
PARAMOUNT MINING CORPORATION LIMITED

ACN 102 426 175

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

TIME: 10.30am (WST)

DATE: 12 December 2014

PLACE: State Tennis Centre
Victoria Park Drive
Burswood
Western Australia

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please contact the Company Secretary, Garry Taylor, on +65 9655 5840 or e-mail garry.taylor@paramountmining.com

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.30 am (WST) on 12 December 2014 at:

State Tennis Centre, Victoria Park Drive, Burswood, Western Australia.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, please attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

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

- (a) post to Paramount Mining Corporation Limited, 100 Parry Street, Perth, Western Australia 6000; or
- (b) facsimile to the Company on facsimile number (+61 8) 9328 4430,
- (c) email to info@paramountmining.com

so that it is received not later than 10.30 am (WST) on 10 December 2014.

The Chairman intends to vote available undirected proxies in favour of all Resolutions.

Proxy Forms received later than this time will be invalid.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

Important Information with Respect to Resolutions 1 and 10 to 22:

Shareholders appointing a proxy for Resolutions 1 and 10 to 22 (inclusive) should note the following:

If you appoint a member of the Key Management Personnel as your proxy

If you elect to appoint a member of Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of that member, ***you must direct the proxy how they are to vote***. Undirected proxies granted to those persons will not be included in any vote on this Resolution (subject to the comments below with respect to appointing the Chair as your proxy).

If you appoint the Chair as your proxy

If you elect to appoint the Chair as your proxy, you ***do not*** need to direct the Chair how you wish them to exercise your vote on Resolutions 1 and 10 to 22 (inclusive). However, if you do not direct the Chair how to vote, in order for your proxy appointment to be valid for Resolutions 1 and 10 to 22 (inclusive), ***you must tick the acknowledgement on the proxy form to acknowledge that the Chair may exercise their discretion in exercising your proxy even though Resolutions 1 and 10 to 22 (inclusive) are connected directly or indirectly with the remuneration of Key Management Personnel.***

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 10.30 am (WST) on 12 December 2014 at the State Tennis Centre, Victoria Park Drive, Burswood, Western Australia.

AGENDA

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2014 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

RESOLUTION 1 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 and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2014."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by:

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

However, the Company will 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) if 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, even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

RE-ELECTION OF DIRECTORS

RESOLUTION 2.1 DR GUY ANDERSON

To consider and, if thought fit, to pass the following Resolution as an **ordinary Resolution**:

"That Dr Guy Anderson, a Director who retires by rotation in accordance with clause 11.3 of the Constitution, and being eligible, is re-elected as a Director."

There are no voting exclusions in relation to this Resolution.

RESOLUTION 2.2 MR MUFTI HABRIANSYAH

To consider and, if thought fit, to pass the following Resolution as an **ordinary Resolution**:

"That Mr Mufti Habriansyah, a Director who retires by rotation in accordance with clause 11.3 of the Constitution, and being eligible, is re-elected as a Director."

There are no voting exclusions in relation to this Resolution.

RESOLUTION 2.3 MR DANIEL POLLER

To consider and, if thought fit, to pass the following Resolution as an **ordinary Resolution**:

"That Mr Daniel Poller, a Director who retires in accordance with clause 11.12 of the Constitution, and being eligible, is re-elected as a Director."

There are no voting exclusions in relation to this Resolution.

RESOLUTION 3 ISSUE OF SHARES TO CAPE GANNET LTD AS CONSIDERATION FOR RENEGOTIATION OF THE CGL LOAN FACILITY

To consider and, if thought fit, to pass, the following Resolution as an **ordinary Resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 2,500,000 Shares to Cape Gannet Ltd or its nominee as consideration for the renegotiation of the repayment terms of the CGL Loan Facility, and otherwise on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 4 ISSUE OF SHARES TO CAPE GANNET LTD TO SATISFY CGL LOAN FACILITY

To consider and, if thought fit, to pass, the following Resolution as an **ordinary Resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of the number of Shares calculated in accordance with the formula in the Explanatory Statement to Cape Gannet Ltd or its nominee in order to satisfy repayments under the CGL Loan Facility, on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 5 ISSUE OF SHARES TO RESOURCE GLOBAL FINANCE LTD AS CONSIDERATION FOR RENEGOTIATION OF THE RGF FACILITY

To consider and, if thought fit, to pass, the following Resolution as an **ordinary Resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 1,000,000 Shares to Resource Global Finance Ltd or its nominee for the renegotiation of the repayment terms of the RGF Loan Facility, and otherwise on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 6 ISSUE OF SHARES TO ZURILY RESOURCES AND TRADING LTD AS CONSIDERATION FOR ENTERING INTO THE ZRT LOAN FACILITY

To consider and, if thought fit, to pass, the following Resolution as an **ordinary Resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 10,000,000 Shares to Zurily Resources and Trading Ltd or its nominee as consideration for entering into the ZRT Loan Facility, on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 7 ISSUE OF SHARES TO BUNGARRA RESOURCES LTD AS CONSIDERATION FOR ENTERING INTO AND THE RENEGOTIATION OF THE BRL LOAN FACILITY

To consider and, if thought fit, to pass, the following Resolution as an **ordinary Resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 16,000,000 Shares to Bungarra Resources Ltd or its nominee as consideration for entering into, and renegotiating the repayment terms of, the BRL Loan Facility, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion statement for Resolutions 3-7 (inclusive):

The Company will disregard any votes cast on Resolutions 3 to 7 (inclusive) respectively by a person who may participate in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if that Resolution is passed, and any of their respective associates. However, the Company will not disregard a vote 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 if 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.

RESOLUTION 8 ISSUE OF SHARES TO R & K GLOBAL FINANCE LTD AS CONSIDERATION FOR ENTERING INTO THE R&K LOAN FACILITY

To consider and, if thought fit, to pass, the following Resolution as an **ordinary Resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 2,000,000 Shares to R & K Global Finance Ltd or its nominee as consideration for entering into the R&K Loan Facility, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on Resolution 8 by R & K Global Finance Ltd and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if that Resolution is passed, and any of their respective associates. However, the Company will not disregard a vote 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 if 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.

RESOLUTION 9 CAPITAL RAISING TO RAISE UP TO \$10,000,000

To consider, and if thought fit, to pass the following Resolution as an **ordinary Resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders authorise directors to enter into an agreement or agreements, within 3 months of the date of this Resolution, to raise up to \$10,000,000, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who may participate in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if this Resolution is passed, and any of their respective associates (to the extent that those persons are known and identified by the Company at the time of the Annual General Meeting). However, the Company will not disregard a vote 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 if 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.

RESOLUTION 10 ISSUE OF SHARES TO MR MO MUNSHI IN LIEU OF CASH REMUNERATION

To consider and, if thought fit, to pass the following Resolution as an **ordinary Resolution**:

"That, for the purposes of Section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 4,761,000 Shares to Mr Mo Munshi or his nominee in lieu of cash payment as remuneration for his role as Chairman and for providing consultancy services to the Company, on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 11 ISSUE OF SHARES TO MR DANIEL POLLER IN LIEU OF CASH REMUNERATION

To consider and, if thought fit, to pass the following Resolution as an **ordinary Resolution**:

"That, for the purposes of Section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 716,000 Shares to Mr Daniel Poller or his nominee in lieu of cash payment as part remuneration for his role as Chief Executive Officer and Managing Director, on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 12 ISSUE OF SHARES TO DR GUY ANDERSON IN LIEU OF CASH REMUNERATION

To consider and, if thought fit, to pass the following Resolution as an **ordinary Resolution**:

"That, for the purposes of Section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 665,000 Shares to Dr Guy Anderson or his nominee in lieu of cash payment as remuneration for his role as Director, on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 13	ISSUE OF SHARES TO MR MUFTI HABRIANSYAH IN LIEU OF CASH REMUNERATION
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To consider and, if thought fit, to pass the following Resolution as an **ordinary Resolution**:

"That, for the purposes of Section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,462,000 Shares to Mr Mufti Habriansyah or his nominee in lieu of cash payment as remuneration for his role as a Consultant and as a Director, on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 14	ISSUE OF SHARES TO MR JOHN ARBUCKLE IN LIEU OF CASH REMUNERATION
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To consider and, if thought fit, to pass the following Resolution as an **ordinary Resolution**:

"That, for the purposes of Section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 665,000 Shares to Mr John Arbuckle or his nominee in lieu of cash payment as remuneration for his role as Director, on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 15	ISSUE OF SHARES TO MR PETER BACCHUS IN LIEU OF CASH REMUNERATION
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To consider and, if thought fit, to pass the following Resolution as an **ordinary Resolution**:

"That, for the purposes of Section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 665,000 Shares to Mr Peter Bacchus or his nominee in lieu of cash payment as remuneration for his role as Director, on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 16	ISSUE OF SHARES TO MR TERRY HOLOHAN IN LIEU OF CASH REMUNERATION
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To consider and, if thought fit, to pass the following Resolution as an **ordinary Resolution**:

"That, for the purposes of Section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,859,651 Shares to Mr Terry Holohan or his nominee in lieu of cash payment as remuneration for his role as Director, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion statement for Resolutions 9-15 (inclusive):

The Company will disregard any votes cast on Resolutions 9 to 15 (inclusive) respectively:

- (a) by a person who may participate in the issue (being Mr Munshi for Resolutions 10 and 17, Mr Poller for Resolutions 11 and 18, Dr Anderson for Resolutions 12 and 19, Mr Habriansyah for Resolutions 13 and 20, Mr Arbuckle for Resolutions 14 and 21, Mr Bacchus for Resolutions 15 and 22, and Mr Holohan for Resolution 16) and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the relevant Resolution is passed, and any of their respective associates; or
- (b) as a proxy by a member of the KMP or a Closely Related Party (such as close family members and any controlled companies) of a member of the KMP.

However, the Company will 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) if 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 and the appointment expressly authorises the person chairing the meeting to exercise the proxy even though the Resolution is connected with the remuneration of a member of the KMP of the Company.

RESOLUTION 17 ISSUE OF PERFORMANCE RIGHTS TO MR MO MUNSHI

To consider and, if thought fit, to pass the following Resolution as an **ordinary Resolution**:

"That, for the purposes of Section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 6,000,000 Performance Rights to Mr Mo Munshi or his nominee, on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 18 ISSUE OF PERFORMANCE RIGHTS TO MR DANIEL POLLER

To consider and, if thought fit, to pass the following Resolution as an **ordinary Resolution**:

"That, for the purposes of Section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 4,500,000 Performance Rights to Mr Daniel Poller or his nominee, on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 19 ISSUE OF PERFORMANCE RIGHTS TO DR GUY ANDERSON

To consider and, if thought fit, to pass the following Resolution as an **ordinary Resolution**:

"That, for the purposes of Section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 1,500,000 Performance Rights to Dr Guy Anderson or his nominee, on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 20 ISSUE OF PERFORMANCE RIGHTS TO MR MUFTI HABRIANSYAH

To consider and, if thought fit, to pass the following Resolution as an **ordinary Resolution**:

"That, for the purposes of Section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholders approve the issue and 1,500,000 Performance Rights to Mr Mufti Habriansyah or his nominee, on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 21 ISSUE OF PERFORMANCE RIGHTS TO MR JOHN ARBUCKLE

To consider and, if thought fit, to pass the following Resolution as an **ordinary Resolution**:

"That, for the purposes of Section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 1,500,000 Performance Rights to Mr John Arbuckle or his nominee, on the terms and conditions set out in the Explanatory Statement."

RESOLUTION 22 ISSUE OF PERFORMANCE RIGHTS TO MR PETER BACCHUS

To consider and, if thought fit, to pass the following Resolution as an **ordinary Resolution**:

"That, for the purposes of Section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 1,500,000 Performance Rights to Mr Peter Bacchus or his nominee, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion statement for Resolutions 16-22 (inclusive):

The Company will disregard any votes cast on Resolutions 16 to 22 (inclusive) respectively:

- (a) by a person who may participate in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the relevant Resolution is passed, and any of their respective associates;
- (b) by any Director of the Company that may participate in the Performance Rights Plan or an associate of such a Director; or
- (c) as a proxy by a member of the KMP or a Closely Related Party (such as close family members and any controlled companies) of a member of the KMP.

However, the Company will 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) if 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 and the appointment expressly authorises the person chairing the meeting to exercise the proxy even though the Resolution is connected with the remuneration of a member of the KMP of the Company.

RESOLUTION 23 IN-PRINCIPLE APPROVAL OF CORPORATE TRANSACTION

To consider and, if thought fit, to pass the following Resolution as an **ordinary Resolution**:

"That, Shareholders approve (in-principle) the Company undertaking a corporate transaction to maximise benefit for Shareholders, for the purpose and on the terms set out in the Explanatory Statement."

DATED: 3 NOVEMBER 2014

BY ORDER OF THE BOARD

**GARRY TAYLOR
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10.30 am (WST) on 12 December 2014 at the State Tennis Centre, Victoria Park Drive, Burswood, Western Australia.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2014 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

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.

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.paramountmining.com.

RESOLUTION 1 ADOPTION OF REMUNERATION REPORT

General

The Corporations Act requires that at a listed company's annual general meeting, a Resolution that the remuneration report be adopted must be put to the Shareholders. However, such a Resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2014.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

Voting Consequences

If at least 25% of the votes cast on a resolution to adopt the remuneration report are against the adoption of the Remuneration Report for two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of another general meeting within 90 days, at which all of the Company's Directors (other than the Managing Director) must go up for re-election ("Spill Resolution").

At the Company's 2013 annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25% of total votes cast. Accordingly, the Spill Resolution is not a relevant consideration for this Annual General Meeting.

RE-ELECTION OF DIRECTORS

RESOLUTION 2.1 DR GUY ANDERSON

Clause 11.3 of the Constitution requires that if the Company has three or more Directors, one third (or the number nearest one-third) of those Directors must retire at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

A Director who retires by rotation under clause 11.3 of the Constitution is eligible for re-election.

Dr Guy Anderson retires by rotation and seeks re-election.

Each of the Directors (other than Dr Anderson) recommends that Shareholders vote in favour of Resolution 2.1.

RESOLUTION 2.2 MR MUFTI HABRIANSYAH

Clause 11.3 of the Constitution requires that if the Company has three or more Directors, one third (or the number nearest one-third) of those Directors must retire at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

A Director who retires by rotation under clause 11.3 of the Constitution is eligible for re-election.

Mr Mufti Habriansyah retires by rotation and seeks re-election.

Each of the Directors (other than Mr Habriansyah) recommends that Shareholders vote in favour of Resolution 2.2.

RESOLUTION 2.3 MR DANIEL POLLER

Clause 11.11 of the Constitution allows the Directors to appoint a person to be a Director at any time, where that appointment does not exceed the maximum number specified in the Constitution. Clause 11.12 of the Constitution requires that at the next annual general meeting any person so appointed shall retire from office and is then eligible for re-election.

Mr Daniel Poller was appointed as a Director by the Board on 1 July 2014 and retires in accordance with Clause 11.12 and, being eligible, offers himself for re-election.

Each of the Directors (other than Mr Poller) recommends that Shareholders vote in favour of Resolution 2.3.

BACKGROUND FOR RESOLUTIONS 3 TO 7 (INCLUSIVE)

Listing Rule 7.1 prohibits a company from issuing or agreeing to issue Equity Securities in any 12 month period which amounts to more than 15% of its ordinary securities without the approval of holders of its ordinary securities.

Equity Securities issued with the approval of holders of a company's ordinary securities in accordance with Listing Rule 7.1 are not then required to be included in the 15% limit imposed by Listing Rule 7.1.

The Company is seeking approval to the issue of Shares the subject of Resolutions 3 to 7 (inclusive) and Resolution 9 for the purposes of Listing Rule 7.1, so the Shares will not be counted towards the 15% limit.

RESOLUTION 3 ISSUE OF SHARES TO CAPE GANNET LTD FOR RENEGOTIATION OF THE CGL LOAN FACILITY

Resolution 3 seeks Shareholder approval for the issue of 1,000,000 Shares to Cape Gannet Ltd or its nominee for the purposes of Listing Rule 7.1.

The Directors resolved (subject to obtaining Shareholder approval) to issue the Shares the subject of this Resolution to Cape Gannet Ltd or its nominee as consideration for the renegotiation of repayment terms of the CGL Loan Facility as disclosed to the ASX on 24 February 2014 and 16 October 2014. Copies of the releases may be found at www.paramountmining.com.

The following information is provided in accordance with Listing Rule 7.3:

1. A maximum of 1,000,000 Shares are to be issued.
2. The Shares will be issued within 3 months of the date of this Annual General Meeting.
3. The Shares the subject of this Resolution will be issued as consideration for the renegotiation by Cape Gannet Ltd of repayment terms of the CGL Loan Facility, at a nil issue price.
4. The Shares will be issued to Cape Gannet Ltd or its nominee.
5. The Shares will be issued on the same terms as, and rank equally with, the existing issued Shares in the Company and application will be made for their quotation on ASX.

6. No funds will be raised by the issue of the Shares the subject of this Resolution although the Company's liability to Cape Gannet Ltd under the terms of the extension of the CGL Loan Facility will be satisfied by the issue.
7. The Company intends to issue the Shares in one lot within 5 days of the date of this Annual General Meeting.

A voting exclusion statement is set out in the Notice of Meeting. The Directors recommend that Shareholders vote in favour of Resolution 3.

RESOLUTION 4 ISSUE OF SHARES TO CAPE GANNET LTD TO SATISFY CGL LOAN FACILITY

Resolution 4 seeks Shareholder approval for the issue of Shares to Cape Gannet Ltd or its nominee to partially satisfy the Company's repayment obligations under the CGL Loan Facility.

As disclosed to the ASX on 26 August 2013, the terms of the CGL Loan Facility have been renegotiated such that repayments under the CGL Loan Facility may be satisfied by cash or the issue of Shares, at the option of Cape Gannet Ltd, provided that this Resolution is approved and the issue of Shares will not result in Cape Gannet Ltd's (or any other person's) voting power in the Company exceeding 19.9% at the time the Shares are issued.

As at the date of this Notice of Meeting, the Company owes Cape Gannet Ltd USD152,680 under the CGL Loan Facility and Cape Gannet Ltd's shareholding in the Company is 19.9%.

This Resolution seeks approval to allow the Company to issue Shares at a fixed price of \$0.04 each to satisfy the repayments under the CGL Loan Facility in the three month period following the Annual General Meeting. The principal outstanding under the CGL Loan Facility may be repaid in stages during this 3 month period.

The following information is provided in accordance with Listing Rule 7.3:

1. The maximum number of Shares to be issued pursuant to this Resolution is the number determined in accordance with the following formula):

$$A = \frac{B}{\$0.04}$$

Where **A** = the maximum number of Shares to be issued pursuant to this Resolution (provided that any issue pursuant to this Resolution must not result in Cape Gannet Ltd's (or any other person's) voting power in the Company being greater than 19.9%); and

B = the AUD equivalent of USD152,680, determined using the prevailing USD/AUD exchange rate published by the Reserve Bank of Australia at the time of the issue of Shares.

For example, based on the exchange rate of 1 AUD= 0.8805 USD as at 31 October 2014, (and without taking into account the 19.9% voting power cap) the maximum number of Shares to be issued pursuant to Resolution 4 would be 4,335,037 Shares.

2. The Shares will be issued no later than 3 months after the date of the meeting.
3. The Shares the subject of this Resolution will be issued to wholly or partially satisfy the principal outstanding owing by the Company under the CGL Loan Facility, at a nil issue price.
4. The Shares will be issued to Cape Gannet Ltd or its nominee.
5. The Shares will be issued on the same terms as, and rank equally with, the existing issued Shares in the Company and application will be made for their quotation on ASX.
6. No funds will be raised by the issue of the Shares the subject of this Resolution although the Company's liability to Cape Gannet Ltd under the terms of the CGL Loan Facility will be wholly or partially satisfied by the issue.
7. Issue of the Shares may occur progressively during the three month period following the Annual General Meeting, depending on whether Cape Gannet Ltd elects to have repayments under the CGL Loan Facility satisfied by the issue of Shares.

A voting exclusion statement is set out in the Notice of Meeting. The Directors recommend that Shareholders vote in favour of Resolution 4.

**RESOLUTION 5 ISSUE OF SHARES TO RESOURCE GLOBAL FINANCE LTD AS
CONSIDERATION FOR ENTERING INTO THE RGF LOAN FACILITY**

Resolution 5 seeks Shareholder approval for the issue of 1,000,000 Shares to Resource Global Finance Ltd or its nominee for the purposes of Listing Rule 7.1.

The Directors resolved (subject to obtaining Shareholder approval) to issue the Shares the subject of this Resolution to Resource Global Finance Ltd or its nominee as consideration for the renegotiation of the RGF Loan Facility as disclosed to the ASX on 25 February 2014. Copies of the releases may be found at www.paramountmining.com.

The following information is provided in accordance with Listing Rule 7.3:

1. A maximum of 1,000,000 Shares are to be issued.
2. The Shares will be issued within 3 months of the date of this Annual General Meeting.
3. The Shares the subject of this Resolution will be issued as consideration for the execution by Zurily Resources and Trading Ltd of the RGF Loan Facility, at a nil issue price.
4. The Shares will be issued to Resource Global Finance Ltd or its nominee.
5. The Shares will be issued on the same terms as, and rank equally with, the existing issued Shares in the Company and application will be made for their quotation on ASX.
6. No funds will be raised by the issue of the Shares the subject of this Resolution although the Company's liability to Resource Global Finance Ltd under the terms of the RGF Loan Facility will be satisfied by the issue.
7. The Company intends to issue the Shares in one lot within 5 days of the date of this Annual General Meeting.

A voting exclusion statement is set out in the Notice of Meeting. The Directors recommend that Shareholders vote in favour of Resolution 5.

**RESOLUTION 6 ISSUE OF SHARES TO ZURILY RESOURCES AND TRADING LTD AS
CONSIDERATION FOR ENTERING INTO THE ZRT LOAN FACILITY**

Resolution 6 seeks Shareholder approval for the issue of 10,000,000 Shares to Zurily Resources and Trading Ltd or its nominee for the purposes of Listing Rule 7.1.

The Directors resolved (subject to obtaining Shareholder approval) to issue the Shares the subject of this Resolution to Zurily Resources and Trading Ltd or its nominee as consideration for the execution and renegotiation of the ZRT Loan Facility as disclosed to the ASX on 16 October 2014 and 24 October 2014. Copies of the releases may be found at www.paramountmining.com.

The following information is provided in accordance with Listing Rule 7.3:

1. A maximum of 10,000,000 Shares are to be issued.
2. The Shares will be issued within 3 months of the date of this Annual General Meeting.
3. The Shares the subject of this Resolution will be issued as consideration for the execution by Zurily Resources and Trading Ltd of the ZRT Loan Facility, at a nil issue price.
4. The Shares will be issued to Zurily Resources and Trading Ltd or its nominee.
5. The Shares will be issued on the same terms as, and rank equally with, the existing issued Shares in the Company and application will be made for their quotation on ASX.
6. No funds will be raised by the issue of the Shares the subject of this Resolution although the Company's liability to Zurily Resources and Trading Ltd under the terms of the ZRT Loan Facility will be satisfied by the issue.

7. The Company intends to issue the Shares in one lot within 5 days of the date of this Annual General Meeting.

A voting exclusion statement is set out in the Notice of Meeting. The Directors recommend that Shareholders vote in favour of Resolution 6.

RESOLUTION 7	ISSUE OF SHARES TO BUNGARRA RESOURCES LTD AS CONSIDERATION FOR ENTERING INTO AND THE RENEGOTIATION OF THE BRL LOAN FACILITY
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Resolution 7 seeks Shareholder approval for the issue of 16,000,000 Shares to Bungarra Resources Ltd or its nominee for the purposes of Listing Rule 7.1.

The Directors resolved (subject to obtaining Shareholder approval) to issue the Shares the subject of this Resolution to Bungarra Resources Ltd or its nominee as consideration for the execution and subsequent renegotiations of the BRL Loan Facility as disclosed to the ASX on 16 October 2014. Copies of the releases may be found at www.paramountmining.com.

The following information is provided in accordance with Listing Rule 7.3:

1. A maximum of 16,000,000 Shares are to be issued.
2. The Shares will be issued within 3 months of the date of this Annual General Meeting.
3. The Shares the subject of this Resolution will be issued as consideration for the execution and subsequent renegotiations of the repayment terms by Bungarra Resources Ltd of the BRL Loan Facility, at a nil issue price.
4. The Shares will be issued to Bungarra Resources Ltd or its nominee.
5. The Shares will be issued on the same terms as, and rank equally with, the existing issued Shares in the Company and application will be made for their quotation on ASX.
6. No funds will be raised by the issue of the Shares the subject of this Resolution although the Company's liability to Bungarra Resources Ltd under the terms of the BRL Loan Facility (including as amended) will be satisfied by the issue.
7. The Company intends to issue the Shares in one lot within 5 days of the date of this Annual General Meeting.

A voting exclusion statement is set out in the Notice of Meeting. The Directors recommend that Shareholders vote in favour of Resolution 7.

RESOLUTION 8	ISSUE OF SHARES TO R & K GLOBAL FINANCE LTD AS CONSIDERATION FOR ENTERING INTO THE R&K LOAN FACILITY
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Resolution 8 seeks Shareholder approval for the issue of 2,000,000 Shares to R & K Global Finance Ltd or its nominee for the purposes of Listing Rule 10.11.

The Directors resolved (subject to obtaining Shareholder approval) to issue the Shares the subject of this Resolution to R & K Global Finance Ltd or its nominee as consideration for the execution of the R&K Loan Facility as disclosed to the ASX on 10 October 2014. Copies of the releases may be found at www.paramountmining.com. R & K Global Finance Ltd is a company controlled by Mr Mo Munshi (a Director of the Company), and is therefore a related party of the Company. Accordingly, the Shares cannot be issued to R & K Global Finance Ltd in respect of the R&K Loan Facility without the prior approval of Shareholders for the purposes of Listing 10.11.

As the loan is unsecured, and as the fees payable to R & K Global Finance Ltd are commensurate with those paid to other lenders to the Company, the Directors (other than Mr Munshi) have determined that Shareholder approval will not also be required for the purposes of Chapter 2E of the Corporations Act (giving a financial benefit to a related party) as the arm's length exception in section 210 of the Corporations Act applies.

Accordingly, Shareholder approval is not required for the purposes of section 208 of the Corporations Act, and this Resolution seeks Shareholder approval for the purposes of Listing Rule 10.11, for the issue of Shares to R & K Global Finance Ltd (or its nominee).

The following information is provided in accordance with Listing Rule 10.13:

1. The related party is R & K Global Finance Ltd which is a related party of the Company by virtue of being an entity that is controlled by a related party of the Company (namely, Mr Munshi, a Director).
2. A maximum of 2,000,000 Shares are to be issued.
3. The Shares will be issued within 1 month of this Annual General Meeting.
4. R & K Global Finance Ltd is a company controlled by Mr Mo Munshi (a Director of the Company), and is therefore a related party of the Company.
5. No funds will be raised by the issue of the Shares the subject of this Resolution although the Company's liability to R & K Global Finance Ltd under the terms of the R&K Loan Facility will be satisfied by the issue.
6. The Shares will be issued on the same terms as, and rank equally with, the existing issued Shares in the Company and application will be made for their quotation on ASX.
7. A voting exclusion statement is included in the Notice of Meeting.

If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1, and the securities issued pursuant to this Resolution will not be included in the calculation of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The Directors (with the exception of Mr Munshi) recommend that Shareholders vote in favour of Resolution 8.

RESOLUTION 9 CAPITAL RAISING TO RAISE UP TO \$10,000,000

Resolution 9 seeks Shareholder approval for directors to enter into a capital raising agreement or agreements to raise up to \$10,000,000 through the issue of equity or convertible debt instruments, either directly by the Company, or by one or more of the Company's offshore subsidiaries, on terms yet to be agreed (the '**Capital Raising**') for the purposes of Listing Rule 7.1 and for all other purposes. The Capital Raising is to be applied to project development and working capital purposes to progress the Company's Gunung Rosa Project in West Java, Indonesia. It is not intended that the Capital Raising agreement(s) will deem the Company to have disposed of its main undertaking.

If Shareholders approve this Resolution, the Directors will have the flexibility and discretion to enter into a Capital Raising, without being restricted by the 15% Share issuance limit imposed by Listing Rule 7.1 and without having to suffer delay or additional expense involved in convening another general meeting to obtain any Shareholder approval that would otherwise be required under Listing Rule 7.1. The following information is provided in accordance with Listing Rule 7.3:

1. A maximum of \$10,000,000 is to be raised.
2. The Capital Raising agreement(s) will be entered into within 3 months of the date of this Annual General Meeting.
3. The issue price for any Shares will be not less than 80% of the volume-weighted average Share price of all on-market trades of the Company's Shares on the ASX in the 5 ASX trading days immediately preceding the issue.
4. The names of the persons to whom the Company will issue equity or convertible debt instruments are not known at this time. The Shares will be issued to persons or entities identified by the Company and to which a disclosure document is not required to be provided by virtue of Part 6D.2 of the Corporations Act 2001. No related parties (within the meaning of the Corporations Act) will be issued equity or convertible debt instruments.
5. Any Shares issued under any Capital Raising agreement(s) will be issued on the same terms as, and rank equally with, the existing issued Shares and application will be made for their quotation on ASX.
6. The purpose of the proposed issue is to be applied to project development and working capital purposes to progress the Company's Gunung Rosa Project in West Java, Indonesia.
7. The Company may issue any Shares the subject of this resolution progressively throughout the 3 month period.
8. A voting exclusion statement is included in the Notice of Meeting.

The Directors recommend that Shareholders vote in favour of Resolution 9.

EXPLANATORY NOTES FOR RESOLUTIONS 10-22 (INCLUSIVE)

Section 208 of the Corporations Act provides that, for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

1. Obtain the approval the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
2. Give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The issue of Shares or Performance Rights to a director constitutes giving a financial benefit to a related party.

In addition, Listing Rule 10.11 also requires that Shareholder approval be obtained where an entity issues, or agrees to issue, Equity Securities to a related party (which includes a director of the Company), or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in Listing Rule 10.12 applies. Shares and Performance Rights are Equity Securities and the issue of Shares or Performance Rights to a Director requires Shareholder approval under Listing Rule 10.11.

If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1, and the securities issued pursuant to this Resolution will not be included in the calculation of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act and Listing Rule 10.12 do not apply in the circumstances relevant to resolutions 10-22 (inclusive).

RESOLUTIONS 10 – 16 ISSUE OF SHARES TO DIRECTORS IN LIEU OF CASH REMUNERATION

Resolutions 10 to 16 (inclusive) seek Shareholder approval to issue Shares to Directors in lieu of accrued directors' fees or consultancy fees (**Remuneration Shares**).

The Board considers the issue of the Remuneration Shares to each Director to be reasonable, given the necessity to attract the highest calibre of professionals to the Company whilst maintaining the Company's cash reserves. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Remuneration Shares on the terms proposed.

The amount owed to each Director, the number of Remuneration Shares to be issued to each Director in lieu of a cash payment and the basis of the calculation for this is set out in the table below:

Director and Resolution	Description	Number of Shares	From	To	Issue Price (being Average of the monthly VWAP)	Notional value of Remuneration Shares*	Actual amount owed to Director
Mo Munshi <i>Resolution 10</i>	Director Fees	775,000	1-Sep-13	31-Aug-14	\$0.045	\$35,000	\$35,000
	Consultant Fees	3,986,000	1-Sep-13	31-Aug-14	\$0.045	\$180,000	\$180,000
Daniel Poller <i>Resolution 11</i>	Remuneration	716,000	1-Jul-14	31-Aug-14	\$0.056	\$40,000	\$40,000
Guy Anderson <i>Resolution 12</i>	Director Fees	665,000	1-Sep-13	31-Aug-14	\$0.045	\$30,000	\$30,000
Mufti Habriansyah <i>Resolution 13</i>	Director Fees	665,000	1-Sep-13	31-Aug-14	\$0.045	\$30,000	\$30,000
	Consultant Fees	797,000	1-Sep-13	31-Aug-14	\$0.045	\$36,000	\$36,000
John Arbuckle <i>Resolution 14</i>	Director Fees	665,000	1-Sep-13	31-Aug-14	\$0.045	\$30,000	\$30,000
Peter Bacchus <i>Resolution 15</i>	Director Fees	665,000	1-Sep-13	31-Aug-14	\$0.045	\$30,000	\$30,000

Director and Resolution (Continued)	Description	Number of Shares	From	To	Issue Price (being Average of the monthly VWAP)	Notional value of Remuneration Shares*	Actual amount owed to Director
Terry Holohan <i>Resolution 16</i>	Remuneration	1,859,651	1-Sep-13	31-May-14	\$0.043	\$80,304	\$80,304
	Total	10,793,651				\$491,304	\$491,304

*The Remuneration Shares have been valued by the Board based on the average of the monthly VWAP for Shares for the relevant period in which the remuneration accrued. The notional value of the Remuneration Shares is set out in the table.

It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act and Listing Rule 10.12 do not apply in the circumstances relevant to resolutions 10 to 16.

Accordingly, Resolutions 10 to 16 (inclusive) seek Shareholder approval for the issue of Remuneration Shares to Mr Munshi, Mr Poller, Dr Anderson, Mr Habriansyah, Mr Arbuckle, Mr Bacchus and Mr Holohan respectively as follows:

- (a) for the purposes of Listing Rule 10.11; and
- (b) for the purposes of section 208 of the Corporations Act, for the issue of the Remuneration Shares, which constitutes the giving of a financial benefit.

Resolution 10 – Issue of Shares to Mr Mo Munshi in lieu of cash remuneration

Mr Munshi did not vote on any Board resolution in respect of the grant of securities the subject of Resolution 10 and declines to make a recommendation to Shareholders in relation to this Resolution due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of this Resolution, recommend that Shareholders vote in favour of the Resolution for the reasons set out in this Explanatory Statement. The Board (other than Mr Munshi) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

A voting exclusion statement for this Resolution is set out in the Notice of meeting.

Resolution 11 – Issue of Shares to Mr Daniel Poller in lieu of cash remuneration

Mr Poller did not vote on any Board resolution in respect of the grant of securities the subject of Resolution 11 and declines to make a recommendation to Shareholders in relation to this Resolution due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of this Resolution, recommend that Shareholders vote in favour of the Resolution for the reasons set out in this Explanatory Statement. The Board (other than Mr Poller) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

A voting exclusion statement for this Resolution is set out in the Notice of meeting.

Resolution 12 – Issue of Shares to Dr Guy Anderson in lieu of cash remuneration

Dr Anderson did not vote on any Board resolution in respect of the grant of securities the subject of Resolution 12 and declines to make a recommendation to Shareholders in relation to this Resolution due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of this Resolution, recommend that Shareholders vote in favour of the Resolution for the reasons set out in this Explanatory Statement. The Board (other than Dr Anderson) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

A voting exclusion statement for this Resolution is set out in the Notice of meeting.

Resolution 13 – Issue of Shares to Mr Mufti Habriansyah in lieu of cash remuneration

Mr Habriansyah did not vote on any Board resolution in respect of the grant of securities the subject of Resolution 13 and declines to make a recommendation to Shareholders in relation to this Resolution due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of this Resolution, recommend that Shareholders vote in favour of the Resolution for the reasons set out in this Explanatory Statement. The Board (other than Mr Habriansyah) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

A voting exclusion statement for this Resolution is set out in the Notice of meeting.

Resolution 14 – Issue of Shares to Mr John Arbuckle in lieu of cash remuneration

Mr Arbuckle did not vote on any Board resolution in respect of the grant of securities the subject of Resolution 14 and declines to make a recommendation to Shareholders in relation to this Resolution due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of this Resolution, recommend that Shareholders vote in favour of the Resolution for the reasons set out in this Explanatory Statement. The Board (other than Mr Arbuckle) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

A voting exclusion statement for this Resolution is set out in the Notice of meeting.

Resolution 15 – Issue of Shares to Mr Peter Bacchus in lieu of cash remuneration

Mr Bacchus did not vote on any Board resolution in respect of the grant of securities the subject of Resolution 15 and declines to make a recommendation to Shareholders in relation to this Resolution due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of this Resolution, recommend that Shareholders vote in favour of the Resolution for the reasons set out in this Explanatory Statement. The Board (other than Mr Bacchus) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

A voting exclusion statement for this Resolution is set out in the Notice of meeting.

Resolution 16 – Issue of Shares to Mr Terry Holohan in lieu of cash remuneration accrued on termination of employment

Listing Rule 10.11 applies to any person who is a Director or was a Director in the past 6 months before Shareholder approval is sought, Mr Holohan resigned from the Company effective 31 May 2014, and so is a related party for the purposes of Listing Rule 10.11. Mr Holohan did not vote on any Board resolution in respect of the grant of securities the subject of Resolution 16 and declines to make a recommendation to Shareholders in relation to this Resolution due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of this Resolution, recommend that Shareholders vote in favour of the Resolution for the reasons set out in this Explanatory Statement. The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

A voting exclusion statement for this Resolution is set out in the Notice of meeting.

Listing Rule 10.11 - Remuneration Shares

The following information is provided in accordance with Listing Rule 10.13:

1. Each of Mr Munshi, Mr Poller, Dr Anderson, Mr Habriansyah, Mr Arbuckle, Mr Bacchus and Mr Holohan is a related party of the Company by virtue of being, or in Mr Holohan's case having been within the last 6 months, a Director. The Remuneration Shares may be issued to them or their respective nominees.
2. The maximum number of Remuneration Shares to be granted to the Directors (or their respective nominee) is 10,793,651 (with Mr Munshi to receive 4,761,000, Mr Poller to receive 716,000, Dr Anderson to receive 665,000, Mr Habriansyah to receive 1,462,000, Mr Arbuckle to receive 665,000, Mr Bacchus to receive 665,000 and Mr Holohan to receive 1,859,651);
3. The Remuneration Shares will be issued within 1 month of this Annual General Meeting.

4. The Remuneration Shares will be issued for nil consideration at the respective issue prices (equal to the applicable average monthly VWAP for the period in which the remuneration was accrued) set out in the table above.
5. The Remuneration Shares will be issued on the same terms as, and rank equally with, the existing issued Shares in the Company and application will be made for their quotation on ASX.
6. No funds will be raised by the issue of Remuneration Shares although the Company's liability to the Directors in relation to their accrued remuneration will be satisfied by the issue.

If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1, and the securities issued pursuant to this Resolution will not be included in the calculation of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

Section 208 of the Corporations Act – Remuneration Shares

In addition to the information set out in this section, information required by section 219 of the Corporations Act for Resolution 10 to 16 (inclusive) is provided in Schedule 3 to these explanatory notes, including:

- (a) each Director's current remuneration package (including details of remuneration actually received);
- (b) each Director's direct or indirect interest in securities in the Company; and
- (c) the maximum dilution that will be experienced by Shareholders as a result of issue to the Directors of the Remuneration Shares (assuming no other Shares are issued, with the exception of the Remuneration Shares and the Shares issued on vesting of the Performance Rights the subject of Resolutions 17 to 22 (inclusive)).

RESOLUTIONS 17 – 22 GRANT OF PERFORMANCE RIGHTS

The grant of Performance Rights under the Performance Rights Plan to the Directors or their nominees under Resolutions 17-22 (inclusive) requires the Company to obtain Shareholder approval because the grant of Performance Rights constitutes giving a financial benefit and the Directors are related parties of the Company.

It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act do not apply in the circumstances relevant to Resolutions 17-22 (inclusive).

Further, ASX Listing Rule 10.14 requires that an entity must not permit a director or an associate of a director to acquire securities under an employee incentive scheme without the approval of holders of ordinary securities of the acquisition. The Performance Rights Plan under which the Board proposes to issue Performance Rights to the Directors (or their nominees) was approved by Shareholders at the Company's 2012 Annual General Meeting.

If approval is given under Listing Rule 10.14, Shareholder approval is not required under Listing Rules 10.11 or 7.1, as exception 4 in Listing Rule 10.12 and exception 9(b) in Listing Rule 7.2 will apply respectively. Therefore, the Performance Rights issued pursuant to Resolutions 17-22 (inclusive) (and any Shares issued upon vesting of those Performance Rights) will not be included in the calculation of the Company's 15% placement capacity under Listing Rule 7.1.

The Performance Rights will be issued under the PRP and on the terms set out in Schedule 2 to this Explanatory Statement. Shares issued on vesting of the Performance Rights will be issued on the same terms as, and rank equally with, the existing issued Shares in the Company and application will be made for their quotation on ASX.

The number of Performance Rights to be issued under the PRP to each Director, or their nominee, and the notional value of those Performance Rights, is set out in the table below. Vesting conditions are set out in Schedule 2.

Director	Performance Rights	Notional value of the Performance Rights*
Mr Mo Munshi	6,000,000	\$156,000
Mr Daniel Poller	4,500,000	\$117,000

Director (Continued)	Performance Rights	Notional value of the Performance Rights*
Dr Guy Anderson	1,500,000	\$39,000
Mr Mufti Habriansyah	1,500,000	\$39,000
Mr John Arbuckle	1,500,000	\$39,000
Mr Peter Bacchus	1,500,000	\$39,000
Total	16,500,000	\$429,000

*The value of the Performance Rights is effectively the value of an underlying Share. Therefore, based on the volume weighted average Share price for the 5 trading days prior to the date of this Notice of Annual General Meeting of \$0.026, the notional value of each Performance Right is \$0.026. This is not necessarily a representative valuation at the proposed grant date. If the Share price is higher or lower than \$0.026 at the grant date, this will affect the value of the Performance Rights. This valuation does not take into account transferability or restrictions, the vesting periods or any discount for the vesting conditions.

The Performance Rights are being issued to each Director to provide a market linked incentive package in his capacity as a Director of the Company and for the future performance by him in his role. In addition, the Board considers the grant of the Performance Rights to the relevant Director to be reasonable, given the necessity to attract the highest calibre of professionals to the Company whilst maintaining the Company's cash reserves. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed.

Resolution 17 – Issue of Performance Rights to Mo Munshi

The Board (other than Mr Munshi) has determined, subject to obtaining Shareholder approval, to grant a total of 6,000,000 Performance Rights to Mr Munshi, or his nominee, on the terms and conditions set out below.

The Board (other than Mr Munshi) considered the extensive experience and reputation of Mr Munshi, the current market price of Shares and current market practices when determining the Performance Rights quantum.

Mr Munshi did not vote on any Board resolution in respect of the grant of securities the subject of Resolution 17 and declines to make a recommendation to Shareholders in relation to this Resolution due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of this Resolution, recommend that Shareholders vote in favour of the Resolution for the reasons set out in this Explanatory Statement. The Board (other than Mr Munshi) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

A voting exclusion statement is set out in the Notice of Meeting.

Resolution 18 – Issue of Performance Rights to Mr Daniel Poller

The Board (other than Mr Poller) has determined, subject to obtaining Shareholder approval, to grant a total of 4,500,000 Performance Rights to Mr Poller, or his nominee, on the terms and conditions set out below.

The Board (other than Mr Poller) considered the extensive experience and reputation of Mr Poller, the current market price of Shares and current market practices when determining the Performance Rights quantum.

Mr Poller did not vote on any Board resolution in respect of the grant of securities the subject of Resolution 18 and declines to make a recommendation to Shareholders in relation to this Resolution due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of this Resolution, recommend that Shareholders vote in favour of the Resolution for the reasons set out in this Explanatory Statement. The Board (other than Mr Poller) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

A voting exclusion statement is set out in the Notice of Meeting.

Resolution 19 – Issue of Performance Rights to Dr Guy Anderson

The Board (other than Dr Anderson) has determined, subject to obtaining Shareholder approval, to issue a total of 1,500,000 Performance Rights to Dr Anderson, or his nominee, on the terms and conditions set out below.

Dr Anderson did not vote on any Board resolution in respect of the grant of securities the subject of Resolution 19 and declines to make a recommendation to Shareholders in relation to this Resolution due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of this Resolution, recommend that Shareholders vote in favour of the Resolution for the reasons set out in this Explanatory Statement. The Board (other than Dr Anderson) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

A voting exclusion statement is set out in the Notice of Meeting.

Resolution 20 – Issue of Performance Rights to Mr Mufti Habriansyah

The Board (other than Mr Habriansyah) has determined, subject to obtaining Shareholder approval, to issue a total of 1,500,000 Performance Rights to Mr Habriansyah, or his nominee, on the terms and conditions set out below.

Mr Habriansyah did not vote on any Board resolution in respect of the grant of securities the subject of Resolution 20 and declines to make a recommendation to Shareholders in relation to this Resolution due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of this Resolution, recommend that Shareholders vote in favour of the Resolution for the reasons set out in this Explanatory Statement. The Board (other than Mr Habriansyah) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

A voting exclusion statement is set out in the Notice of Meeting.

Resolution 21 – Issue of Performance Rights to Mr John Arbuckle

The Board (other than Mr Arbuckle) has determined, subject to obtaining Shareholder approval, to issue a total of 1,500,000 Performance Rights to Mr Arbuckle, or his nominee, on the terms and conditions set out below.

Mr Arbuckle did not vote on any Board resolution in respect of the grant of securities the subject of Resolution 21 and declines to make a recommendation to Shareholders in relation to this Resolution due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of this Resolution, recommend that Shareholders vote in favour of the Resolution for the reasons set out in this Explanatory Statement. The Board (other than Mr Arbuckle) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

A voting exclusion statement is set out in the Notice of Meeting.

Resolution 22 – Issue of Performance Rights to Mr Peter Bacchus

The Board (other than Mr Bacchus) has determined, subject to obtaining Shareholder approval, to issue a total of 1,500,000 Performance Rights to Mr Bacchus, or his nominee, on the terms and conditions set out below.

Mr Bacchus did not vote on any Board resolution in respect of the grant of securities the subject of Resolution 22 and declines to make a recommendation to Shareholders in relation to this Resolution due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of this Resolution, recommend that Shareholders vote in favour of the Resolution for the reasons set out in this Explanatory Statement. The Board (other than Mr Bacchus) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

A voting exclusion statement is set out in the Notice of Meeting.

Listing Rule 10.14 - Performance Rights

The following information is provided to Shareholders in relation to the Performance Rights for the purposes of Listing Rule 10.15:

1. Each of Mr Mo Munshi, Mr Daniel Poller, Dr Guy Anderson, Mr Mufti Habriansyah, Mr John Arbuckle and Mr Peter Bacchus is a related party of the Company by virtue of being a Director. The Performance Rights may be issued to each of them or their respective nominees.
2. The maximum number of Performance Rights to be granted to the Directors (or their respective nominee) is 16,500,000 (with Mr Munshi to receive 6,000,000, Mr Poller to receive 4,500,000, Dr Anderson to receive 1,500,000, Mr Habriansyah to receive 1,500,000, Mr Arbuckle to receive 1,500,000 and Mr Bacchus to receive 1,500,000 and the maximum number of Shares to be issued upon vesting of the Performance Rights per Schedule 2 is 16,500,000, with each Performance Right vesting for one Share;
3. The Performance Rights will be granted for no consideration and the Shares to be issued upon vesting of the Performance Rights will be issued for no consideration;
4. A total of 24,000,000 Performance Rights have been issued under the Performance Rights Plan to Directors or related parties (or their respective nominees) since it was approved at the 2012 Annual General Meeting. Of that total number, 10,000,000 Performance Rights have been issued to Mr Munshi or his nominee, 2,000,000 Performance Rights to each of Mr Anderson, Mr Habriansyah, and Mr Arbuckle (or their respective nominees) and 7,000,000 Performance Rights have been issued to Mr Holohan or his nominee. Each Performance Right was issued for nil consideration.
5. All Directors are entitled to participate in the Plan;
6. A voting exclusion statement is set out in the Notice of Meeting;
7. There is no loan applicable to the grant of the Performance Rights or the issue of the Shares upon vesting of the Performance Rights;
8. The Performance Rights will be issued within 12 months of the date of this Annual General Meeting;

Section 208 of the Corporations Act – Performance Rights

In addition to the information set out in this section, information required by section 219 of the Corporations Act for Resolution 17-22 (inclusive) is provided in Schedule 3 to these explanatory notes, including:

- (a) each Director's current remuneration package (including details of remuneration actually received);
- (b) each Director's direct or indirect interest in securities in the Company; and
- (c) the maximum dilution that will be experienced by Shareholders as a result of issue to each Director of the Performance Rights (assuming no other Shares are issued, with the exception of the Shares issued upon vesting of the Performance Rights and the issue of the Remuneration Shares the subject of Resolutions 17-22 (inclusive).

RESOLUTION 23 IN-PRINCIPLE APPROVAL OF CORPORATE TRANSACTION

Background to the Resolution

The Company has recently undertaken a review of its long term strategy to determine the best course of action which will provide the maximum benefit to its Shareholders. Relevantly, the review has resulted in the Board determining that it will, for the reasons outlined below, need to undertake a transformative corporate transaction in the immediate future in order to redomicile the Company's Gunung Rosa Project and to provide value to Shareholders.

While the Board has not yet determined a structure for such a transaction, it has decided that the best approach is to put forth a resolution to shareholders outlining the rationale for the decision, and seek in principle approval from Shareholders for the Company to undertake such a transaction. The resolution will allow the Board to determine the level of support from Shareholders for the Company advancing its discussions in relation to a transaction with a view to finalising structure and timing.

Accordingly, Resolution 23 seeks in principle approval from Shareholders for the proposed corporate transaction.

Rationale for decision

The Board has consistently sought to ensure that the work of its management is fully reflected in the market price of its listed securities. However, the Board is of the opinion that this has not eventuated, and the market price of the Company's securities on the ASX does not accurately reflect the value of its assets.

Consequently, the low turnover, low price and low market capitalisation of the Company has been a burden on the commercial and financial ambitions of the Company. A further consequence has been the limited scope for the Company to raise additional capital without substantial dilution of existing Shareholders.

Subject to receiving Shareholder approval, the directors have resolved to remove the Company or its assets from the ASX. While the directors have yet to determine which method will maximise the benefit to Shareholders, in-principle approval of the directors' decision will allow the directors to proceed to re-rate the Gunung Rosa Project prior to relisting on another stock exchange (subject to receiving further Shareholder approval nearer the time).

The Board recognises that a major influence on the Company's share price is the current economic environment which has had adverse effects on ASX listed mining companies and capital markets as a whole. In this regard, it should be noted that when the Company has made positive announcements regarding its activities, there has not been a commensurate increase in the market price of the Company's securities, suggesting that in the present capital market and general economic conditions, the benefit to the Company of such positive developments is either not recognised or is undervalued by the market.

The Company has also had regard to the following factors in determining to undertake a corporate transaction to maximise the benefit to its Shareholders:

1. Low level of liquidity

Historically, the Company's shares have had a low level of liquidity with long periods of little or no trading. In the 12-month period ended 31 October 2014, 0.43% of the Company's shares traded, for an average daily volume of 9,747 Shares, and an average daily value of \$424.

This low level of liquidity reflects the tightly held capital structure of the Company, with the top 20 Shareholders currently holding approximately 93.63% of the Shares on issue.

As at 31 October 2014, there were 463 Shareholders, of which 196, or 42%, held an unmarketable parcel.

2. Small/low value trades significantly impacting Shareholder and Company value

Due to the low level of trading in the Company's Shares, the market value of the Company is significantly impacted by small volume and low value trades which reduce the Company's Share price. This impacts the Company's strategic position in the market including the price at which the Company is able to raise equity capital.

3. Lack of institutional interest in the Company's Shares

Institutional investor interest in the Company's Shares has historically been low and remains low despite best efforts by the Company to attract institutional investors to the Company. As a result, the Company considers that it will be very difficult to generate interest from the institutional investor market in the near future.

4. Costs of a continued ASX listing

The cost of a continued listing of the Company on the ASX is approximately \$40,000 per annum.

In addition to these direct costs, there are other significant costs associated with the listing including time devoted by management to manage the Company's listing. As there is a limited market for the Company's Shares, the Company considers that these costs are not warranted and funds would be better directed toward the Company's operating activities.

Proposed corporate transaction

While the Company has not yet determined the structure of the proposed transaction, the Board is seeking to undertake a transformative transaction which will redomicile the Gunung Rosa Project to provide the maximum benefit to Shareholders.

The Company is currently exploring a range of potential options in respect of the transaction. Accordingly, the transaction may be undertaken by way of, among others:

- (a) a de-listing from ASX with a view to either proceed as an unlisted company or seek a new listing in another jurisdiction (including a redomiciliation of the Company in another jurisdiction);
- (b) a merger (including by way of a scheme of arrangement);
- (c) a reverse takeover or 'backdoor listing' in another jurisdiction;
- (d) a de-merger of existing assets with a view to finding new assets; or
- (e) a divestment of existing assets.

The final structure is subject to the Board conducting further analysis on the costs and benefits of each approach in consultation with its financial and legal advisers.

When the Board has finalised a structure for the transaction, it is expected that further Shareholder approvals will be sought to implement the transaction. The Company will provide Shareholders with any further developments in this regard as and when they are available.

The Company's intention in seeking in-principle advice is to gauge Shareholder interest in the Company undertaking such a corporate transaction for the reasons outlined above.

Each of the three largest Shareholders of the Company has advised that they intend to support a transformative corporate transaction of the type contemplated in this resolution.

Board recommendation

The Board unanimously recommend that Shareholders vote in favour of Resolution 23 as it will assist the Board to progress discussions regarding the corporate transaction including determining the appropriate timing, structure and benefits to Shareholders.

GLOSSARY

AUD, \$, cents means Australian dollars and cents.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

BRL Loan Facility means the loan facility provided to the Company by Bungarra Resources Ltd.

CGL Loan Facility means the loan facilities provided to the Company by Cape Gannet Ltd

Closely Related Party of a member of Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member, in the member's dealings with the Company; or
- (e) a company that the member controls.

Company means Paramount Mining Corporation Limited (ACN102 426 175).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

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

Listing Rules means the Listing Rules of ASX.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Performance Rights Plan or **PRP** means the Company's Performance Rights Plan as approved by Shareholders at the Company's 2012 Annual General Meeting. A copy of the Performance Rights Plan Rules may be found at the Company's website, and a summary of the Rules may be found in Schedule 1 to this Notice of Meeting.

R&K Loan Facility means the loan facility provided to the Company by R & K Global Finance Ltd.

Related Party has the meaning given to that term in the Corporations Act.

Remuneration Shares means the Shares the subject of Resolutions 10 to 16 (inclusive) to be issued to Directors or other Related Parties in lieu of accrued remuneration or consultancy fees.

Resolutions means the Resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

RGF Loan Facility means the loan facilities provided to the Company by Resource Global Finance Ltd

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

Shareholder means a holder of a Share.

USD means United States dollars.

VWAP means the Volume Weighted Average Price of the Company's Shares trading under the code PCP.

WST means Western Standard Time as observed in Perth, Western Australia.

ZRT Loan Facility means the loan facility provided to the Company by Zurily Resources and Trading Ltd.

SCHEDULE 1 – SUMMARY OF THE RULES OF THE PERFORMANCE RIGHTS PLAN

- (a) The Board may determine which persons are eligible to receive grants of performance rights under the PRP and may invite eligible persons to participate in the PRP and be granted a number of performance rights on terms and conditions specified by the Board.
- (b) Performance rights will not be quoted and will not be transferable except with the Board's consent or by force of law upon the participant's death.
- (c) Performance rights confer on the participant no rights to vote, attend meetings, participate in a distribution of profit or a return of capital or any other participant rights or entitlements.
- (d) In general, performance rights vest when the applicable performance hurdles and vesting conditions are satisfied.
- (e) On vesting of a performance right, the Company will either issue or transfer to the participant a Share in the Company.
- (f) The Company will apply for quotation on ASX of any Shares issued under the PRP. Any Shares issued under the PRP will rank equally with those traded on ASX at the time of issue, except as regards any rights attaching to Shares by reference to a record date prior to the date of issue.
- (g) Participants are not entitled to trade in Shares issued on vesting of performance rights without the prior consent of the Board until the earlier to occur of:
 - i. the expiry of the period specified in the invitation to participate (not being longer than 7 years from the date of grant of the performance right); and
 - ii. the participant ceasing employment with the Company or one of its related bodies corporate.
- (h) Performance rights that do not vest and become exercisable in accordance with the applicable conditions will automatically lapse, unless otherwise determined by the Board.
- (i) Where, in the opinion of the Board, a participant acts fraudulently or dishonestly or is in breach of their obligations to the Company or a related body corporate, the Board may deem any unvested performance rights to have lapsed and any Shares issued on vesting of performance rights to be forfeited, or where any Shares have been sold by the participant, the Board may require the participant to pay all or part of the net proceeds of that sale to the Company.
- (j) Upon the cessation of a participant's employment with the Company or a related body corporate:
 - i. by reason of death, disability, bone fide redundancy or other reason approved by the Board, and at that time the participant continues to satisfy any other relevant conditions of the grant, the Board may determine the extent to which the performance rights held by the participant vest; or
 - ii. for any other reason, all performance rights held by the participant lapse.
- (k) In the event of a takeover bid for the Company, any performance rights granted to a participant will vest where, in the Board's absolute discretion, pro rata performance is in line with the performance conditions applicable to those performance rights. In addition, in the event of a court-ordered arrangement or compromise, compulsory acquisition following a takeover bid or the winding up of the Company, the Board may, in its absolute discretion, determine that some or all of a participant's performance rights vest if pro rata performance is in line with the performance conditions applicable to those performance rights.
- (l) If Shares in the Company are issued under a bonus issue or there is a reorganisation (including a consolidation, subdivision, reduction or return) of the issued capital of the Company, the number or the amount (if any) payable on vesting or both of performance rights to which a participant is entitled will be adjusted by the Board to ensure that no advantage or disadvantage accrues to the participant.
- (m) The Board may amend or add to any of the rules of the PRP or the terms or conditions of any performance rights granted under the PRP, subject to certain restrictions.
- (n) The Board may establish a trust for the purpose of acquiring and holding Shares issued on vesting of a performance right.

SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS THE SUBJECT OF RESOLUTIONS 17 TO 22 (INCLUSIVE)

Subject to the Performance Rights Plan, the Performance Rights entitle the Performance Rights Holder to receive Shares in the Company on the following terms and conditions:

- (a) In general, Performance Rights vest when the applicable performance hurdles and vesting conditions are satisfied.
- (b) The Performance Rights specified below vest subject to achievement of the Hurdle after the issue of the respective Performance Rights and before the relevant Expiry Date.

Name	Director / Consultant	Number of Performance Rights	Hurdle	Expiry Date
Mr Mo Munshi	Director	2,000,000	Receipt of JORC Resource Report	31 December 2015
		2,000,000	Receipt of Bankable Feasibility Study	31 December 2016
		2,000,000	Commencement of Ore Production	30 June 2017
Mr Daniel Poller	Director	1,500,000	Receipt of JORC Resource Report	31 December 2015
		1,500,000	Receipt of Bankable Feasibility Study	31 December 2016
		1,500,000	Commencement of Ore Production	30 June 2017
Dr Guy Anderson	Director	500,000	Receipt of JORC Resource Report	31 December 2015
		500,000	Receipt of Bankable Feasibility Study	31 December 2016
		500,000	Commencement of Ore Production	30 June 2017
Mr Mufti Habriansyah	Director	500,000	Receipt of JORC Resource Report	31 December 2015
		500,000	Receipt of Bankable Feasibility Study	31 December 2016
		500,000	Commencement of Ore Production	30 June 2017
Mr John Arbuckle	Director	500,000	Receipt of JORC Resource Report	31 December 2015
		500,000	Receipt of Bankable Feasibility Study	31 December 2016
		500,000	Commencement of Ore Production	30 June 2017
Mr Peter Bacchus	Director	500,000	Receipt of JORC Resource Report	31 December 2015
		500,000	Receipt of Bankable Feasibility Study	31 December 2016
		500,000	Commencement of Ore Production	30 June 2017
Total		16,500,000		

- (c) On vesting of a Performance Right, the Company will either issue or transfer to the participant a Share in the Company.
- (d) The Performance Rights will expire at 5.00pm (WST) on the respective expiry dates as detailed in paragraph (b) above (**Expiry Date**). Any Performance Right not vested before the Expiry Date will automatically lapse on the Expiry Date unless otherwise determined by the Board.
- (e) The Company will not apply for quotation of the Performance Rights on ASX. However, the Company will apply for quotation of all Shares issued upon vesting of Performance Rights.
- (f) If at any time the issued capital of the Company is reconstructed, all rights of a Performance Right holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (g) There are no participating rights or entitlements inherent in the Performance Rights and Performance Rights holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.

SCHEDULE 3 – SUPPLEMENTARY INFORMATION FOR RESOLUTIONS 10 TO 22 (INCLUSIVE)

52-week trading history of the Shares on ASX	Price	Date
Highest	\$0.065	25 July 2014
Lowest	\$0.026	14 October 2014
Last	\$0.026	3 November 2014

Directors' relevant interest in Equity Securities of the Company (as at the date of this Notice of Annual General Meeting)	Shares	Options	Performance Rights
Mr Mo Munshi	51,138,566	1,000,000	6,000,000
Mr Daniel Poller	-	-	-
Dr Guy Anderson	2,053,000	-	1,000,000
Mr Mufti Habriansyah	3,396,000	-	1,000,000
Mr John Arbuckle	916,000	-	1,000,000
Mr Peter Bacchus	471,000	-	1,000,000

Directors' relevant interest in Equity Securities of the Company (as at the date of this Notice of Annual General Meeting)	Current voting power	Voting Power following AGM (assuming the Shares and Performance Rights the subject of Resolutions 10 to 22 are issued and vest, and no other are Shares issued)
Mr Mo Munshi	9.1%	10.6%
Mr Daniel Poller	0.0%	0.9%
Dr Guy Anderson	0.4%	0.7%
Mr Mufti Habriansyah	0.6%	1.1%
Mr John Arbuckle	0.2%	0.5%
Mr Peter Bacchus	0.1%	0.5%

Directors' remuneration as at 30 September 2014	Entitlement 2014/2015	Actual 2014/2015	Actual 2013/2014
Mr Mo Munshi	\$215,000	-	\$586,221
Mr Daniel Poller*	\$240,000	-	-

Dr Guy Anderson	\$30,000	-	\$36,054
Mr Mufti Habriansyah	\$210,000	\$36,000	\$181,961
Mr John Arbuckle	\$30,000	-	\$36,054
Mr Peter Bacchus	\$30,000	-	\$36,054

*Appointed 1 July 2014

Number of Shares currently on issue	Number of shares that will be on issue if all Shares and Performance Rights the subject of Resolutions 10 to 22 (inclusive) are issued and vest and no other Shares are issued.
559,939,708	580,873,708

Dilution of existing Shareholders based on issued Shares as at the date of this Notice of Annual General Meeting of 559,939,708 (assuming, in each case, that only the Shares and Performance Rights to be issued to the relevant Director are issued and vest, and no other are Shares issued)

Director	Shares & Performance Rights	Dilution
Mr Mo Munshi	10,761,000	1.4%
Mr Daniel Poller	5,216,000	0.9%
Dr Guy Anderson	2,165,000	0.4%
Mr Mufti Habriansyah	2,962,000	0.5%
Mr John Arbuckle	2,165,000	0.4%
Mr Peter Bacchus	2,165,000	0.4%
Total	25,434,000	3.9%

PROXY FORM

The Company Secretary
Paramount Mining Corporation Ltd
100 Parry Street
Perth WA 6000

Email: info@paramountmining.com
Facsimile: +61 8 9328 4430

Shareholder Details

Name:

Address:

Contact Telephone No:

Contact Name (if different from above)

Step 1: Appoint a Proxy

I/We, being a member of Paramount Mining Corporation Ltd and entitled to attend and vote hereby appoint

the Chair of the Meeting (mark with an 'X')

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is name, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at 10.30am (WST), on 12 December 2014 at the State Tennis Centre, Victoria Park Drive, Burswood, Western Australia, and at any adjournment thereof, to act 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 and 10-22, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this resolution even though Resolutions 1 and 10-22 are connected with the remuneration of key management personnel for Paramount Mining Corporation Ltd.

The Chair of the Meeting will vote all undirected proxies in favour of all items of business (including Resolutions 1 and 10-22). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote again, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

Step 2: Voting Directions

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.1	Re-election of Dr Guy Anderson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.2	Re-election of Mr Mufti Habriansyah	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.3	Re-election of Mr Daniel Poller	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Shares to Cape Gannet Ltd as consideration for renegotiation of the CGL Loan Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 4	Issue of Shares to Cape Gannet Ltd to satisfy the CGL Loan Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Shares to Resource Global Finance Ltd as consideration for renegotiation of the RGF Loan Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Shares to Zurily Resources and Trading Ltd as consideration for entering into the ZRT Loan Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Issue of Shares to Bungarra Resources Ltd as consideration for renegotiation of the BRL Loan Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Issue of Shares to R & K Global Finance Ltd as consideration for renegotiation of the R&K Loan Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Capital Raising to Raise up to \$10,000,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Issue of Shares to Mr Mo Munshi in lieu of cash remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	Issue of Shares to Mr Daniel Poller in lieu of cash remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12	Issue of Shares to Dr Guy Anderson in lieu of cash remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13	Issue of Shares to Mr Mufti Habriansyah in lieu of cash remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 14	Issue of Shares to Mr John Arbuckle in lieu of cash remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 15	Issue of Shares to Mr Peter Bacchus in lieu of cash remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 16	Issue of Shares to Mr Terry Holohan in lieu of cash remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 17	Issue of Performance Rights to Mr Mo Munshi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 18	Issue of Performance Rights to Mr Daniel Poller	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 19	Issue of Performance Rights to Dr Guy Anderson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 20	Issue of Performance Rights to Mr Mufti Habriansyah	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 21	Issue of Performance Rights to Mr John Arbuckle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 22	Issue of Performance Rights to Mr Peter Bacchus	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 23	In-Principle Approval of Corporate Transaction	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

PLEASE SIGN HERE This section must be signed in accordance with the instructions below 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: _____