



Peel Mining Limited

Notice of Annual General Meeting and Explanatory Statement

Time: 3.00 pm (WST)

Date: Wednesday, 30 November 2011

Place: The VIC, 1st Floor, 226 Hay Street, Subiaco, WA 6008

How to Vote

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

Voting in person

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

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Annual General Meeting as soon as possible and either:

- send the proxy form by facsimile to the Company on facsimile number **(08) 9388 1025** (International: + 61 8 9388 1025); or
- or post the proxy form to the Company at **PO Box 849, West Perth, WA 6872.**
- or deliver the proxy to the Company at **Unit 1, 34 Kings Park Road, West Perth, WA 6005.**

so that it is received not later than 3.00 pm (WST) on 28 November 2011.

Proxy forms received later than this date will be invalid.

Your proxy form is attached.



Notice of Annual General Meeting

Notice is given that the Annual General Meeting of shareholders of Peel Mining Limited will be held at The VIC, 1st floor, 226 Hay Street, Subiaco, Western Australia at 3.00 pm (WST) on Wednesday, 30 November 2011.

The Explanatory Statement that accompanies and forms part of this Notice describes the matters to be considered as ordinary business.

Agenda

Financial Report

To receive the financial statements of the Company for the year ended 30 June 2011 together with the Directors' Report, the Directors' Declaration and the Auditor's Report.

1. Resolution 1 – Adoption of Remuneration Report (Non-binding resolution)

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a non-binding Resolution:

"That, for the purposes of Section 250R(2) of the Corporations Act, the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2011, be adopted."

Voting exclusion statement:

The company will disregard any vote cast on Resolution 1 by, or on behalf of a person who is disclosed in the Remuneration Report as one of the key management personnel of the Company (including the Directors), or a closely related party of that person (as these persons are not entitled to vote on the Resolution in their own capacity).

However, the Company need not disregard a vote if 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.

As a result of recent amendments to the Corporations Act the Chairman of the Meeting will not vote undirected proxies on this Resolution relating to the Remuneration Report. If you wish to appoint the Chairman as your proxy and wish to support this Resolution, please mark 'For' on the Proxy Form.

2. Resolution 2 – Re-election of Director - Mr Craig McGown

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

"That, for the purposes of clause 13.2 of the Constitution and for all other purposes, Mr Craig McGown, who retires by rotation, and being eligible, is re-elected as a Director."

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read "Rob Tyson".

Rob Tyson
Executive Director
31 October 2011

NOTE:

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. This date is 7.00 pm (EST) on 28 November 2011.



EXPLANATORY STATEMENT

This Explanatory Statement and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

1. FINANCIAL STATEMENTS AND REPORTS

The first agenda item is to receive the financial statements and reports of the Company for the year ended 30 June 2011, comprising the Financial Statements, Directors' Report, Directors' Declaration and Independent Audit Report. No resolution is required in respect of this agenda item. However, it provides Shareholders with the opportunity to ask questions of the Company's directors and auditors in relation to the Company's results for that financial year.

As a shareholder, you are entitled to submit a written question to the auditor prior to the Annual General Meeting provided that the question relates to:

- the content of the auditor's report; or
- the conduct of the audit in relation to the financial report.

All written questions must be received by the Company no later than 5.00 pm on 24 November 2011.

All questions must be sent to the Company and may not be sent direct to the auditor. The Company will then forward all questions to the auditor.

The auditor will be attending the Annual General Meeting and will be available to answer questions from Shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

The auditor will also answer written questions submitted prior to the Annual General Meeting.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2011.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

The Directors recommend that Shareholders vote in favour of Resolution 1.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR - MR CRAIG MCGOWN

Clause 13.2 of the Constitution requires that if the Company has three or more Directors, one third (or the number nearest one-third) of those Directors must retire at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

Mr Craig McGown retires by rotation and is eligible for re-election.

4. ENQUIRIES

Shareholders should contact Mr David Hocking (Company Secretary) on 08 9382 3955 if they have any questions in respect of the matters set out in these documents.



GLOSSARY

\$ means Australian dollars.

Annual General Meeting means the meeting convened by the Notice of Meeting.

ASX means ASX Limited.

ASX Listing Rules or Listing Rules means the Listing Rules of the ASX.

Board means the board of directors of the Company.

Company and Peel means Peel Mining Limited (ABN 42 119 343 734).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the company.

EST means Eastern Standard Time as observed in Sydney, New South Wales.

Explanatory Statement means the explanatory statement to the Memorandum.

Meeting or Annual General Meeting means the meeting convened by the Notice.

Memorandum means this information memorandum.

Notice means the notice of meeting accompanying this memorandum.

Resolution means a resolution contained in this Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of Shares.

WST means Western Standard Time as observed in Perth, Western Australia.



**PROXY FORM
APPOINTMENT OF PROXY
PEEL MINING LIMITED
ABN 42 119 343 734
ANNUAL GENERAL MEETING**

I/We _____

of _____

being a member of Peel Mining Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint _____

Name of proxy

OR

☐

the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, 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 to be held at 3.00 pm on Wednesday 30 November 2011 at The VIC, 1st floor, 226 Hay Street, Subiaco, Western Australia and at any adjournment of the meeting.

Important for Resolution 1 – If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolution 1 as set out below and in the Notice of Meeting.

If you do not mark this box, and you have not directed your proxy how to vote on Resolution 1, the Chairman of the Meeting will not cast your votes on Resolution 1 and your votes will not be counted in computing the required majority if a poll is called on this Resolution. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by marking the boxes below or by marking this box (in which case the Chairman will vote in favour of Resolution 1.

The Chairman of the Meeting intends to vote in favour of all the Resolutions.

☐

I/We direct the Chairman to vote in accordance with the Chairman's voting intentions on Resolution 1 except where i/we have indicated a different intention below. I/we acknowledge that the Chairman may exercise my proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a director or key management personnel.

Voting on Business of the Annual General Meeting

	For	Against	Abstain
Resolution 1 – Adoption of Remuneration Report	☐	☐	☐
Resolution 2 – Re-election of Director - Mr Craig McGown	☐	☐	☐

Signature of Member(s):

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Date: _____

Contact Name: _____

Contact Ph (daytime): _____



Instructions for Appointment of Proxy

A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at the annual general meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.

1. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
2. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed under either the common seal of the corporation or under the hand of an officer of the company or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by at least one of the joint shareholders, personally or by a duly authorised attorney.
3. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
4. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of the annual general meeting, by post or facsimile to the respective addresses stipulated in this proxy form.
5. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - b) 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
 - c) if the proxy is the Chairperson, the proxy must vote on a poll and must vote that way; and
 - d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.
6. If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.
7. Where a voting exclusion applies, the Company need not disregard a vote if 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 to vote as the proxy decides or 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.
8. The Chairman intends to vote for all resolutions set out.

Peel Mining Limited
Telephone +61 8 9382 3955
PO Box 849, West Perth, Western Australia 6872
Unit 1, 34 Kings Park Road, West Perth, Western Australia 6005
www.peelex.com.au