



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 2:30pm (AEDT) on 22 November 2013 at the Christie Conference Centre, 3 Spring 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 2013 Annual Report including the Annual Financial Report of the Company for the year ended 30 June 2013, 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 (casual vacancy) as a Director

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

“That Mr Qiu who, having been appointed to the Board since the last Annual General Meeting of the Company, resigns and being eligible, offers himself for re-election, be elected 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 – 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 Directors' Report of the Company's 2013 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 by any of the following persons:

- a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or
- b) A Closely Related Party of such a member.

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.

CONTINGENT BUSINESS

Resolution 3 – Spill Resolution

If, in respect of Resolution 2 (Adoption of the 2013 Remuneration Report), at least 25% of the votes cast are against the adoption of the Remuneration Report, the Chairman will put the following resolution to vote at the Annual General Meeting to be passed as an ordinary resolution:

“That, as required by Section 250V of the Corporations Act 2001 (Cth):

- a) another meeting (the “spill meeting”) of the Company’s members be held within ninety (90) days of the date of this annual general meeting.
- b) all the Company’s directors at the time of the Spill Meeting who:
 - i) were directors of the Company when the Directors’ Report for the financial year ended 30 June 2013 (considered at this annual general meeting) was approved by the Board; and
 - ii) are not a managing director/CEO of the Company, who may, in accordance with ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office, shall cease to hold office immediately before the end of the Spill Meeting; and
- c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Resolution be put to the vote at the Spill Meeting.”

Notes:

If Resolution 3 is required to be put to the meeting,

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

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 3 by any of the following persons:

- a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or
- b) A Closely Related Party of such a member.

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
21 October 2013

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 20 November 2013. 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 7, 207 Kent 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 2013. Written questions must be submitted to the Company Secretary. Please send questions to pip.tang@qmcl.com.au prior to 5:00pm on 15 November 2013.

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 a director who is newly appointed by the Board to stand for re-election at the next Annual General Meeting after his appointment. 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 21 June 2013)

Mr Qiu is a director and shareholder of Great Tang Brothers Resource 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.

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: Remuneration report

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.

Director and executive remuneration has been a key priority for the current Board following the shareholder voting outcome at 2012 Annual General Meeting which resulted in the Company receiving its "first strike" in accordance with legislation introduced in 2011. The 2013 Remuneration Report set out the remuneration of the directors and key management personnel whom were in the office during the financial year. Except the current Chairman, Dr Lakshman Jayaweera, all the directors and key management personnel named in the 2013 Remuneration Report have left the Company. It is the result of the restructuring process initiated by the Company and completed recently. The current Board of Directors is confident that adequate and appropriate action has been taken to address the concerns raised by Shareholders in the 2012 Annual General Meeting.

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 key management personnel as your proxy, you should direct them how to vote if you want your shares to be casted on this resolution.

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

Resolution 3: Spill Resolution

As discussed in this Explanatory Memorandum for Resolution 2 (Adoption of the 2013 Remuneration Report), if at least 25% of the votes cast in respect of the adoption of the 2013 Remuneration Report are against the resolution, the Spill Resolution will be put to the meeting for Shareholders to consider.

If the Spill Resolution is put to the meeting and passed, the Company is required to hold a Spill Meeting within ninety (90) days from the date of this annual general meeting. All of the Company's Directors (excluding the Managing Director/CEO of the Company who may, in accordance with the ASX Listing Rules, continue to hold office) immediately before the end of the Spill Meeting and may stand for re-election at the Spill Meeting. Shareholders will be able to put forward their own nominees for consideration at the Spill Meeting.

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

Shareholders should be aware that if a Spill Meeting is required to be convened, this will result in the Company incurring material additional expense in conducting a meeting as well as potential disruption to the running of the Company as a result of management distraction, the logistics involved in organising the Spill Meeting and the diversion of resources. This course of action should therefore be considered extremely carefully by Shareholders.

Further, Shareholders should note that, although voting exclusions apply in respect of the Spill Resolution, there are no voting exclusions applicable to the resolutions appointing directors at the subsequent Spill Meeting. Accordingly there is no barrier for the existing major Shareholders exercising their voting rights to support the re-appointment of the existing Directors at the subsequent Spill Meeting.

If the Spill Resolution is passed, each of the outgoing Directors intends to stand for re-election at the Spill Meeting and to vote their own shares in support of their re-appointment.



All Correspondence to:

-  **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- Level 7, 207 Kent Street,
Sydney NSW 2000 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 2:30pm (AEDT) on Wednesday 20 November 2013**

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 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 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 Wednesday 20 November 2013**. 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 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

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** and entitled to attend and vote hereby appoint

Appoint the **Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman 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 Chairman of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Christie Conference Centre, 3 Spring Street, SYDNEY NSW 2000 on Friday 22nd November 2013, 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.

If the Chair 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 as your proxy in respect of resolutions 2 & 3, please place a mark in the box.

By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of resolutions 2 & 3 and that votes cast by the Chair of the meeting for these 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 Chair will not cast your votes on resolutions 2 & 3 and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

The Chairman of the Meeting intends to vote undirected proxies in favour of resolutions 1 & 2 and against resolution 3.

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 Qui as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Spill Resolution (if required)	<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 / / 2013