



ABN: 97 008 045 083

702 Murray Street, West Perth
Western Australia 6005
Phone: 61 8 9213 9400
Fax: 61 8 9213 9444
Website: www.resmin.com.au

18 October 2012

The Manager Companies
Australian Securities Exchange Limited
Company Announcements Office
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

Resource Mining Corporation Limited – Listing Rules 3.17 and 4.7

Resource Mining Corporation Limited advises that the following documents were lodged with Australia Post for dispatch to shareholders today, 18 October 2012:

- RMC Annual Report, including Chairman's letter;
- Proxy Form; and
- Notice of Annual General Meeting with Explanatory Memorandum.

The Annual General Meeting will be held on Tuesday 20 November 2012 at 702 Murray Street, West Perth, Perth commencing at 10.30am (WST).

Copies of the Proxy Form and Notice of Annual General Meeting with Explanatory Memorandum are enclosed. The RMC Annual Report, including Chairman's letter was lodged with the ASX on 18 September 2012.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Ann Hadden', is written over a light blue horizontal line.

Ann Hadden
Company Secretary

Encl.

**RESOURCE MINING CORPORATION
LIMITED**
ABN 97 008 045 083

NOTICE OF ANNUAL GENERAL MEETING

PROXY FORM

AND

EXPLANATORY MEMORANDUM

Date of Meeting
20 November 2012

Time of Meeting
10.30am (WST)

Place of Meeting
702 Murray Street
West Perth WA 6005

RESOURCE MINING CORPORATION LIMITED

ABN 97 008 045 083

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of Resource Mining Corporation Limited ("**Company**") will be held at Resource Mining Corporation's Office, 702 Murray Street, West Perth WA 6005 on 20 November 2012 at 10.30am (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 2012 including the Directors' Report and the Auditor's Report, as set out in the Annual 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 2012 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 1 by or on behalf of a Restricted Voter¹. However, the Company need not disregard a 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 proposed resolution; and
- (b) it is not cast on behalf of a Restricted Voter.

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 1 unless:

- (a) the appointment specifies the way the proxy is to vote on Resolution 1; or
- (b) the proxy is the Chair of the meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

¹ "Restricted Voter" means Key Management Personnel and their Closely Related Parties as defined in the glossary.

Resolution 2 –Re-election of Mr William (Bill) Mackenzie as a Director

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

"That Mr William 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 re-election, be re-elected as a Director."

Resolution 3 –Appointment of Auditors

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

"That, subject to the Australian Securities and Investments Commission granting its consent to the resignation of the Company's current auditor, RSM Bird Cameron, for the purposes of section 327B of the Corporations Act 2001 (Cth) and for all other purposes BDO Audit (WA) Pty Ltd, ABN 79 112 284 787, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor of the Company; be appointed as auditor of the Company".

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 Ann Hadden
Company Secretary
Dated: 18 October 2012

How to vote

Shareholders can vote by either:

- attending the meeting and voting in person or by attorney or, in the case of corporate shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, electronically via the internet or by facsimile.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolution 1, if the proxy is the Chair of the Meeting 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.
- Should any resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed resolutions. These rules are explained in this Notice.
- To be effective, proxies must be lodged by 5.00pm (WST) on 18 November 2012. Proxies lodged after this time will be invalid.
- Proxies may be lodged using any of the following methods:
 - by returning a completed proxy form by post or in person to:

Computershare Investor Services Pty Limited	OR	Resource Mining Corporation Limited
GPO Box 242		702 Murray Street
Melbourne, Victoria 3001		West Perth, Western Australia 6005
 - by faxing a completed proxy form to 1800 783 447 (within Australia) and +61 (3) 9473 2555 or +61 (8) 9213 9444 (outside Australia)
 - by registering your proxy instructions electronically at the Share Registry website, www.investorvote.com.au. For Intermediary Online subscribers only (custodians) please visit, www.intermediaryonline.com to submit your voting intentions.

The proxy form must be signed by the shareholder or the shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 10.30am (WST) on 18 November 2012. If facsimile transmission is used, the power of attorney must be certified.

Shareholders who are entitled to vote

In accordance with Regulations 7.11.37 and 7.11.38 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 5.00pm (WST) on 18 November 2012.

RESOURCE MINING CORPORATION LIMITED
ABN 97 008 045 083

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 consolidated annual financial report of the Company for the financial year ended 30 June 2012 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 2012. 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 2012 and is also available on the Company's website (www.resmin.com.au).

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at the 2012 AGM, and then again at the 2013 AGM, the Company will be required to put a resolution to the 2013 AGM, to approve calling an extraordinary general meeting ("spill resolution"). If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene an extraordinary general meeting ("spill meeting") within 90 days of the 2013 AGM. All of the Directors who were in office when the 2013 Directors' Report was approved, other than the Managing Director, will automatically cease to hold office, unless (if they desire) stand for re-election at the spill meeting.

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.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the directors and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair will use any such proxies to vote in favour of the Resolution and will vote any undirected proxies in favour of the Resolution.

Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this Resolution.

RESOLUTION 2 – RE-ELECTION OF MR WILLIAM (BILL) MACKENZIE AS A DIRECTOR

Rule 13.2 of the Company's Constitution provides that at every annual general meeting of the Company, one-third of the Directors (other than alternate Directors and the Managing Director) for the time being, or, if their number is not a multiple of 3, then such number as is appropriate to ensure that no Director (other than alternate Directors and the Managing Director) holds office for more than 3 years, shall retire from office.

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

Mr Mackenzie (Bachelor of Engineering (Mining), MBA, M Aus IMM, MAICD) is a mining engineer with over 30 years 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, project and business unit management of various Australian and offshore ventures and from 2001 was Principal of an entity that provided specialised, independent technical and commercial advice and consultancy services 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 from 2005 till 2007 and has been Managing Director of a privately owned diversified Australian resource development company since 2007.

Mr Mackenzie is the Chairman of the Board of Resource Mining Corporation and their Audit Committee.

RESOLUTION 3 – APPOINTMENT OF BDO AUDIT (WA) PTY LTD AS AUDITORS

The Company's auditor, RSM Bird Cameron, has acted as the Company's auditor since 29 November 1999. RSM Bird Cameron has given notice of its intention to resign as auditor of the Company pursuant to section 329(5) of the Corporations Act. To give effect to this resignation, RSM Bird Cameron has requested the consent of the Australian Securities and Investment Commission ("ASIC").

Section 327B of the Corporations Act states that a public company must appoint an auditor of the company to fill any vacancy in the office of auditor at an Annual General Meeting. Subject to ASIC consenting to the resignation of RSM Bird Cameron, and RSM Bird Cameron submitting a resignation to the Company, it is proposed that the Company appoint BDO Audit (WA) Pty Ltd ABN 79 112 284 787 as the auditor of the Company. Accordingly, the purpose of Resolution 3 is to appoint BDO Audit (WA) Pty Ltd as auditor of the Company to fill the vacancy resulting from the resignation of RSM Bird Cameron. Resolution 3 is conditional upon ASIC consenting to the resignation of RSM Bird Cameron as auditor of the Company and the Company anticipates that this consent will be forthcoming.

In accordance with section 328B(1) of the Corporations Act, a member of the Company, Mr Warwick Davies, has given the Company a written notice nominating BDO Audit (WA) Pty Ltd for appointment as auditor. A copy of this nomination is attached to this Explanatory Memorandum at Annexure A.

BDO Audit (WA) Pty Ltd has also given its written consent to act as the Company's auditor under section 328A of the Corporations Act, subject to shareholder approval of this Resolution 3. If Resolution 3 is passed, the appointment of BDO Audit (WA) Pty Ltd as the Company's auditor will take effect at the close of this Annual General Meeting.

The Board recommends Shareholders vote in favour of Resolution 3.

GLOSSARY

"\$" means Australian dollar;

"2012 AGM" means the annual general meeting of the Company convened by this Notice;

"2013 AGM" means the annual general meeting of the Company to be held for the year ended 30 June 2013;

"Accounting Standards" has the meaning given to that term in the Corporations Act;

"Annual General Meeting" means the annual general meeting the subject of the Notice;

"Annual Report" means the annual report of the Company for the year ended 30 June 2012.

"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;

"Closely Related Party" has the meaning given to that term in the Corporations Act;

"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);

"Director" means a director of the Company;

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

"Key Management Personnel" has the meaning given to that term in the Accounting Standards;

"Listing Rules" means the listing rules of ASX;

"Meeting" means the AGM the subject of the Notice;

"Notice" or "Notice of Annual General Meeting" means the notice of annual general meeting which accompanies this Explanatory Memorandum;

"Resolution" means a resolution proposed pursuant to the Notice;

"Restricted Voter" means the Key Management Personnel and their Closely Related Parties;

"Share" means a fully paid ordinary share issued in the capital of the Company; and

"WST" means Western Standard Time.

Annexure A

**Nomination from a shareholder for the appointment of BDO Audit (WA) Pty Ltd
ABN 79 112 284 7878 as Auditor the subject of Resolution 3.**

20 September 2012

The Company Secretary
Resource Mining Corporation
702-704 Murray Street
WEST PERTH WA 6005

Dear Sirs

Nomination of BDO Audit (WA) Pty Ltd as Auditor of Resource Mining Corporation Limited

I, Warwick Jeffrey Davies, a shareholder of Resource Mining Corporation Limited hereby nominate BDO Audit (WA) Pty Ltd of 128 Hay Street, Subiaco, Western Australia, 6006 for appointment as auditor of Resource Mining Corporation Limited at its 2012 Annual General Meeting.

I consent to the distribution of a copy of this notice of nomination as an annexure to the Notice of Meeting and Explanatory Memorandum for the 2012 Annual General Meeting of Resource Mining Corporation required by section 328B(3) of the Corporations Act.

Warwick Davies



Lodge your vote:

Online:
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

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

Proxy Form



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

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: 19999999999

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 10:30am (WST) Sunday 18 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 resolution. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on a resolution your vote will be invalid on that resolution.

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 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 →**

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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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Resource Mining Corporation Limited to be held at Resource Mining Corporation's Office, 702 Murray Street, West Perth, WA, on Tuesday, 20 November 2012 at 10:30am (WST) 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 1 (except where I/we have indicated a different voting intention below) even though Item 1 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 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the Abstain box for a resolution, 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.

RESOLUTIONS

	For	Against	Abstain
1 Non Binding Resolution to Adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr William (Bill) Mackenzie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 / /