

15 October 2014

ASX: AOH, FSE: A2O

## 2014 ANNUAL GENERAL MEETING

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### 2014 Annual General Meeting

Altona Mining Limited (“Altona” or the “Company”) is pleased to announce its 2014 Annual General Meeting will be held on Wednesday, 26 November 2014 in Perth. A Notice of Annual General Meeting and Explanatory Memorandum is appended with full details of the meeting’s business.

### Vote on capital management initiatives

On 2 October 2014, Altona announced the completion of the sale of the majority of its Finnish assets to Boliden for US\$95 million plus adjustments to reflect movements in working capital, net debt and net capital expenditure.

The Company intends to distribute A\$0.15 per share to Shareholders and has sought a tax ruling from the Australian Taxation Office to clarify the composition of the cash return. Unfortunately the ruling was not available at the time the Notice of Meeting for the Annual General Meeting was required to be lodged with the authorities. Another Shareholders’ meeting will therefore need to be called upon receipt of the draft tax ruling to enable Shareholders to vote on the capital initiatives, if required.

It is expected that the cash payment to shareholders would be made shortly after that Shareholder’s meeting, if the capital initiatives are approved.

### Please direct enquiries to:

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Managing Director  
Altona Mining Limited  
Tel: +61 8 9485 2929  
altona@altonamining.com

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## About Altona

Altona Mining Limited is an ASX listed company which recently sold its successful Outokumpu mine in Finland and is now focussed on a major copper development project in Australia.

The Cloncurry Copper Project near Mt Isa in Queensland is one of Australia's largest undeveloped copper projects. The first development envisaged is the 7 million tonnes per annum Little Eva open pit copper-gold mine and concentrator. Little Eva is fully permitted with proposed annual production<sup>1</sup> of 38,800 tonnes of copper and 17,200 ounces of gold for a minimum of 11 years. A Definitive Feasibility Study was completed in May 2012, and a review of costs was published in March 2014. Total resources contain some 1.5 million tonnes of copper and 0.41 million ounces of gold. Altona is engaged in discussions with potential partners to enable the funding of this major development.

Altona Mining is listed on the Australian Securities Exchange and the Frankfurt Stock Exchange.

*<sup>1</sup>Refer to the ASX release 'Cost Review Delivers Major Upgrade to Little Eva' dated 13 March 2014 which outlines information in relation to this production target and forecast financial information derived from this production target. The release is available to be viewed at [www.altonamining.com](http://www.altonamining.com) or [www.asx.com.au](http://www.asx.com.au). The Company confirms that all the material assumptions underpinning the production target and the forecast financial information derived from the production target referred to in the above-mentioned release continue to apply and have not materially changed.*



## **NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY MEMORANDUM AND PROXY FORM**

### **Details of time and location of the Annual General Meeting:**

**Date:** Wednesday 26 November 2014

**Time:** 3:30pm (AWST)

**Venue:** Rydges Hotel  
Level 1  
815 Hay Street  
  
(Corner Hay and King Street)  
Perth, Western Australia

### **A 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.

**Altona Mining Limited** ABN 35 090 468 018  
Ground Floor, 1 Altona Street, West Perth WA 6005  
Telephone: +61 8 9485 2929 Facsimile: +61 8 9486 8700  
Email: [altona@altonamining.com](mailto:altona@altonamining.com)  
[www.altonamining.com](http://www.altonamining.com)

# LETTER FROM THE CHAIRMAN

15 October 2014

Dear fellow Shareholders

On 2 October 2014, Altona announced the completion of the sale of the majority of its Finnish assets to Boliden for US\$95 million plus adjustments to reflect movements in working capital, net debt and net capital expenditure.

The Company intends to distribute A\$0.15 per share to Shareholders and has sought a tax ruling from the Australian Taxation Office to clarify the composition of the cash return. Unfortunately the ruling was not available at the time the Notice of Meeting for the Annual General Meeting was required to be lodged with the authorities. Another Shareholders' meeting will therefore be called upon receipt of the draft tax ruling to enable Shareholders to vote on the capital initiatives, if required.

Separately, you may recall at the Company's annual general meeting last year, the proxy votes cast for the 2013 Remuneration Report was 73.4%. As a consequence, if less than 75% of the votes cast are for the adoption of the 2014 Remuneration Report at this year's meeting, Shareholders will be asked to vote on whether a 'spill meeting' is to be called.

The following has been implemented by the Company:

- no short term bonus for any employee related to performance objectives for FY2014;
- no increase in salaries for the second concurrent year of employees for FY2015;
- a reduction of full-time employees;
- a 10% reduction of salary for the Managing Director and Senior Executive;
- no vesting of share rights for the Managing Director related to performance objectives for FY2014;
- no new issue of share rights for any employee in FY2015; and
- a 33% reduction of Non-Executive Director fees and the reconsideration of the Board structure in February 2015.

Your Board has heard Shareholders, and in addition to the above measures will continue to seek to reduce overheads given the change in scale of activities of the Company.

Thank you for your continued support.

Yours sincerely



**Kevin Maloney**  
Board Chairman

# NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Altona Mining Limited ACN 090 468 018 (**Altona** or **Company**) will be held at 3:30pm (AWST) on Wednesday, 26 November 2014 at Rydges Hotel, Level 1, 815 Hay Street (corner of Hay and King Street), Perth, Western Australia.

An Explanatory Memorandum accompanies and forms part of this Notice of Annual General Meeting. The Explanatory Memorandum describes the various matters to be considered in relation to the business to be conducted at the Annual General Meeting. This Notice of Annual General Meeting should be read in conjunction with the Explanatory Memorandum.

## AGENDA

### Financial Reports

To receive and consider the financial report of the Company for the year ended 30 June 2014, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

### Resolution 1 Re-election of Director - Mr Peter Ingram

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

*"That Peter Ingram who retires in accordance with clause 13.2 of the Company's Constitution and being eligible offers himself for re-election, be re-elected as a Director."*

### Resolution 2 Re-election of Director - Mr Paul Hallam

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

*"That Paul Hallam who retires in accordance with clause 13.2 of the Company's Constitution and being eligible offers himself for re-election, be re-elected as a Director."*

### Resolution 3 Adoption of Remuneration Report

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

*"That the Remuneration Report of the Company for the year ended 30 June 2014 as set out in the 2014 Annual Report be adopted."*

The Company will disregard any votes cast on Resolution 3 by or on behalf of a Restricted Voter<sup>1</sup>. 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 3 unless:

- (a) the appointment specifies the way the proxy is to vote on Resolution 3; or

<sup>1</sup> "Restricted Voter" means Key Management Personnel and their Closely Related Parties as defined in the Glossary.

(b) the proxy is the Chair of the Meeting and the appointment of the Chair 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 3. Shareholders may also choose to direct the Chair to vote against Resolution 3 or to abstain from voting.

If you are a Restricted Voter and purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

**Note:** In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

## **Resolution 4      Spill Resolution (if required)**

**The following resolution will only be put to the Meeting if at least 25% of the votes cast on Resolution 3 in this Notice of Annual General Meeting are AGAINST the adoption of the Remuneration Report. A vote for Resolution 4 is a vote for a spill meeting.**

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

*“That:*

- (a) a general meeting (Spill Meeting) be held within 90 days of the 2014 Annual General Meeting;*
- (b) all the Company’s Directors (other than the Managing Director of the Company) who were Directors of the Company when the resolution to make the Directors’ Report for the year ended 30 June 2014 considered at the 2014 Annual General Meeting was passed, cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting pursuant to paragraph (b) above must be put to the vote at the Spill Meeting.”*

The Company will disregard any votes cast on Resolution 4 by or on behalf of a Restricted Voter. However the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in 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 4; unless:

- (a) the appointment specifies the way the proxy is to vote on Resolution 4; 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 against Resolution 4.

Shareholders may also choose to direct the Chair to vote against or to abstain from voting.

If you are a Restricted Voter and purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

## **Other Business**

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

Details of the definitions and abbreviations used in this Notice of Annual General Meeting are set out in the glossary to the Explanatory Memorandum.

**By order of the Board**

A handwritten signature in black ink, appearing to read 'C. Lunderstedt', with a small flourish at the end.

**Carmen Lunderstedt**  
Company Secretary

Dated: 15 October 2014

# VOTING INSTRUCTIONS

## 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 Annual General Meeting and by submitting their proxy appointment and voting instructions by post 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 their 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 Resolutions 3 and 4, 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 who do not nominate the identity of their proxy, will be taken to have appointed the Chair 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 Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair 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 resolutions 1 through 3 and against resolution 4 as set out in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to the proposed resolutions. These rules are explained in this Notice.

To be effective, proxies must be lodged by 3:30pm (AWST) on Monday, 24 November 2014. Proxies lodged after this time will be invalid.

Proxies may be lodged using any of the following methods:

- by returning a completed Proxy Form to: Computershare, GPO Box 242, Melbourne Victoria 3001; or
- by faxing a completed Proxy Form to: (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555.

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 3:30pm (AWST) on Monday, 24 November 2014. If facsimile transmission is used, the Power of Attorney must be certified.

#### **Shareholders who are entitled to vote**

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, 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 3:30pm (AWST) on Monday, 24 November 2014.

#### **Questions from Shareholders of Auditors**

Shareholders may submit written questions to the auditor of the Company by no later than 5:00pm (WST) Tuesday, 19 November 2014 in person or by mail to Ground Floor, 1 Altona Street, West Perth, WA 6005, or by email: [altona@altonamining.com](mailto:altona@altonamining.com) concerning 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.

## 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 Altona Mining Limited (**Altona** or **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.

You should read this Explanatory Memorandum in full before making any decision in relation to the resolutions to be considered at the Annual General Meeting.

### Financial Reports

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2014, together with the Directors' Declaration and Report in relation to that financial year and the Auditor's Report on the financial report. 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 management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to:

- a) the conduct of the audit;
- b) the preparation and content of the Independent Audit Report;
- c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d) the independence of the Auditor in relation to the conduct of the audit.

The Chair will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

### Resolution 1      Re-election of Director - Mr Peter Ingram

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

**Mr Peter Ingram BSc, FAusIMM, MGSA, FAICD** (appointed 19 February 2010 Non-Executive Director, and Lead Independent Non-Executive Director 18 March 2013)

Mr Ingram is a geologist with over forty years' experience in the mining and mineral exploration industries within Australia, including over thirty years' experience in public company management. He was the founding Chairman and Managing Director of Universal Resources Limited (now Altona Mining Limited).

Mr Ingram was a founding councillor and past President of the Association of Mining and Exploration Companies (AMEC) and has been made an Honorary Life Member in recognition of his services to AMEC. He was also a founding director of the Australian Gold Mining Industry Council. He has served on the board of management of the WA School of Mines at Curtin University and was instrumental in the establishment of the Chair of Mineral Economics and Mine Management within that institution.

Mr Ingram is a member of the Audit and Risk Management Committee and Remuneration and Nomination Committee. He is currently a director of Azure Minerals Limited.

The Board (other than Mr Ingram) recommends that Shareholders vote in favour of the resolution to re-elect Mr Ingram.

## **Resolution 2          Re-election of Director - Mr Paul Hallam**

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

**Mr Paul Hallam BE (Hons) Mining, FAICD, FAUSIMM** (appointed 18 March 2013, Independent Non-Executive Director)

Mr Hallam is a qualified mining engineer. He has a wealth of industry experience and over fifteen years' experience as a director of various publicly listed companies, government and industry bodies.

His former executive roles include Director of Operations for Fortescue Metals Group Ltd, Executive General Manager Development and Projects for Newcrest Mining Ltd, Director Victorian Operations for Alcoa and Executive General Manager Base and Precious Metals for North Ltd. Mr Hallam also held senior mine management/development roles for Battle Mountain Gold Company in Chile, Bolivia and Australia, and for Alcoa, Newmont and North Ltd in Australia in both underground and surface mining operations.

Mr Hallam is Chairman of the Remuneration and Nomination Committee and a member of the Audit and Risk Management Committee. He is currently a director of Gindalbie Metals Group Limited and Sandfire Resources NL.

The Board (other than Mr Hallam) recommends that Shareholders vote in favour of the resolution to re-elect Mr Hallam.

## **Resolution 3          Adoption of 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 2014 Annual Report. The Remuneration Report is set out in the Company's 2014 Annual Report and is also available on the Company's website [www.altonamining.com](http://www.altonamining.com).

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

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

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at an annual general meeting, and then again at the following annual general meeting (**Second Annual General Meeting**), the Company will be required to put a resolution to the Second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene a Spill Meeting within 90 days of the Second Annual General Meeting. All of the Directors who were in office when the 2014 Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

It is noted that at the Company's 2013 annual general meeting, the proxy votes cast against the 2013 Remuneration Report were more than 25%. Accordingly, if at least 25% of the votes cast on Resolution 3 are against the adoption of the Remuneration Report, Resolution 4 will be put to Shareholders.

As a result of last year's "first strike", the Board has increased its engagement with key Shareholders to understand their concerns, and undertook a review of the Company's remuneration arrangements for its Key Management Personnel.

In accordance with information included in the 2014 Annual Report and subsequent to the sale of the majority of Altona's Finnish assets, the Board has resolved that irrespective of the performance of an individual, there will be:

- no short term incentive (bonus) for the Managing Director, Senior Executive and employees related to performance objectives for FY2014;
- no increase in salaries for the second concurrent year of employees for FY2015;
- a reduction of full-time corporate employees;
- a 10% reduction of current annual salaries of the Managing Director and Senior Executive;
- no vesting of long term incentive Performance Share Rights for the Managing Director related to performance objectives for FY2014 (noting separately that Shareholders approved the early vesting of 1,166,666 Performance Share Rights on 20 August 2014 as a consequence of the Sale);
- no new issue of long term incentive Performance Share Rights for any employee in FY2015; and
- a 33% reduction of Non-Executive Director fees effective from the Annual General Meeting, and the reconsideration of the Board structure in February 2015.

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 details of any equity based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

**Voting:** A voting exclusion applies to Resolution 3 in the terms set out in the Notice of Annual General 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.

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

## **Resolution 4      Spill Resolution (if required)**

As set out above in the Explanatory Memorandum relating to resolution 3, the Directors' Report for the year ended 30 June 2014 contains a Remuneration Report which sets out the policy for the remuneration of the Directors and executives of the Company (Remuneration Report). In accordance with section 250R(2) of the Corporations Act the Company is required to put the Remuneration Report to its Shareholders for adoption.

At the Company's 2014 Annual General Meeting, over 25% of the votes cast were against the adoption of the Remuneration Report. If at least 25% of the votes cast on resolution 3 are against the adoption of the Remuneration Report, the Company will be required to put this resolution 4 (**Spill Resolution**) to the Meeting, to approve calling a general meeting.

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene a Spill Meeting within 90 days of the 2014 Annual General Meeting. All of the Directors who were in office when the 2014 Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors. Following the Spill Meeting, those persons whose election or re-election as Directors is approved will be the Directors of the Company.

Shareholders should be aware that the convening of a Spill Meeting will result in the Company incurring not immaterial additional expense in conducting a meeting (including legal, printing, mail out and registry costs) as well as potential disruption to its focus on core business operations as a result of management distraction, the time involved in organising such a meeting and the diversion of resources.

Moreover Shareholders should note that there are no voting exclusions applicable to resolutions appointing Directors at any subsequent meeting of Shareholders. This would mean there is no barrier to the existing major Shareholders of the Company exercising their voting rights to reappoint the existing Directors of the Company without any changes to the composition of the Board.

In the Board's view it would be inappropriate to remove all of the non-executive Directors in the circumstances. However, the Board recognises that Shareholders can remove a director by a majority Shareholder vote at any time for any reason.

As a public company is required to have a minimum of three directors, the Corporations Act includes a mechanism to ensure that the Company will have at least three directors (including the Managing Director) after the Spill Meeting. If at the Spill Meeting, three directors are not appointed by ordinary resolution, the persons taken to be appointed are those with the highest percentage of votes favouring their appointment cast at the Spill Meeting on the resolution for their appointment (even if less than half the votes cast on the resolution were in favour of their appointment).

As the Directors' have an interest in the outcome of resolution 4, the Directors do not make any recommendation to Shareholders as to how the Shareholders should vote on resolution 4.

**Voting:** Note that a voting exclusion applies to resolution 4 in the terms set out in the Notice. 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 against 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.

## GLOSSARY

In this Explanatory Memorandum and Notice of Annual General Meeting, the following terms have the following meaning unless the context otherwise requires:

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

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**Altona or Company:** Altona Mining Limited (ABN 35 090 468 018) and its wholly owned subsidiaries.

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**AWST:** Australian Western Standard Time.

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**Awards Plan:** Altona Mining Limited Awards Plan 2010.

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**Board:** Altona Board of Directors.

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**Boliden:** Boliden Mineral AB (publ).

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

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**Computershare:** Computershare Investor Services Pty Limited is Altona's share registry service provider.

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**Constitution:** Constitution of the Company.

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

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**Directors:** Directors of the Company.

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**Explanatory Memorandum:** Information attached to the Notice of Annual General Meeting, which provides information to Shareholders about the resolutions contained in the Notice of Annual General Meeting.

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

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**Meeting:** The Annual General Meeting the subject of the Notice.

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**Notice or Notice of Annual General Meeting:** The Notice of Annual General Meeting which accompanies this Explanatory Memorandum.

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**Outokumpu Project:** The Outokumpu Copper Project located in Finland and comprising the Kylylahti mine and Luikonlahti concentrator.

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**Performance Share Right:** Right to receive a Share for nil consideration in accordance with the terms of the Awards Plan.

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**Restricted Voter:** Key Management Personnel and their Closely Related Parties.

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**Share:** Fully paid ordinary share in the capital of the Company.

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**Shareholder:** A holder of a Share.

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