



## NOTICE OF ANNUAL GENERAL MEETING

**ERO Mining Limited** ABN 40 119 031 864

ERO Mining Limited (Company) gives notice that its Annual General Meeting will be held at Level 6, 80 King William Street, Adelaide, South Australia on Tuesday, 6 November 2012 at 10.00 am (Adelaide time).

### AGENDA

#### ORDINARY BUSINESS

##### 1. Annual Financial Report

To receive and consider the Company's financial statements and reports and the directors' and the independent auditor's reports for the year ended 30 June 2012.

##### 2. Adoption of Remuneration Report

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

"That the Remuneration Report required by section 300A of the *Corporations Act 2001* (Cth), as contained in the Company's Directors' Report for the year ended 30 June 2012 be adopted."

*Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.*

##### 3. Re-election of Mr Robert Kennedy as a director

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

"That Mr Robert Kennedy being a director of the Company who retires by rotation in accordance with the Company's constitution, and being eligible, is re-elected as a director of the Company."

A summary of Mr Kennedy's experience is set out in the Explanatory Memorandum accompanying this notice of meeting.

#### OTHER BUSINESS

##### 4. To transact any further business that may be lawfully brought forward.

Further information regarding the business to be transacted at the Annual General Meeting is set out in the accompanying Explanatory Memorandum. This Notice should be read in conjunction with the accompanying Explanatory Memorandum, which forms part of this Notice.

By Order of the Board

A handwritten signature in black ink, appearing to read "Justin Nelson".

**Justin Nelson**  
COMPANY SECRETARY

5 October 2012

### VOTING INFORMATION AND NOTES

#### 1. Voting exclusions

##### Resolution 2 – Adoption of Remuneration Report

The Corporations Act 2001 (Cth) prohibits Directors and other key management personnel of the Company and their closely related parties voting in any capacity (including as a shareholder, proxy or personal representative) on resolution 2. The prohibition does not apply if the person has been appointed as a proxy by writing that specifies how the proxy is to vote on resolution 2, provided that the person who appointed the proxy is not themselves a person subject to the prohibition.

Accordingly, the Company will disregard any votes cast on resolution 2 (in any capacity) by or on behalf of Directors and other key management personnel of the Company and their closely related parties, unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction in the proxy form.

In addition, the Chairman of the meeting can vote undirected proxies on resolution 2 where the shareholder provides the Chairman with express authorisation to do so, even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Therefore, when completing the proxy form, if you appoint the Chairman of the meeting as your proxy, or if the Chairman of the meeting is appointed as your proxy by default, then unless you mark one of the voting instruction boxes for resolution 2, you will be taken to have given your express authority to the Chairman to cast any undirected proxy votes on resolution 2.

##### *Voting exclusion required under the ASX Listing Rules*

Voting exclusions required under the ASX Listing Rules (where applicable) are included in the explanatory memorandum.

#### 2. Voting entitlement on a poll

On a poll, each shareholder present (in person, by proxy, attorney or representative) has one vote for each fully paid share they hold.

#### 3. Proxies

A shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on the shareholder's behalf. If the shareholder is entitled to cast two or more votes at the meeting, the shareholder may appoint up to two proxies to attend and vote on the shareholder's behalf.

If a shareholder appoints two proxies, each proxy must be appointed to represent a specified proportion or number of the shareholder's votes. Absent this specification, each proxy will need to exercise half the votes.

A proxy need not be a shareholder of the Company.

To appoint a proxy, a proxy form must be signed by the shareholder or the shareholder's attorney duly authorised in writing. If the shareholder is a corporation, the proxy form must be signed in accordance with section 127 of the Corporations Act 2001 (Cth). To be effective, a proxy form (and, if it is



signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the commencement of the meeting. Proxy form and authorities may be sent to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne VIC 3001, or in person to Computershare at:  
Level 5, 115 Grenfell Street, Adelaide SA 5000,  
or by facsimile to Computershare on:  
(within Australia) 1800 783 447  
or (outside Australia) +61 3 9473 2555  
or the Company on +61 8 8312 5576.

Shareholders who forward their proxy forms by fax must make available the original executed form of the proxy for production at the meeting, if called upon to do so.

#### *Undirected proxies*

If shareholders appoint the person chairing the meeting as their proxy and do not specify how the Chairman is to vote on a resolution, except as directed, the Chairman advises that he intends to vote each such proxy, as proxy for those shareholders, in favour of each resolution on a poll. Therefore, the Company recommends that shareholders who submit proxies should consider giving "how to vote" directions to their proxy holder (including the Chairman) on each resolution. Please read the directions on the proxy form carefully, especially if you intend to appoint the Chairman of the meeting as your proxy.

If shareholders complete a proxy form that authorises the person chairing the meeting to vote on their behalf as proxy holder, and do not mark any of the boxes so as to give the Chairman directions about how their vote should be cast, then the Chairman may vote as they choose. If shareholders wish to appoint the person chairing the meeting as their proxy holder but do not want to put the Chairman in the position to cast their vote as they choose in relation to a resolution, shareholders should complete the appropriate box on the proxy form, directing the Chairman to vote for, against or abstain from voting on that resolution.

If the chairperson is appointed as a proxy, they are not permitted to vote undirected proxies on various matters, including some remuneration matters and related party matters unless express authority to do so is given by the appointing shareholder.

#### **4. Custodian voting**

For Intermediary Online subscribers only (custodians), please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

#### **5. Entitlement to vote at the meeting**

For the purpose of the meeting, shares in the Company will be taken to be held by those persons who are registered holders at 10.00 am (Adelaide time) on 4 November 2012. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

#### **6. Quorum**

The Constitution of the Company provides that 10 shareholders present in person, by proxy, attorney or body corporate representative shall be a quorum for the general meeting of the Company.

#### **7. Appointing a corporate representative**

Corporate representatives are requested to bring appropriate evidence of appointments as a representative. Proof of identity will be required for corporate representatives.

#### **8. Appointment of an attorney**

Attorneys are requested to bring a power of attorney pursuant to which they are appointed. Proof of identity will also be required for attorneys.

## **EXPLANATORY MEMORANDUM**

Accompanying Notice of Annual General meeting of ERO Mining Limited (Company) to be held on 6 November 2012

### **1. ANNUAL FINANCIAL REPORT**

The Annual Financial Report together with the Directors' and Auditor's report will be laid before the meeting in accordance with section 317 of the Corporations Act 2001 (Cth) (Corporations Act). Members will be given the opportunity to ask questions or make comments about the management of the Company and may also ask questions of the Auditor's representative relevant to the conduct of the audit and the preparation and content of the Auditor's report.

The Annual Financial Report has not been sent to members unless the member has specifically requested a printed copy.

### **2. ADOPTION OF REMUNERATION REPORT**

In accordance with section 250R of the Corporations Act 2001, 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 2012.

The Remuneration Report is a distinct section of the Directors' Report that deals with the remuneration of directors and key management personnel of the Company and can be located on the Company's website at <http://www.eromining.com> under "Investor" and "Company Reports".

The Remuneration Report sets out the Company's remuneration arrangements for its Directors, Officers and Senior Management.

Shareholders will be given reasonable opportunity at the meeting to discuss the Remuneration Report.

***The Directors recommend shareholders vote in favour of the non-binding ordinary resolution.***

### **3. ELECTION OF MR ROBERT KENNEDY**

The Company's constitution, at clause 47, requires that any director appointed to the Board by the Directors or by the Company in general meeting since the last Annual General Meeting must retire at the next Annual General Meeting. A retiring director is eligible for re election.

The director required to retire is Mr Kennedy, and being eligible, has indicated he will offer himself for re election by members at the meeting.

A brief summary of Mr Kennedy's experience is as follows:

Mr Robert Michael Kennedy

*ASAIT, Grad., Dip (Systems Analysis), FCA, ACIS, Life member AIM, FAICD.*

*Non-executive Chairman.*

Mr Kennedy is a chartered accountant and consultant to Kennedy & Co, Chartered Accountants, a firm he founded. He joined the Company in March 2006 as non-executive director and has been the Chairman of the Company since that date. He is also a director of ASX listed companies Beach Energy Ltd (since 1991), Ramelius Resources Limited (since 1995), Flinders Mines Limited (since 2001), Maximus Resources Limited (since 2004), Marmota Energy Limited (since 2007) and Monax Mining Limited (since 2004). His special responsibilities include membership of the Audit Committee. Mr Kennedy brings to the Board his expertise in finance and management consultancy and extensive experience as chairman and non-executive director of a range of listed public companies.

***The Directors (except Mr Kennedy who abstains) recommend shareholders vote in favour of this resolution.***



## Lodge your vote:



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 652 385  
(outside Australia) +61 3 9415 4359

## Proxy Form

 For your vote to be effective it must be received by 10:00am (Adelaide time) Sunday 4 November 2012

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 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 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 securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**



Review your securityholding



Update your securityholding

**Your secure access information is:**

**SRN/HIN:**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

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**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of ERO Mining Limited hereby appoint

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the Chairman  
of the Meeting **OR**



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 to 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 the proxy sees fit) at the Annual General Meeting of ERO Mining Limited to be held at Level 6, 80 King William Street, Adelaide, South Australia on Tuesday 6 November 2012 at 10:00am and at any adjournment or postponement of that Meeting. **Chairman authorised to exercise undirected proxies on remuneration related resolutions:** 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 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**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 2 by marking the appropriate box in step 2 below.

### STEP 2 Items of Business



**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.

#### ORDINARY BUSINESS

2 Adoption of Remuneration Report

For

Against

Abstain

☐☐☐

3 Re-election of Mr Robert Kennedy as a director

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

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date / /

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