



AUSTRALIA UNITED MINING LIMITED

ABN 35 126 540 547

LEVEL 1, 61 SPRING STREET, MELBOURNE VIC 3000

PH: 03 9286 7500

FAX: 03 9662 1472

# Notice of annual general meeting and explanatory memorandum

**Australia United Mining Limited**

ACN 126 540 547

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**Date:** Friday 28 November 2014

**Time:** 1.00 pm (AEDT)

**Place:** McCullough Robertson  
Level 16, 55 Hunter Street  
Sydney NSW 2000

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# NOTICE OF 2014 ANNUAL GENERAL MEETING

NOTICE IS GIVEN THAT THE 2014 ANNUAL GENERAL MEETING OF AUSTRALIA UNITED MINING LIMITED WILL BE HELD AT THE OFFICES OF MCCULLOUGH ROBERTSON, LEVEL 16, 55 HUNTER STREET, SYDNEY NSW 2000, ON FRIDAY 28 NOVEMBER 2014 AT 1.00 PM (AEDT).

## BUSINESS

Shareholders are invited to consider the following items of business at the Annual General Meeting:

### Ordinary Business

#### 1. Financial and related reports

	Financial and related reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2014.

#### 2. Adoption of Remuneration Report (Non-binding resolution)

Resolution 1	Adoption of Remuneration Report (Non-binding resolution)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2014 Annual Report and is available from the ASX's website ( <a href="http://www.asx.com.au">www.asx.com.au</a> ) (ASX: AYM). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the directors or the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution:  <i>"That the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2014 be adopted."</i>
Voting Exclusion	<p>The Company will disregard any votes cast on this resolution (in any capacity, whether as proxy or as shareholders) by any of the following persons:</p> <ul style="list-style-type: none"><li>(a) Key Management Personnel; and</li><li>(b) Closely Related Parties of Key Management Personnel.</li></ul> <p>However, the Company need not disregard a vote if it is:</p> <ul style="list-style-type: none"><li>(c) cast by a person as a proxy appointed in accordance with the directions of the proxy form that specifies how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or</li><li>(d) cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.</li></ul>

### 3. Re-election of Directors

<b>Resolution 2</b>	<b>Re-election of Mr John Zee as Director</b>
<b>Description</b>	Mr John Zee retires as a Director in accordance with article 59.1 of the Company's constitution, and being eligible, offers himself for re-election as Director.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an ordinary resolution:  <i>"That Mr John Zee, having retired from his office as a Director in accordance with article 59.1 of the Company's constitution and, being eligible under article 59.5 of the constitution, having offered himself for re-election, be re-elected as a Director of the Company."</i>
<b>Resolution 3</b>	<b>Re-election of Mr Edward McCormack as Director</b>
<b>Description</b>	Mr Edward McCormack retires as a Director in accordance with article 59.1 of the Company's constitution, and being eligible, offers himself for re-election as Director.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an ordinary resolution:  <i>"That Mr Edward McCormack, having retired from his office as a Director in accordance with article 59.1 of the Company's constitution and, being eligible under article 59.5 of the constitution, having offered himself for re-election, be re-elected as a Director of the Company."</i>

### Special Business

### 4. Approval of 10% Placement Capacity

<b>Resolution 4</b>	<b>Approval of 10% placement capacity</b>
<b>Description</b>	The Company seeks approval of shareholders to be able to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under Listing Rule 7.1.
<b>Resolution (Special)</b>	To consider and, if thought fit, pass the following resolution as a special resolution:  <i>"That for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12 month period, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i>
<b>Voting Exclusion</b>	The Company will disregard any votes cast on this resolution by any person who may participate in the issue of Equity Securities under this resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associates of those persons.  However, the Company need not disregard a vote if it is cast by:  (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or;  (b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Dated 30 October 2014

**BY ORDER OF THE BOARD OF AUSTRALIA UNITED MINING LIMITED**



**John Zee**  
Company Secretary

## QUESTIONS FROM SHAREHOLDERS

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In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, Hayes Knight Audit, in relation to the conduct of the external audit for the year ended 30 June 2014, or the content of its audit report. Please send your questions to:

The Company Secretary, **Australia United Mining Limited**

Level 1, 61 Spring Street, Melbourne VIC 3000

T. 03 9286 7500

F. 03 9662 1472

E. [admin@ccounsel.com.au](mailto:admin@ccounsel.com.au)

Written questions must be received by no later than 5.00 pm (AEDT) on Friday 21 November 2014.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the Auditor the opportunity to answer written questions addressed to it. However there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

## VOTING INFORMATION

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### Voting by proxy

- (a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- (e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be

received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority **by 1.00pm (AEDT) on Wednesday 26 November 2014:**

- by post at GPO Box 242, Melbourne, Victoria 3001; or
- by personal delivery at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067; or
- by facsimile: Australia – 1800 783 447, overseas - +61 3 9473 2555; or
- Custodian voting - For Intermediary Online subscribers only (custodians) please visit **[www.intermediaryonline.com](http://www.intermediaryonline.com)** to submit your voting intentions.

### Voting and other entitlements at the annual general meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that shares in the Company which are on issue at **7.00pm (AEDT) on Wednesday 26 November 2014** will be taken to be held by the persons who held them at that time for the purposes of the annual general meeting (including determining voting entitlements at the meeting).

### Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution 1. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Chairman intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he or she will not vote your proxy on that item of business.

# EXPLANATORY MEMORANDUM TO NOTICE OF 2014 ANNUAL GENERAL MEETING

## 1. FINANCIAL AND RELATED REPORTS

Item	Financial And Related Reports
Explanation	<p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2014 to be laid before the Company's 2014 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The financial report contains the financial statements of the consolidated entity consisting of the Company and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2014 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. The 2014 Annual Report, which contains the Directors' Report, the Financial Report and the Remuneration Report, is available from ASX's website (<a href="http://www.asx.com.au">www.asx.com.au</a>) (ASX:AYM).</p> <p>The Chair of the meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor PricewaterhouseCoopers questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2014, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of PricewaterhouseCoopers in relation to the conduct of the audit.</p>

## 2. ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Resolution 1	Adoption of Remuneration Report (Non-binding resolution)
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2014 Annual Report and is available from ASX's website (<a href="http://www.asx.com.au">www.asx.com.au</a>) (ASX:AYM).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> <li>describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;</li> <li>sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and</li> <li>explains the differences between the basis for remunerating non-executive directors and senior executives, including the Chief Executive Officer.</li> </ul> <p>The vote on this resolution is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this resolution and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>

<b>Voting Exclusion</b>	A voting exclusion statement applies to this resolution, as set out in the Notice.
<b>Board Recommendation</b>	The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.
<b>Chair's available proxies</b>	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 1.

### 3. RE-ELECTION OF DIRECTORS

<b>Resolutions 2 &amp; 3</b>	<b>Re – election of Mr John Zee and Mr Edward McCormack as Directors</b>
<b>Explanation</b>	<p>Article 59.1 of the Company's constitution requires two Directors to retire at each Annual General Meeting of the Company.</p> <p>Accordingly, Mr John Zee and Mr Edward McCormack retire from their office as Directors in accordance with article 59.1 of the Company's constitution and, being eligible under article 59.5 of the constitution, offer themselves for re-election as Directors.</p> <p>Please refer to the 2014 Annual Report for information about Mr Zee and Mr McCormack.</p>
<b>Board Recommendation</b>	The Board, with Mr Zee and Mr McCormack abstaining on the resolutions the subject of Resolutions 2 and 3 respectively, recommends that shareholders vote in favour of these re-elections.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this item of business.

### 4. APPROVAL OF 10% PLACEMENT CAPACITY

<b>Resolution 4</b>	<b>Approval of 10% placement capacity</b>
<b>General</b>	<p>Under Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12 month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under Listing Rule 7.1 (<b>10% Placement Capacity</b>).</p> <p>The Company seeks shareholder approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Directors, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using the Company's 15% placement capacity under Listing Rule 7.1.</p> <p>Resolution 4 is a <b>special resolution</b>. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.</p>
<b>Eligibility</b>	ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&P/ASX 300 Index will be considered eligible to seek shareholder approval under Listing Rule 7.1A. As at the date of this Notice, the Company, which has a market capitalisation of less than \$300 million, is not included in the S&P/ASX 300 Index. Accordingly, the Company is considered eligible to seek shareholder approval under Listing Rule 7.1A.

<p><b>Formula</b></p>	<p>The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out Listing Rule 7.1A.2 as follows:</p> $(A \times D) - E$ <p>Where:</p> <p><b>A</b> is the number of shares on issue 12 months before the date of issue or agreement:</p> <ul style="list-style-type: none"> <li>▪ plus the number of fully paid shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;</li> <li>▪ plus the number of partly paid shares that became fully paid in the previous 12 months (there are presently no partly paid shares on issue in the Company);</li> <li>▪ plus the number of shares issued in the previous 12 months with approval of shareholders under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval; and</li> <li>▪ less the number of shares cancelled in the previous 12 months.</li> </ul> <p><i>'A' has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity</i></p> <p><b>D</b> is 10%.</p> <p><b>E</b> is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.1 or 7.4.</p>
<p><b>Conditions of issue under the 10% Placement Capacity</b></p>	<p>There are a number of conditions applicable to the issue of Equity Securities under Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions are as follows:</p> <p>(a) Equity Securities issued under the 10% Placement Capacity can only be in a class of securities already quoted. At the date of this Notice, the Company only has one class of securities which are quoted, being ordinary shares.</p> <p>(b) The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the volume weighted average market price (<b>VWAP</b>) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ol style="list-style-type: none"> <li>i. the date on which the price at which the Equity Securities are to be issued is agreed; or</li> <li>ii. if the Equity Securities are not issued within 5 trading days of the date in paragraph (i), the date on which the securities are issued.</li> </ol>



<b>Period of validity of shareholder approval</b>	<p>In the event that the Company obtains shareholder approval of Resolution 4, such approval will cease to be valid upon the earlier of:</p> <p>(a) 12 months after the date of this Annual General Meeting, being 29 November 2015; or</p> <p>(b) if applicable, the date on which the Company's shareholders approve a change to the nature or scale of the Company's activities under Listing Rule 11.1.2, or the disposal of the Company's main undertaking under Listing Rule 11.2.</p> <p><b>(Placement Period)</b></p>
<b>INFORMATION TO BE PROVIDED TO SHAREHOLDERS UNDER ASX LISTING RULE 7.3A</b>	
<b>Minimum issue price</b>	<p>The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the VWAP for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ol style="list-style-type: none"> <li>the date on which the price at which the Equity Securities are to be issued is agreed; or</li> <li>if the Equity Securities are not issued within 5 trading days of the date in paragraph (i), the date on which the securities are issued.</li> </ol>
<b>Risk of dilution to shareholders</b>	<p>If Resolution 4 is approved by shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that:</p> <ul style="list-style-type: none"> <li>the market price of the Company's Equity Securities may be significantly lower on the relevant issue date than on the date of this Annual General Meeting; and</li> <li>the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.</li> </ul> <p>The table below shows the potential dilution of existing shareholders under various scenarios on the basis of:</p> <ul style="list-style-type: none"> <li>an issue price of \$0.008 per share, which was the closing price of the Company's shares on the ASX on 22 October 2014; and</li> </ul> <p>the variable 'A' being calculated as the number of fully paid ordinary shares on issue on the date of this Notice, being 670,487,770.</p> <p>The table also shows:</p> <ol style="list-style-type: none"> <li>two examples where variable 'A' has increased by 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and</li> <li>two examples of where the issue price of shares has decreased by 50% and increased by 100%.</li> </ol>

VARIABLE 'A'		Dilution		
		50% decrease in issue price \$0.004	Issue price \$0.008	100% increase in issue price \$0.016
<b>Current Variable 'A'</b> 670,487,770 shares	<b>10% voting dilution</b>	67,048,777 shares	67,048,777 shares	67,048,777 shares
	<b>Funds raised</b>	\$268,195.11	\$536,390.22	\$1,072,780.43
<b>50% increase in current Variable 'A'</b> 1,005,731,655 shares	<b>10% voting dilution</b>	100,573,166 shares	100,573,166 shares	100,573,166 shares
	<b>Funds raised</b>	\$402,292.66	\$804,585.32	\$1,609,170.65
<b>100% increase in current Variable 'A'</b> 1,340,975,540 shares	<b>10% voting dilution</b>	134,097,554 shares	134,097,554 shares	134,097,554 shares
	<b>Funds raised</b>	\$536,390.22	\$1,072,780.43	\$2,145,560.86
<p>The table has been prepared on the following assumptions:</p> <p>(a) the Company issues the maximum number of shares available under the 10% Placement Capacity;</p> <p>(b) no options to acquire shares on issue in the Company are exercised;</p> <p>(c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;</p> <p>(d) the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Annual General Meeting.</p> <p>(e) the table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with Listing Rule 7.1A and not under the 15% placement capacity under Listing Rule 7.1.</p> <p>(f) the issue of Equity Securities under the 10% Placement Capacity consists only of shares.</p> <p>(g) the issue price is \$0.008, being the closing price of the Company's shares on the ASX on 22 October 2014.</p>				
<b>Period of validity</b>	The Company will only issue and allot the Equity Securities during the Placement Period. The approval under the Resolution 4 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).			
<b>Reason for issue of shares under 10% Placement Capacity</b>	The Company may seek to issue the Equity Securities for the following purposes: <p>(a) non-cash consideration for the acquisition of any new resources, assets and investments, when identified, in which event the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or</p>			

	<p>(b) cash consideration, the proceeds of which will be applied to fund the Company's existing and future exploration activities (including in particular ongoing drilling programs at its Forsayth Project, and further exploration activity at its Sofala Project, and meeting minimum commitment expenditure requirements at its tenements generally), appraisal of corporate and exploration opportunities, investment in new ventures (if any), the costs incurred in undertaking placement(s) of shares under Listing Rule 7.1.A and for general working capital purposes, including the funding of the Company's corporate overheads.</p> <p>The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A 4 and 3.10.5A upon issue of any Equity Securities.</p>
<b>Allocation policy</b>	<p>The Company may not issue any or all the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors.</p> <p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors such as:</p> <ol style="list-style-type: none"> <li>1. fund raising options (and their viability) available to the Company at the relevant time;</li> <li>2. the effect of the issue of the Equity Securities on the control of the Company;</li> <li>3. the financial situation of the Company and the urgency of the requirement for funds; and</li> <li>4. advice from the Company's corporate, financial, legal and broking advisers.</li> </ol> <p>The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties.</p> <p>The allottees may include existing substantial shareholders and/or new shareholders, but the allottees will not be related parties of the Company.</p> <p>In the event that the shares under the 10% Placement Capacity are issued as consideration for the acquisition of resources, assets or investments, it is likely that the allottees will be the vendors of such resources, assets or investments.</p>
<b>Previous approval</b>	<p>The Company previously obtained approval under ASX Listing Rule 7.1A on 19 November 2013. In accordance with ASX Listing Rule 7.3A.6, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1A, the following information is provided to shareholders:</p> <p>As at 24 November 2013, being the date that is 12 months prior to the 2014 Annual General Meeting, the only Equity Securities the Company had on issue were 518,625,370 ordinary shares.</p> <p>The table below shows the number and type of Equity Securities issued by the Company in the 12 months prior to the 2014 Annual General Meeting, and the percentage they represent of the total number of Equity Securities on issue at 24 November 2013 (being 518,625,370).</p>

	Date of issue	Class of Equity Securities	No. issued	% represented of total number of Equity Securities	Short name	
	18/06/14	Ordinary shares	84,339,700	16.26%	Jun Shares	
	25/06/14	Ordinary shares	22,206,200	4.28%	Jun 2 Shares	
	19/08/14	Ordinary shares	45,316,500	8.74%	Aug Shares	
	<b>TOTAL</b>		<b>151,862,400</b>	<b>29.28%</b>		
	All Equity Securities issued by the Company In the 12 months prior to the 2014 Annual General Meeting were ordinary shares, which have the same terms and rank equally in all respects with existing shares in the Company. Specific information in relation to each issue is as follows:					
		Reason for issue	Recipient(s)	Issue price per share	Discount/premium to market price	Total cash consideration
	Jun Shares	Capital raising	Yuwei Chen, Xinhua Geng, Chao Ma	\$0.01	69% premium	\$843,397
	Jun 2 Shares	Capital raising	Xinhua Geng, Chao Ma	\$0.01	69% premium	\$222,062
	Aug Shares	Capital raising	Jianbing Zhang	\$0.01	69% premium	\$453,165
<p>\$1,518,624 was raised through the issue of the Jun Shares, Jun 2 Shares and Aug Shares. The funds have been applied over the period of July – September as follows:</p> <ul style="list-style-type: none"><li>▪ Approximately \$1.1 million has been used to finance the Company's drilling and exploration activities at its Forsayth Project, including a 5,000 m diamond drilling program as announced on 11 June 2014, that is designed to test previously un-drilled targets and also to drill the known Ropewalk mineralisation;</li><li>▪ Approximately \$50,000 has been used to finance the Company's exploration activities at its 8 New South Wales exploration licences; and</li><li>▪ The balance of approximately \$368,000 has been applied towards the Company's general working capital requirements, including but not limited to satisfaction of creditor obligation and payment of corporate overheads.</li></ul>						
Ranking of shares	Any shares issued under the 10% Placement Capacity will rank equally with all other existing shares on issue in the Company.					
GENERAL INFORMATION						
Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.					
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of this resolution.					
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.					

## DEFINITIONS

<b>Company or Australia United Mining</b>	Means Australia United Mining Limited ACN 126 540 547
<b>Closely Related Party</b> (of a member of KMP of an entity)	Has the definition given to it by section 9 of the <i>Corporations Act</i> , and means: <ul style="list-style-type: none"> <li>a) a spouse or child of the member; or</li> <li>b) a child of the member's spouse; or</li> <li>c) a dependant of the member or of the member's spouse; or</li> <li>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 entity; or</li> <li>e) a company the member controls; or</li> <li>f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).</li> </ul>
<b>Equity Security</b>	Means: <ul style="list-style-type: none"> <li>a) a share;</li> <li>b) a right to a share or option;</li> <li>c) an option over an issued or unissued security;</li> <li>d) a convertible security;</li> <li>e) any security that ASX decides to classify as an equity security.</li> </ul>
<b>Key Management Personnel or KMP</b>	Means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

-ENDS-



## Lodge your vote:



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

### For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

For your vote to be effective it must be received by 1.00pm (AEDT) Wednesday 26 November 2014

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

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



**Review your securityholding**



**Update your securityholding**

**Your secure access information is:**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

☐

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Australia United Mining Limited hereby appoint

☐

the Chairman  
of the Meeting **OR**



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Australia United Mining Limited to be held at McCullough Robertson, Level 16, 55 Hunter Street, Sydney NSW on Friday, 28 November 2014 at 1.00pm (AEDT) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

### STEP 2 Items of Business



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

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report (Non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr John Zee as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Edward McCormack as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date    /    /