

29 April 2014

Manager, Company Announcements
Australian Securities Exchange Limited

GENERAL MEETING OF SHAREHOLDERS

Please find attached a Notice of General Meeting of Shareholders to be held as follows:

Time: 10.30am
Date: Friday, 30 May 2014
Venue: Unity Mining Limited
Level 10
350 Collins Street
MELBOURNE VIC 3000

Yours sincerely



Melanie Leydin
Company Secretary

For personal use only

Notice of Meeting

Unity Mining Limited

ABN 61 005 674 073

Notice is given that a General Meeting of shareholders of Unity Mining Limited ABN 61 005 674 073 (Company) will be held at the Company's offices, Level 10, 350 Collins Street, Melbourne on **Friday 30 May 2014 at 10.30 am.**

Items of Business

1. Share Capacity Refresh - Placement

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the placement capacity of the Company be refreshed by the previous issue of 77,746,134 shares as described in the Explanatory Memorandum be approved."

2. Share Capacity Refresh - Royalty

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the placement capacity of the Company be refreshed by the previous issue of 44,444,444 shares as described in the Explanatory Memorandum be approved."

3. Share Capacity Retention - Placement

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

"That, for the purposes of ASX Listing Rule 7.3 and for all other purposes, the placement capacity of the Company be retained such that the proposed issue of 87,753,372 shares as described in the Explanatory Memorandum be approved."

4. Share Capacity Retention - Royalty

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

"That, for the purposes of ASX Listing Rule 7.3 and for all other purposes, the placement capacity of the Company be retained such that the proposed issue of shares as described in the Explanatory Memorandum be approved."

BY ORDER OF THE BOARD

Melanie Leydin
Company Secretary
29 April 2014

NOTES:

- Entire Notice:** The details of the resolutions contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
- Voting:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares as at 7.00pm Melbourne time on 28 May 2014. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
- Voting Exclusion Statements:**

Resolution 1:

The Company will disregard any votes cast on this resolution by any person who participated in the issues and any associate of such person.

However, the Company need not disregard a vote if the vote is cast as proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or if the vote is cast by the Chairman for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 2:

The Company will disregard any votes cast on this resolution by any person who participated in the issues and any associate of such person.

However, the Company need not disregard a vote if the vote is cast as proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or if the vote is cast by the Chairman for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 3:

The Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue or any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of such person.

However, the Company need not disregard a vote if the vote is cast as proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or if the vote is cast by the Chairman for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 4:

The Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue or any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of such person.

However, the Company need not disregard a vote if the vote is cast as proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or if the vote is cast by the Chairman for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

HOW TO VOTE

To vote on the Resolutions to be put to the Meeting follow these steps:

- EITHER**
1. Complete and return the proxy form by following the instructions set out below by not later than 10.30 am on 28 May 2014.
- OR**
2. Attend the Meeting.

The sending of a proxy form will not prevent you from attending and voting at the Meeting.

PROXIES:

1. A member entitled to attend and vote at the meeting has the right to appoint not more than two proxies.
2. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes, each proxy may exercise one half of the member's votes. Fractions of votes will be disregarded.
3. A proxy need not be a member of the Company. A proxy may be an individual or a body corporate.
4. Any corporation that is a shareholder of the Company may authorise (by a form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chairman) a natural person to act as its representative at the meeting.
5. A proxy may decide whether to vote on any resolution, except where the proxy is required by law or the constitution to vote, or abstain from voting, in his or her capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
6. If the member appoints the chairperson of the meeting as the member's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that member, in favour of that item. If shareholders intend to appoint the chairperson of the meeting as their proxy particularly with respect to voting on resolutions 1 and 2, they can direct the chairperson to vote by either marking the relevant voting boxes for resolutions 1 and 2, or by marking the chairperson's box on the proxy form (in which case the chairperson of the meeting will vote in favour of those resolutions).
7. The member or his or her attorney must sign the proxy form or for proxies lodged through online (see paragraph 8(d) below), such proxies must be duly authenticated. Proxies given by corporations must be signed under the hand of a duly authorised officer (or officers) or attorney or executed by the corporation in accordance with the Corporations Act.
8. To be valid, the form appointing the proxy and for proxies which are to be signed by the power of attorney or other authority (if any) under which it is signed (or a certified copy of that power of

attorney or other authority) must be received by the Company's Registrar, Boardroom Pty Limited, not later than 48 hours before the commencement of the meeting (or any adjournment of the meeting). Proxies may be lodged:

- (a) by hand to Boardroom Pty Limited, at Level 7, 207 Kent Street Sydney NSW 2000; or
- (b) by post to Boardroom Pty Limited, GPO Box 3993, Sydney NSW, 2001; or
- (c) by facsimile to +61 2 9290 9655 together with a business hours telephone contact number; or
- (d) online at www.boardroomlimited.com.au/vote/unitygm2014

DEFINITIONS

Definitions in the Explanatory Notes and the Notice of Meeting:

ASX means ASX Limited.

Board means Board of Directors.

Company means Unity Mining Limited ABN 61 005 674 073.

Listing Rules means the Listing Rules of ASX Limited.

Notice of Meeting means the notice of meeting attaching to and forming part of the Explanatory Notes calling this meeting.

Resolution means a resolution set out in the Notice of Meeting.

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

If you have any questions about the Meeting, the Resolutions to be put to the Meeting or the proposals being considered, please contact the Company Secretary on (03) 8622 2300.

EXPLANATORY NOTES

The information in this document relates to the resolutions to be considered at the meeting of shareholders of the Company to be held on 30 May 2014. The Explanatory Notes should be read in conjunction with the Notice of Meeting and form part of the Notice of Meeting. The information in the Explanatory Notes relating to the Resolutions is provided in accordance with the requirements of the Listing Rules and the *Corporations Act 2001* (Cth) (Corporations Act).

Resolution 1 - Share Capacity Refresh - Placement

This resolution freshens up the Company's placement capacity. The effect of this resolution will be to restore the Company's placement capacity and accordingly provides capital raising flexibility for the Company moving forward. If shareholder approval is not obtained, this has no consequence except that the Company's placement capacity will be 77,746,134 shares smaller than the 15% calculation would otherwise determine.

By way of background, the Company has issued the following shares under the Company's 15% placement capacity. As announced to ASX on 19 March 2014, 77,746,134 shares were issued at 2.7 cents. The shares rank equally with all other existing shares. The shares were issued to underwriters of the share purchase plan for the shortfall of the share purchase plan and additional shares under the placement as announced to ASX on 17 March 2014. The purpose of the issue was for resource conversion and extension drilling and capital development at the Henty Gold Mine, technical studies at Dargues Gold Mine, corporate and working capital and fees of the share purchase plan. The shares were issued to clients of Patersons Securities Limited as lead manager and underwriters as well as to other institutional and sophisticated investors such as LionGold Corp.

The Board recommends that you vote in favour of this resolution.

Resolution 2 - Share Capacity Refresh - Royalty

This resolution freshens up the Company's placement capacity. The effect of this resolution will be to restore the Company's placement capacity and accordingly provides capital raising flexibility for the Company moving forward. If shareholder approval is not obtained, this has no consequence except that the Company's placement capacity will be 44,444,444 shares smaller than the 15% calculation would otherwise determine.

By way of background, the Company has issued the following shares under the Company's 15% placement capacity. As announced to ASX on 24 April 2014, 44,444,444 shares were issued at an

issue price of 1.8 cents being a 10% discount to the 5 day VWAP prior to the date of issue. The shares rank equally with all other existing shares. The purpose of the issue was to satisfy a \$800,000 share issue obligation to Moly Mines Limited as the holder of a royalty right in relation to the Dargues Gold Mine.

The Board recommends that you vote in favour of this resolution.

Resolution 3 - Share Capital Retention - Placement

The purpose of this resolution is to retain the Company's placement capacity as described above and to ensure that the future issue of securities as described below do not reduce it. This form of resolution is contemplated by Listing Rule 7.3. If approval is not obtained then the Company's placement ability will be reduced by such future issue, but otherwise the passing of the resolution has no impact in relation to the Company.

By way of background, the Company proposes to issue the following shares under the Company's 15% placement capacity no later than 3 months after the date of the meeting. The shares will rank equally with all other existing shares. As announced to ASX on 20 March 2014, LionGold Corp has agreed to subscribe for 87,753,372 shares at 2.7 cents per share. The purpose of the issue is for resource conversion and extension drilling and capital development at the Henty Gold Mine, technical studies at Dargues Gold Mine, corporate and working capital.

The Board recommends that you vote in favour of this resolution.

Resolution 4 - Share Capital Retention - Royalty

The purpose of this resolution is to retain the Company's placement capacity as described above and to ensure that the future issue of securities as described below do not reduce it. This form of resolution is contemplated by Listing Rule 7.3. If approval is not obtained then the Company's placement ability will be reduced by such future issue, but otherwise the passing of the resolution has no impact in relation to the Company.

By way of background, the Company proposes to issue the following shares under the Company's 15% placement capacity no later than 3 months after the date of the meeting. The shares will rank equally with all other existing shares. As described above, the Company has a residual obligation to Moly Mines Limited as the holder of a royalty right in relation to the Dargues Reef Mine. The Company can issue \$1,866,667 of shares to satisfy its obligation, \$800,000 of which is due to be issued by 31 May 2014 and \$1,066,667 of which is due to be issued by 30 June 2014. The issue price is a 10% discount to the 5 day VWAP prior to the date of issue.

The Board recommends that you vote in favour of this resolution.

For personal use only

All Correspondence to:

✉ **By Mail:** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before 10:30am AEST on Wednesday, 28 May 2014.

📠 TO VOTE ONLINE

- STEP 1: VISIT www.boardroomlimited.com.au/vote/unitygm2014
- STEP 2: Enter your holding/investment type:
- STEP 3: Enter your Reference Number:
- STEP 4: Enter your Voting Access Code:

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) Complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) Return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form must be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am AEST on Wednesday, 28 May 2014**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** www.boardroomlimited.com.au/vote/unitygm2014

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address
 This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Unity Mining Limited** and entitled to attend and vote hereby appoint

Appoint the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

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 at the General Meeting of the Company to be held at the **Company's offices, Level 10, 350 Collins Street, Melbourne on Friday, 30 May 2014 at 10:30am AEST** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 ITEMS OF BUSINESS
 * If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Share Capacity Refresh - Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Share Capacity Refresh - Royalty	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Share Capacity Retention - Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Share Capacity Retention - Royalty	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2014