



28 October 2011

ASX Limited  
20 Bridge Street  
Sydney NSW 2000

**NOTICE OF ANNUAL GENERAL MEETING/ PROXY FORM**

Queensland Mining Corporation Limited (ASX: QMN) attaches the following;

- Notice of Annual General Meeting and explanatory memorandum;
- Proxy Form

Yours faithfully,

**QUEENSLAND MINING CORPORATION LIMITED**

A handwritten signature in black ink, appearing to read 'Richard Hill', is written over a light blue horizontal line.

**Richard Hill**  
*Company Secretary*



## NOTICE OF ANNUAL GENERAL MEETING

This Notice of Meeting and Explanatory Memorandum should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Notice is hereby given that the Annual General Meeting of the shareholders of Queensland Mining Corporation Limited (Company) will be held at 11:00 a.m. on 28 November 2011 at the CTA Business Club, 19-29 Martin Place, MLC Plaza, Sydney, NSW, 2000 for the purpose of transacting the business referred to in this Notice of 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 2011 Annual Report including the Annual Financial Report of the Company for the year ended 30 June 2011, together with the Director's declaration and report in relation to that financial year and the auditor's report on those financial statements.

#### Resolution 1 – 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 (Cth), as contained in the Director's Report of the Company's Annual Report, for the year ended 30 June 2011 be adopted, details of which are set out in the explanatory memorandum in Resolution 1 in the Notice of Meeting."*

#### Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by Mr David Usasz, Mr Richard Hill, Mr Brian Rear and Mr Howard Renshaw (being non-executive Directors and the Managing Director of the Company during the period) and any associate of Mr Usasz, Mr Hill, Mr Rear and Mr Renshaw. 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.

#### Resolution 2 – Re- Election of Mr David E Usasz

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

*"That Mr David E Usasz, who retires by rotation in accordance with Clause 21.3 of the Company's Constitution and being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

#### Resolution 3 – Election of Mr Brian Rear

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

*"That Mr Brian Rear who, having been appointed to the Board since the last Annual General Meeting of the Company, resigns and being eligible, offers himself for election, be elected as a Director of the Company."*

### SPECIAL BUSINESS

#### Resolution 4 – Approval of the Issue of Ordinary Shares Pursuant to Listing Rule 7.1

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

*"That the Company approves for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of up to a maximum of 50,000,000 fully paid ordinary shares in the capital of the Company, on the terms which are set out in the explanatory memorandum to Resolution 4 in the Notice of Meeting."*

### Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4 by a person who may participate in the proposed issue, 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, or their associates. As such, a shareholder who casts a vote under this "Resolution 4" cannot be issued shares unless their vote has been disregarded.

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.

### Resolution 5 – Approval of the Issue of Unlisted Options Pursuant to Listing Rule 7.1

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

*"That the Company approves for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of up to a maximum of 25,000,000 unlisted options (strike price 20 cents), on the terms which are set out in the explanatory memorandum to Resolution 5 in the Notice of Meeting."*

### Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 5 by a person who may participate in the proposed issue, 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, or their associates. As such, a shareholder who casts a vote under this "Resolution 5" cannot be issued shares unless their vote has been disregarded.

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.

### Resolution 6 – Issue of Options to Tulla Resources Group Pty Ltd

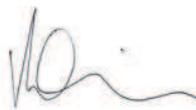
To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*"That for the purposes of ASX Listing Rule 7.1 and all other purposes, the Company approves the issue of 6,000,000 Options to subscribe for Shares in the Company to Tulla Resources Group Pty Limited as trustee for the Tulla Resources Investment Trust, at the exercise price and otherwise on the terms specified in the Explanatory Memorandum to Resolution 6 accompanying this Notice of Meeting, and upon exercise, to allot Queensland Mining Corporation Limited Shares."*

### Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 6 by Tulla Resources Group Pty Limited, or any associates of that company. 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  
Queensland Mining Corporation Limited



Richard Hill  
Company Secretary

Dated: 24 October 2011

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### NOTES:

1. The Chairman intends to vote all undirected proxies in favour of the resolution except where a voting restriction applies.
2. A shareholder entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote instead of the shareholder. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. A proxy need not be a shareholder of the Company.
3. A proxy form accompanies this notice of meeting and contains additional information.
4. To be valid, duly completed proxy appointment authorities under which a proxy form is signed, such as a power of attorney, must be received by the Company at an address specified in the proxy form no later than 48 hours before the time in Sydney of the commencement of the meeting.
5. A proxy form and proxy appointment authorities may be lodged in person or mail at the registered office of the Company C/o DFK-Richard Hill, Level 11, 32 Martin Place, Sydney, NSW, 2000 Australia or at the Share registry at Boardroom Limited, Level 7, 207 Kent Street, Sydney, NSW, 2000, GPO Box 3993 NSW 2001 Australia or by facsimile to 612 9290 9655 (Attention: Company Secretary).
6. For the purpose of the meeting, shares in the Company will be taken to be held by those persons who are registered holders at the close of business on 25 November 2011. Accordingly, transactions registered after that time will be disregarded in determining entitlement to attend and vote at the meeting.
7. The constitution of the Company provides that a quorum for an Annual General Meeting of the Company is two shareholders.

# EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders in connection with the Annual General Meeting of shareholders to be held on 28 November 2011 at 11:00 a.m. (Sydney time) at the CTA Business Club, 19-29 Martin Place, MLC Plaza, Sydney, NSW, 2000.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting and is a brief explanation of the matters contained in the Notice of Annual General Meeting.

## ORDINARY BUSINESS

### Resolution 1 – Adoption of the Remuneration Report

Consistent with section 250R of *The Corporations Act 2001* (Cth), the Company submits to Shareholders for consideration and adoption by way of a non-binding resolution its Remuneration Report for the year ended 30 June 2011.

The Remuneration Report is a distinct section of the Annual Director's Report which deals with the remuneration of Director's and Executives of the Company. The Remuneration Report can be located in the Company's Annual Report on pages 37-39.

The factors considered in reviewing the proposed amount also included:

- the need for boards of directors to attract and retain talented members;
- general market movement in non-executive Director remuneration; and
- the considerable change in the market place in relation to the role of Boards of Directors which include their fiduciary responsibilities.

### Resolution 2 – Re-election of Mr David E Usasz

Mr David E Usasz was appointed as a Director on 15 June 2007.

The Company's constitution requires, at every annual general meeting, one-third of the directors retire from office. The director to retire at an Annual General Meeting is the director who has been longest in office since their election. Accordingly, David Usasz offers himself for re-election.

### A brief description of the director offering himself for re-election is set out below.

Mr. David E Usasz is the Chairman and a Non-Executive Director of QMC.

David is a recently retired partner of Pricewaterhouse Coopers, 1977- 2007 after 20 years as a partner in the Corporate Finance Division focusing on Tax, Mergers and Acquisitions. He has been a registered tax agent for more than 25 years, worked in Hong Kong three years and worked extensively with Japanese and Chinese investors in Australia.

David is a board member of ASX listed Cromwell Corporation Limited. He was previously a director of Australian Rugby Union Limited (2005-2007).

### Resolution 3 – Election of Mr Brian Rear

Mr Brian Rear was appointed as a Director on 19 May 2011.

The Company's constitution and ASX listing rules require a Director who is newly appointed by the Board to stand for re-election at the next Annual General Meeting after this appointment. Accordingly, Mr Brian Rear offers himself for re-election.

### A brief description of the director offering himself for election is set out below.

Brian has had extensive experience in Australia, Papua New Guinea, the United Kingdom, Africa and Asia with first hand experience in copper processing, metallurgical recovery, gold, uranium and base metals, as well as thermal coal, mineral sands and industrial minerals.

He is a graduate of the Western Australian School of Mines, The Royal School of Mines London and the University of South Africa. He is a member of the Australian Institute of Company Directors.

Brian is currently the CEO and a director of Millennium Minerals Limited.

## SPECIAL BUSINESS

### Resolution 4 – Approval of Issue of Ordinary Shares Pursuant to Listing Rule 7.1

The Board seeks shareholder approval for the issue of up to 50,000,000 fully paid ordinary shares in the Company. The shares will be issued at a price which will be at least 80% of the weighted average market price of the Company's shares, in order to raise approximately \$3,000,000.

The following provides a brief explanation as to the ASX listing rules and the purpose of the resolution.

ASX Listing Rule 7.1 imposes a cap of 15% of the Company's issued capital that a company may issue in a 12 month period without shareholder approval. The issue of up to a maximum of 50,000,000 fully paid ordinary shares is above the 15% limit and therefore requires shareholder approval.

Pursuant to Listing Rule 7.3.2, the Company must issue these securities within three months from the date of this meeting.

As outlined above, and in accordance with Listing Rules 7.3.1 and 7.3.3, the Company can issue up to a maximum of 50,000,000 shares at a price which will be at least 80% of the average market price for securities in that class to raise approximately \$3,000,000. The average market price is calculated over the last 5 days on which sales in the securities were recorded before the day on which the issue was made.

The names of the allottees are not yet known, however, allottees will be sophisticated or professional investors, or clients of Licensed Securities Dealers. The allottees will not include a related party pursuant to Listing Rule 10.11. The issued securities will rank equally in all respects with the shares already on issue. Allotment may occur progressively over a three month period from the date of this meeting.

Based on 402,597,477 fully paid ordinary shares currently on issue, the issue of the proposed shares (50 million) pursuant to this resolution would have a dilution effect of approximately 12% (with a corresponding increase in cash reserves of approximately \$3,000,000). The Company presently has 97,586,589 options on issue, exercisable at prices varying from \$0.10 to \$0.35 each. The dilution effect of the exercise of all options currently on issue (97,586,589) plus the issue of the proposed shares (50,000,000) totaling 147,586,589 would be 37%.

The proposed application of funds is detailed below. The Company advises that the use of funds raised is subject to change based on budgeted priorities and drilling results as they become available.

## EXPLANATORY MEMORANDUM (CONT.)

The Company will use the funds raised primarily for working capital purposes together with continued drilling operations on selected tenements, scoping studies to develop mining operations, develop mining operations and/or enhance production for processing of copper and gold products as set out in the following table;

Project Type	Project	Budgeted Expenditure \$
Gold	Mt Freda/ Evening Star	200,000
	Gilded Rose	200,000
Copper/Gold	White Range	500,000
	Duck Creek EPMs & MLs	200,000
	Evening Star	200,000
Exploration	White Range EPM	200,000
Copper Development	Young Australian	500,000
<b>Total Drilling, Geological &amp; Associated Expense</b>		<b>2,000,000</b>
Development work - White Range Copper Project		400,000
Working Capital		600,000
<b>Total</b>		<b>3,000,000</b>

### Resolution 5 – Approval of Issue of Unlisted Options Pursuant to Listing Rule 7.1

The Board seeks shareholder approval for the issue of up to 25,000,000 unlisted options (strike price 20c) to subscribe for fully paid shares in the capital of the Company. The principle terms of the options are as follows;

- The options are issued for no consideration in conjunction with the issue of ordinary shares with a maximum entitlement of one option per share;
- Up to 25,000,000 options may be exercised in the Exercise period commencing 30 November 2011 and expiring on 31 May 2013 at an exercise price of \$0.20 for each option exercised;
- Pursuant to Listing Rule 7.3.2, the Company must issue these securities within three months from the date of this meeting;
- The names of the allottees are not yet known, however, the allottees will be sophisticated or professional investors, or clients of Licensed Securities Dealers. The allottees will not include a related party pursuant to Listing Rule 10.11;
- Shares issued upon the exercise of the options shall rank pari passu in all respects with the existing shares of the Company;
- The Company will apply for shares issued upon the exercise of options to be quoted on the ASX;
- The terms of the options allow the rights of an optionholder to be changed to comply with the listing rules applying to a reorganisation of capital at the time of the reorganisation;
- During the currency of the optionholder's option and before its exercise the optionholder is not entitled to participate in any new issue of securities of the Company as a result of holding the option;
- In the event of a pro-rate rights issue (except a bonus issue) to the holders of shares, the exercise price of an option may be reduced pursuant to Listing Rule 6.22.2;

- If the Company makes a bonus issue, the holder of options which have not expired at that time for determining entitlements to the bonus issue shall be entitled to have issued to them upon the exercise of any of those options, the number of shares which would have been issued under the bonus issue the person registered as holding the same if the options had been exercised prior to the entitlement date for participation in the bonus issue; and
- Funds raised through the exercise of these options will be used to support the working capital requirements of the Company as well as to support project expenditure from time to time (an example of the intended application of funds to support current projects is provided above in Resolution 4).

The full terms of these options will be provided to any shareholder on request.

### Resolution 6 – Issue of Options to Tulla Resources Group Pty Ltd (Tulla)

Under the loan agreement with Tulla, the Company also agreed to issue 6,000,000 unlisted options to subscribe for shares in the Company to Tulla, subject to the approval of shareholders of the Company. Resolution 6 seeks that approval. The principle terms of the options are as follows;

- No. of Options: 6,000,000
- Issue Date: no later than 30 November 2011
- Expiry Date: 3 years from the date of issue
- Exercise Price: the greater of:
  - (i) 10 cents per share; and
  - (ii) The VWAP for the 10 last trading days immediately prior to the issue of the options, less 20 per cent.
- The loan agreement also provides that in the event the options are not issued by 30 November 2011, the Company is required, in lieu of issuing the options, to instead pay to Tulla the sum of \$150,000 (plus any applicable GST) on or before 16 December 2011.
- As at the date of this notice of meeting, Tulla holds a relevant interest of 6.55% in the Company. If the options are exercised, presuming no further acquisition of shares by Tulla and no further issue of shares by the Company, this interest will increase to 7.91%.
- The maximum number of securities to be issued is 6,000,000 options. Each option entitles the holder to subscribe for 1 fully paid ordinary share in the Company;
- The options will be issued by 30 November 2011, and it is intended that allotment will occur on the same date;
- Whilst no payment is being made for the issue of the options, the consideration is the provision of the loan per se;
- The names of the allottee is Tulla Resources Group Pty Limited as trustee for the Tulla Resources Investment Trust;
- No funds will be raised by the issue of the options unless they are exercised. The minimum amount raised from the exercise of all of the options (at 10 cents each) will be \$600,000, which funds will form part of the working capital of the Company.



**FOR ALL ENQUIRIES CALL:**  
(within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

**FACSIMILE**  
+61 2 9290 9655

**ALL CORRESPONDENCE TO:**  
Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001  
Australia

## Name and Address

### 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 on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

## YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 11.00am Saturday 26 November 2011

## TO VOTE BY COMPLETING THE PROXY FORM

### STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman 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 Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### 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.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning 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

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in 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 voting rights are to be voted on any item by inserting the percentage or number of securities 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 your vote on that item will be invalid.

### 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 must 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 must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

### STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **11.00am on Monday, 28 November 2011**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxies may be lodged using the reply paid envelope or:**

**BY MAIL -** Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

**BY FAX -** + 61 2 9290 9655

**IN PERSON -** Share Registry – Boardroom Pty Limited, Level 7, 207 Kent 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

<Address 1>  
 <Address 2>  
 <Address 3>  
 <Address 4>  
 <Address 5>  
 <Address 6>

<BARCODE>

**STEP 1 - Appointment of Proxy**

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

the Chairman of the Meeting (mark with an 'X') **OR**

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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 at the **Annual General Meeting of Queensland Mining Corporation Limited to be held at the CTA Business Club, 19-29 Martin Place, MLC Plaza, Sydney, NSW, 2000 on Monday 28 November 2011 at 11am** 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.

If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of resolutions 1 to 6, please mark this box. *By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the Meeting for those resolutions, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called. By marking this box I/we acknowledge the Chairman of the Meeting can exercise my/our proxy even though he has an interest in the outcome of the resolution and unless a specific voting direction has been specified below, the Chairman of the Meeting is directed to vote in accordance with his voting intention as set out below.*

*The Chair will vote all undirected proxies in favour of resolution 1*

**STEP 2 - Voting directions to your Proxy – please mark  to indicate your directions**

Ordinary Business		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr David E Usasz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr Brian Rear	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Business				
Resolution 4	Approval of the issue of up to 50,000,000 ordinary shares pursuant to Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of the issue of up to 25,000,000 unlisted options pursuant to Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of the issue of up to 6,000,000 unlisted options to Tulla Resources Group P/L	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

\*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 votes will not be counted in computing the required majority on a poll.

**STEP 3 - PLEASE SIGN HERE** This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

<b>Individual or Securityholder 1</b>	<b>Securityholder 2</b>	<b>Securityholder 3</b>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ..... Contact Daytime Telephone ..... Date / / 2011