
RUSINA MINING N.L.

ABN 51 009 242 451

NOTICE OF ANNUAL GENERAL MEETING

Date of Meeting:	Thursday, 26 November 2009
Time of Meeting:	10.00 am WST
Place of Meeting:	Citigate Perth 707 Wellington Street, Perth, Western Australia

CONTENTS

	PAGE	
SECTION 1	PURPOSE OF THIS INFORMATION MEMORANDUM	1
SECTION 2	NOTICE OF ANNUAL GENERAL MEETING (setting out the proposed Resolutions)	3
SECTION 3	EXPLANATORY STATEMENT (explaining the proposed Resolutions)	5
	GLOSSARY	17
	PROXY FORM	(enclosed separately)

IMPORTANT NOTICE

THIS NOTICE OF MEETING SHOULD BE READ IN ITS ENTIRETY. IT IS RECOMMENDED THAT SHAREHOLDERS READ THIS INFORMATION MEMORANDUM IN FULL, AND IF THERE IS ANY MATTER THAT YOU DO NOT UNDERSTAND, YOU SHOULD SEEK ADVICE FROM YOUR FINANCIAL ADVISER, STOCKBROKER OR SOLICITOR PRIOR TO VOTING.

SHOULD YOU WISH TO DISCUSS THE MATTERS IN THIS NOTICE OF MEETING PLEASE CONTACT THE COMPANY SECRETARY ON (08) 9226 1111.

SECTION 1

PURPOSE OF THIS INFORMATION MEMORANDUM

1. INTRODUCTION

The Memorandum must be read in full in conjunction with the Notice and all accompanying documents to make an informed decision regarding those Resolutions.

2. RESOLUTIONS

This Memorandum contains information concerning the Resolutions set out in the Notice.

The Resolutions deal with the following specific matters:

- (a) Resolution 1 – Adoption of the Remuneration Report
- (b) Resolution 2 – Re-election of Gordon Theodore Hothersall-Getley as a Director of the Company
- (c) Resolution 3 – Approval of Employee Incentive Option Scheme

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

The Annual General Meeting of the shareholders of Rusina Mining NL will be held at:

Citigate Perth

707 Wellington Street,

West Perth, Western Australia

Commencing 10.00am (Perth Time)

on Thursday, 26 November 2009

How to Vote

You may vote by attending the meeting in person, by proxy or authorised representative.

Authorised Representative

If a representative of a corporate shareholder or a corporate proxy is to attend the meeting pursuant to section 250D of the Corporations Act, a certificate of appointment of the representative must be produced prior to the admission to the meeting. A form of certificate of appointment can be obtained from the Company's registered office.

Voting in Person

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at 10.00am.

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of General Meeting as soon as possible and either:

- return the proxy form to the Company by post in the pre-paid envelope enclosed or to Rusina Mining NL, Level 1, 83 Havelock Street, West Perth, WA 6005 or GPO Box 2808, West Perth WA 6005; or
- send the proxy by facsimile to the Company on facsimile number (08) 9226 1011 (International: +61 8 9226 1011)

so that it is received not later than 10:00am (Perth Time) on Tuesday, 24 November 2009.

Proxy forms received later than this time will be invalid.

Your proxy form is enclosed.

SECTION 2

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of Rusina will be held in the Presidents Room at Citigate Perth, 707 Wellington Street, West Perth, Western Australia on Thursday, 26 November 2009 at 10.00 am WST.

Consideration of Reports

To receive and consider the Annual Financial Report including the accompanying reports of the Directors and auditors for the financial year ended 30 June 2009.

1. Adoption of the Remuneration Report

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, the Directors and Executives Remuneration Report, included within the Directors Report, for the year ended 30 June 2009 be adopted."

Short Explanation: In accordance with Section 250R(2) of the Corporations Act 2001, the Company is required to table the Remuneration Report, which is contained within the Directors Report in the Company's Annual Report, at the Annual General Meeting of the Company where it must be subject to a non binding shareholder vote.

2. Re-election of Gordon Theodore Hothersall-Getley

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

"That Gordon Theodore Hothersall-Getley, being a Director of the Company who retires in accordance with paragraph 13.2 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company."

Short Explanation: Under paragraph 13.2 of the Company's constitution, one third of the directors of the Company, excluding the Managing Director, must retire by rotation, and if eligible they may offer themselves for re-election.

3. Approval of Employee Incentive Option Scheme

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

"That for the purposes of exception 9 of ASX Listing Rule 7.2 and for all other purposes, approval is given for the Company to adopt an Employee Incentive Option Scheme (EIOS) employee share option plan on the terms and conditions set out in the Explanatory Statement."

Short explanation: An Employee Incentive Option Scheme (**EIOS**) is a means of rewarding employees for their ongoing service and commitment to the Company. Please refer to the Explanatory Statement for details.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by the Directors of the Company (except those who are ineligible to participate in

any employee incentive scheme in relation to the Company) and any of their associates. However, the Company need not disregard a vote if 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 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.

By order of the Board



Mark Hanlon
Company Secretary

Dated 16th day of October 2009

NOTES:

1. 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. A proxy need not be a shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if 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 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.
3. In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is 10.00am (WST) on 24 November 2009.

SECTION 3

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of shareholders in Rusina Mining NL in connection with the business to be conducted at an Annual General Meeting of the Company to be held at Citigate Perth, 707 Wellington Street, West Perth, Western Australia on Thursday, 26 November 2009 at 10.00am (WST) ("**the Meeting**").

This Explanatory Statement should be read in conjunction with the accompanying Notice of Annual General Meeting ("**Notice**").

FINANCIAL REPORT FOR THE YEAR ENDED 30 JUNE 2008

In accordance with the requirements of the Company's Constitution and the Corporations Act 2001, the 2009 Financial Report together with the Director's Report, Director's Statement, Directors Declaration and Audit Report thereon will be tabled at the Meeting. Shareholders will have the opportunity of discussing the Reports and making comments and raising queries in relation to them.

In accordance with amendments to the Corporations Act the Company is no longer required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. These amendments may result in reducing the Company's printing costs.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at www.rusina.com.au.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

In accordance with Section 250R(2) of the Corporations Act 2001, the Company is required to table the Remuneration Report, which is contained within the Directors Report in the Company's Annual Report, at the Annual General Meeting of the Company where it must be subject to a non binding shareholder vote. Shareholders should note that the vote on Resolution 1 is advisory only and not binding on the Company or its Directors.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

RESOLUTION 2 - RE-ELECTION OF GORDON THEODORE HOTHERSALL GETLEY

It is a requirement under paragraph 13.2 of the Company's Constitution that one third of the Company's board of directors, excluding the Managing Director, retire by rotation at the Company's annual general meeting, and if eligible may offer themselves for re-election. Accordingly, Mr Gordon Theodore Hothersall-Getley retires by rotation. Mr Getley has offered himself for re-election as a Director of the Company. The Company's remaining Directors recommend to shareholders that Mr Getley be re-elected.

RESOLUTION 3 – APPROVAL OF EMPLOYEE INCENTIVE OPTION SCHEME

The Company seeks approval to adopt an Employee Incentive Option Scheme (**EIOS**) to allot up to 5% of the issued capital of the Company at any time by way of Options to Employees to provide incentives to maintain a high level of performance and to ensure

that the Company becomes as profitable as soon as possible.

Since the date that approval was last sought for the Company's previous employee incentive option scheme, the Company has issued a total of 16,785,000 Options pursuant to that scheme. 9,415,000 Options have expired during that period, and 7,370,000 remain on issue. No Options issued under that employee incentive option scheme were exercised during that time.

Approval under this Resolution is sought as an exception to ASX Listing Rule 7.1 in accordance with exception 9(b) of ASX Listing Rule 7.2. If Resolution 3 is passed, the Company will have the ability to issue Options to eligible participants under the EIOS over a period of 3 years without impacting on the Company's 15% placement capacity under ASX Listing Rule 7.1.

The main terms of the EIOS are summarised below and a full copy of the EIOS is available at the Company's registered office until the date of the Annual General Meeting.

The key terms and conditions applying to any issue of options under the EIOS

- (a) the EIOS is for employees generally but is not open to Directors;
- (b) awards under the EIOS will be structured as options to acquire ordinary shares in the Company, after the vesting period, at a price equal to the market value of the shares on the date the option is granted;
- (c) the EIOS rules allow participation by any employee determined by the Board to be eligible;
- (d) Options under the EIOS will be expressed as a number of options to acquire ordinary shares in the Company (generally one ordinary share for each option);
- (e) the exercise price of Options will normally be equal to the market value of a Share at the time of grant of the relevant Options (unless the Board determines otherwise). Participants will not have to pay any amount to be granted Options;
- (f) the Board will determine the appropriate size of each allotment under the EIOS, The initial awards under the EIOS will be made following the Meeting and it is envisaged that, each employee will be granted options to acquire shares (as at the date of grant);
- (g) following the initial award of Options, the Board will determine annually whether it is appropriate to make additional offers;
- (h) Options will vest three years after the grant date. The Board will retain discretion to allow vesting of all options granted and waive any vesting restrictions on a change of control or de-merger of the Company;
- (i) the EIOS rules allow the Board flexibility to define different vesting periods for each award of options, if appropriate;
- (j) the Board may impose any performance conditions it deems appropriate;
- (k) if a participant dies or ceases employment because of retirement, redundancy, resignation, termination of his or her employment or other

circumstances as determined by the Board, the participant will be entitled to exercise vested Options within 60 days after employment ceases, or such longer period as the Board may determine (except in the case of a participant's death where personal representatives of the participant may exercise the Options up to 6 months from the date of death). If a participant dies or ceases employment, all unvested Options lapse unless the Board determines otherwise. Any Options that remain unexercised lapse on the fifth anniversary of the date of grant;

- (l) if at any time the issued capital of the Company is reconstructed, all rights of a holder of Options under the EIOS are to be changed in a manner consistent with the Corporations Act and the Listing Rules; and
- (m) there will be no participating rights or entitlements inherent in the Options issued under the EIOS and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give holders of EIOS options the opportunity to exercise their options prior to the date for determining entitlements to participate in any such issue.

Glossary of Defined Terms

"Annual General Meeting" means the meeting convened by the Notice of Meeting.

"ASIC" means the Australian Securities and Investments Commission.

"ASX" means the Australian Stock Exchange Limited.

"Auditor" means the auditor of the Company.

"Board" means the board of Directors of the Company.

"Company" and "Rusina" means Rusina Mining NL (ABN 51 009 242 451).

"Constitution" means the Company's constitution.

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

"Directors" means the Directors of the Company.

"Explanatory Statement" means the explanatory statement set out in Section 3 of this Memorandum.

"Listing Rules" means the Official Listing Rules of ASX.

"Memorandum" means this Information Memorandum.

"Notice" means the notice of meeting set out in Section 2 of this Information Memorandum.

"Option" means an option to acquire a Share on the terms and conditions set out in this Notice.

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

"Shareholder" means a holder of a Share.

"WST" means Western Standard Time.



Lodge your vote:



By Mail:

Rusina Mining NL
GPO Box 2808
West Perth WA 6005

In Person:

Level 1
83 Havelock Street
West Perth WA 6005

Alternatively you can fax your form to
(within Australia) 08 9226 1011
(outside Australia) +61 8 9226 1011

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

000001 000 RML
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

For your vote to be effective it must be received by 10.00am (WST) Tuesday 24 November 2009

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View or update your securityholding, 24 hours a day, 7 days a week:

<http://www.investorcentre.com>



Access the annual report

<http://www.rusina.com.au/index.php?action=view&id=162&module=newsmodule>

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Rusina Mining N.L. hereby appoint

the Chairman of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman 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 Rusina Mining N.L. to be held at Citigate Perth, 707 Wellington Street, Perth, Western Australia on Thursday 26 November 2009 10:00am (WST) and at any adjournment of that meeting.

Important for Item 3: If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Item 3 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your vote on Item 3 and your vote will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 3 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

STEP 2 Items of Business



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

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Gordon Theodore Hothersall Getley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of Employee Incentive Option Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____

RML

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Computershare +