

# GENERAL MINING CORPORATION LIMITED

ACN 125 721 075

## INFORMATION MEMORANDUM

including

### NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY STATEMENT AND PROXY FORM

TO ASSIST SHAREHOLDERS IN THEIR CONSIDERATION OF RESOLUTIONS TO BE PUT AT THE ANNUAL  
GENERAL MEETING OF THE COMPANY TO BE HELD AT  
LEVEL 2, 50 KINGS PARK ROAD, WEST PERTH WA 6005  
ON FRIDAY, 28 NOVEMBER 2014 AT 10.30AM WST

#### ***THIS DOCUMENT IS IMPORTANT***

*If you do not understand this document or are in any doubt as to how to deal with this document, you should consult your stockbroker,  
solicitor, accountant or other professional adviser immediately.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary  
on +61 8 9227 1186*

FOR THOSE SHAREHOLDERS WHO HAVE ELECTED TO RECEIVE A PRINTED COPY OF  
THE ANNUAL REPORT, THE 2014 ANNUAL REPORT ACCOMPANIES THIS NOTICE. THE  
REPORT IS ALSO AVAILABLE ON THE COMPANY'S WEBSITE:

**[www.generalmining.com](http://www.generalmining.com)**

# GENERAL MINING CORPORATION LIMITED

ACN 125 721 075

## NOTICE OF MEETING

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Notice is hereby given that the Annual General Meeting of Shareholders of the Company will be held at Level 2, 50 Kings Park Road, West Perth WA 6005 on Friday, 28 November 2014 at 10.30am WST for the purpose of transacting the following business:-

### ORDINARY BUSINESS

#### Accounts

To receive and consider the Financial Report for the financial period ended 30 June 2014.

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#### 1. Resolution 1 Re-election of Director - Mr Robert Wanless

To consider and if thought fit to pass the following resolution as an ordinary resolution:-

That, for all purposes, Mr Robert Wanless, who retires by rotation in accordance with Listing Rule 14.4 and clause 15.4 of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.

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#### 2. Resolution 2 Adoption of Remuneration Report

To consider and if thought fit to pass the following resolution as a non-binding resolution:-

That, for the purposes of Section 250R(2) of the *Corporations Act* 2001 (Cth) (**Corporations Act**) and for all other purposes, the section of the report of the Directors in the 2013 Annual Report dealing with the remuneration of the Company's Directors and Senior Executive (**Remuneration Report**) be adopted.

**NB.** This resolution shall be determined as if it were an ordinary (majority) resolution, but under s250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors of the Company.

#### Voting Exclusion

In accordance with the Corporations Act, the Company will disregard any votes cast on resolution 2 (in any capacity) by any key management personnel of the Company (as defined in section 9 of the Corporations Act) (**KMP**) whose remuneration are included in the Remuneration Report and any of their closely related parties (as defined in section 9 of the Corporations Act). However, the Company need not disregard any votes cast on this resolution by such person if the person is acting as proxy and the Proxy Form specifies how the proxy is to vote on the resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this resolution (as indicated above), or, the person is the Chairman voting an undirected proxy and the Chairman's appointment expressly authorises the Chairman to exercise the proxy even though the resolution is connected with KMP remuneration.

If you are a KMP or a closely related party of KMP (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of KMP include Directors and certain senior executives.

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## VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- delivery in person to the Company at Ground Floor, 89 Burswood Road, Burswood WA 6100 (; or
- post to the Company at PO Box 4424, Victoria Park WA 6979; or
- facsimile to the Company on facsimile number +61 8 9227 8178,

so that it is received not later than 10.30am (WST) on Wednesday, 26 November 2014. **Proxy Forms received later than this time will be invalid.**

## ENTITLEMENT TO ATTEND AND VOTE

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 Company's Directors have determined that all shares of the Company that are quoted on ASX at **4.00pm (WST) on Wednesday, 26 November 2014** 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.

Dated this 28th day of October 2014

By order of the Board of Directors

Karen E V Brown  
Joint Company Secretary

# EXPLANATORY STATEMENT

## Introduction

This Explanatory Statement has been prepared for the information of Shareholders of the Company to better understand the resolutions to be put to the Annual General Meeting to be held on 28 November 2014 at 10.30am WST.

## Accounts

The Corporations Act requires the financial statements and the reports of the Directors and Auditor be laid before the Annual General Meeting. There is no requirement for shareholders to approve those reports. However, in accordance with the Corporations Act, shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions or make comments about those reports. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the independent audit report.

## Resolution 1 Re-election of Mr Robert Wanless

In accordance with clause 15.4 of the Company's Constitution and Listing Rule 14.4, at every annual general meeting, one third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are to be those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement. For this reason, Mr Wanless retires and approval is sought for his re-election.

Mr Wanless retires as a director of the Company in accordance with Listing Rule 14.4 and clause 15.4 of the Constitution and, being eligible, offers himself for re-election.

Mr Wanless was appointed to the Board in May 2007 and was last re-elected by shareholders at the 2011 Annual General Meeting.

Mr Wanless is a prospector and mining investor with 37 years mining experience. He was employed by Placer Exploration Limited as a professional prospector and exploration supervisor covering South East Asia and Australia including exploration at Laloki, Watut and Pleysumi (PNG) and throughout Western Australia. Since then he has embarked on all aspects of mineral exploration, assessment, acquisition, fieldwork, development and mining, mainly in Western Australia. He has negotiated numerous mining related sale and joint venture agreements with International and Australian mining companies involving gold, base metals and industrial mineral properties.

Mr Wanless was manager of the Alicia Gold Mine in Western Australia. He is a past founding director of ASX listed Greenstone Resources NL and a founding director of ASX listed Galaxy Resources Ltd (appointed January 1996, resigned November 2013).

He is a non-executive Director of the Company and member of the Audit and Remuneration Committees.

The Directors, with Mr Wanless abstaining, recommend Shareholders vote in favour of re-electing Mr Wanless as a Director.

## Resolution 2 Adoption of the Remuneration Report

The Corporations Act requires listed companies to put a resolution to shareholders to adopt the Company's remuneration report. The Remuneration Report is set out on pages 6 to 13 of the 2014 Annual Report. This report describes the principles used to determine the nature and amount of remuneration and sets out the remuneration arrangements for each Director.

Shareholders will be given a reasonable opportunity for discussion of the Remuneration Report at the Annual General Meeting.

The vote on this resolution is advisory only and does not bind the Directors or the Company. Nevertheless, the outcome of the vote will be considered by the Remuneration and Nomination Committees when evaluating the remuneration arrangements of the Company.

Under recent reforms to the Corporations Act, if 25% or more of the vote on this resolution are against adopting the Remuneration Report, the Company will be required to consider the matter and report to Shareholders in the next Remuneration Report on what action (if any) has been taken in response to Shareholder concerns, or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% "no" vote.

In addition, the Corporations Act now sets out a 'two strikes' re-election process. Under the 'two strikes' re-election process, if the Company's remuneration report receives a 'no' vote of 25% or more of all votes cast at two consecutive annual general meetings (that is, 'two strikes'), a resolution (the 'spill resolution') must be put to the second annual general meeting, requiring Shareholders to vote on whether the Company must hold another general meeting (known as the 'spill meeting') to consider the appointment of all of the Directors who stand for re-appointment (other than the Managing Director). If the spill resolution is approved by a simple majority of 50% or more of the eligible votes cast, the 'spill meeting' must be held within 90 days of that second annual general meeting (unless none of the Directors, other than the Managing Director, stand for re-appointment). Further information will be provided on the 'spill resolution' and 'spill meeting' for any annual general meeting at which the Company may face a 'second strike'.

The Company's remuneration report as set out in the 2013 Annual Report did not receive a "no" vote of 25% or more at the Company's previous annual general meeting held on 27 November 2013.

The Directors unanimously recommend Shareholders vote in favour of adopting the Remuneration Report.

**The Chairman intends to vote all available proxies to the extent expressly authorised in favour of adopting the Remuneration Report.**

# GENERAL MINING CORPORATION LIMITED

ACN 125 721 075

## Proxy Form

### Appointment of Proxy

I/We being a shareholder/s of General Mining Corporation Limited and entitled to attend and vote hereby appoint

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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 attend and 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 Members of General Mining Corporation Limited to be held on Level 2, 50 Kings Park Road, West Perth, WA on Friday, 28 November 2014 at 10.30am WST and at any adjournment of that meeting.

### Important for Resolution 2 – If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

Where I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman becomes my/our proxy by default, I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 2 in accordance with his stated voting intention (except where I/we have indicated at different voting intention by marking an applicable box below) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting (where appropriately authorised) intends to vote undirected proxies in favour of Resolution 2. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any Resolution, in which case an ASX announcement will be made.

### Voting directions to your proxy – please mark ☒ to indicate your directions

		For	Against	Abstain*
<b>Ordinary Business</b>				
Resolution 1	Election of Director – Mr Robert Wanless	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Adoption of Remuneration Report (non-binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*If you mark the Abstain box for a particular Resolution, 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.

### Appointment of a second proxy (see instructions overleaf)

If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form

%

PLEASE SIGN HERE

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

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name: \_\_\_\_\_

Contact Ph (daytime): \_\_\_\_\_

Date: \_\_\_\_\_

# How to complete this Proxy Form

## Your Name and Address

Please print your name and address as it appears on your holding statement and the Company's share register. If shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

## 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. 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 shareholder of the Company.

## Votes on Resolutions

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

## 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 Karen Brown on (08) 9227 1186 or you may photocopy this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

## 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 shareholders should 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 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 the corporation is to attend the meeting a "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 the address given below not later than 48 hours before the commencement of the meeting i.e. no later than 10.30am WST on Wednesday, 26 November 2014. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to the Company's registered office:**

### In Person

Ground Floor,  
89 Burswood Road  
Burswood WA 6100]

### By Mail

c/- PO Box 4424  
Victoria Park WA 6979

### By Fax

Fax: +61 8 9227 8178