

CONSOLIDATED
TIN MINES LTD
ABN 57 126 634 606



**NOTICE OF GENERAL MEETING
INCORPORATING
EXPLANATORY STATEMENT
&
PROXY FORM**

To be held

At 10.00am, Wednesday 7th October 2009

at

Hilton Hotel, 34 Esplanade ,
CAIRNS QLD 4870

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CONSOLIDATED TIN MINES LTD

ABN 57 126 634 606



2 September 2009

Dear Consolidated Tin Mines Shareholder,

Please find enclosed a Notice of General Meeting for the Shareholders' Meeting to be held at the Hilton Hotel , 34 Esplanade, Cairns QLD 4870 at 10.00am on Wednesday, 7th October 2009.

The purpose of the meeting is to seek Shareholder approval in accordance with the Listing Rules for two resolutions set out in the attached Notice of General Meeting.

These resolutions relate to the \$1.0 million capital raising announced on 27th August 2009 to fund the Company's ongoing exploration programs at its Mt Garnet Tin Project on the southern Herberton Tin Field in North Queensland, and to provide additional working capital.

The placement funds will be used for ongoing drilling and metallurgy work at the Gillian Tin Project and drilling and assaying at the Windermere Tin Project. In addition the funds will be used to advance the Alluvial Tin Project at Upper Battle Creek and for further exploration and evaluation work to continue progressing the Company's Mt Garnet Tin project, in far north Queensland.

Your Directors look forward to your attendance and support for the resolutions to be proposed at the General Meeting.

Yours sincerely

Ralph De Lacey
Chairman

CONSOLIDATED TIN MINES LIMITED

ABN 57 126 634 606

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Consolidated Tin Mines Limited will be convened at 10.00am on Wednesday 7th October 2009 at the Hilton Hotel, 34 Esplanade , Cairns, Queensland.

AGENDA

ORDINARY BUSINESS

1. RESOLUTION 1: Ratification of Prior Issue of Equity Securities – Tranche 1

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 3,457,350 Shares and 3,457,350 Options pursuant to the Placement announced on 27th August 2009 to professional and sophisticated investors on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

2. RESOLUTION 2: Approval of Equity Security Placement – Tranche 2

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

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of 6,542,650 Shares and 6,542,650 Options pursuant to the Placement announced on 27th August 2009 to professional and sophisticated investors on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

GENERAL NOTES

Voting Exclusions

The Company will disregard any votes cast on resolution 1 by any person who participated in the issue and any associate of that person (or those persons).

The Company will disregard any votes cast on resolution 2 by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons.

Before a voting exclusion applies, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Proxies

Each member is entitled to appoint a proxy. A proxy need not be a member of the Company. A member who is entitled to cast two or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment does not specify the proportion or number of the member’s voting rights, each proxy may exercise half the votes.

Defined Terms

Capitalised terms in the Notice of General Meeting and the Explanatory Statement are defined in the Glossary of the Explanatory Statement.

The Explanatory Statement and Proxy Form to Shareholders attached to this Notice of General Meeting is incorporated in and forms part of this Notice of General Meeting.

Snapshot Time and Date

The Directors have determined in accordance with Regulation 7.11.37 of the Corporations Regulations that, for the purposes of voting at the meeting, Shares will be taken to be held by the registered holders at 5pm WST on Monday 5 September 2009.

BY ORDER OF THE BOARD



Kevin Hart

COMPANY SECRETARY

Dated this 2nd day of September 2009.

CONSOLIDATED TIN MINES LIMITED

ABN 57 126 634 606

EXPLANATORY STATEMENT

The purpose of the Explanatory Statement is to provide Shareholders with material information concerning all of the Resolutions in the Notice of General Meeting.

Resolution 1

On 27th August 2009, the Company announced that it would place 10 million Shares to professional and sophisticated investors in Australia at a subscription price of \$0.10, to raise \$1 million before the costs of the issue. For every Share placed, the Company agreed to issue one Option exercisable at \$0.20 each on or before 31 December 2013.

Tranche 1 of the Placement has been completed, raising \$345,735 before the costs of the issue, comprising 3,457,350 Shares and 3,457,350 Options issued under the Company's 15% existing placing facility provided in Listing Rule 7.1 ("Tranche 1 Placement"). If the Options are exercised, a further \$691,470 will be raised.

Listing Rule 7.1 provides that without Shareholder approval, a company must not issue or agree to issue new equity securities constituting more than 15% of its total issued capital within a 12 month period (excluding any issue of equity securities approved by Shareholders and other various permitted exceptions which are not relevant for current purposes). Shares, as well as Options, are "equity securities".

Listing Rule 7.4 allows an issue of securities made without the approval of Shareholders to be ratified by shareholders, in order to refresh the 15% capacity under Listing Rule 7.1, provided at the time the issue was made, the issue was made within the Company's existing 15% capacity under Listing Rule 7.1.

Shareholder approval is therefore now sought pursuant to Listing Rule 7.4 to ratify the Tranche 1 Placement so that the Company refreshes its capacity to issue up to 15% of its issued ordinary capital, if required, in the next 12 months without first requiring Shareholder approval for those future issues.

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

- (a) the total number of equity securities issued was 3,457,350 Shares and 3,457,350 Options;
- (b) the Shares were issued at a price of \$0.10 per Share with 1 free attaching Option for every Share subscribed for;
- (c) the Shares issued rank equally with existing Shares on issue;
- (d) The Options are exercisable by payment of \$0.20 each on or before 31 December 2013 and on the terms and conditions set out in Annexure A. Any Shares issued on exercise of the Options will rank equally with the Shares then on issue;
- (e) the Shares and Options were issued to professional and sophisticated investors, none of whom are related parties of the Company;
- (f) the Shares and Options are listed on ASX, and
- (g) the funds raised will be used to provide additional working capital for the Company, and assist with ongoing exploration programs at Consolidated Tin's flagship Mt Garnet Tin Project in the Herberton Tin field in North Queensland..

Resolution 2

Tranche 2 of the Placement, comprising 6,542,650 Shares and 6,542,650 Options ("Tranche 2 Placement") requires prior shareholder approval in accordance with Listing Rule 7.1 because it exceeds the Company's capacity to issue equity securities under Listing Rule 7.1.

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- (a) the maximum number of Shares and Options to be issued is 6,542,650 Shares and 6,542,650 Options;
- (b) the Shares and Options will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the Shares will be issued for \$0.10 per Share with 1 free attaching Option for every Share subscribed for;

CONSOLIDATED TIN MINES LIMITED

ABN 57 126 634 606

EXPLANATORY STATEMENT**Resolution 2 (cont'd)**

- (d) the Shares and Options will be allotted and issued to professional and sophisticated investors, none of whom are related parties of the Company;
- (e) the Shares and the Options issued will rank equally with existing Shares and listed Options respectively on issue and application will be made for their quotation on ASX. Shares issued on exercise of the Options will rank equally with the Shares then on issue;
- (f) The Options are exercisable by payment of \$0.10 each on or before 31 December 2013 and on the terms and conditions set out in Annexure A.
- (g) the funds of \$654,265 which will be raised before the costs of the issue (with an additional \$1,308,530 if the Options are exercised), will be used to provide additional working capital for the Company, and assist with ongoing exploration programs at Consolidated Tin's flagship Mt Garnet Tin Project in the Herberton Tin field in North Queensland.

Effect of the Placement

The pro forma capital structure of the Company on completion of the Placement will be as follows:

	<u>Shares</u>	<u>Options</u>
Securities on issue (includes Tranche 1 Placement)*	49,555,351	39,306,350
Tranche 2 Placement (subject to shareholders passing Resolution 2)	<u>6,542,650</u>	<u>6,542,650</u>
	<u>56,098,001*</u>	<u>45,849,000**</u>

* These figures include 22,070,000 Shares which are subject to restriction agreements and are not listed on ASX;

** These figures include 19,035,000 Options which are subject to restriction agreements and not listed on ASX, exercisable at \$0.20 by 31 December 2013 and 800,000 Options which are not listed on ASX and exercisable at \$0.12 by 31 March 2011 .

GLOSSARY

ASX means ASX Limited ABN 98 008 624 691.

Company or Consolidated Tin means Consolidated Tin Mines Limited ABN 57 126 634 606.

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

Directors means directors of the Company.

Explanatory Statement means this Explanatory Statement.

Listing Rules means the ASX Listing Rules.

Option means an option to subscribe for a Share

Placement means a placement of Shares and Options to professional and sophisticated investors announced by the Company to ASX on 27th August 2009.

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

Shareholder or **Member** means a registered holder of Shares.

ANNEXURE A
TERMS OF THE OPTIONS RELEVANT TO RESOLUTIONS 1 AND 2

- (a) The exercise price of each Option is 20 cents;
- (b) the Options expire at 5.00pm WST 31 December 2013;
- (c) the Company will apply for official quotation of the Options;
- (d) Shares issued as a result of the exercise of any of these Options will rank equally in all respects with previously issued shares;
- (e) the Options are exercisable by completing the application for exercise of options and delivering the same together with payment for the number of Shares in respect of which the Options are exercised to the registered office of the Company;
- (f) subject to the Listing Rules the Options are freely transferable in whole or part at any time prior to expiry;
- (g) within 14 days of the receipt of a properly executed notice of exercise and application monies the Company will issue to the Option holder the number of shares specified in that notice;
- (h) the Company will apply for official quotation of all shares issued and allotted pursuant to the exercise of the Options;
- (i) Option holders are permitted to participate in new issues of securities offered to Shareholders on the prior exercise of the Option in which case the Option holder shall be afforded the period of at least 10 business days prior to and inclusive of the record date to determine the entitlements to the issue, to exercise the Option; and
- (j) in the event of any reorganisation (including consolidation, subdivision, reduction or cancellation) of capital of the Company, the rights of Option holders are to be changed to the extent necessary to comply with the Listing Rules on a reorganisation of capital at the time of the reorganisation.

CONSOLIDATED TIN MINES LIMITED

ABN 57 126 634 606

PROXY FORM

To: **Consolidated Tin Mines Limited (ABN: 57 126 634 606)**
395 Lake Street
North Cairns
QUEENSLAND 4870

Fax No: 61 7 4027 9435

Mark this box with an 'X' if you have made any changes to your address details (see reverse)

Name: _____
(PLEASE PRINT)

Address: _____

Appointment of Proxy:

I/We being a member/s of Consolidated Tin Mines Limited and entitled to attend and vote hereby appoint:

The Chairman of the Meeting
(mark with an 'X')

OR

Write here the name 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 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 General Meeting of Consolidated Tin Mines Limited to be held at the Hilton Hotel ,34 Esplanade , Cairns on Wednesday, 7th October 2009 and at any adjournment of that meeting.

Voting directions to your proxy – please mark

to indicate your directions

Agenda Item

Resolution 1: Ratification of Prior Issue of Equity Securities – Tranche 1
Resolution 2: Approval of Equity Security Placement - Tranche 2

For

Against

*Abstain

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

If the Chairman of the meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in this box.

The Chairman intends to vote in favour of resolutions for which no voting indication has been given.

By marking this box, 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 of the meeting will not cast your vote on the resolutions and your vote will not be counted in computing the required majority if a poll is called.

PLEASE SIGN HERE
implemented.

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

Individual or Securityholder 1

Individual / Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

HOW TO COMPLETE THE 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 mark the box and make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. The Chairman intends to vote in favour of resolutions for which no voting indication has been given.

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 voted 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 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 or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form 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 your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

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 in more than one name, all of the securityholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate securityholder or proxy is to attend the meeting, 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.

6. Lodgement of a Proxy and Deadline for Receipt of Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 10.00am (Queensland time) on Monday 5th October 2009 being 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by post, delivery or facsimile to the Registered Office of Consolidated Tin Mines Limited being:

**395 Lake Street
North Cairns, QLD, 4870
Or by facsimile to fax number +61 7 4027 9435**

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