



Moly Mines Limited

ACN 103 295 521

Notice of Annual General Meeting and Explanatory Memorandum

**Annual General Meeting to be held at
the offices of Herbert Smith Freehills,
Level 34, ANZ Tower,
161 Castlereagh Street, Sydney, NSW, Australia
on Monday, 30 May 2016 at 11.00am (EST).**

The Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

A Proxy Form is enclosed. If you are unable to attend the Meeting, please complete and return the enclosed proxy form in accordance with the specified instructions.

Moly Mines Limited

ACN 103 295 521

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Moly Mines Limited ACN 103 295 521 (**Company**) will be held at the offices of Herbert Smith Freehills, Level 34, ANZ Tower, 161 Castlereagh Street, Sydney, NSW on Monday, 30 May 2016 at 11.00am (EST).

Agenda items

Annual Financial Report

To receive and consider the financial report of the Company and the reports of the Directors and Auditors for the year ended 31 December 2015.

Neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders on these reports. However, Shareholders will be given a reasonable opportunity to raise questions or make comments on the reports and ask questions of a representative of the Company's Auditor.

Resolution 1 – Adoption of Remuneration Report

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

“That the Remuneration Report for the year ended 31 December 2015 be adopted.”

Note: *The Remuneration Report is set out in the Company's 2015 Annual Report. The vote on this resolution is advisory only and does not bind the Directors or the Company.*

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1:

- (a) in any capacity, by or on behalf of, a member of the Company's key management personnel (**KMP**), details of whose remuneration are included in the 2015 Remuneration Report and their Closely Related Parties (such as close family members and any controlled companies of a member of the KMP); and
- (b) as a proxy by a member of the KMP at the date of the Meeting and their Closely Related Parties.

However, the Company will not disregard a vote cast on Resolution 1 by a member of the KMP or their Closely Related Parties if the vote is cast:

- (a) as proxy for a person entitled to vote on Resolution 1 in accordance with a direction on the proxy form which specifies how the proxy is to vote on Resolution 1 (and the direction is not given by or on behalf of a member of the KMP or their Closely Related Parties); or
- (b) by the Chairman of the Meeting in accordance with an express authorisation in the proxy form to exercise the proxy as the proxy thinks fit, even though Resolution 1 is connected with the remuneration of the Company's KMP.

Resolution 2 – Re-election of Ms. Cathie (Wei) Wu as a Director

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

“That Ms. Cathie (Wei) Wu, who retires as a Director by rotation under rule 13.2 of the Company’s Constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company.”

Resolution 3 – Rotation of Mr. Kang Huan Jun as a Director

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

“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr. Kang Huan Jun, a Director, retires by rotation as a Director of the Company and does not stand for re-election.”

Dated this 28 April 2016.

By order of the Board



Susan Hunter
Company Secretary.

IMPORTANT INFORMATION

Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

Entitlement to vote

It has been determined that under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Annual General Meeting, Shares will be taken to be held by the persons who are the registered holders at 5.00pm (EST) on 28 May 2016. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Proxies

Shareholders are encouraged to attend the meeting, but if you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form.

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

- each Shareholder has the right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder 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 you wish to indicate how your proxy should vote (or that they should abstain from voting), please mark the appropriate boxes on the proxy form. If you do not direct your proxy how to vote on a particular item of business, you are authorising your proxy to vote as they decide, subject to any applicable voting exclusions.

Unless you appoint the Chairman of the Meeting as your proxy, members of the KMP (which includes each of the Directors) will not be able to vote as proxy on Resolution 1, unless you direct them how to vote. If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, you should ensure that you direct that person how to vote on Resolution 1.

If you intend to appoint the Chairman of the Meeting as your proxy, you can direct the Chairman how to vote by marking the boxes for the relevant Resolution (for example, if you wish to vote 'for', 'against' or to 'abstain' from voting). However, if you do not mark the box next to Resolution 1, then by signing and returning the proxy form, you will be expressly authorising the Chairman to vote as he sees fit in respect of Resolution 1 even though it is connected with the remuneration of Company's KMP.

Please note that the Chairman of the Meeting intends to vote all undirected proxies in favour of each Resolution.

Voting by proxy can be completed in one of the following ways:

1. Online: at www.investorvote.com.au
2. Mobile: scan the QR Code on the enclosed Proxy Form and follow the prompts
3. By mail: complete and sign the enclosed Proxy Form and return to:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001 Australia

4. By Fax: complete and sign the enclosed Proxy Form and fax to:
 Inside Australia 1800 783 447
 Outside Australia +61 3 9473 2555
5. Custodian voting: For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

To be effective, a Proxy Form and, if the Proxy Form is signed by the Shareholder's attorney, the authority under which the appointment is signed (or a certified copy of that authority) must be received by the Company not later than 48 hours before the time specified for the commencement of the General Meeting.

Corporate Representatives

A body corporate that is a Shareholder, or which has been appointed as proxy, may appoint an individual to act as its representative at the Annual General 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, unless it has previously been given to the Company.

Explanatory Memorandum to Shareholders

This Explanatory Memorandum has been prepared to assist Shareholders in understanding and deciding how to vote on the business to be put to Shareholders at the forthcoming Annual General Meeting.

This Explanatory Memorandum is an important document. You should read it in its entirety before deciding how to vote at the Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and particular needs of Shareholders or any other person. Accordingly, it should not be relied upon as the sole basis for any decision in relation to the business to be put to the Meeting.

1. Annual Financial Report

The Corporations Act requires:

- the reports of the Directors and Auditors; and
- the annual financial report, including the financial statements of the Company for the year ended 31 December 2015,

to be laid before the Annual General Meeting. Neither the Corporations Act nor the Company's constitution requires a vote of Shareholders on the reports or statements. However, Shareholders will be given a reasonable opportunity to raise questions or make comments on the management of the Company.

Also, a reasonable opportunity will be given to Shareholders as a whole at the Meeting to ask the Company's Auditor questions 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.

2. Resolution 1 – Adoption of Remuneration Report

The Remuneration Report is included in the Directors' Report in the Company's 2015 Annual Report. It sets out the Company's remuneration arrangements for all Directors and certain other executives.

The Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted. Under section 250R(3) of the Corporations Act, the vote on the resolution is advisory only and does not bind the Directors or the Company.

Note: A voting exclusion applies to this resolution as set out in the Notice of Meeting.

3. Resolution 2 – Re-election of Ms. Cathie (Wei) Wu as a Director

In accordance with rule 13.2 of the Company's Constitution, one-third of the Directors for the time being (excluding the Managing Director and any Director appointed since the last Annual General Meeting), must retire from office by rotation at the Company's Annual General Meeting and are eligible for re-election.

In accordance with rule 13.2, Ms. Cathie (Wei) Wu retires and, being eligible, offers herself for re-election.

Ms. Wu was appointed as a Director on 17 January 2014 and was last re-elected at the Annual General Meeting held on 28 May 2014.

Ms. Wu is a professional executive who has extensive experience in both the Chinese and Australian business communities. She has advised numerous Chinese companies and Australian resource companies to either manage direct investments in Australia or attract investments from China in the base metals, alumina, iron ore, coal and mineral sands sectors. She previously served at UBS SDIC Fund Management Company as a project development manager.

Ms. Wu holds a Bachelor of Science from Fudan University in Shanghai, China and a MPhil (Research) in Infosys from the University of New South Wales.

Ms. Wu is Chair of the Remuneration and Nomination Committee and a member of the Audit and Risk Management Committee.

Recommendation

The Directors (other than Ms. Wu) unanimously recommend that Shareholders vote in favour of Resolution 2.

4. Resolution 3 – Rotation of Mr. Kang Huan Jun

In accordance with rule 13.2, Mr. Kang Huan Jun retires and has chosen not to offer himself for re-election as he is retiring from the Board of Moly.

Mr Kang was appointed as a Non-executive Director on 25 June 2012 and was last re-elected at the Annual General Meeting held on 31 May 2013. Mr Kang was appointed to the Board of Moly as a nominee of major shareholder Hanlong Mining Investment Pty Ltd and will be replaced with another representative from Hanlong Mining Investment Pty Ltd in due course.

The Board thanks Mr. Kang for his contribution to the Board during his time as a Non-Executive Director of the Company and wish Mr. Kang all the very best in his future business endeavours.

Recommendation

The Directors (other than Mr. Kang Huan Jun) unanimously recommend that Shareholders vote in favour of Resolution 3.

GLOSSARY

The meaning of the terms used in the Notice of Meeting and this Explanatory Memorandum are set out below:

Annual General Meeting or **Meeting** means the annual general meeting of the Company.

EST means Australian Eastern Standard Time.

Auditor means Deloitte Touche Tohmatsu.

Board means the board of Directors from time to time.

Closely Related Party has the meaning given in section 9 of the Corporations Act, which includes close family members and any controlled companies of a member of the KMP.

Company or **Moly** means Moly Mines Limited (ACN 103 295 521).

Constitution means the constitution of the Company, as amended from time to time.

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

Director means a director of the Company.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting.

Notice of Meeting or **Notice** means the notice of Meeting accompanying this Explanatory Memorandum.


Remuneration Report means the remuneration report set out in the Company's Annual Report for the year ended 31 December 2015.

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

Shareholder means a registered holder of Shares.

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

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

MOL
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 11:00am (EST) Saturday, 28 May 2016**

How to Vote on Items of Business

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

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each 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 in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the 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.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

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

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Moly Mines Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Moly Mines Limited to be held at the offices of Herbert Smith Freehills, Level 34, ANZ Tower, 161 Castlereagh Street, Sydney, New South Wales on Monday, 30 May 2016 at 11.00am (EST) 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 in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Ms. Cathie (Wei) Wu as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Rotation of Mr. Kang Huan Jun as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

MOL

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Computershare +