

NOTICE OF SIXTIETH ANNUAL GENERAL MEETING

The Sixtieth Annual General Meeting of Shareholders of the Company will be held at the office of Hall Consulting Group, Level 4, Suite 4.02, 9 Help Street, Chatswood, on Thursday the 13th day of November, 2014 at 12 noon for the following reason —

BUSINESS

1. To receive, consider and discuss the Financial Report and Reports of the Directors and Auditors for the year ended 30 June 2014.

Note: There is no requirement for shareholders to approve these reports.

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

“That Mr Nicholas P D White, a director retiring in accordance with Article 14.6 and being eligible for re-election, be re-elected as a director of the Company.”

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

“That the Remuneration Report, as contained in the Directors’ Report of the Company, for the year ended 30 June 2014 be adopted for the purpose of section 250R(2) of the Corporations Act”

Note: Section 250R (3) of the Corporations Act provides that the vote on this resolution is advisory only and does not bind the directors or the Company

4. To transact any other business which may be brought forward in conformity with the Company’s Articles of Association.

By order of the Board
Sydney, 30th September 2014
Peter B White, Executive Director

PROXIES

A Proxy Form is enclosed to cover the Annual General Meeting and it is advised —

1. A member who is entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member’s voting rights. A proxy need not be a member of the Company.
3. To be effective, the form appointing proxy must be delivered to the Registered Office of the Company at C/-Hall Consulting Group, Level 4, Suite 4.02, 9 Help Street, Chatswood, NSW, 2067, or PO Box 1355, Chatswood, NSW, 2057, not later than 48 hours before the Annual General Meeting or adjournment. (Fax no: 02 9411 4010)
4. **Voting - Record Date:** the Directors have determined that the persons eligible to vote at the AGM will be those persons who are registered shareholders at close of business on 11th November 2014. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.
5. **Voting Exclusions:** In accordance with the Corporations Act, a vote must not be cast on Item 3 of the ordinary business by any Key Management Personnel the details of whose remuneration are included in the Remuneration Report, and any Closely Related Party of such Key Management Personnel.

However, the Company need not disregard a vote in relation to Item 3 if it is cast by a person (including a person chairing the meeting) as proxy for a person who is entitled to vote, in accordance with the directions on the relevant proxy form. **The Chairman of the Meeting intends to vote all available proxies in favour of Item 3 of business.**

Please refer to the explanatory notes below for more information on Voting Exclusions.

NOTICE OF SIXTIETH ANNUAL GENERAL MEETING

DIRECTORS

The closing date for the receipt of nominations of persons for the office of Director is Tuesday 14th October 2014.

EXPLANATORY NOTES

Directors' Recommendations

The directors recommend that all shareholders vote in favour of Item 2 & 3

Voting Exclusions

In accordance with the Corporations Act, a vote must not be cast (in any capacity) on Item 3 (and will be taken not to have been cast if cast contrary to this exclusion) by a member of the key management personnel, details of whose remuneration are included in the remuneration report, and any closely related party of such a member. However, the member or any closely related party of such a member may vote if:

- a) It is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the resolution, or by a person who is the chair of the meeting at which the resolution is voted on and the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel; and
- b) It is not cast on behalf of the member or any closely related party of such a member.

If a Shareholder wishes to nominate the Chairman of the meeting as their proxy for the purpose of Item 3, the shareholder will be directing the Chairman to vote in accordance with the Chairman's voting intention unless you indicate otherwise by marking the 'For', 'Against' or 'Abstain' boxes. The Chairman of the meeting intends to vote undirected proxies in favour of each item of business, although he can only do so in relation to resolution 3 if the shareholder provides an express authorisation to do so in the proxy form.

Two strikes and re-election

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Bill 2011*, introduces the "two strikes and re-election" process that applies to the non-binding shareholder vote on the remuneration report.

The "first strike" will occur where a resolution at an AGM to adopt the company's remuneration report receives a "no" vote of 25% or more (i.e. 25% of the votes cast). Where this occurs, the notice of meeting for the subsequent AGM:

- must explain the circumstances in which s 250V(1) would apply; that is, the notice must explain what will happen should the resolution to adopt the remuneration report again receive a "no" vote of at least 25% (s 250V provides that, in that event, an ordinary resolution (the "spill resolution") to hold fresh elections for directors at a special meeting within 90 days must be put to the vote at the AGM), and
- must inform members that, in that event, the spill resolution will be put at the AGM (s 249I(s)(b)).

**PACIFIC MINING LIMITED
FORM OF PROXY**

for
Annual General Meeting
12 noon Thursday, 13th November, 2014
at the office of Hall Consulting Group, Level 4, Suite 4.02, 9 Help Street
Chatswood NSW 2067

APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We.....of

.....

Being a member/members of the abovenamed company hereby appoint:

☐ the Chairman of the meeting OR

or failing the individual, or if no individual is named, the Chairman of the Meeting, as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 13th November 2014, and at any adjournment thereof.

Chairman authorised to exercise undirected proxies on remuneration resolution: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 3** (except where I/we have indicated a different voting intention below) even though **Item 3** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business.

Important Note: if the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 3 by making the appropriate box in step below.

Should you desire to direct your proxy how to vote please insert **X** on the appropriate line hereunder, otherwise your proxy will vote as he thinks fit.

(Please note: if you mark the ABSTAIN box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.)

ITEMS OF BUSINESS

FOR AGAINST ABSTAIN

2 To re-elect Mr Nicholas P D White

☐☐☐

3 To adopt the remuneration report

☐☐☐

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

SIGNATURE OF SHAREHOLDER(S)

Please refer to the instructions set out in "Signing Instructions for Proxy Form"

Print Full Name.....

Signature.....

Position: ☐ Individual/Sole Director and Sole Company Secretary ☐ Director

☐ Director/Company Secretary

Contact Name:Contact Daytime Telephone:Date...../...../.....

**PACIFIC MINING LIMITED
FORM OF PROXY**

**for
Annual General Meeting
12 noon Thursday, 13th November, 2014
at the office of Hall Consulting Group, Level 4, Suite 4.02, 9 Help Street
Chatswood NSW 2067**

Proxies must be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting.

Principal and Registered Office in Australia
C/- Hall Consulting Group
PO Box 1355
Chatswood NSW 2057
Fax no: 02 9411 4010

Shareholders are entitled to appoint not more than two proxies who need not be shareholders. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.

SIGNING INSTRUCTIONS FOR PROXY FORM

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney with your Proxy Form when you return it.

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

ATTENDING THE MEETING

Bring this form to assist registration. If a representative of a corporate shareholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

