



**RMC**

Resource Mining Corporation Limited

# RESOURCE MINING CORPORATION LIMITED

ABN 97 008 045 083

## NOTICE OF ANNUAL GENERAL MEETING

### PROXY FORM AND EXPLANATORY MEMORANDUM

#### **Date of Meeting**

29 November 2010

#### **Time of Meeting**

10:00 am (WST)

#### **Place of Meeting**

Harcourts Conference Centre  
125 Cambridge Street  
West Leederville WA 6007

# NOTICE OF ANNUAL GENERAL MEETING

## RESOURCE MINING CORPORATION LIMITED

ABN 97 008 045 083

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the shareholders of Resource Mining Corporation Limited (“**Company**”) will be held at Harcourts Conference Centre, 125 Cambridge Street, West Leederville WA 6007 on 29 November 2010 at 10:00 am (WST) for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

An Explanatory Memorandum containing information in relation to each of the following Resolutions accompanies this Notice of Annual General Meeting.

Shareholders are specifically referred to the Glossary in the Explanatory Memorandum which contains definitions of terms used both in this Notice of Annual General Meeting and the Explanatory Memorandum.

### AGENDA

#### ORDINARY BUSINESS:

##### Financial Reports

To receive and consider the annual Financial Statements of the Company for the year ended 30 June 2010 including the Directors Report and the Auditor’s Report.

##### Resolution 1 – Non Binding Resolution to Adopt Remuneration Report

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

*“That the Remuneration Report as set out in the Company’s Annual Report for the year ended 30 June 2010 be adopted.”*

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

##### Resolution 2 –Re-election of Mr W Mackenzie as a Director

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

*“That Mr W Mackenzie, being a director of the Company who retires in accordance with rule 13.2 of the Company’s Constitution and, being eligible, offers himself for election, be re-elected as a Director.”*

#### SPECIAL BUSINESS

##### Resolution 3 – Ratification of Issue of Shares

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

*“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, the Company ratify the allotment and issue of 2,500,000 fully paid shares in the capital of the Company on 7 October 2010 (at a deemed issue price of 0.6 cents each) as part consideration for purchase of application for Exploration Licence 69/2782 and related mining information, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

##### Voting exclusion statement

The Company will disregard any votes cast on Resolution 3 by any person who participated in the issue the subject of Resolution 3 and any person associated with those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

## OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Company's Constitution and the Corporations Act.

By order of the Board

Ms Julie Hill  
Company Secretary

Dated: 12 October 2010

## PROXIES

1. Votes at the annual general meeting may be given personally or by proxy, attorney or representative.
2. Completion of a proxy form will not prevent individual shareholders from attending the Annual General Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Annual General Meeting.
3. A shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies to attend and vote at this meeting. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.
4. A proxy may, but need not be, a shareholder of the Company.
5. The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer of his attorney duly authorised.
6. The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be deposited at or sent by facsimile transmission to the Company's share registry, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001 Australia, facsimile number Australian 1800 783 447 and outside Australia +61 (3) 9473 2555 or to the Company's registered office at 702 Murray Street, West Perth, Western Australia, 6005, facsimile number +61 (8) 9213 9444, at least 48 hours prior to the meeting, at which the individual named in the proxy form proposes to vote. Alternatively, you may register your proxy instructions electronically at the Share Registry website [www.investorvote.com.au](http://www.investorvote.com.au) by 10 am (WST) 27, November 2010. For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

## VOTING ENTITLEMENTS

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 5 pm (WST) on 27 November 2010.

# EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting of Resource Mining Corporation Limited (“RMC” or the “Company”).

## FINANCIAL REPORTS

The first item of the Notice of Annual General Meeting deals with the presentation of the Annual Financial Report of the Company for the financial year ended 30 June 2010 together with the Directors’ Declaration and Report in relation to that financial year and the Auditor’s Report on those Financial Statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the business, operations and management of the Company.

The Chairman will also provide shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent Audit Report;
- the accounting policies adopted by the Company in relation to the preparation of accounts; and
- the independence of the Auditor in relation to the conduct of the audit.

## RESOLUTION 1 – NON BINDING RESOLUTION TO ADOPT REMUNERATION REPORT

In accordance with section 250R(2) of the Corporations Act the Company is required to present to its shareholders the Remuneration Report as disclosed in the Company’s Annual Report 2010. The vote on the resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company’s Annual Report 2010 and is also available on the Company’s website ([www.resmin.com.au](http://www.resmin.com.au)).

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any share based compensation.

## RESOLUTION 2 – RE-ELECTION OF MR W MACKENZIE AS A DIRECTOR

Pursuant to Rule 13.2 of the Company’s Constitution, Mr W Mackenzie, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

### Qualification

Mr Mackenzie has a BE (Mining); MBA; M AusIMM.

### Experience

Mr Mackenzie is a mining engineer with over 30 years of experience in the resources sector which has involved the assessment, development and operation of mineral projects both within Australia and overseas. Mr. Mackenzie’s experience has included direct operating, senior project management and executive roles with responsibility for business development and unit management of various Australian and offshore ventures. From 2001 Mr Mackenzie was principal of a consulting group that provided specialised, independent technical and commercial advice to boards, banks and investors involved in the development of resources, energy and infrastructure projects worldwide. He served as a non-executive Director of ASX listed OM Holdings Limited from 2005 until 2007 and has been managing director of a privately owned diversified Australian resource development company since 2007.

## **RESOLUTION 3 – RATIFICATION OF ISSUE OF SHARES**

The Company issued 2,500,000 Shares at a deemed issue price of \$0.006 each to Nappa Pty Ltd on 7 October 2010 as part consideration for purchase of application for Exploration Licence 69/2782 and related mining information.

Resolution 3 seeks shareholder approval under Listing Rule 7.4 for ratification of the issue of 2,500,000 Shares to Nappa Pty Ltd.

### **Listing Rule 7.4**

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of such ratification is to restore a company's maximum discretionary power to issue further securities up to 15% of the issued capital of the company without requiring shareholder approval.

Pursuant to Resolution 3, the Directors are seeking ratification under Listing Rule 7.4 of the issue of 2,500,000 Shares that was made on 7 October 2010, in order to restore the right of the Company to issue further securities within the 15% limit during the next 12 months.

### **Additional Information**

The following information in relation to the Shares the subject of Resolution 3 is provided to shareholders for the purposes of Listing Rule 7.5:

- (a) 2,500,000 Shares were issued;
- (b) the Shares were issued at a deemed issue price of \$0.006 each, as part consideration for purchase of application for Exploration Licence 69/2782 and related mining information ;
- (c) the Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue;
- (d) the Shares were issued to Nappa Pty Ltd; and
- (e) no funds were raised from the issue of the Shares.

# GLOSSARY

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“\$” means Australian dollar;

“**ASX**” means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

“**Board**” means the board of Directors;

“**Company**” or “**RMC**” means Resource Mining Corporation Limited ABN 97 008 045 083;

“**Constitution**” means the constitution of the Company;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Directors**” means Directors of the Company;

“**Explanatory Memorandum**” means this information attached to the Notice, which provides information to shareholders about the resolutions contained in the Notice;

“**Listing Rules**” means the listing rules of ASX;

“**Meeting**” means the annual general meeting the subject of the Notice;

“**Notice**” or “**Notice of Meeting**” means the notice of annual general meeting which accompanies this Explanatory Memorandum;

“**Resolution**” means a resolution proposed pursuant to the Notice;

“**Shares**” means fully paid ordinary shares issued in the capital of the Company; and

“**WST**” means Western Standard Time.





**RMC**

Resource Mining Corporation Limited

**702 Murray Street**

**West Perth, WESTERN AUSTRALIA 6005**

**Telephone: +61 8 9213 9400 Facsimile: +61 8 9213 9444 Email: [rmc@resmin.com.au](mailto:rmc@resmin.com.au)**

**[www.resmin.com.au](http://www.resmin.com.au)**



000001 000 RMI  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)



**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 557 010  
(outside Australia) +61 3 9415 4000

## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

**[www.investorvote.com.au](http://www.investorvote.com.au)**



**Cast your proxy vote**



**Access the annual report**



**Review and update your securityholding**

**Your secure access information is:**

**Control Number: 999999**

**SRN/HIN: 1999999999**

**PIN: 99999**



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

**For your vote to be effective it must be received by 10:00am (WST) Saturday 27 November 2010**

### 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 for Postal Forms

**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.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**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.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

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

XX

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

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, as the proxy sees fit) at the Annual General Meeting of Resource Mining Corporation Limited to be held at Harcourts Conference Centre, 125 Cambridge Street, West Leederville, Western Australia on Monday, 29 November 2010 at 10:00am (WST) and at any adjournment of that meeting.

### 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.

		For	Against	Abstain
Resolution 1	Non Binding Resolution to Adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr W Mackenzie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected 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 \_\_\_\_/\_\_\_\_/\_\_\_\_

RM I

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Computershare