

GENERAL MINING CORPORATION LIMITED

ACN 125 721 075

INFORMATION MEMORANDUM

including

NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY STATEMENT AND PROXY FORM

TO ASSIST SHAREHOLDERS IN THEIR CONSIDERATION OF RESOLUTIONS TO BE PUT AT THE
ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD AT
PARK BUSINESS CENTRE, 45 VENTNOR AVENUE, WEST PERTH, WESTERN AUSTRALIA
ON MONDAY, 30 NOVEMBER 2015 AT 2.00pm WST

THIS DOCUMENT IS IMPORTANT

*If you do not understand this document or are in any doubt as to how to deal with this document, you should consult your
stockbroker, solicitor, accountant or other professional adviser immediately.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary
on +61 8 9227 1186*

FOR THOSE SHAREHOLDERS WHO HAVE ELECTED TO RECEIVE A PRINTED COPY
OF THE ANNUAL REPORT, THE 2015 ANNUAL REPORT ACCOMPANIES THIS
NOTICE. THE REPORT IS ALSO AVAILABLE ON THE COMPANY'S WEBSITE:
www.generalmining.com

GENERAL MINING CORPORATION LIMITED

ACN 125 721 075

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of General Mining Corporation Limited (**Company**) will be held at Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia on Monday, 30 November 2015 at 2.00pm WST for the purpose of transacting the following business:-

ORDINARY BUSINESS

Accounts

To receive and consider the Financial Report for the financial period ended 30 June 2015.

Note: there is no requirement for Shareholders to approve the Financial Report.

1. Resolution 1 Re-election of Director - Mr Michael Fotios

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

That, for all purposes, Mr Michael Fotios, who retires by rotation in accordance with Listing Rule 14.4 and clause 15.4 of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.

2. Resolution 2 Election of Director - Mr Alan Still

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

That, for all purposes, Mr Alan Still, who was appointed by the Board since the last Annual General Meeting and retires in accordance with clause 15.3 of the Constitution and, being eligible, offers himself for election, be elected as a Director of the Company.

3. Resolution 3 Election of Director - Mr Michael Kitney

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

That, for all purposes, Mr Michael Kitney, who was appointed by the Board since the last Annual General Meeting and retires in accordance with clause 15.3 of the Constitution and, being eligible, offers himself for election, be elected as a Director of the Company.

4. Resolution 4 Adoption of Remuneration Report

To consider and if thought fit to pass the following resolution as a non-binding resolution:-

That, for the purposes of Section 250R(2) of the *Corporations Act* 2001 (Cth) (**Corporations Act**) and for all other purposes, the section of the report of the Directors in the 2015 Annual Report dealing with the remuneration of the Company's key management personnel (**Remuneration Report**) be adopted.

NB. This resolution shall be determined as if it were an ordinary (majority) resolution, but under s250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors of the Company.

Voting Exclusion

In accordance with the Corporations Act, the Company will disregard any votes cast on resolution 4 (in any capacity) by any key management personnel of the Company (as defined in section 9 of the Corporations Act) (**KMP**) whose remuneration are included in the Remuneration Report and any of their closely related parties (as

defined in section 9 of the Corporations Act). However, the Company need not disregard any votes cast on this resolution by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting on resolution 4 as described above and either:

- (a) the person is acting as proxy and the Proxy Form specifies how the proxy is to vote on the resolution; or
- (b) the person is the Chairman voting an undirected proxy and the Chairman's appointment expressly authorises the Chairman to exercise the proxy even though the resolution is connected with KMP remuneration.

If you are a KMP or a closely related party of KMP (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of KMP include Directors and certain senior executives.

5. **Resolution 5 Adoption of Employee Share Option Plan**

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

That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)), sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the General Mining Corporation Limited Employee Share Option Plan (**Option Plan**), the terms of which are summarised in the Explanatory Statement accompanying this Notice of Annual General Meeting, and the issue of securities under the Option Plan from time to time (including the grant of Options and the issue of Shares upon exercise of those Options) and the giving of benefits under the Option Plan in connection with any future retirement from office or position of employment with the Company.

Voting Exclusion

The Company will disregard any votes cast on resolution 5 by any Director of the Company (except one who is ineligible to participate in the Option Plan) and their associates, unless the vote is cast by such a person as proxy for a person entitled to vote in accordance with a direction on the proxy appointment, or by the Chairman of the Meeting as proxy for a person entitled to vote in accordance with a direction on the proxy appointment.

The Company will also disregard any votes cast on resolution 5 by a member of the KMP or their closely related parties, acting as proxy for another person, where the proxy form does not specify how the proxy is to vote, with the exception that votes cast by the Chairman as proxy appointed in writing where the proxy appointment expressly authorises the Chairman to vote undirected proxies as the Chairman sees fit and exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the KMP will not be disregarded.

A Shareholder who is an employee or Director, or potential employee or Director, of the Company (including KMP) or any of its related bodies corporate, who may participate in the Option Plan, or an associate of any of those persons, should not cast any votes on resolution 5 if they wish to preserve the benefit of the approvals being sought for that person. However, a person may cast a vote on resolution 5 and will not lose the benefit of the approvals being sought if the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- delivery in person to the Company at Ground Floor, 89 Burswood Road, Burswood WA 6100; or
- post to the Company at PO Box 4424, Victoria Park WA 6979; or
- facsimile to the Company on facsimile number +61 8 9227 8178,

so that it is received not later than 2.00pm (WST) on Saturday, 28 November 2015. **Proxy Forms received later than this time will be invalid.**

ENTITLEMENT TO ATTEND AND VOTE

The Company may specify a time, not more than 48 hours before the meeting, at which a "snap-shot" of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the meeting.

The Company's Directors have determined that all shares of the Company that are quoted on ASX at **4.00pm (WST) on Saturday, 28 November 2015** shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the shares at that time.

Dated this 28th day of October 2015

By order of the Board of Directors

Karen E V Brown
Company Secretary

EXPLANATORY STATEMENT

Introduction

This Explanatory Statement has been prepared for the information of Shareholders of the Company to better understand the resolutions to be put to the Annual General Meeting to be held on 30 November 2015 at 2.00pm WST.

Accounts

The Corporations Act requires the financial statements and the reports of the Directors and Auditor be laid before the Annual General Meeting. There is no requirement for shareholders to approve those reports. However, in accordance with the Corporations Act, shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions or make comments about those reports. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the independent audit report, and may submit written questions to the auditor in relation to these matters by sending the questions to the Company no later than five business days prior to the Meeting.

Resolution 1 Re-election of Mr Michael Fotios

In accordance with clause 15.4 of the Company's Constitution and Listing Rule 14.4, at every annual general meeting, one third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are to be those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement. For this reason, Mr Fotios retires and approval is sought for his re-election.

Mr Fotios retires as a director of the Company in accordance with Listing Rule 14.4 and clause 15.4 of the Constitution and, being eligible, offers himself for re-election.

Mr Fotios B.Sc. (Hons. Geology), MAusIMM, is a Geologist specialising in Economic Geology with 29 years extensive experience in exploration throughout Australia, taking projects from exploration to feasibility. He has held positions with Homestake Australia Limited and Sons of Gwalia Limited and was a Managing Director of Tantalum Australia NL (now ABM resources Ltd) and of Galaxy Resources Limited. He was a non-executive director of Northern Star Resources Ltd (from September 2009 to October 2013), a director of Stirling Resources Limited (September to November 2012) and founder and Executive Chairman of Investmet Limited. He is also currently a director of Horseshoe Metals Limited (from May 2012), Pegasus Metals Ltd (from December 2009), Swan Gold Mining Limited (from September 2012) and Redbank Copper Limited (from September 2012).

He is Executive Chairman of the Company and a member of the Audit and Remuneration Committees.

The Directors, with Mr Fotios abstaining, recommend Shareholders vote in favour of re-electing Mr Fotios as a Director.

Resolution 2 Election of Mr Alan Still

Mr Alan Still was appointed by the Board as a Director to fill a casual vacancy on 21 October 2015 and in accordance with clause 15.3 of the Company's Constitution holds office until the conclusion of the next meeting of the members of the Company. For this reason, Mr Still retires and approval is sought for his election.

Mr Still retires as a director of the Company in accordance with clause 15.3 of the Constitution and, being eligible, offers himself for election.

Mr Still is a metallurgist with over 40 years' experience in a range of commodities including a detailed knowledge of a number of African based rare metal projects. Mr Still is also a director of ASX listed Horseshoe Metals Limited, Swan Gold Mining Limited and Pegasus Metals Limited, as well as the unlisted investment company, Investmet Limited.

He is a non-executive Director of the Company.

The Directors, with Mr Still abstaining, recommend Shareholders vote in favour of electing Mr Still as a Director.

Resolution 3 Election of Mr Michael Kitney

Mr Michael Kitney was appointed by the Board as a Director to fill a casual vacancy on 21 October 2015 and in accordance with clause 15.3 of the Company's Constitution holds office until the conclusion of the next meeting of the members of the Company. For this reason, Mr Kitney retires and approval is sought for his election.

Mr Kitney retires as a director of the Company in accordance with clause 15.3 of the Constitution and, being eligible, offers himself for election.

Mr Kitney is a metallurgist with 40 years of international experience in mine operations, project and feasibility management. Mr Kitney brings substantial expertise in downstream lithium processing, and is also the Chief Operating Officer of ASX listed Kasbah Resources (ASX:KAS).

He is a non-executive Director of the Company.

The Directors, with Mr Kitney abstaining, recommend Shareholders vote in favour of electing Mr Kitney as a Director.

Resolution 4 Adoption of the Remuneration Report

The Corporations Act requires listed companies to put a resolution to shareholders to adopt the Company's remuneration report. The Remuneration Report is set out on pages 6 to 12 of the 2015 Annual Report. This report describes the principles used to determine the nature and amount of remuneration and sets out the remuneration arrangements for each Director.

Shareholders will be given a reasonable opportunity for discussion of the Remuneration Report at the Annual General Meeting.

The vote on this resolution is advisory only and does not bind the Directors or the Company. Nevertheless, the outcome of the vote will be considered by the Remuneration and Nomination Committees when evaluating the remuneration arrangements of the Company.

If 25% or more of the votes on this resolution are against adopting the Remuneration Report, the Company will be required to consider the matter and report to Shareholders in the next Remuneration Report on what action (if any) has been taken in response to Shareholder concerns, or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% "no" vote.

In addition, the Corporations Act sets out a 'two strikes' re-election process. Under the 'two strikes' re-election process, if the Company's remuneration report receives a 'no' vote of 25% or more of all votes cast at two consecutive annual general meetings (that is, 'two strikes'), a resolution (the 'spill resolution') must be put to the second annual general meeting, requiring Shareholders to vote on whether the Company must hold another general meeting (known as the 'spill meeting') to consider the appointment of all of the Directors who were in office when the relevant directors' report was approved who must stand for re-appointment (other than the Managing Director). If the spill resolution is approved by a simple majority of 50% or more of the eligible votes cast, the 'spill meeting' must be held within 90 days of that second annual general meeting (unless none of the Directors, other than the Managing Director, stand for re-appointment). Further information will be provided on the 'spill resolution' and 'spill meeting' for any annual general meeting at which the Company may face a 'second strike'.

The Company's remuneration report as set out in the 2014 Annual Report did not receive a "no" vote of 25% or more at the Company's previous annual general meeting held on 28 November 2014.

The Directors unanimously recommend Shareholders vote in favour of adopting the Remuneration Report.

The Chairman intends to vote all available proxies to the extent permitted by law in favour of adopting the Remuneration Report.

Resolution 5 Adoption of Employee Share Option Plan

Background

The Directors considered that it was desirable to establish an employee equity incentive plan pursuant to which employees may be offered the opportunity to be granted options (**Options**) to acquire Shares in the Company. Accordingly, the Directors adopted the General Mining Corporation Limited Employee Share Option Plan (**Option Plan**) on 27 October 2015.

The purpose of the Option Plan is to:

- reward employees, contractors and directors of the Company;
- assist in the retention and motivation of employees, contractors and directors of the Company; and
- provide an incentive to employees, contractors and directors of the Company to grow shareholder value by providing them with an opportunity to receive an ownership interest in the Company.

Shareholder approval is sought under Listing Rule 7.2 (Exception 9(b)) for the issue of securities under the Option Plan, a summary of the terms of which is set out at Annexure A.

Listing Rule 7.1 restricts (in certain circumstances) the issue of securities in any 12 month period to 15% of issued shares without shareholder approval. By obtaining approval under Listing Rule 7.2 (Exception 9(b)) any Options (or upon vesting, Shares) issued under the terms of the Option Plan are excluded from the 15% limit in Listing Rule 7.1. Approval under Listing Rule 7.2 (Exception 9(b)) lasts for three years. In the absence of such approval, the issue of Options can still occur but would be counted as part of the Listing Rule 7.1 15% limit which would otherwise apply during a 12 month period.

An additional Shareholder approval will be required before any Director or related party of the Company can participate in the Option Plan.

Shareholder approval is also sought for the purpose of sections 200B and 200E of the Corporations Act, to approve the potential provision of termination benefits to participants under the Option Plan. The Company is seeking this approval to provide the Company with the flexibility to continue to remunerate employees fairly and responsibly in the future, and in a manner that appropriately drives long term performance for Shareholders.

Information required by the Listing Rules

In accordance with Listing Rule 7.2 (Exception 9(b)), the following information is provided with respect to the Option Plan:

- a summary of the terms of the Option Plan is set out in Annexure A;
- no Options (or Shares) in the Company have previously been issued under the Option Plan; and
- a voting exclusion statement in relation to resolution 5 is set out in the Notice of Annual General Meeting.

Copies of the Option Plan documentation are available for inspection by shareholders at the Company's registered office during business hours.

Information required by sections 200B and 200E of the Corporations Act

Regulatory Requirements

The Corporations Act restricts the benefits that can be given to persons who hold a "managerial or executive office" (as defined in the Corporations Act) on leaving their employment with the Company or any of its related bodies corporate.

Under Section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a managerial or executive office if the benefit is approved by shareholders or an exemption applies.

The term "benefit" has a wide meaning and may include benefits resulting from the Board exercising certain discretions under the rules of the Option Plan.

If Shareholder approval is given under this resolution 5 the Company will still be required to comply with Listing Rules 10.18 and 10.19, which place restrictions on the circumstances in which termination benefits can be paid and a cap on the value of termination benefits that can be paid to officers of the Company.

Details of the Termination Benefit

The Board possesses the discretion to determine, where a participant ceases employment before the vesting or exercise of their Options, that some or all of the Options do not lapse.

The exercise of this discretion may constitute a “benefit” for the purposes of Section 200B of the Corporations Act.

The Company is therefore seeking Shareholder approval for the exercise of the Board’s discretions in respect of any current or future participant in the Option Plan who holds:

- a managerial or executive office in the Company (or any of its related body corporate) at the time of their leaving or at any time in the three years prior to their leaving; and
- Options under the Option Plan at the time of their leaving.

Provided Shareholder approval is given, the value of these benefits may be disregarded when applying Section 200F(2)(b) or Section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

The Board’s current intention is to only exercise this discretion:

- where the employee leaves employment without fault on their part; and
- so as only to preserve that number of unvested Options as are pro-rated to the date of leaving.

Value of the Termination Benefits

The value of the termination benefits that the Board may give under the Option Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company’s Share price at the time of vesting and the number of Options that vest.

The following additional factors may also affect the benefit’s value:

- the participant’s length of service and the portion of vesting periods at the time they cease employment;
- the status of the vesting conditions attaching to the Options at the time the participant’s employment ceases; and
- the number of unvested Options that the participant holds at the time they cease employment.

Director’s recommendation

Each of the Directors has an interest in the outcome of resolution 5 and accordingly do not make a voting recommendation to Shareholders.

ANNEXURE A – SUMMARY OF TERMS OF OPTION PLAN

Eligibility

The Board may, in its absolute discretion, invite an eligible employee to participate in the Option Plan.

An eligible employee includes a full-time or part-time employee (including an executive director), a non-executive director, a contractor, a casual employee and a prospective participant of the Company or an associated body corporate of the Company.

Terms of Options

- (a) Each Option will be granted to a participant under the Option Plan at a price the Board considers to be appropriate, but in any case not more than nominal monetary consideration.
- (b) Each Option will entitle its holder to subscribe for and be issued, one fully paid ordinary share in the capital of the Company (upon vesting and exercise of that Option).
- (c) Options will not be listed for quotation on the ASX, however, the Company will apply for official quotation of the Shares issued upon the exercise of any vested Options.
- (d) The grant date and expiry date of an Option shall be as determined by the Board when an offer to participate in the Option Plan is made.
- (e) The exercise price of an Option shall be as determined by the Board when an offer to participate in the Option Plan is made.
- (f) A participant is not entitled to participate in or receive any dividend or other Shareholder benefits until its Options have vested and been exercised and Shares have been allocated to the participant as a result of the exercise of those Options.
- (g) There are no participating rights or entitlements inherent in the Options and participants will not be entitled to participate in new issues of securities offered to Shareholders of the Company during the currency of the Options.
- (h) Following the issue of Shares following exercise of vested Options, participants will be entitled to exercise all rights of a Shareholder attaching to the Shares, subject to any disposal restrictions advised to the participant at the time of the grant of the Options.

Option conditions

When granting Options, the Board may determine any time periods after which the Options will vest and any performance conditions which must be satisfied before the Options vest.

The Board may at any time waive or change a performance condition or performance period in accordance with the Option Plan rules if the Board (acting reasonably) considers it appropriate to do so.

Vesting

The Options will vest following satisfaction of the performance conditions or such other date as determined by the Board in its discretion.

Subject to the Option Plan rules, the Board may declare that all or a specified number of any unvested Options granted to a participant which have not lapsed immediately vest if, in the opinion of the Board a change of control in relation to the Company has occurred, or is likely to occur, or a person or corporation has obtained a relevant interest in more than 90% of the Shares, and (if applicable) the participant's pro rata performance is in line with the applicable performance conditions up to that date.

Subject to the Option Plan rules, the Board may in its absolute discretion, declare the vesting of an Option where the Company is wound up or passes a resolution to dispose of its main undertaking.

If there is any internal reconstruction, reorganisation or acquisition of the Company which does not involve a significant change in the identity of the ultimate Shareholders of the Company, the Board may declare in its sole discretion whether and to what extent Options, which have not vested by the day the reconstruction takes place, will vest.

Cashless Exercise Facility

Participants may, at their election, elect to pay the exercise price for an Option by setting off the exercise price against the number of Shares which they are entitled to receive upon exercise (**Cashless Exercise Facility**). By using the Cashless Exercise Facility, the participant will receive Shares to the value of the surplus after the exercise price has been set off.

If a Participant elects to use the Cashless Exercise Facility, the participant will only be issued that number of Shares (rounded down to the nearest whole number) as are equal to the value to the difference between the exercise price otherwise payable for the Options and the then market value of the Shares at the time of exercise (determined as the VWAP of Shares on the ASX over the five trading days prior to exercise).

Disposal restrictions

A participant may not transfer an Option granted under the Option Plan except by force of law upon death to the Participant's legal personal representative or upon bankruptcy to the Participant's trustee in bankruptcy or during a takeover period, in which case the Options may only be transferred by the Participant to the bidder or the bidder's nominees in accordance with the Corporations Act.

The Board may specify restrictions on the transfer of any Shares issued upon vesting and exercise of Options granted under the Option Plan, at the time of grant of the Option.

Overriding restrictions

No issue or allocation of Options and/or Shares will be made to the extent that it would contravene the Constitution, Listing Rules, the Corporations Act or any other applicable law.

Lapse

- (a) An Option will immediately lapse upon the first to occur of:
 - (i) its expiry date;
 - (ii) the performance condition(s) (if any) not being satisfied prior to the end of the performance period(s);
 - (iii) the transfer or purported transfer of the Option in breach of the Option Plan rules;
 - (iv) if the Option has not vested, the day that is 30 days following the date the participant voluntarily or for a bona fide reason ceases to be employed or engaged by the Company or an associated body corporate;
 - (i) if the Option has not vested, the day that is 30 days following the date the participant ceases to be employed or engaged by the Company or an associated body corporate by reason of his or her death, disability, bona fide redundancy or any other reason with the approval of the Board, subject to the Board determining otherwise (see below);
 - (ii) termination of the participant's employment or engagement with the Company or an associated body corporate for cause; or
 - (iii) 6 months after a change of control event which gives rise to a vesting under the Option Plan rules.

- (b) Where a participant ceases to be employed or engaged by the Company or an associated body corporate by reason of their death, disability, bona fide redundancy or other reason with the approval of the Board, and the Options have vested, they will remain exercisable by that participant's estate or legal representative until the Options lapse in accordance with the Option Plan rules or if they have not vested, the Board will determine as soon as reasonably practicable after the date the participant ceases to be employed or engaged, how many (if any) of those participant's Options will be deemed to have vested and will be exercisable by that participant's estate or legal representative.

Amendments and waivers

Participant consent is required for any change to the terms of the Option Plan or terms of any Options which adversely affects the rights of the participant in relation to the Options. However, the Board may change the terms of the Option Plan and/or the terms of any Options and need not obtain participant consent for any changes:

- (a) to benefit the administration of the Option Plan;
- (b) to correct any manifest error or mistake;
- (c) to comply with or take account of the provisions of any proposed or existing legislation, Listing Rules, or regulatory practice;
- (d) to take account of any changes to legislation or the Listing Rules; or
- (e) to obtain or maintain favourable tax, exchange control or regulatory treatment of the Company, any associated body corporate or any present or future participant.

The Board may at any time waive in whole or in part any terms or conditions (including any performance condition) in relation to any Option granted to any participant under the Option Plan.

GENERAL MINING CORPORATION LIMITED

ACN 125 721 075

Proxy Form

[Shareholder name]:
[Shareholder address]:

Appointment of Proxy

I/We being a shareholder/s of General Mining Corporation Limited and entitled to attend and vote hereby appoint

☐

The Chairman
of the meeting
(mark with an 'X')

OR

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as my/our proxy sees fit) at the Annual General Meeting of General Mining Corporation Limited to be held on Monday, 30 November 2015 at Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia commencing at 2.00pm (WST), including to vote or abstain as my/our proxy thinks fit in respect of any procedural Resolution and at any postponement or adjournment of that Meeting.

Important for Resolutions 4 and 5 – If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

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 Resolutions 4 and 5 (except where I/we have indicated a different voting intention by marking an applicable box below) even though Resolutions 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting (where appropriately authorised) intends to vote all available undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any Resolution, in which case an ASX announcement will be made.

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 any Resolution (including Resolutions 4 and 5) by marking an applicable box below.

Voting directions to your proxy – please mark ☒ to indicate your directions

Ordinary Business

	For	Against	Abstain*
Resolution 1 Re-election of director – Michael Fotios	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of director – Alan Still	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of director – Michael Kitney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Adoption of Remuneration Report (non-binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Adoption of Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*If you mark the Abstain box for a particular Resolution, 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.

Appointment of a second proxy (see instructions overleaf)

If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form

 %

PLEASE SIGN HERE

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____ Contact Name: _____ Contact Ph (daytime): _____

How to complete this Proxy Form

1. YOUR NAME AND ADDRESS

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint Shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

2. APPOINTMENT OF A PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. 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 Shareholder of the Company.

3. VOTES ON RESOLUTIONS

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your Shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid. If you direct your proxy how to vote validly in accordance with these instructions and your proxy fails to either attend the Meeting or vote on any directed Resolution, the Chairman of the Meeting is taken to have been appointed as the proxy for the purposes of voting on that Resolution at the Meeting and must vote in accordance with your proxy.

4. VOTING ENTITLEMENTS

In accordance with the Corporations Act, the Company has determined that the Shareholding of each person for the purpose of determining entitlements to attend and vote at the Meeting will be the entitlement of that person set out in the Company's share register as at 4:00pm (WST) on Saturday, 28 November 2015. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

5. VOTING IN PERSON

A Shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the attached proxy form to the Meeting to assist in registering your attendance and number of votes. Please arrive 15 minutes prior to the start of the Meeting to facilitate this registration process. A Shareholder that is a corporation may appoint an individual to act as its representative to vote at the Meeting in accordance with Section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the Certificate is enclosed with this Notice of Meeting

6. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as 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 Secretary on +61 8 9227 1186 or you may photocopy this form. To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

7. SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
Joint Holding: where the holding is in more than one name, all of the Shareholders should sign.
Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this 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 indicate the office held by signing in the appropriate place.

8. LODGING YOUR PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the Meeting being no later than 2.00pm (WST) on 28 November 2015. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

In Person	By Mail	By Facsimile	By Scan and Email
General Mining Corporation Limited Ground Floor, 89 Burswood Road Burswood WA 6100	General Mining Corporation Limited c/- PO Box 4424 Victoria Park WA 6979	+61 8 9227 8178	info@generalmining.com.au