



Queensland Mining Corporation Limited

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the shareholders of Queensland Mining Corporation Limited (Company) will be held at 10:30am (AEDT) on 17 November 2015 at the office of BDO, Level 11, 1 Margaret Street, Sydney, NSW 2000 for the purpose of transacting the business referred to in this Notice of Annual General Meeting.

The Explanatory Memorandum that accompanies and forms part of this Notice of Annual General Meeting describes the matters to be considered.

AGENDA

ORDINARY BUSINESS

Receipt of Annual Financial Report

The shareholders of the Company hereby receive the Company's 2015 Annual Report including the Annual Financial Report of the Company for the year ended 30 June 2015, together with the Directors' declaration and report in relation to that financial year and the auditor's report on those financial statements.

Resolution 1 – Re-election of Mr Jun Qiu as a Director

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

“That, Mr Jun Qiu, a non-executive director retires by rotation at the close of the meeting in accordance with clause 21.3 of the Company's Constitution and, being eligible, offers himself for re-election as a director of the Company.”

Notes:

- *The non-candidate directors unanimously support the re-election of Mr Qiu.*
- *The Board unanimously recommends that Shareholders vote in favour of Resolution 1.*
- *The Chairman of the meeting intends to vote undirected proxies in favour of Mr Qiu's re-election.*

Resolution 2 – Re-election of Mr Eddy Wu as a Director

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

“That, for the purpose of ASX Listing Rule 14.4 and for all other purposes, Mr Eddy Wu, a director who was appointed as an additional director on 28 November 2014, retires, and being eligible, offers himself for re-election as a director of the Company.”

Notes:

- *The non-candidate directors unanimously support the re-election of Mr Wu.*
- *The Board unanimously recommends that Shareholders vote in favour of Resolution 2.*
- *The Chairman of the meeting intends to vote undirected proxies in favour of Mr Wu's re-election.*

Resolution 3 – Adoption of the Remuneration Report (non-binding)

To consider and put to a non-binding vote the following resolution:

“That the Remuneration Report required by Section 300A of The Corporations Act 2001, as contained in the Directors’ Report of the Company’s 2015 Annual Report be adopted, details of which are set out in the Explanatory Memorandum.”

Notes:

- *The Board unanimously recommends that Shareholders vote in favour of Resolution 3*
- *The vote on Resolution 3 will be by way of poll.*
- *The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 3.*

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 3:

- a) by or on behalf of a person who is a member of the Key Management Personnel (KMP) named in the remuneration report or their closely related parties (regardless of the capacity in which the vote is cast); or
- b) as proxy by a person who is a member of the KMP on the date of the annual general meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with an express authorisation in the proxy form to exercise the proxy even though this resolution is connected with the remuneration of the KMP.

Resolution 4 – Approval to grant unlisted options to related parties – Directors

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

“That, for the purposes of ASX Listing Rule 10.11, Section 208 of the Corporations Act and for all other purposes, approval be given for the Company to allot and issue up to 14,000,000 unlisted Options to the directors on the terms and conditions set out in the Explanatory Memorandum and Schedule 1.”

Notes:

- *The Board decline to make a recommendation to Shareholders in relation to Resolution 4 due to their material personal interest in the outcome of Resolution 4.*
- *The vote on Resolution 4 will be by way of poll.*
- *The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 4.*

Voting Exclusion

In accordance with the ASX Listing Rules 14.11 the Company will disregard any votes cast on this resolution by the persons who are to receive the Options if the resolution is passed and any associates of these persons.

However, the Company need 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 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.

By order of the Board



Pipvide Tang
Company Secretary
6 October 2015

Required majority

In accordance with the Corporations Act and the Company's constitution an ordinary resolution must be passed by a simple majority of the total votes cast by shareholders entitled to vote on the resolution (whether in person or by proxy, attorney or representative).

Eligibility to vote

The directors have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the Annual General Meeting will be taken to be held by the persons who are registered as members at 7:00pm AEDT on 13 November 2015. Accordingly transfers registered after that time will be disregarded in determining members entitled to attend and vote at the meeting.

Appointing a proxies

A shareholder has the right to appoint a proxy to attend and vote on your behalf. The proxy need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes they may appoint not more than two proxies and may specify the percentage of votes each proxy is appointed to exercise. The Proxy Form must be deposited at the share registry of the Company, Boardroom Pty Limited, located at Level 12, 225 George Street, Sydney, NSW 2000 or by mail to Boardroom Pty Limited, GPO Box 3993, Sydney, NSW 2001, Australia or by facsimile to Boardroom Pty Limited on +61 2 9290 9655 at least 48 hours before the meeting.

Voting by corporate representative

A shareholder that is a corporation may elect to appoint a representative to attend and vote at the Annual General Meeting in accordance with the Corporations Act in which case the Company will require a certificate of appointment of corporate representative executed in accordance with the Corporations Act. The certificate is to be lodged with the Company before the Annual General Meeting or at the registration desk on the day of the Annual General meeting.

Questions to the Auditor

In accordance with Section 250PA and 250T of the Corporations Act, Shareholders may submit questions to the Company's auditor, BDO, prior to or at the Annual General Meeting, in respect of the content of the auditor's report or the conduct of the audit for the Annual Financial Report for the financial year ended 30 June 2015. Written questions must be submitted to the Company Secretary. Please send questions to pip.tang@qmcl.com.au prior to 5:00pm on 10 November 2015.

Explanatory Memorandum

This explanatory note accompanies the Notice of Annual General Meeting at which a number of resolutions are to be considered in relation to the agenda of the meeting.

Resolution 1: Re-election of director, Mr Jun Qiu

The Company's constitution and ASX Listing Rules require one-third of the directors must retire from office at every annual general meeting. Accordingly, Mr Qiu will retire at the end of the meeting and offers himself for re-election.

The profile of Mr Qiu is set out below:

Mr Jun Qiu, EMBA

Non-executive Director

(Appointed a director in June 2013)

Mr Qiu is a director and shareholder of Great Tang Brothers Resources Investment Pty Ltd., a major shareholder of the Company. He is a well-regarded businessman based in Xian, China with over 20 years' experience in China's resources sector. He involves in a wide range of business activities which includes steel processing, commodity logistics and real estate development. He is currently a representative of Xian People's Congress.

Other current directorship: None

Former directorships (last 3 years): None

Special responsibilities: None

Interest in shares: 350,336,000 ordinary shares

Interest in options: None

Contract rights to shares: None

The non-candidate directors unanimously support the re-election of Mr Qiu.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on this resolution. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Qiu's re-election.

Resolution 2: Re-election of Mr Eddy Wu as a director

Under ASX Listing Rule 14.4, a director appointed as an addition to the Board of the Company must not hold office (without re-election) past the next annual general meeting of the Company.

Mr Wu was first appointed by the Board as a director of the Company on August 2013. Technically, Mr Wu had retired as a director of the Company at the end of the 2013 Annual General Meeting. He continued to perform the duties of a director as well as those of the CEO of the Company and helped to maintain the minimum number of directors on the Board as required by the Corporations Act throughout the year 2014. Mr Wu was again appointed by the Board as a director on 28 November 2014, soon after the 2014 Annual General Meeting.

Accordingly Mr Wu will retire at the end of the 2015 Annual General Meeting and, being eligible and presents himself for re-election.

The profile of Mr Wu is set out below:

Mr Eddy Wu

BSc, MSc and MCom

(Appointed a director in August 2013 and appointed CEO in September 2013)

Mr Wu graduated from the University of Science and Technology, Beijing. He holds a Master's Degree in Commerce (Finance) from the Australian National University and a Master's Degree in Science from Cass Business School, City University London. Mr Wu has a strong finance and management background and has worked as CEO/MD of several resources companies in Australia. As the first CEO of Murray Zircon Pty Ltd, he successfully completed the development and start-up of Mindarie Mineral Sands project in South Australia.

Other current directorship: None
Former directorships (last 3 years): None
Special responsibilities: CEO, member of the Audit & Risk Committee, Remuneration Committee and Nomination Committee.
Interest in shares: 22,553,092 ordinary shares
Interest in options: None
Contractual rights to shares: None

The non-candidate directors unanimously support the re-election of Mr Wu.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on this resolution. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Wu's re-election.

Resolution 3 – Adoption of the remuneration Report (non-binding)

The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about the Remuneration Report at the meeting. In addition, shareholders will be asked to vote on the adoption of the Remuneration Report.

The vote on this resolution is advisory only and does not binding the Company or the directors.

Under the *Corporations Act 2001*, if 25% or more of the votes that casted for this resolution voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director/CEO) must go up for re-election.

Since the appointment of the current Board of Directors in 2013, the remuneration structure and policy for the directors and key management personnel (KMP) have been reviewed and modified to ensure they are fair, reasonable and appropriate under the current business circumstance and most importantly, meeting the expectation of the shareholders.

It was evidenced that the 2014 Remuneration Report was approved by the shareholders in the 2014 Annual General Meeting.

The remuneration packages of the directors and KMP in FY2015 were remained the same as in 2014.

The Company encourages all shareholders to cast their votes on this resolution. If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on this resolution. If you appoint the Chairman of the meeting, other directors and other KMP as your proxy, you should direct them how to vote if you want your shares to be casted on this resolution.

A voting exclusion applies to this resolution as outlined in the Notice of Meeting.

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

Resolution 4 – Approval to grant unlisted options to related parties – Directors

General

Resolution 4 seeks shareholders' approval for the Company to issue unlisted options to two Executive Directors.

Subject to shareholder approval, the Company has agreed to allot and issue a total of 14,000,000 unlisted options (Options) to the directors (Related Parties) on the terms and conditions set out below and in Schedule 1. These Options are not proposed to be offered under a plan.

The primary purpose of the grant of Options to the directors is to provide a cost effective incentive to the directors for their ongoing commitment and contribution to the Company in their respective roles as directors

The offer of Options to the directors form part of the Company's long term incentive objectives to encourage directors to have a greater alignment with the goals and interests of the Shareholders.

The Board does not consider that there are any significant opportunity costs to the Company or benefits forgone by the Company in issuing the Options upon the terms proposed.

The number of Options to be issued to each director has been determined based on factors such as length of service, continuity of executive management, contribution to the Company and to provide ongoing equity incentives to advance the Company and its growth. The grant of Options are viewed as a cost effective and efficient reward and incentive as opposed to the payment of additional cash compensation to the directors.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Options as approval is being obtained under Listing Rule 10.11. Accordingly, the grant of the Options to the directors will not be counted towards the use of the Company's 15% annual placement capacity permitted under Listing Rule 7.1.

The voting exclusion statement for Resolution 4 is set out in the Notice of Meeting.

The Chairman of the Meeting intends to vote all undirected proxies in favour of this Resolution 4.

The directors decline to make a recommendation to Shareholders in relation to Resolution 4 due to their material personal interest in the outcome of Resolution 4.

Chapter 2E of the Corporations Act

For a public company to give a financial benefit to a related party of the company, the public company must obtain shareholder approval, unless the giving of the financial benefit falls within an exception set out in Section 210 to 216 of the Corporations Act.

The proposed grant of Options constitutes giving a financial benefit to related parties of the Company. However, the directors consider that the giving of the benefit falls within the exception in Section 210 and 211 of the Corporations Act, because:

- a. the grant of options to the directors is considered to be on terms no more favourable than in an arms' length arrangement. The Options are currently out of money by a significant amount, when compared to the prevailing share price as quoted on the ASX at the date of this Notice of Meeting.
- b. and the value of the options amounts to reasonable remuneration in the circumstances. The options are valued at less than the equivalent of 18% of the annual remuneration of the recipients.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities (or rights to securities) to a related party, 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.

It is the view of the directors that the exceptions in Listing Rule 10.12 does not apply in the current circumstances. Accordingly, Shareholder approval is sought under Listing Rule 10.11 for the grant of Options to the Related Parties.

Summary of the terms of the Options

It is proposed that the Directors will be issued Options for nil cash consideration, on the terms and conditions set out in Schedule 1. A summary of the terms is detailed below:

Total no. of Options	14,000,000
Exercise price	\$0.01
Vesting date	1 January 2016
Exercise period expiry	30 June 2018

The Options will be granted to the directors within 1 month following shareholder approval at the AGM.

Each Options entitles the holder to subscribe for one ordinary share upon exercise of the Option and payment of the exercise price. Each Option will vest from 1 January 2016.

The full terms and conditions of the Options are set out in Schedule 1.

Information required by Listing Rule 10.13

Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in respect of Resolution 4:

- a. The Related Parties are Mr Eddy Wu and Mrs Joyce Wang and they are related parties by virtue of being directors of the Company.
- b. The maximum number of Options (being the nature of the financial benefit being provided) to be granted to the Related Parties is 14,000,000 as follows:

Director	No of Options
Mr Eddy Wu	10,000,000
Mrs Joyce Wang	4,000,000
Total	14,000,000

- c. The value of the Options has been calculated using the Black-Scholes valuation methodology, which gives an Option a “value” based on inputs that include the market share price at grant date, the exercise price of the Options, the expected annualised volatility (84%) of the underlying shares, the period from grant until final exercise date, and an annual risk-free interest rate (2%), and a nil dividend yield. Applying the Black-Scholes methodology with a valuation date of 28 September 2015 the value of the Options is calculated as follows:

Director	No of Options	Options Value
Mr Eddy Wu	10,000,000	\$18,000
Mrs Joyce Wang	4,000,000	7,200
Total	14,000,000	\$25,200

- d. The Options will be granted to the related parties no later than 1 month after the date of the Annual General Meeting.
- e. The options will be issued for nil cash consideration, and accordingly, no funds will be raised.
- f. The terms and conditions of the Options are set out in Schedule 1.
- g. In accordance with the ASX Listing Rules 14.11 the Company will disregard any votes cast on this resolution by the persons who might to receive the Options if the resolution is passed and any associates of these persons. 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 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.
- h. If the Options granted to the Related Parties are exercised a total of 14,000,000 new ordinary shares would be issued with \$140,000 received by the Company as new capital. This will increase the number of shares on issue from 1,754,695,877 to 1,768,695,877 (assuming that no other shares are issued) with the effect that the shareholding of existing shareholders would be diluted by an aggregate of 0.79%.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

The terms and conditions of the Options are set out below:

Interpretation

In these terms and conditions the following terms will bear the following means unless the context otherwise requires:

\$ means Australian dollars, unless otherwise stated.

AEST means Australian Eastern Standard Time.

ASX means ASX Limited

Board means the Company's Board of Directors.

Business Hours means between the hours of 9:00am to 5:00pm AEST Monday to Friday.

Company means Queensland Mining Corporation Limited ACN 109 962 469.

Corporations Act means the Corporations Act 2001 (Cth).

Exercise Notice means a notice in writing stating the intention of the holder to exercise all or a specified number of the Options; and pay the Exercise Price in full for the exercise of each such Option.

Exercise Price means \$0.01.

Expiry Date means 30 June 2018

Options means an option which, if vested and exercised, will entitle the holder to subscribe for a Share.

Listing Rules mean the listing rules as amended from time to time of the ASX.

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

Shareholder means a holder of Shares.

Vesting Date means 1 January 2016.

Terms and conditions of the Options

1. Each Option entitles the holder to subscribe for one Share upon exercise of the Option and payment of the Exercise Price.
2. Each Option is issued for nil consideration.
3. The Options will not be quoted on ASX.
4. The Options will expire at 5:00pm AEST on the Expiry Date.
5. Upon granted, the Company will issue an option certificate or holding statement to the holder.
6. Holders may exercise the Options at any time from Vesting Date up to the Expiry Date. Any Option not exercised, automatically expires on the Expiry Date.
7. Options may only be exercised during Business Hours by the delivery of an Exercise Notice to the Company Secretary.

8. A notice in writing received outside Business Hours will be deemed received in the next opening of Business Hours.
9. The Options will be deemed to have been exercised on the date the Exercise Notice is received or deemed to be received by the Company.
10. Following receipt of full Exercise Price pursuant to the Exercise Notice the Company will allot the Shares to which a holder is entitled following exercise of Options and deliver a holding statement with respect to such Shares within the timeframe required by the Listing Rules.
11. The exercise of only some Options will not affect the rights of the holders to the balance of the Options held by them.
12. If the holder of the Options exercises less than the total number of Options registered in the holder's name:
 - a) the holder of the Options must surrender its option certificate, if one has been issued by the Company; and
 - b) the Company must cancel the certificate and issue the holder of the Options a new certificate or holding statement stating the remaining number of Options held by the holder.
13. Options will not confer an entitlement to receive dividends declared and paid by the Company, nor an entitlement to vote at general meetings of the Company unless the holder of the Options has exercised the Options before the record date for determining these entitlements and participates as a result of holding Shares.
14. All Shares issued on exercise of an Option will:
 - a) rank equally in all respects with other issued Shares;
 - b) be issued credited as fully paid;
 - c) be duly authorised and issued by all necessary corporation action; and
 - d) be allotted and issued free from all liens, charges and encumbrances whether known about or not, including statutory and other pre-emption rights and any transfer restrictions.
15. The Company will apply to ASX for official quotation of the Shares issued upon exercise of Options within the time period required by the Listing Rules.
16. The Options are not transferable.
17. A holder of Options does not have the right to participate in bonus issues or new issues of securities offered to Shareholders until Shares are allotted to the holder pursuant to the exercise of the Options.
18. In the event of reorganisation (including, without limitation, consolidation, sub-division, reduction or return) of the capital of the Company the rights of the holders of Options (including, without limitation, the number of Options to which the holder is entitled to and the Exercise Price) will be changed (as appropriate) in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
19. If the Company makes a pro-rata issue (other than a bonus issue) to existing Shareholders and no Shares has been issued in respect of the Options before the record date for determining entitlements to the issue, the Exercise Price of each Option will be reduced in the manner permitted by the Listing Rules applying at the time of the pro-rata issue.
20. If the Company makes a bonus issue to existing Shareholders and no Share has been issued in respect of that Options before the record date for determining entitlements to the issue, then the number of Shares over which that Option is exercisable will be increased in the manner permitted by the Listing Rules applying at the time of the bonus issue.
21. The Company is entitled to treat the registered holder of an Option as the absolute holder of that Option and is not bound to recognise any equitable or other claim to, or interest in, that Option on the part of any person other than the registered holder, except as ordered by a court of competent jurisdiction or as required by statute.

22. In the event of a takeover bid within the meaning of the Corporations Act is made for the Shares and the bidder becomes entitled to compulsorily acquire all of the Shares, the holder may exercise Options (vested and unvested) within the offer period after which all those Options will immediately lapse.
23. In the event a court orders a meeting to be held for a proposed scheme of arrangement in relation to the Company, the effect of which may be that a person will have relevant interest in at least 90% of the Shares and Shareholders pass the resolution by the requisite majorities, the holder may exercise Options (vested and unvested) before the scheme of arrangement closes, after which all those Options will immediately lapse.
24. In the event of the death of the holder, all vested Options may be exercised by the holder's executor or personal representative before the earlier of the twelve (12) month period following the date of death or Expiry Date, after which all those Options will immediately lapse.
25. In the event of the resignation (voluntary, by resolution of the shareholders or by a matter of law) of office of the holder, all vested Options may be exercised before the earlier of the three (3) month period following the date of cessation of office or Expiry Date, after which all those Options will immediately lapse.



All Correspondence to:

-  **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
-  **By Fax:** +61 2 9290 9655
-  **Online:** www.boardroomlimited.com.au
-  **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am (Sydney time) on Sunday 15 November 2015.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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




Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30 am (Sydney time) on Sunday 15 November 2015.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

-  **By Fax** + 61 2 9290 9655
-  **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
-  **In Person** Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Queensland Mining Corporation Limited

ABN 61 109 962 469

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Queensland Mining Corporation Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

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 named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **BDO Offices, Level 11, 1 Margaret Street, Sydney, NSW 2000 on Tuesday 17 November 2015 at 10:30am (Sydney time)** and at any adjournment of that meeting, 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 Resolution 3, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 3 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 3). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, 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
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf 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	Re-election of Mr Jun Qiu as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Eddy Wu as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of the Remuneration Report (non-binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to grant unlisted options to related parties - Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2015