



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

**NOTICE OF ANNUAL GENERAL MEETING  
AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS**

Notice is given that the Annual General Meeting of Shareholders of Resource Mining Corporation Limited  
ABN 97 008 045 083 (Company) will be held at:

**PLACE: C/- BDO, 38 Station Street, Subiaco WA 6008**

**ON: Thursday 29 November 2018 at 10.30am (WST)**

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**IMPORTANT INFORMATION**

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**Your Vote is Important**

The business of the Meeting affects your shareholding and your vote is important.

**How to Vote**

You may vote by attending the Meeting in person, by proxy or authorised representative.

**Voting eligibility**

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm (WST) on 27 November 2018.

**Voting in Person**

To vote in person, attend the Annual General Meeting at the time, date and place set out above.

**Voting by Proxy**

To vote by proxy, please complete and sign the Proxy Form enclosed and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

**Your proxy form is enclosed.**

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting please complete and return the enclosed Proxy Form in accordance with the specified directions.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they apply to this Annual General Meeting. Broadly, the sections mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

## BUSINESS OF THE MEETING

### AGENDA

#### ORDINARY BUSINESS

##### 1 Financial Reports

To receive and consider the financial report of the Company for the year ended 30 June 2018, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

##### 2 Resolution 1 – Non Binding Resolution to adopt Remuneration Report

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

*"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2018."*

**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 prohibition statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

##### 3 Resolution 2 – Re-election of William Mackenzie as a Director

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

*"That, for the purposes of clause 13.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr William Mackenzie, a director, retires, and being eligible, is re-elected as a Director."*

##### 4 Resolution 3 – Approval to amend Convertible Notes held by Sinom (Hong Kong) Limited

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

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, the Convertible Notes held by Sinom (Hong Kong) Limited be amended on the terms set out the Explanatory Memorandum (including Annexure A)."*

**Voting exclusion statement:**

The Company will disregard any votes cast in favour of resolution 3 by or on behalf of Sinom (Hong Kong) Limited and any associates of Sinom (Hong Kong) Limited.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.

##### 5 Resolution 4 – Approval of Additional 10% Placement Capacity

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*"That, pursuant to and in accordance with ASX Listing Rule 7.1A, and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, and on the terms and conditions in the Explanatory Statement"*.

***Voting exclusion statement:***

The Company will disregard any votes cast in favour of this special resolution by or on behalf of a person who may participate, or is expected to participate, in the proposed issue of Equity Securities under this special resolution, or who might obtain a material benefit as a result of the proposed issue of Equity Securities under this special resolution and any associates of those persons, except a benefit solely in their capacity as a holder of Shares if the resolution is passed. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.

## **6 Other Business**

To transact any other business as may be brought before the Meeting in accordance with the Constitution of the Company, the Corporations Act, or otherwise.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

### **By order of the Board**

**Amanda Sparks**

Company Secretary

Dated: 19 October 2018

## **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 the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

## **1. FINANCIAL REPORTS**

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

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

The Company's 2018 Annual Report is available on the Company's website (<http://www.resmin.com.au>).

## **2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

The Corporations Act requires that at a listed company's annual general meeting, a resolution to shareholders that the remuneration report be adopted must be put to shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Remuneration Report sets out the Company's remuneration arrangements for the directors and other key management of the Company. The Remuneration Report is part of the directors' report contained in the annual financial report of the Company.

The Remuneration Report is set out in the Company's Annual Report which:

- outlines the Board's policy for determining the nature and amount of remuneration of Directors and other Key Management Personnel of the Company;
- discusses the relationship between the Board's remuneration policy and the Company's performance;
- details and explains any performance condition applicable to the remuneration of a Director or other Key Management Personnel;
- details the remuneration (including options if any) of each Director and other Key Management Personnel of the Company for the period; and
- summarises the terms of any contract under which any Director or other Key Management Personnel is engaged, including the period of notice required to terminate the contract and any termination payments provided for under the contract.

### **Voting**

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (Spill Resolution) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (Spill Meeting) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report) for the previous financial year was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

The Company received 99.43% of votes for its remuneration report for the 2017 financial year and no specific feedback at the annual general meeting or throughout the year on its remuneration policies. Accordingly, the Spill Resolution is not relevant for this annual general meeting.

### **3. RESOLUTION 2 – RE-ELECTION OF WILLIAM MACKENZIE AS A DIRECTOR**

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

Mr Mackenzie was appointed as a director of the Company on 19 December 2008.

Mr Mackenzie is a mining engineer with over 30 years of experience in the resources sector with involvement in 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 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 till 2007 and as Managing Director of a privately owned diversified Australian resource development company from 2007 till 2013.

The Company advises the following:

- (a) the Board considers that Mr Mackenzie, who is a non-executive Director, as independent;
- (b) the Board (in the absence of Mr Mackenzie) supports the nomination of Mr Mackenzie to be re-elected; and
- (c) the term of Mr Mackenzie's appointment will, in accordance with Clause 13.2 of the Company's Constitution, not exceed 3 years.

#### 4. RESOLUTION 3 – APPROVAL TO AMEND CONVERTIBLE NOTES HELD BY SINOM (HONG KONG) LIMITED

##### Background:

Following receipt of Shareholder approval at the Company's 2014 annual general meeting (**2014 AGM**), the Company issued two Convertible Notes to Sinom (Hong Kong) Limited (**Sinom**)<sup>1</sup>. At the time of issue of the Convertible Notes, the Company had an outstanding facility with Sinom, which was deemed to have been repaid upon issue of the Convertible Notes.

The Convertible Notes were each issued at an issue price of \$1,000,000 and each one convertible into 5,000,000 shares at a deemed conversion price of \$0.20 per Share. The Convertible Notes were issued on 3<sup>rd</sup> December 2014 and 23<sup>rd</sup> December 2014 respectively.

The Convertible Notes both matured on 14 October 2016. On 13 January 2017, Shareholders approved an extension of the period to redeem the notes to be 14 January 2019. The current terms of the Convertible Notes, after the amendments approved by Shareholders on 13 January 2017 provide that:

- (a) subject to receipt of all necessary approvals (including any required Shareholder approval), the Convertible Notes are convertible within 27 months following the maturity date (ie: by 14 January 2019); and
- (b) if the approvals noted in (a) above are not obtained within 27 months following the maturity date (ie: by 14 January 2019), the Convertible Notes are redeemable on that date.

Sinom currently has voting power of 45%. Separate to the Convertible Notes, Sinom has made available to the Company interest free, unsecured loans and advances which are repayable in full on or before 31 December 2019. As at the date of this Notice, \$2,414,987 is owing pursuant to the loans and advances. Sinom has confirmed to the Company that it will continue to provide financial support to the Group to meet its liabilities as and when they fall due and keep the Group's assets in good standing for the period to 27 September 2019.

##### Proposed amendments:

Subject to receipt of Shareholder approval, the Company and Sinom have agreed to extend the 27 month period noted in (a) and (b) above by another 12 months (ie: to 14 January 2020). Annexure A sets out the current terms of the Convertible Notes (sections 1 to 10) with the proposed amendments shown in mark up (**Proposed Amendments**). Assuming Shareholders approve the Proposed Amendments, the Proposed Amendments will take effect at the close of the Meeting. The other terms of the Convertible Notes will remain unchanged, and include:

- (a) the Convertible Notes were issued at an issue price of \$1,000,000 for each note;
- (b) no interest is payable on the Convertible Notes;
- (c) the Convertible Notes are unsecured; and
- (d) the Convertible Notes are convertible into 5,000,000 Shares each at a deemed conversion price of \$0.20 per Share.

The Directors (in the absence of Mr Zhang Chi) consider the Proposed Amendments to be in the best interests of the Company as they will defer conversion or redemption of the Convertible Notes to a later date.

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<sup>1</sup> Sinom is controlled by Mr Zhang (Andy) Chi, a Director. Sinom is therefore a related party of the Company.

## **Listing Rule 14.7 and Listing Rule 10.11:**

Listing Rule 14.7 provides that if a notice of meeting states something will be done in accordance with the Listing Rules then that thing must be done. The Convertible Notes were amended with Shareholder approval at the Company's General meeting on 13 January 2017, which contemplated conversion or redemption of the Convertible Notes by 14 January 2019. The Proposed Amendments, if approved, mean the Convertible Notes may not be converted or redeemed until 14 January 2020.

Listing Rule 10.11 requires Shareholder approval by ordinary resolution for any issue of equity securities by a listed company to a related party. The Proposed Amendments to the Convertible Notes will not result in any new issue of securities.

The Company seeks Shareholder approval under Listing Rule 10.11 for the Proposed Amendments.

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13, the following information is provided:

- (e) the Convertible Notes were issued to Sinom. Sinom is controlled by Mr Zhang (Andy) Chi, a Director. Sinom is therefore a related party of the Company;
- (f) two Convertible Notes were issued to Sinom. If the Convertible Notes are converted, up to a maximum of 5,000,000 Shares will be issued Sinom on conversion for each note;
- (g) the Convertible Notes were issued to Sinom on 3<sup>rd</sup> December 2014 and 23<sup>rd</sup> December 2014;
- (h) funds raised by the issue of the Convertible Notes were used to enable the Company to continue to develop the Wowo Gap Nickel Laterite Project; and
- (i) the key terms of the Convertible Notes are set out above and in Annexure A.

If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 3. In exceptional circumstances, the Chair of the Meeting may change his voting intention on Resolution 3, in which case an ASX announcement will be made.

## **5. RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY**

### **5.1 Introduction**

The Company is seeking Shareholder approval to issue an additional 10% of issued capital over a 12 month period pursuant to ASX Listing Rule 7.1A.

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek Shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$2.67 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 2 October 2018).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: RMI).

If Shareholders approve Resolution 4, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

## **5.2 Technical Information required by ASX Listing Rule 7.1A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 4:

### **(a) Minimum Issue Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (1) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (2) if the Equity Securities are not issued within 5 ASX trading days of the date in Section (1) above, the date on which the Equity Securities are issued.

### **(b) Date of Issue**

Assuming Resolution 4 is passed, the Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (1) 12 months after the date of this Meeting; and
- (2) the date of the approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under ASX Listing Rule 7.1A ceases to be valid),

**(10% Placement Capacity Period).**

### **(c) Risk of economic and voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will have a dilutive effect on the interests of existing Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at 2 October 2018.

The table below also shows:

- (1) the hypothetical voting dilution impact where the number of Shares on issue (variable 'A' in the formula) changes. Specifically, the table shows two examples where variable 'A' has increased by 50% and 100%. These examples of a 50% and 100% increase in variable 'A' are provided as required under Listing Rule 7.3A.2. We note however that, even in the event Resolution 4 is passed, it is not possible for the Company to issue additional Shares in excess of 25% of its current issued capital without Shareholder approval, unless the Share issue is as a result of an issue that falls within an exemption within Listing Rule 7.2 (such as a pro rata entitlements issue or a share purchase plan); and
- (2) the hypothetical economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

**Table**

Issued Share Capital (Number of Shares on issue – variable 'A' in Listing Rule 7.1A2)	50% decrease in current Market Price \$0.0045		Current Market Price \$0.009		100% increase in current Market Price \$0.018	
	10% Voting Dilution	Capital Raised \$	10% Voting Dilution	Capital Raised \$	10% Voting Dilution	Capital Raised \$
Present Share Capital 296,267,347	29,626,735	133,320	29,626,735	266,641	29,626,735	533,281
50% Increase in Share Capital 444,401,021	44,440,102	199,980	44,440,102	399,961	44,440,102	799,922
100% Increase in share capital 592,534,694	59,253,469	266,641	59,253,469	533,281	59,253,469	1,066,562

**Assumptions and explanations**

- The current shares on issue are the Shares on issue as at the date of this Notice of Meeting.
- The issue price set out above is the closing price of the Shares on the ASX on 2 October 2018.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued either under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a specific risk that:

- (1) the market price for the Company's Shares may be significantly lower on the date of the issue than it is on the date of the Meeting; and
- (2) the Shares may be issued at a price that is at a discount to the market price for those Shares on the issue date.

**(d) Purpose of issue of 10% Placement Capacity**

The Company may issue Equity Securities for non-cash consideration, such as for the acquisition of new assets or investments. If the Company issues Equity Securities for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the Equity Securities complies with ASX Listing Rule 7.1A.3.

Funds raised from the issue of Equity Securities for cash consideration, if undertaken, would be applied towards exploration activities, the acquisition of new assets and general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

**(e) Allocation under the 10% Placement Capacity**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the Equity Securities. The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to a number of factors including but not limited to the following:

- (1) the purpose of the issue;
- (2) the alternative methods for raising funds available to the Company at that time, including but not limited to, rights issue or other offer where existing Shareholders may participate;
- (3) the effect of the issue of the Equity Securities on the control of the Company;
- (4) the circumstances of the Company, including but not limited to, the financial situation and solvency of the Company;
- (5) prevailing market conditions; and
- (6) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new assets or investments for which placement securities are issued as consideration, it is possible that the allottees of some of the placement securities will be the vendors of the new assets or investments.

**(f) Previous approval under ASX Listing Rule 7.1A.**

The Company has previously obtained Shareholder approval under ASX Listing Rule 7.1A at its annual general meeting held on 17 November 2017.

During the 12 month period preceding the date of this Meeting, the Company has not issued any securities.

**(g) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (1) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- (2) the information required by ASX Listing Rule 3.10.5A for release to the market.

**5.3 Voting Exclusion Statement**

A voting exclusion statement is included in the Notice of Meeting. At the date of this Notice, the proposed allottees of any Equity Securities are not as yet known or identified and the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Therefore, no existing Shareholders will be excluded from voting on Resolution 4.

**Recommendations for All Resolutions**

The Board believes that the Resolutions to be proposed at the Company's Annual General Meeting are in the best interests of the Company and (except where otherwise stated) unanimously recommends that Shareholders vote in favour of each Resolution.

**Enquiries**

Shareholders are invited to contact the Company Secretary, Ms Amanda Sparks, on (08) 6494 0025 or [rnc@resmin.com.au](mailto:rnc@resmin.com.au) if they have any queries in respect of the matters set out in these documents.

## GLOSSARY

**\$** means Australian dollars.

**Accounting Standards** has the meaning given to that term in the Corporations Act.

**Additional 10% Placement Capacity** has the meaning set out in section 4 of the Explanatory Statement.

**Annual Report** means the annual report of the Company for the year ended 30 June 2018.

**Associate** has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the “designated body” for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

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

**Auditor** means the Company’s auditor from time to time (if any).

**Auditor’s Report** means the report of the Auditor contained in the Annual Report for the year ended 30 June 2018.

**AWST** means western standard time as recognised in Perth, Western Australia.

**Board** means the Directors.

**Chair** means the individual elected to chair any meeting of the Company from time to time.

**Child Entity** has the meaning given to that term in the Listing Rules.

**Closely Related Party** has the meaning given to that term in the Corporations Act.

**Company** means Resource Mining Corporation Limited ABN 97 008 045 083.

**Constitution** means the Company's constitution, as amended from time to time.

**Corporations Act** means *Corporations Act 2001* (Cth).

**Directors** means the directors of the Company.

**Equity Securities** has the meaning given to it in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum accompanying this Notice.

**Key Management Personnel** has the meaning given to that term in the Accounting Standards.

**Listing Rules** means the ASX Listing Rules.

**Meeting** means the Annual General Meeting convened by the Notice.

**Notice or Notice of Meeting** means this Notice of Annual General Meeting.

**Option** means an option to acquire a Share.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Annual Report for the year ended 30 June 2018.

**Resolution** means a resolution contained in the Notice.

**Restricted Voter** means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

**Shareholder** means a member of the Company from time to time.

**Shares** means fully paid ordinary shares in the capital of the Company.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

## ANNEXURE A

### Facility and Note Deed: Schedule 2 - Note Terms

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#### 1 Form of note

##### 1.1 Form

- (a) A Note is a direct unsubordinated unsecured debt obligation of the Company in certificated form, and will at all times rank pari passu in right of payment with all other existing and future unsecured and unsubordinated obligations of the Company (other than unsecured obligations preferred by mandatory provision of law), and senior in right of payment to all existing and future subordinated obligations of the Company.
- (b) A Certificate will be issued to the Lender in respect of a Note on receipt of the Subscription Amount.

##### 1.2 Issue price and face value

A Note:

- (a) will be issued on the terms and conditions of the Deed including these Note Terms at an issue price of \$1,000,000;
- (b) has a face value of \$1,000,000; and
- (c) must be fully paid for on application.

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#### 2 Register

##### 2.1 Establishment of Register

The Company will establish and maintain a Register of holders of Notes at a place determined by the Company.

##### 2.2 Company to maintain Register

The Company must enter on the Register:

- (a) the name and address of the Lender;
- (b) the fact the Lender holds a Note;
- (c) the date the Note was issued; and
- (d) the face value and Maturity Date of the Note.

##### 2.3 Register conclusive evidence

Entries in the Register in relation to a Note constitute conclusive evidence that the person entered as the Lender is the absolute owner of the Note, subject to correction for fraud or error. Except as required or permitted by law, the Company must treat the person entered on the Register as the absolute owner of the Note.

##### 2.4 Certificate

Without affecting paragraph 2.3, the Company shall issue to the Lender a Certificate in relation to the Lender's holding.

## 2.5 Notices

Any notice regarding a Note will be sent to the registered address of the Lender as recorded in the Register.

## 2.6 Notice by Lender

The Lender may by notice to the Company appoint, and remove the appointment of, the Lender or another person to give notices on behalf of the Lender to the Company.

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### 3 Status as creditors and subordination

- (a) Prior to Conversion, a Note:
  - (i) confers rights on the Lender as an unsecured creditor of the Company; and
  - (ii) does not confer on the Lender any right to attend or vote at general meetings of the Company (other than by reason of pre-existing rights to do so).
- (b) By accepting the issue of a Note the Lender:
  - (i) agrees to be bound by the Deed; and
  - (ii) acknowledges that it is an unsecured creditor of the Company and that the Note does not confer rights as a member of the Company.

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### 4 Payments

#### 4.1 Payment

All payments to be made by the Company in relation to a Note will be made:

- (a) after deduction of all withholdings and deductions required by law; and
- (b) by either:
  - (i) cheque mailed to the Lender at the address appearing in the Register; or
  - (ii) if the Lender nominates a bank account to the Company, by electronic bank transfer of cleared funds into that bank account.

#### 4.2 Withholdings and deductions

If the Company or another person is required by law to make a deduction or withholding from a payment to the Lender, the Company must notify the Lender of such and pay the full amount of the deduction or withholding to the appropriate Government Agency under applicable law, and deliver the original receipts to the Lender promptly after receipt.

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### 5 Replacement of Certificate

- (a) If any Certificate is lost, stolen, mutilated, defaced or destroyed it may be replaced at the registered office of the Company upon payment by the claimant of the expenses incurred in connection therewith and on such terms as to evidence, indemnity and security as the Company may reasonably require.
- (b) Mutilated or defaced Certificates must be surrendered before replacements will be issued.

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## **6 Transfer of Notes**

A Note may not be transferred.

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## **7 Interest**

No interest will be payable on a Note.

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## **8 Redemption and Conversion**

### **8.1 Early Conversion**

- (a) The Lender may at any time after the issue of a Note and prior to the date 5 Business Days prior to the Maturity Date, provide the Company with a Conversion notice substantially in the form set out in Attachment E electing to Convert a Note.
- (b) If the Company receives a Conversion notice from the Lender under paragraph 8.1(a), the Company must use reasonable endeavours to procure any approvals required for Conversion or the issue of Shares on Conversion (including, without limitation, under the Corporations Act (including under item 7 section 611 of the Corporations Act) as soon as practicable, and in any event no later than 3 months after the date of receiving a Conversion notice from the Lender under clause 8.1(a).
- (c) Subject to receiving all approvals referred to in paragraph 8.1(b), or, if the Company determines that no approvals are required, the Company must, as soon as reasonably practicable after receipt of all approvals or making the determination (as the case may be):
  - (i) Convert the Note and allot to the Lender 5,000,000 Shares;
  - (ii) procure the entry of the Lender into the Company's register of members as the holder of 5,000,000 Shares;
  - (iii) procure the delivery to the Lender a holding statement showing the Lender as the holder of 5,000,000 Shares; and
  - (iv) release on ASX a disclosure document or a notice under sub-section 708A(5)(e) of the Corporations Act to enable the Shares to be freely tradable.
- (d) The Shares issued under this paragraph 8.1 will rank *pari passu* with the Shares on issue at Conversion.
- (e) If the approvals referred to in paragraph 8.1(b) have not been obtained by the date 3 months after the Lender provides a Conversion Notice to the Company under paragraph 8.1(a), the Note shall become incapable of being converted into Shares, and the Company shall redeem the Note by paying the Redemption Amount to the Lender in immediately available funds on the date 3 months after the Maturity Date.

### **8.2 Early redemption**

- (a) The Company may, at any time after the issue of a Note and prior to the Maturity Date, redeem a Note by giving the Lender at least 3 Business Days' prior written notice and paying the Redemption Amount to the Lender in immediately available funds.
- (b) For the avoidance of doubt, the Lender may not elect to redeem a Note early and the Company is not required to redeem a Note early.

### 8.3 Redemption and Conversion at maturity

- (a) Unless a Note has been Converted or redeemed early in accordance with paragraph 8.1 or 8.2, the Company must use reasonable endeavours to obtain any approvals (including, without limitation, under the Corporations Act (including under item 7 section 611 of the Corporations Act), the ASX Listing Rules, the FATA or FIRB's foreign investment policy) for Conversion or the issue of Shares on Conversion, within ~~27 months~~ 39 months following the Maturity Date.
- (b) The Lender must provide reasonable assistance to the Company in relation to the preparation of any document which the Company is required to prepare or lodge for the purposes of obtaining all necessary approvals in accordance with paragraph 8.3(a).
- (c) Subject to receiving all approvals referred to in paragraph 8.3(a), or, if the Company determines that no approvals are required, the Company must, as soon as practicable after the approvals are obtained or after the determination that no approvals are required (as applicable):
- (i) Convert the Note and allot to the Lender 5,000,000 Shares;
  - (ii) procure the entry of the Lender into the Company's register of members as the holder of 5,000,000 Shares;
  - (iii) procure the delivery to the Lender a holding statement showing the Lender as the holder of 5,000,000 Shares; and
  - (iv) release on ASX a disclosure document or a notice under sub-section 708A(5)(e) of the Corporations Act to enable the Shares to be freely tradable.
- (d) The Shares issued under this paragraph 8.3 will rank pari passu with the Shares on issue at Conversion. Upon issue of the Shares, the Lender agrees to become a member of the Company and be bound by the terms of the Company's constitution.
- (e) If the approvals referred to in paragraph 8.3(a) have not been obtained by the date ~~27 months~~ 39 months after the Maturity Date, the Note shall become incapable of being converted into Shares, and the Company shall redeem the Note by paying the Redemption Amount to the Lender in immediately available funds on the date that is ~~27 months~~ 39 months following the Maturity Date.
- (f) Despite anything to the contrary contained in or implied by these Note Terms, it is a condition precedent to any right of the Lender to receive payment of any funds in respect of a Note or to obtain Shares on Conversion that all necessary authorisations (if any) and any other statutory requirements of the jurisdiction in which the Lender is resident which may then be in existence are obtained and satisfied at the cost of the Lender.
- (g) Unless:
- (i) Shareholders have approved Conversion of a Note in accordance with paragraph 8.3(a) and after all other approvals; or
  - (ii) a Note has been Converted,
- the Company may, at any time after the Maturity Date and prior to the date that is ~~27 months~~ 39 months following the Maturity Date, redeem a Note by paying the Redemption Amount to the Lender in immediately available funds.

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## 9 Adjustments

Notwithstanding anything else in these Note Terms, if the Company reorganises its capital in any way while a Note is on issue, in respect of a Note, the number of Shares to be issued on

Conversion to the Lender will be reorganised so that the Lender will not receive a benefit the holders of Shares do not receive and vice versa.

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## 10 Voting Rights

The Note shall not provide for any voting rights at Shareholder meetings of the Company.

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For the purposes of this Annexure A

**ASX** means ASX Limited ACN 008 624 691 or the Australian Securities Exchange operated by it (as the context requires).

**ASX Listing Rules** means the official listing rules of ASX.

**Business Day** means a day on which banks are open for business in Perth, Western Australia, excluding a Saturday, Sunday or public holiday.

**Certificate** means a convertible note.

**Conversion** means the conversion of a Note into Shares pursuant to paragraph 8 of the Note Terms and **Convert** and **Converted** has a corresponding meaning.

**Conversion Price** means \$0.20.

**Corporations Act** means *Corporations Act 2001* (Cth).

**Deed** means this facility and note Deed including the Note Terms.

**Dollars, A\$ and \$** means the lawful currency of Australia.

**FATA** means the Foreign Acquisitions and Takeovers Act 1975.

**FIRB** means the Foreign Investment Review Board.

**Government Agency** means a government or any governmental, semi-governmental, legislative, administrative, fiscal, quasi-judicial or judicial entity, authority, department or other body, whether foreign, federal, State, Territorial or local (including any self-regulatory organisation established under statute or any stock exchange).

**Lender** means Sinom (Hong Kong) Limited.

**Maturity Date** means 14 October 2014.

**Note** means an unsecured convertible loan note to be issued by the Company under this Deed with the rights described in the Note Terms, title to which is recorded in and evidenced by an inscription in the Register.

**Note Terms** means the terms of the Notes described in Annexure A.

**Redemption Amount** means \$1,000,000 per Note.

**Register** means the register of noteholders to be kept under paragraph 2.1 of the Note Terms.

**Shares** means ordinary shares in the capital of the Company or any Successor Company (as the context requires).

**Shareholders** means the shareholders of the Company from time to time.

**Subscription Amount** means \$1,000,000 per Note.

**Successor Company** means a company that results from, or follows an acquisition, consolidation, amalgamation, merger or transfer of all or substantially all of the Shares, undertaking or assets of the Company to another corporation.

# Resource Mining Corporation Limited

ABN 97 008 045 083

## PROXY FORM

**LODGE YOUR VOTE:**

By Email: [rmc@resmin.com.au](mailto:rmc@resmin.com.au)  
 By Mail: PO Box 1404,  
 Kalamunda, 6926,  
 Western Australia

### ANNUAL GENERAL MEETING

I/We

Address

being a Member of Resource Mining Corporation Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy (**Please note:** Leave blank if you have selected the Chairman of the Annual General Meeting as your proxy.)

OR  the Chairman of the Annual General Meeting as your proxy

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 BDO, 38 Station Street, Subiaco, Western Australia on Thursday 29 November 2018 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 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 Resolution 1 by marking the appropriate box below.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chairman is entitled to vote.**

### Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Ordinary Resolution 1- Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 2- Re-election of William Mackenzie as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 3- Approval to Amend Convertible Notes Held by Sinom (Hong Kong) Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution 4- Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is \_\_\_\_\_ %.

Signature of Member(s) \_\_\_\_\_ Date: \_\_\_\_\_

<b>Individual or Member 1</b>	<b>Member 2</b>	<b>Member 3</b>
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director/Company Secretary	Director	Director/Company Secretary

Contact Email: \_\_\_\_\_ Contact Ph (daytime): \_\_\_\_\_ Date: \_\_\_\_\_

## VOTING INSTRUCTIONS

### How to Vote on Items of Business

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

**For your vote to be effective it must be received by 10.30am (WST) Tuesday, 27 November 2018**

### 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 or abstain as they choose (to the extent permitted by law). 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.

**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 help tab, "Printable 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.

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