



West Wits Mining Limited

ABN: 89 124 894 060

PROXY FORM

SAMPLE CUSTOMER
SAMPLE ADDRESS
SAMPLE ADDRESS
SAMPLE ADDRESS
SAMPLE ADDRESS
SAMPLE ADDRESS

Appointment of Proxy

I/We being members/s of West Wits Mining Ltd and entitled to vote hereby appoint

“A”

the Chairman of the Meeting (mark with an “X”)

“B”

OR

Write here the name and address of the person you are appointing if this person is someone other than the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Annual General Meeting (“AGM”), as my/our proxy to act generally at the AGM 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 AGM of West Wits Mining Ltd to be held at Giorgios, 1235 High Street, Armadale Victoria 3143 at 10.00 am on 19th November, 2009 and at any adjournment of that AGM.

By marking box “A” you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman if he has an interest in the outcome of the resolution, will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution. The Chairman intends voting undirected proxies in favour of the resolutions in which he is permitted to vote.

Voting directions to your proxy – please mark x to indicate your directions

		<i>For</i>	<i>Against</i>	<i>Abstain**</i>
<u>Resolution 1:</u>	Re-Election of Mr. Michael Quinert to serve as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Resolution 2:</u>	Re-Election of Mr. Daniel (Niel) Pretorius to serve as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Resolution 3:</u>	Issue of options to Mr. Michael Quinert	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Resolution 4:</u>	Issue of options to Mr. Diederik van der Walt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<u>Resolution 5:</u>	Issue of options to Mr. Grant Ferguson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This is an important document. It should be read in its entirety. If you are in doubt as to the course you should follow, consult your financial or other professional adviser.

THIS PAGE HAS BEEN LEFT INTENTIONALLY BLANK

This is an important document. It should be read in its entirety. If you are in doubt as to the course you should follow, consult your financial or other professional adviser.

Resolution 6: Approval of prior issue of shares to Consultant

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

Resolution 7: Non-Binding Adoption of 2009 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

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

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

Individual or Security holder 1

Security holder 2

Security holder 3

Sole Director and Sole Company
Secretary

Director

Director/Company Secretary

Contact Telephone Number

Contact Name

Contact Daytime Telephone

Date

This is an important document. It should be read in its entirety. If you are in doubt as to the course you should follow, consult your financial or other professional adviser.

How to complete this Proxy Form

1 Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please contact the Company's share registry to arrange for changes to be made.

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Annual General Meeting ("AGM") as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the AGM please write the name of that person. If you leave this section blank, or your named proxy does not attend the AGM, the Chairman of the AGM will be your proxy. A proxy need not be a security holder of the Company.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be noted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the AGM 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 or you may copy this form.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

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

Joint Holding: where the holding is more than one name, all the security holders should sign.

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

Companies: where the company has a Sole Director who is also the Sole Company Secretary, that person must sign this form. 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 a Director must sign this form jointly with either another Director or Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the AGM the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:00 am (Melbourne, Victoria time), 17 November, 2009 being not later than 48 hours before the commencement of the AGM. Any Proxy Form received after that time will not be valid for the scheduled AGM.

Documents may be lodged by posting, delivery or facsimile to:

Registered Office Suite 1 1233 High Street Armadale Victoria 3143 PO Box 8694 Armadale Victoria 3143 Ph: 03 9824 5254 Fx: 03 9822 7735	Share Registry Security Transfer Registrar 770 Canning Highway Applecross Western Australia 6153 Ph: 08 9315 2333 Fx: 08 9315 2233
--	--

This is an important document. It should be read in its entirety. If you are in doubt as to the course you should follow, consult your financial or other professional adviser.



WEST WITS MINING

West Wits Mining LIMITED

ABN: 89 124 894 060

NOTICE OF 2009 ANNUAL GENERAL MEETING

Incorporating **Explanatory Notes, Information
Memorandum and Proxy Form**

To Be Held On:

Thursday 19th November, 2009

At:

10:00am

(Registration commencing at 9:50am)

At:

Giorgios, 1235 High Street
Armadale
VICTORIA 3143

NOTICE OF 2009 ANNUAL GENERAL MEETING

NOTICE IS HEREBY given that the 2009 Annual General Meeting (**AGM**) of West Wits Mining Limited (**Company**) is to be held at Giorgios, 1235 High Street, Armadale, Victoria, 3143 on Thursday 19th November, 2009 at 10.00am.

The Explanatory Notes, Information Memorandum and Proxy Form accompanying this Notice of Annual General Meeting are hereby incorporated in and comprise part of this Notice of Annual General Meeting.

An electronic copy of the West Wits Mining Limited 2009 Annual Report is available from the Company's website: www.westwitsmining.com

BUSINESS

Financial Reports

To receive and consider the Annual Financial Report of the Company comprising the Annual Financial Report, the Directors Report and the Audit Report for the year ended 30th June 2009.

RESOLUTIONS – ORDINARY BUSINESS

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

1. Re-Election of Mr. Michael Quinert to serve as a Director

"That, Mr. Michael Quinert who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

2. Re-Election of Mr. Daniel (Niel) Pretorius to serve as a Director

"That, Mr. Daniel (Niel) Pretorius who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

3. Issue of options to Mr. Michael Quinert

"That the shareholders approve the issue of unlisted options to the value of \$30,000 to Mr Michael Quinert (or his nominee), a director of the company, having the terms as set out in the Explanatory Notes which accompanied and formed part of the Notice of Meeting."

Voting Exclusion: A voting exclusion statement applies to this Resolution. Refer to page 4.

4. Issue of options to Mr. Diederik van der Walt

"That the shareholders approve the issue of unlisted options to the value of \$15,000 to Mr Diederik van de Walt (or his nominee), a director of the company, having the terms as set out in the Explanatory Notes which accompanied and formed part of the Notice of Meeting."

Voting Exclusion: A voting exclusion statement applies to this Resolution. Refer to page 4.

5. **Issue of options to Mr. Grant Ferguson**

"That the shareholders approve the issue of unlisted options to the value of \$70,000 to Mr Grant Ferguson (or is nominee), a director of the company, having the terms as set out in the Explanatory Notes which accompanied and formed part of the Notice of Meeting."

Voting Exclusion: A voting exclusion statement applies to this Resolution. Refer to page 4.

6. **Approval of Prior Issue of Shares to Consultant**

"That the shareholders approve the prior issue of 222,220 fully paid ordinary share in the capital of the Company deemed fully paid to Aurora Funds Management Limited and having the terms set out in the Explanatory Notes which accompanied and formed part of the Notice of Meeting."

Voting Exclusion: A voting exclusion statement applies to this Resolution. Refer to page 4.

7. **Non-Binding Adoption of 2009 Remuneration Report**

"That, Members hereby adopt the 2009 Remuneration Report as published in the Directors Report section of the Company's 2009 Annual Report."

Voting Exclusion Statement:

The Company will disregard any votes cast on Resolutions 3 to 5 by:

- *a Director of the Company; or*
- *an associate of that person.*

However, the Company need not disregard a vote on Resolutions 3 to 5 if:

- *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*
- *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.*

Further details in respect of the options the subject of Resolutions 3 to 5 are set out in the Notes accompanying this Notice of General Meeting.

The Company will disregard any votes cast on Resolution 6 by:

- *a person who participated in the issue; or*
- *an associate of those persons.*

However, the Company need not disregard a vote on Resolution 6 if:

- *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;*
- *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.*

Further details in respect of the options the subject of Resolutions 3 to 5 are set out in the Notes accompanying this Notice of General Meeting.

Date: Monday 19th October, 2009

BY ORDER OF THE BOARD



Terri Bakos
Joint Company Secretary
West Wits Mining Ltd

The accompanying Explanatory Notes, Information Memorandum and the Proxy and Voting Instructions form part of this Notice of Annual General Meeting.

VOTING INSTRUCTIONS

Corporate Representatives

If a representative of the corporation is to attend the AGM the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Voting Instructions

For the purposes of determining voting entitlements at the AGM, shares will be taken to be held by persons who are registered as holding shares at 9.00pm (Melbourne, Victoria Time) on 17th November, 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Proxy Instructions

Instructions in respect of the appointment of proxies accompany the Proxy Form attached.

The Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:00 am (Melbourne, Victoria time), 17th November, 2009 being not later than 48 hours before the commencement of the AGM. Any Proxy Form received after that time will not be valid for the scheduled AGM.

Documents may be lodged by posting, delivery or facsimile to:

Registered Office Suite 1 1233 High Street Armadale Victoria 3143 PO Box 8694 Armadale Victoria 3143 Ph: 03 9824 5254 Fx: 03 9822 7735	Share Registry Security Transfer Registrar 770 Canning Highway Applecross Western Australia 6153 Ph: 08 9315 2333 Fx: 08 9315 2233
--	--

EXPLANATORY NOTES TO THE NOTICE OF 2008 ANNUAL GENERAL MEETING

These Explanatory Notes accompany the West Wits Mining Limited Notice of 2009 Annual General Meeting to be held on Thursday 19th November, 2009. These Explanatory Notes form part of the Notice of 2009 Annual General Meeting and relate to the Ordinary Business to be considered at the Meeting comprising of Resolutions 1-7 inclusive. The Notice of 2009 Annual General Meeting should be read together with these Explanatory Notes.

Resolution 1: Re-Election of Mr. Michael Quinert to serve as a Director

At each Annual General Meeting of the Company, one third of the Directors of the Company must retire from office by rotation, in accordance with the Company's Constitution. No Director (except a Managing Director) shall retain office for a period in excess of three years without submitting him or herself for re-election. A Director who retires from office by rotation and is eligible for re-election may offer him or herself for re-election.

Mr Quinert graduated with degrees in economics and law from Monash University in 1984 and 1985 respectively and has over twenty years experience as a commercial lawyer, including three years with the Australian Stock Exchange Limited and over fifteen years as a partner in a Melbourne law firm. He has extensive experience in assisting and advising public companies on capital raising and market compliance issues and has regularly advised publicly listed mining companies.

The Directors, other than Mr. Quinert recommend that shareholders vote in favour of this resolution. Mr. Quinert, because of his interest, makes no recommendation in relation to this resolution.

Resolution 2: Re-Election of Mr. Daniel (Niel Pretorius) to serve as a Non-Executive Director

At each Annual General Meeting of the Company, one third of the Directors of the Company must retire from office by rotation, in accordance with the Company's Constitution. No Director (except a Managing Director) shall retain office for a period in excess of three years without submitting him or herself for re-election. A Director who retires from office by rotation and is eligible for re-election may offer him or herself for re-election.

Mr Pretorius holds a BProc LLB degree and is admitted to practice as an attorney of the High Court of South Africa. Mr Pretorius left private practice to join DRDGOLD as Group Legal Counsel in February 2003. Mr Pretorius has 13 years experience in the mining industry and currently holds the following offices:

- Director of Rand Refinery Limited;
- Chief Executive Officer of DRDGold Limited since January 2009.; and
- Alumni of Darden School of Business (MDP2006 and TEP2007).

The Directors, other than Mr. Pretorius recommend that shareholders vote in favour of this resolution. Mr. Pretorius, because of his interest, makes no recommendation in relation to this resolution.

Resolution 3 to 5: Issue of options to Directors

These resolutions are proposed to obtain approval for a proposed issue of unlisted options to Directors of the Company.

If shareholders approve Resolutions 3 to 5 inclusive, each of these Directors will be issued with unlisted options to the value described below.

Name of Director	\$ Value of unlisted Options
• Mr Michael Quinert	30,000
• Mr Diederik van der Walt	15,000
• Mr Grant Ferguson	70,000

Each of these unlisted options:

- entitles the holder to acquire one ordinary share in the capital of the Company;
- will have a nil issue price and be issued in lieu of remuneration;
- has an exercise price of \$0.20;
- must be exercised 5 years from date of issue;
- will vest at the following rates:
 - 15% immediately
 - 25% Submission of mine plans and Environmental Management Plan to the Department of Mineral Resources (DMR) of South Africa with respect to the Emerald Resource Project.
 - 25% Approval of Mining from DMR
 - 25% Commencement of Mining at the Emerald Resource Project.
 - 15% Achievement of 500,000 ounces delineated to JORC complaint resource from the
- will be issued no more than one month after the date of the Meeting; and
- will be issued under and subject to the terms of the Employee & Consultants Incentive Option Plan (2008) (ECIOP).

On 7th October 2009 the closing ordinary share price was \$0.13. Based on a Black-Scholes Option Pricing Model calculation, the indicative value of an option subject to these resolutions would be \$0.06. The assumptions for this calculation are:

Option Exercise Price	\$0.20
Share Price	\$0.13
Expiry date after issue	5.00 yrs
Volatility	77.90%
Risk Free Rate	5.12%
Dividend Yield	0
Discount for Unlisted Status	5% p.a.
Resultant Option Value	\$0.06

The exercise price of options subject to these resolutions represents a 54% premium to the Company's Ordinary share price at 7th October 2009.

The number of Options to be issued to each of the Directors will be calculated based on the closing share price for the Company's ordinary Shares on the trading day prior to the date of issue.

The maximum number of Options to be issued to each of the following Directors is:

Name of Director	Maximum Qty of Options
Mr Michael Quinert	660,000
Mr Diederik van der Walt	330,000
Mr Grant Ferguson	1,535,000

Under ASX Listing Rule 10.14 an entity may only agree to issue securities to a related party (including a director) under an employee share scheme if the agreement to issue the securities is conditional upon holders of ordinary securities approving the issue before the issue is made. Resolutions 3 to 5 are proposed for the purpose of obtaining that approval.

ASX Listing Rule 10.15A.4 requires the disclosure of all equity issued to Directors or their associates or to a person or person's that the ASX deem should be disclosed (10.14.3), under the Company ECIOP since it was last approved at the 2008 Annual General Meeting. The company has not issued any equity to Directors or their associates under the Company ECIOP since the plan was approved by shareholders at the 2008 Annual General Meeting.

ASX Listing Rule 7.1 requires the prior approval of shareholders in general meeting to issue securities if the number of those securities exceeds fifteen percent (15%) of the number of the same class of securities at the commencement of the relevant twelve (12) month period. This rule does not apply in respect of an issue made with the approval of holders of ordinary securities under ASX Listing Rule 10.14. If approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1.

Also by obtaining shareholder approval, the Company retains the ability to issue further shares or options of up to fifteen percent (15%) of its ordinary shares under Chapter 7 of the ASX Listing Rules to take advantage of opportunities to obtain further funds if required and available in the future.

No funds will be raised by the issue of the options the subject of Resolutions 3 to 5. If the options are exercised the funds received will be applied to the working capital requirements of the Company at that time.

The Directors, other than those subject to these resolutions, recommend that shareholders vote in favour of these resolutions. The Directors subject to these resolutions, because of their interest, make no recommendation in relation to these resolutions.

Resolution 6: Approval of Prior Issue of Shares to Consultant

Resolution 6 is proposed to obtain approval for the prior issue of the 222,220 ordinary fully paid shares issued to Aurora Funds Management Limited (Aurora) on the 5th October 2009. By way of background, the Company entered into an agreement with Aurora with regards to consulting work in the area of Investor Relations. Under the terms of the agreement, fees would be satisfied in the way of the issue of ordinary fully paid shares in West Wits Mining Limited. The deemed value of these shares is \$0.09 each.

Chapter 7 of the ASX Listing Rules requires the prior approval of shareholders in general meeting to issue securities if the number of those securities exceeds fifteen percent (15%) of the number of the same class of securities at the commencement of the relevant twelve (12) month period.

By obtaining shareholder approval, the Company retains the ability to issue further shares up to fifteen percent (15%) of its ordinary shares under Chapter 7 to take advantage of opportunities to obtain further funds if required and available in the future.

No funds were raised by the issue of the shares subject to this resolution.

The Directors recommend that shareholders vote in favour of this resolution.

Resolution 7: Non-Binding Adoption of Remuneration Report

Pursuant to the Corporations Act 2001 the Annual General Meeting of a listed company must propose a resolution that the Remuneration Report be adopted. Also pursuant to the Corporations Act 2001, the vote on this Resolution is advisory only and does not bind either the Directors or the Company.

The Remuneration Report is included within the Directors Report of the 2009 Annual Report and is available on the Company's website www.westwitsmining.com. Shareholders will be given the opportunity to ask questions about or make comments on the Remuneration Report at the AGM.