



Queensland Mining Corporation Limited

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Suite 2004, Level 20, 201 Elizabeth Street, Sydney, NSW 2000

## 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 2:30pm (AEDT) on 29 November 2016 at the office of Boardroom Pty Limited, Level 12, 225 George 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 2016 Annual Report including the Annual Financial Report of the Company for the year ended 30 June 2016, 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 Dr Lakshman Jayaweera as a Director

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

“That, Dr Lakshman Jayaweera, 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 Dr Jayaweera.*
- *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 Dr Jayaweera's re-election.*

##### Resolution 2 – 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 2016 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 2*
- *The vote on Resolution 2 will be by way of poll.*
- *The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 2.*

### **Voting Exclusion Statement**

The Company will disregard any votes cast on Resolution 2:

- 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.

By order of the Board



Pipvide Tang  
Company Secretary  
24 October 2016

### **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 25 November 2016. 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 2016. Written questions must be submitted to the Company Secretary. Please send questions to [pip.tang@qmcl.com.au](mailto:pip.tang@qmcl.com.au) prior to 5:00pm on 25 November 2016.

## **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, Dr Lakshman Jayaweera**

The Company's constitution and ASX Listing Rules require one-third of the directors must retire from office at every annual general meeting. Accordingly, Dr Jayaweera will retire at the end of the meeting and offers himself for re-election. The profile of Dr Jayaweera is set out below:

**Dr Lakshman Jayaweera** MSc, PhD (UNSW)

*Non-executive Director*

(Appointed a director in January 2013)

Dr Jayaweera is a chemical engineer by profession with over 30 years of experience in the field of resource recovery sector in Australia, including his career success with Rio Tinto (formerly, CRA Ltd) from 1980 to 1986. He was the founder of Hydromet Corporation Limited, a company specialising in metallurgical processing and metal recycling field in Australia. During his tenure in the company from 1990 to 2012, he held various positions including the position as a managing director and executive chairman. Dr Jayaweera was the chairman of the board of investment of Sri Lanka in the year 2012 to 2014, which is the premier agency responsible for attracting foreign direct investment into the country.

Special responsibilities: Chairman of the Board, Audit & Risk Committee, Remuneration Committee and Nomination Committee.

Interest in shares: 32,485,879 ordinary shares

The non-candidate directors unanimously support the re-election of Dr Jayaweera.

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 Dr Jayaweera's re-election.

### **Resolution 2 – 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) must go up for re-election.

The 2015 Remuneration Report was approved by the shareholders in the 2015 Annual General Meeting.

Apart from the issues of options to three KMPs (in which the issues to two directors were approved by the shareholders in the 2015 Annual General Meeting), the remuneration packages of the directors and KMP in FY2016 were remained the same as in 2015.

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.

#### 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](http://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 2:30pm (AEDT) on Sunday, 27 November 2016.**

### 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:

- 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.
- 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 **2:30pm (AEDT) on Sunday, 27 November 2016.** 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** Boardroom Pty Limited  
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

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## 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:

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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 the office of **Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000 on Tuesday, 29 November 2016 at 2:30pm (AEDT)** 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 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 2 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 2). 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 Dr Lakshman Jayaweera as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Adoption of the Remuneration Report (non-binding)	<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

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016