

Results of Annual General Meeting held on 05 February 2016

Cleveland Mining Company Limited (ASX: CDG) held its Annual General Meeting today at 10:00am WST at Suite 1, 41 Walters Drive Osborne Park, Western Australia.

The resolutions were passed unanimously by shareholders as follows:

Resolution 1 – Remuneration Report

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

That, pursuant to and in accordance with section 250R (2) of the Corporations Act 2001 (Cth), the Remuneration Report, as contained within the Company's 2015 Financial Report, be adopted.

Resolution 2 – Re-election of Mr Wayne Zekulich as a director of the Company

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

That Mr Wayne Zekulich, a director who, having being appointed since the last General Meeting of Shareholders in accordance with rule 11.4 of the Company's constitution, be re-elected as a director of the Company.

RESOLUTION 2 WITHDRAWN

Resolution 3 – Re-election of Mr Alex Sundich as a director of the Company

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

That Mr Alex Sundich, a director who, having being appointed since the last General Meeting of Shareholders in accordance with rule 11.4 of the Company's constitution, be re-elected as a director of the Company.

Resolution 4 – Re-election of Mr Glenn Simpson as a director of the Company

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

That Mr Glenn Simpson, a director who, having being appointed since the last General Meeting of Shareholders in accordance with rule 11.4 of the Company's constitution, be re-elected as a director of the Company.

Resolution 5 – Re-election of Mr Rick Stroud as a director of the Company

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

That Mr Rick Stroud, a director who retires by rotation in accordance with rule 11.1(c) of the Company's constitution, be re-elected as a director of the Company.

Resolution 6 – Ratification of Issue of Tranche 1 Shares

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

That, for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to ratify the issue of 33,221,891 Shares at \$0.04 each on the terms and conditions set out in the Explanatory Memorandum.

Resolution 7 – Approval of Issue of Tranche 2 Placement Shares

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

That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 7,500,000 Shares at \$0.04 each on the terms and conditions set out in the Explanatory Memorandum.

Resolution 8 – Approval of Issue of Shares under Share Purchase Plan

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

That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 12,500,000 Shares at \$0.04 each pursuant to the Share Purchase Plan on the terms and conditions set out in the Explanatory Memorandum.

Resolution 9 – Approval of Issue of Shares to Underwriter of Share Purchase Plan – Mr Navinderjeet Singh

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

That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to: (i) 7,500,000 Shares at \$0.04 each to Mr Navinderjeet Singh to fulfil his partial underwriting commitment under the Share Purchase Plan; and (ii) 1,000,000 Shares to Mr Navinderjeet Singh in consideration of partially underwriting the Share Purchase Plan on the terms and conditions set out in the Explanatory Memorandum.

Resolution 10 – Approval of Issue of Shares to Underwriter of Share Purchase Plan – Scrimshaw Nominees Pty Ltd

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to (i) 2,500,000 Shares at \$0.04 each to Scrimshaw Nominees Pty Ltd ATF Scrimshaw Family Trust to fulfil its partial underwriting commitment under the Share Purchase Plan; and (ii) 333,000 Shares to Scrimshaw Nominees Pty Ltd ATF Scrimshaw Family Trust in consideration of partially underwriting the Share Purchase Plan on the terms and conditions set out in the Explanatory Memorandum.

Resolution 11 – Ratification of Issue of Shares to Burnvoir Corporate Finance Limited

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

That, for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to ratify the issue of 1,495,964 Shares to Burnvoir Corporate Finance Limited in lieu of fees payable for corporate advisory services for the period from 1 November 2014 to 30 June 2015 on the terms and conditions set out in the Explanatory Memorandum.

Resolution 12 – Approval of Issue of Securities to Platinum Partners

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

That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 29,371,525 Shares and 5,000,000 Options to Platinum Partners Credit Opportunities in lieu of fees payable on the terms and conditions set out in the Explanatory Memorandum.

Resolution 13 – Approval of Issue of Shares to Jett Capital

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

That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,250,000 Shares to Jett Capital in lieu of fees payable on the terms and conditions set out in the Explanatory Memorandum.

Resolution 14 – Approval of Issue of Shares to Sharon May

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

That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 10,062,295 Shares to Sharon May in lieu of accrued interest on the terms and conditions set out in the Explanatory Memorandum.

Resolution 15 – Approval of Issue of Shares on conversion of Convertible Notes

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

That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders authorise the Convertible Notes held by the Convertible Note Holders to be convertible into a maximum of 13,500,000 Shares on the terms and conditions set out in the Explanatory Memorandum.

Resolution 16 – Approval for Participation of Director in Share Purchase Plan – Richard Stroud

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for Richard Stroud to participate in the proposed issue of Shares under the Share Purchase Plan Placement on the terms and conditions set out in the Explanatory Memorandum.

Resolution 17 – Approval of Additional Placement Capacity

To consider and, if thought fit, pass the following resolution as a special resolution:

That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities up to an additional 10% of the issued capital of the Company (at the time of issue) above that, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, which generally allows the Company to issue Equity Securities up to an additional 15% of the issued capital of the Company (at the time of issue) without shareholder approval, to be issued on the terms and conditions set out in the Explanatory Memorandum.

Other Business

To consider any other business brought forward in accordance with the Company's constitution or the law.

Results of the Resolutions

The resolutions were passed unanimously by a show of hands.

The results of the proxy votes received were as follows:

Resolution		For	Against	Abstain
1	Remuneration Report	18,536,353	141,348	41,899
2	Re-election of Mr Wayne Zekulich as a director of the Company	WITHDRAWN	WITHDRAWN	WITHDRAWN
3	Re-election of Mr Alex Sundich as a director of the Company	79,454,070	50,482	11,033

4	Re-election of Mr Glenn Simpson as a director of the Company	79,454,236	50,316	11,033
5	Re-election of Mr Rick Stroud as a director of the Company	79,435,699	68,853	11,033
6	Ratification of Issue of Tranche 1 Shares	45,911,819	5,185,196	33
7	Approval of Issue of Tranche 2 Placement Shares	60,944,484	5,192,896	13,378,205
8	Approval of Issue of Shares under Share Purchase Plan	74,251,856	5,192,830	899
9	Approval of Issue of Shares to Underwriter of Share Purchase Plan – Mr Navinderjeet Singh	74,270,257	5,223,295	22,033
10	Approval of Issue of Shares to Underwriter of Share Purchase Plan – Scrimshaw Nominees Pty Ltd	74,269,148	5,222,896	22,033
11	Ratification of Issue of Shares to Burnvoir Corporate Finance Limited	74,272,777	5,241,267	33
12	Approval of Issue of Securities to Platinum Partners	74,272,777	5,241,267	33
13	Approval of Issue of Shares to Jett Capital	74,272,777	5,241,267	33
14	Approval of Issue of Shares to Sharon May	74,291,148	5,222,896	33
15	Approval of Issue of Shares on conversion of Convertible Notes	61,355,783	5,222,896	12,935,398
16	Approval for Participation of Director in Share Purchase Plan – Richard Stroud	79,425,908	88,136	33
17	Approval of Additional Placement Capacity	74,320,282	5,192,730	1,065

Proxy votes received represent 28.85 of voting shares on issue.

Further Information

Mr Albert Longo
Company Secretary
+61 8 6389 6000
investors@clevelandmining.com.au

About Cleveland Mining Company Ltd

Cleveland Mining Company Ltd is an Australian-managed, ASX-listed minerals company squarely focused on developing projects into mines.

The Company's management team has a track-record for building billion-dollar projects from the ground up, providing Cleveland with the expertise to secure and build robust projects.

Cleveland has gold and iron ore assets in Brazil in areas with excellent mining credentials:

- Mining and production are underway at Cleveland's Premier 50/50 Gold Mine JV in Goias State in central Brazil. The Company is working to add throughput from the O Capitão project, which is less than 10km from the Premier Mine.
- The companies have signed binding Option Agreements with the Brazilian private company Bahmex covering multiple iron projects.

Cleveland has a different approach to project selection with project economics driving target selection. Projects are chosen according to their likelihood of generating returns at the bottom of the economic cycle.