Ernest Huston is elected as a Director on the terms and conditions in the Explanatory Memorandum."

Resolution 3 – Adoption of Resolute Mining Performance Rights Plan

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

"That in accordance with Listing Rule 7.2, Exception 9 and for all other purposes, Shareholders approve the issue of Performance Rights under the Resolute Mining Performance Rights Plan on the terms and conditions in the Explanatory Memorandum."

Resolution 4 – Issue of Performance Rights to Mr Peter Sullivan

Subject to approval of Resolution 3, to consider and if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That subject to the approval of the Performance Rights Plan pursuant to Resolution 3, in accordance with Listing Rule 10.14, chapter 2D of the Corporations Act and for all other purposes, Shareholders approve the issue of Performance Rights to Mr Peter Sullivan (and/or his nominee) under the Resolute Mining Performance Rights Plan on the terms and conditions in the Explanatory Memorandum."

ENTITLEMENT TO VOTE AND VOTING EXCLUSIONS

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on Resolution 1, but expressly authorises the Chairman to exercise the proxy even if the Resolution 1 is connected with the remuneration of a member of the Key Management Personnel.

Resolution 4 - Issue of Performance Rights to Mr Peter Sullivan

The Company will disregard any votes cast on this Resolution by Mr Sullivan and any of his associates.

The Company will not disregard a vote if:

- (a) it is cast by a person as a 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 Chairman 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.

This voting exclusion applies in addition to the exclusion described below.

Resolutions 3 and 4 – Adoption of Resolute Mining Performance Rights Plan and Issue of Performance Rights to Mr Peter Sullivan

The Company will disregard any votes cast on Resolutions 3 and 4 by a Director (except a non-executive Director who is ineligible to participate in any employee incentive scheme in relation to the Company) and any of his associates.

The Company will not disregard a vote if:

- (a) it is cast by a person as a 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 Chairman 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.

In accordance with section 250BD of the Corporations Act, a vote on Resolutions 3 and 4 must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on Resolutions 3 and 4, and:

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the KMP.

PROXIES

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

“SNAP-SHOT” TIME

The Company may specify a time, not more than 48 hours before the meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the meeting.

The Directors have determined that all Shares on issue at 9am (WST) on Monday, 26 November 2012 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that Company's representative. The authority may be sent to the Company and/or registry in advance of the meeting or handed in at the meeting when registering as a corporate representative.

BY ORDER OF THE BOARD

G. W. Fitzgerald
Company Secretary
Dated: 19 October 2012



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 10.00am (WST) on Tuesday, 27 November 2012 at Conference Room, Ground Floor, BGC Centre, 28 The Esplanade, Perth, Western Australia.

Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2012. A copy of the Annual Report can be obtained on the Company's website at www.rml.com.au or by contacting the Company on telephone number: +61 8 9261 6100.

Shareholders will be offered the following opportunities:

- (a) to discuss the Annual Report for the financial year ended 30 June 2012;
- (b) to ask questions or make comment on the management of the Company; and
- (c) to ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

Resolution 1 – Adoption of Remuneration Report

The Board has spent considerable time focusing on the Company's remuneration framework, reflecting on past feedback and the current strategic direction of the business to determine how remuneration can best support the future needs of the Company.

Remuneration framework

During 2011/2012, a comprehensive remuneration framework review of the Company's remuneration practices was undertaken, and as part of this process, PricewaterhouseCoopers

Australia was commissioned by the Board to design and implement a new remuneration framework in line with current market practices for a Company of Resolute's size and stature.

As such, the components of total annual remuneration for senior executives for the financial year ending 30 June 2013 (FY13) onwards will include fixed remuneration (comprised of base salary, superannuation and non-monetary benefits), target short-term incentive (STI) and target long-term incentive (LTI). The introduction of an annual LTI grant serves to place a large portion of an executive's remuneration at risk and focuses on long-term Shareholder value generation.

Fixed remuneration

The current fixed remuneration levels of senior executives from 1 July 2012 remain relatively conservative when compared to market peers, despite the Company's recent strong financial and operating performance.

Short-term incentive

The maximum value of STI awards for senior executives is set at 50% of their fixed remuneration. The remuneration report for FY12 includes considerable detail on the Key Performance Indicators that are used to assess performance.

Long-term incentive

Historically, the Company has made use of a standard employee share option plan (**Option Plan**). However the Option Plan has been suspended and it is the current intention to make no further grants to senior executives under the Option Plan. Grants made under the Option Plan were of an ad-hoc nature and had been typically structured along designs common for exploration phase companies. As the Company is a mature gold producer it was felt that a new equity scheme was required that was more reflective of an ASX 200 company and focused on aligning senior executives to long-term Shareholder value generation.

As such, it was determined that the Option Plan was not fit for purpose and was no longer effective in meeting the Company's needs in rewarding, retaining and motivating senior executives. Consequentially, the Company is proposing to move to a new Performance Rights Plan. Grants made under the Performance Rights Plan will vest subject to a relative Total Shareholder Return (TSR) hurdle and a gold Reserve/Resource growth hurdle. More detail on the Performance Rights Plan is disclosed in the Explanatory Memorandum to Resolution 3 and in Schedule 2 to this Explanatory Memorandum.

The Company, with the introduction of the Performance Rights Plan, is seeking to align remuneration practices with other ASX200 Companies.

Non-binding resolution

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors of the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

A reasonable opportunity will be given to Shareholders at the meeting to ask questions about, or make comments on, the remuneration report.

Recent changes to the law

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* which came into effect on 1 July 2011, amended the Corporations Act to provide that Shareholders will have the opportunity to remove the whole Board except the managing director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at its 2011 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2013 annual general meeting, this may result in the re-election of the Board.

Chairman's intentions

Resolution 1 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 2 – Election of Mr Peter Ernest Huston as Director

In accordance with Listing Rule 14.4, a Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment, or 3 years, whichever is longer.

Article 3.6 of the Constitution requires one third of all Directors, or if their number is not a multiple of three, then the number nearest one-third (rounded upwards in case of doubt) to retire at each annual general meeting.

Article 3.6 of the Constitution also provides that a Director who retires under this article is eligible for re-election.

Resolution 2 therefore provides that Mr Peter Ernest Huston retires by rotation and seeks re-election.

A brief resume of Mr Huston is contained in the Annual Report.

The Chairman intends to exercise all available proxies in favour of Resolution 2.

The Board (excluding Mr Huston) recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.

Resolution 3 – Adoption of Resolute Mining Performance Rights Plan

Background

The design and implementation of a new remuneration framework, together with the suspension of the Option Plan, have promoted a need for the Company to revisit its LTI arrangements to ensure that it continues to reward, retain and motivate senior executives in a manner aligned with Shareholders. After exploring a number of equity incentive vehicles, it was decided that a Performance Rights Plan would best serve the Company's objectives moving forward.

Under the new Performance Rights Plan, senior executives will be granted Performance Rights which represent a right to be issued one share at a future point, subject to the satisfaction of performance hurdles (outlined below). No exercise price will be payable and eligibility to participate in the Performance Rights Plan will be at the Board's discretion.

Most significantly, the Performance Rights Plan will enable the Company to make annual grants to senior executives so that LTIs form a key component of their total annual remuneration.

The LTI quantum to be granted will be determined with reference to market practice and will be subject to approval by the Board.

The LTI dollar value that senior executives will be entitled to receive is set at a fixed percentage of their annual fixed remuneration and range from 50% to 75% of fixed remuneration, depending on the participant's level and seniority. This level of LTI is in line with current market practices.

The Board believes that the initial grants under the Performance Rights Plan are to serve a number of purposes, including:

- To act as a key retention tool; and
- To focus on future Shareholder value generation.

The focus of grants under the Performance Rights Plan is to provide long-term sustainable Shareholder value generation. Consequently, the vesting conditions and performance hurdles for the FY13 LTI grant will be structured to provide a reward for future Shareholder value generation and retention.

The grants made under the Performance Rights Plan will be subject to the satisfaction of challenging performance hurdles. Relative TSR and gold reserve/resource growth have been chosen as appropriate performance measures and are commonly used by gold companies listed on the ASX. Relative TSR is a forward-looking performance measure that drives continued and substantial growth.

Relative TSR measures the return received by Shareholders from holding Shares in the Company over each three year performance period and the achievement of the relative TSR target will reward senior executives where the Company outperforms its peers. No retesting will be permitted.

Reserve/Resource growth measures, whether the Company is successful in replenishing the gold reserves mined over each three year performance period, and the achievement of the reserve/resource growth target will reward senior executives. No retesting will be permitted.

It is proposed that Performance Rights will be issued to participants in accordance with the rules of the Performance Rights Plan. A copy of the Performance Rights Plan will be made available for inspection at the Company's registered office before the Meeting and at the

Meeting. A summary of the principle terms of the Performance Rights Plan rules is set out in Schedule 2 to this Explanatory Memorandum.

No securities have yet been issued by the Company under the Performance Rights Plan. It is currently proposed that, subject to the Shareholder approval of the Performance Rights Plan, the Company will make grants of performance Rights to Mr Peter Sullivan (Chief Executive Officer), on approximately 28 November 2012 under the terms of the Performance Rights Plan.

Listing Rule 7.1

Shareholder approval is being sought to approve the issue of Performance Rights under the Performance Rights Plan so that the Company will satisfy Listing Rule 7.2 Exception 9 (as an exception to Listing Rule 7.1).

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.2 sets out a number of exceptions to Listing Rule 7.1. These exceptions include Exception 9, which is an issue under an employee incentive scheme if within 3 years before the date of issue the holders of ordinary securities have approved the issue of securities under the scheme as an exception to this rule.

The effect of Resolution 3 will be to allow the Directors to issue the placement shares during the period of 3 years after the Meeting (or such longer period of time as ASX may in its discretion allow), without using the Company's 15% annual placement capacity.

Resolution 3 is an ordinary resolution.

Resolution 4 – Issue of Performance Rights to Mr Peter Sullivan

Background

Subject to Shareholders approving the adoption of the Performance Rights Plan under Resolution 3, Resolution 4 seeks Shareholder approval for the issue of up to 546,875 Performance Rights to Mr Peter Sullivan (and/or his nominee).

The Company seeks to bring Mr Sullivan's remuneration package into line with market practices, so that LTI forms a key component of his total remuneration. A significant portion of his total remuneration should be placed at-risk to better align his interests with those of Shareholders, to encourage the production of long-term sustainable growth, and to assist with his retention.

As such, the Board has resolved to replace the Option Plan with the Performance Rights Plan, under which Performance Rights may be granted (as described below). The proposal to issue Performance Rights to Mr Peter Sullivan is subject to the Shareholders approving Resolution 4.

Vehicle

It is proposed that Performance Rights be issued to Mr Peter Sullivan as it is currently one of the most prevalent equity instruments used by companies in the market. Performance Rights are also simple in nature and are easily understood by employees as well as by Shareholders. By issuing Performance Rights, Mr Peter Sullivan and Shareholders are better able to perceive

the value obtained from Performance Rights (i.e. conversion of one Performance Right equates to one Share in the Company), resulting in better alignment with Shareholders' interests.

Quantum

The appropriate quantum to be issued for the FY13 LTI grant has been determined with reference to current market practice. For FY13, the dollar value of the LTI grant to Mr Sullivan will be equivalent to 75% of his fixed remuneration which equals \$525,000.

Allocation methodology

In determining the number of Performance Rights to be granted, the LTI quantum is divided by the fair value (FV) of one Performance Right (as determined by an independent valuer) as follows:

$$\frac{\text{LTI quantum (\$)}}{\text{FV of one Performance Right}} = \text{Number of Performance Rights to be granted}$$

Performance period

Performance is tested over a period of 3 years to ensure that sustainable Shareholder growth has been created.

Notwithstanding that a particular tranche may have passed the relative TSR and/or reserve/resource growth hurdles, no Performance Rights will vest unless the relevant senior executive remains employed with the Company for the full 3 year period. It is only if one or both of these hurdles are passed and the 3 year service condition is met that the Performance Rights can be exercised into Shares. If a senior executive ceases employment before the 3 year service condition is passed then they will forfeit their Performance Rights, unless otherwise determined by the Board.

Vesting conditions and performance hurdles

Performance Rights are allocated to participants, with vesting subject to meeting performance hurdles (measured over the performance period) and remaining employed with Resolute.

Performance hurdle	Description	Weighting
Relative Total Shareholder Return (TSR)	- TSR is calculated by taking into account the growth in a company's share price over the performance period (i.e. 3 years) as well as the dividends received during that period. - Resolute's TSR will be ranked against a peer group of companies (refer below for the current peer group). To measure performance and to determine the vesting outcome: - TSR of the companies in the peer group is calculated; - A percentile analysis is done to determine the percentile performance of the group in terms of median to 75th percentile performance; - Resolute's TSR is calculated to determine what percentile in the peer group it relates to; - This percentile determines how many Performance Rights will vest.	75%

Reserves and Resources Growth	- The Reserves and Resource Growth performance measures the change in Resolute's Reserves and Resource level at the end of the performance period as compared to the commencement of the performance period, net of mining depletion. - Resolute's overall change as at the end of the performance period will determine how many Performance Rights will vest.	25%
Service	Participants must remain employed with Resolute until the end of the performance period. The Performance Rights will not vest until both the Performance Hurdles and Service Condition are met.	

For the FY13 LTI grant, relative TSR performance will be assessed against the performance of a custom peer group of the following 15 ASX listed gold production companies of a similar size to Resolute as follows:

- Alacer Gold Corporation
- Evolution Mining Ltd
- Perseus Mining Ltd
- Regis Resources Ltd
- Medusa Mining Ltd
- Kingsgate Consolidated Ltd
- CGA Mining Ltd
- St Barbara Ltd
- OceanaGold Corporation
- Teranga Gold Corporation
- Silver Lake Resources Ltd
- Integra Mining Ltd
- Gold One International Ltd
- Ramelius Resources Ltd
- Saracen Mineral Holdings Ltd

The vesting schedule for the portion of the LTI linked to the relative TSR performance is as follows:

Relative TSR performance	Performance Vesting Outcomes
Less than 50 th percentile	0% vesting
At the 50 th percentile	50% vesting
Between 50 th and 75 th percentile	Between 50% and 100% vesting, calculated on a linear basis.
At or above 75 th percentile	100% vesting

Note that Performance Rights that satisfy the relative TSR performance hurdle will be performance-qualified only and will not vest and become exercisable until the third anniversary of the grant date.

The vesting schedule for the portion of the LTI linked to the reserves/resource growth performance is as follows:

Reserves and Resources Growth performance	Performance Vesting Outcomes
Reserves and Resources depleted	0% vesting
Reserves and Resources maintained	50% vesting
Reserves and Resources grown by up to 30%	Between 50% and 100% vesting, calculated on a linear basis.
Reserves and Resources grown by 30% or more	100% vesting

No Performance Rights will vest unless Resolute's Reserves and Resources are maintained or grown as at the end of the relevant performance period.

There will be no retesting of performance. Any Performance Rights that fail to become exercisable due to a failure to satisfy the vesting conditions and performance hurdles will lapse and be forfeited.

Chapter 2D of Corporations Act

In accordance with section 200B of the Corporations Act, the Company must not give a benefit in connection with a person's retirement from an office unless it obtains Shareholder approval.

The Performance Rights may, subject to the Board's discretion, vest upon termination of Mr Sullivan's employment. The Board has formed the view should this occur, the affected Performance Rights may constitute a benefit in connection with Mr Sullivan's retirement from office under section 200B.

Section 200B applies where the benefit is given to a person whose details were included in the Director's Report for the previous financial year. Mr Sullivan's details were included in the 2011 Director's Report of the Company.

Listing Rule 10.14

In accordance with Listing Rule 10.14, the Company must not permit a Director and any of his associates to acquire securities under an employee incentive scheme unless it obtains Shareholder approval.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 is not required.

Specific information required by Listing Rule 10.15 is provided as follows:

- a) The Performance Rights will be granted to Mr Sullivan (Chief Executive Officer) (and/or his nominee).
- b) Subject to Shareholder approval being obtained, the number of Performance Rights granted to Mr Peter Sullivan will be determined by the allocation methodology formula as outlined above, with a maximum of 546,875 Performance Rights being available for grant to Mr Peter Sullivan.
- c) No consideration is payable by Mr Sullivan at the time of grant of the Performance Rights or upon the allocation of Shares to which he may become entitled to on the vesting of some or all of the Performance Rights. The initial grant of Performance Rights will have performance hurdles attached to it.

- d) No grants have been made under the Performance Rights Plan as at the date of this Explanatory Memorandum, and it is expected that none will be made until after the date of the 2012 Annual General Meeting.
- e) The person presently entitled to participate in the Performance Rights Plan, and whose grant of Performance Rights is subject to Shareholder approval under Resolution 4 is Mr Sullivan.
- f) Full details of Mr Sullivan's holdings of Resolute Mining Shares and options are set out on pages 106 to 109 of the Annual Report.
- g) No loans will be made by the Company in connection with the acquisition of the Performance Rights.
- h) It is expected that the Performance Rights will be granted to Mr Sullivan as soon as practicable after Shareholder approval is received and in any event no later than 12 months from the date of the Annual General Meeting without obtaining further Shareholder approval.
- i) Under the accounting standard AASB 2 Share based Payments, the Company will recognise an expense in the income statement based on the fair value of the Performance Rights over the period from the date of issue to the vesting date. The total of the fair value of the Performance Rights issued is \$525,000 at the date of the Notice
- j) A voting exclusion statement for this resolutions is included in the Notice.

Board recommendation

The Board (excluding Mr Sullivan) recommends that Shareholders vote in favour of Resolution 4 to approve the grant of Performance Rights under the Performance Rights Plan to Mr Sullivan.

Schedule 1 – Definitions

In the Notice (which includes the Explanatory Memorandum):

In the Notice, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

Annual Report means the Financial Report, Directors' Report and Auditor's Report in respect to the financial year ended 30 June 2012.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors of the Company.

Chairman means the person appointed to chair the Meeting convened by the Notice.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Resolute Mining Limited ABN 39 097 088 689.

Constitution means the Constitution of the Company.

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

Director means a director of the Company.

Directors' Report means the annual directors report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel or KMP means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of the ASX.

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

Notice means this notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

Option Plan means the Company's standard employee share option plan.

Performance Right means an entitlement granted to a participant in the Performance Rights Plan to receive one Share subject to the satisfaction of applicable vesting conditions and/or performance hurdles.

Performance Rights Plan means the Resolute Mining Limited Performance Rights Plan as amended from time to time.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in this Notice.

Schedule means a schedule to this Notice.

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

Shareholder means a shareholder of the Company.

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

Schedule 2 – Resolute Mining Limited Performance Rights Plan Rules

A summary of the rules of the Performance Rights Plan (Plan Rules) is set out below:

Eligibility:	The Plan is open to full time and part-time employees of the Company or its related bodies corporate (Group), executive Directors of any member of the Group, and any other person who is declared by the board of the Company (Board) to be eligible to participate in the Plan.
Instruments:	The Plan allows the Board to grant Performance Rights, that is, zero exercise price options, with each Performance Right representing a right to acquire one Share, providing that the relevant vesting conditions and/or performance hurdles are satisfied.
Equity pool:	The number of Awards, and the number of Shares underlying any Awards, granted under this Plan on any day must not exceed the maximum permitted under any ASIC Class Order (including, without limitation, ASIC CO [03/184]) providing relief from the disclosure regime of the Corporations Act to ensure compliance with any such ASIC Class Order.
Grant of Performance Rights:	The individual grants of Performance Rights to those eligible to participate in the Plan will be as determined by the Board in its sole and absolute discretion, subject to any necessary Shareholder approvals. In line with current market practice, the CEO is currently provided with a LTI allocation equal to 75% of fixed remuneration and the other senior executives are provided with a LTI allocation equal to 50% of fixed remuneration.
Grant date:	The timing and frequency of the grant of Performance Rights will be as determined by the Board in its sole and absolute discretion.
Exercise price:	Performance Rights will be granted with nil exercise price.
Life of Performance Rights:	Unless otherwise determined by the Board in its sole and absolute discretion, Performance Rights granted will have a maximum life of 5 years, such that if they are not exercised before the 5 year anniversary of their grant (Expiry Date) they will lapse.
Transferability of Performance Rights:	Performance Rights will not be transferable, other than: • To a nominated party of a participant, where the Board determines that the participant may do so: • With the prior consent of the Board: or • On a participant's death, to the participant's legal personal representative.
Rights attaching to Performance Rights:	Participants will have no voting or dividend rights until performance Rights are exercised and the participants hold Shares.

Vesting conditions and performance hurdles:	The vesting of Performance Rights will be conditional on the satisfaction of any vesting conditions and/or performance hurdles which the Board has determined will attach to any Performance Rights.
Vesting notification:	When a Performance Right vests, the Company will issue a vesting notification to the relevant participants, after which the vested Performance Rights will be automatically exercised within a period specified by the Board.
Lapsing conditions:	Unless otherwise determined by the Board in its sole and absolute discretion, any unvested Performance Rights will lapse on the earlier of: • The cessation of a participant's employment or office (subject to the rules governing cessation of employment summarised below); • Where a participant has acted fraudulently, dishonestly or wilfully breaching their duties; • If an applicable vesting condition and/or performance hurdle are not, or, in the opinion of the Board, cannot be, achieved by the relevant time; or • The Expiry Date.
Cessation of employment or office:	Where a participant ceases employment or office as a "Good Leaver", the Board may determine in its sole and absolute discretion to allow some or all of the unvested Performance Rights held by that participant to vest and be automatically exercised. Where a participant ceases employment or office as a "Bad Leaver", all unvested Performance Rights will automatically be forfeited by the participant and lapse, subject to the Board determining otherwise in its sole and absolute discretion. A "Bad Leaver" is defined as a participant whose employment or office ceases in the following circumstances: • The participant is dismissed from employment or office due to serious misconduct, material breach of the terms of any contract of employment or office, gross negligence, or other conduct justifying summary dismissal; • The participant voluntarily resigns; • The participant ceases employment or office for any reason and acts in breach of any post-termination restrictions; • The participant being ineligible to hold office for the purpose of Part 2D.6 of the Corporations Act; or • Any other reason the Board determines in its sole and absolute discretion. A "Good Leaver" is defined as a participant whose employment or office ceases and who is not a Bad Leaver.
Rights attaching to Share:	All Shares acquired by participants upon the exercise of Performance Rights will rank equally with existing Shares on and from the date of acquisition.

Disposal restrictions on Shares:	Prior to the grant of any Performance Rights, the Board may impose disposal restrictions on Shares acquired by participants following the exercise of Performance Rights, for example, by way of the use of an employee share trust or an Australian Securities Exchange (ASX) holding lock. During any Share disposal restriction period, participants will have full dividend and voting rights.
Change of control event:	A change of control event occurs if: • A person or entity becomes a legal or beneficial owner of 50% or more of the issued share capital of the Company; • A person or entity becomes entitled to, acquires, holds or has an equitable interest in more than 50% of the issued share capital of the Company; or • A Court approves, under paragraph 411(4)(b) of the Corporations Act, a proposed compromise or arrangement for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies. In the event of a change of control event occurring, the Board may determine that some or all unvested Performance Rights will vest and be automatically exercised. Any Performance Rights that the Board determines will not vest in such circumstances will automatically lapse.
Bonus issues:	Subject to the Listing Rules, if there is a bonus issue to the holder of Shares, then the number of Shares over which a Performance Right is exercisable will be increased by the number of shares which the holder of the Performance Right would have received if the Performance Right had been exercised before the record date for the bonus issue.
Pro rata issues:	If the Company makes a pro rata issue to the holder of Shares, then due to Performance Rights having a nil exercise price, no adjustment will be required.
Reorganisation:	In the event of any reorganisation (including consolidation, sub-division, reduction, return or cancellation) of the issued capital of the Company, the number of Performance Rights to which each participant is entitled will be changed in accordance with the Listing Rules.
Buy-back:	The Company may buy-back Performance Rights and/or Shares acquired upon exercise of Performance Rights in accordance with the rules of the Plan.

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

RESOLUTE MINING LIMITED

ABN:39 097 088 689

REGISTERED OFFICE:
4TH FLOOR, THE BGC CENTRE
28 THE ESPLANADE
PERTH WA 6000

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535,
APPLECROSS WA 6953 AUSTRALIA
770 Canning Highway,
APPLECROSS WA 6153 AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code: RSG

Holder Number:

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

☐

OR

The meeting Chairperson
(mark with an "X")

The name of the person you are appointing
(if this person is someone other than the Chairperson of the meeting).

or failing the person named, or if no person is named, the Chairperson of the Meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 10.00am (WST) on Tuesday 27 November 2012 at the Conference Room, Ground Floor, BGC Centre, 28 The Esplanade, Perth, Western Australia and at any adjournment of that meeting.

Important - If the Chairman is your proxy or is appointed your proxy by default

The Chairman intends to vote all available proxies in favour of Resolutions 1, 3 and 4. If the Chairman is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolutions 1, 3 and/or 4, you will be authorising the Chairman to vote in accordance with the Chairman's voting intentions on Resolutions 1, 3 and/or 4, even if Resolutions 1, 3 and 4 are connected directly or indirectly with the remuneration of a member of Key Management Personnel.

SECTION B: Voting Directions to your Proxy

Please mark "X" in the box to indicate your voting directions to your Proxy.

Resolution	For	Against	Abstain*
1. Adoption of Remuneration Report	☐	☐	☐
2. Election of Mr Peter Ernest Huston as Director	☐	☐	☐
3. Adoption of Resolute Mining Performance Rights Plan	☐	☐	☐
4. Issue of Performance Rights to Mr Peter Sullivan	☐	☐	☐

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

* 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.

SECTION C: Please Sign Below

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Sole Director and Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director / Company Secretary

8822081155

Reference Number:

1

RSG

1

My/Our contact details in case of enquiries are:

NAME

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TELEPHONE NUMBER

(			)																
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NOTES

1. Name and Address

This is the name and address on the Share Register of RESOLUTE MINING LIMITED. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairperson of the Meeting as your Proxy please mark "X" in the box in Section A.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a Shareholder of RESOLUTE MINING LIMITED.

3. Directing your Proxy how to vote

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

If the Chairman is your proxy or is appointed your proxy by default The Chairman intends to vote all available proxies in favour of Resolutions 1, 3 and 4. If the Chairman is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolutions 1, 3 and/or 4, you will be authorising the Chairman to vote in accordance with the Chairman's voting intentions on Resolutions 1, 3 and/or 4, even if Resolutions 1, 3 and 4 are connected directly or indirectly with the remuneration of a member of Key Management Personnel.

4. Appointment of a Second Proxy

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by telephoning the Company's share registry +61 8 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

- On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- Return both forms in the same envelope.

5. Signing Instructions

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. Lodgement of Proxy

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than 10.00am (WST) on Sunday 25 November 2012, being 48 hours before the time for holding the meeting. Any Proxy form received after that time will not be valid for the scheduled meeting.

Security Transfer Registrars Pty Ltd
PO BOX 535
Applecross, Western Australia 6953

Street Address:
Alexandrea House, Suite 1
770 Canning Highway
Applecross, Western Australia 6153

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

