



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 Computershare,
Level 4, 60 Carrington Street, Sydney, NSW, Australia
on Monday, 28 May 2018 at 9.30am (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 Computershare, Level 4, 60 Carrington Street, Sydney, NSW, Australia on Monday, 28 May 2018 at 9.30am (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 2017.

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 – Re-election of Mr Nelson Chen as a Director

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

“That Mr Nelson Chen, who retires as a Director by rotation under rule 13.2 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Resolution 2 – Re-election of Dr Lakshman Jayaweera as a Director

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

“That Dr Lakshman Jayaweera, having been appointed as a Director of the Company since the last Annual General Meeting and who retires under rule 13.5 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Resolution 3 – Re-election of Mr Trevor Coombe as a Director

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

“That Mr Trevor Coombe, having been appointed as a Director of the Company since the last Annual General Meeting and who retires under rule 13.5 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Resolution 4 – Appointment of Auditor

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

"That, for the purposes of section 327B of the Corporations Act and for all other purposes, BDO Audit Pty Ltd, having consented to act as the Company's auditor, be appointed as auditor of the Company effective from the date of the Meeting and the Directors be authorised to agree the remuneration on the terms and conditions in the Explanatory Memorandum."

Resolution 5 – Change of Company Name

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

"That, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to 'Young Australian Mines Ltd'."

Dated this 3 May 2018.

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 9.30am (EST) on 26 May 2018. 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.

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 2017,

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. Resolutions 1 to 3 – Re-election of Directors

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.

Rule 13.5 of the Company's Constitution provides that a person appointed as a Director either to fill a casual vacancy or as an addition to the existing Directors holds office only until the next Annual General Meeting. The Director is then eligible for re-election at that Annual General Meeting.

Mr Gou Qing Lou plans to retire as a Director of the Company on the date of the Annual General Meeting and has decided not to stand for re-election at the Meeting. The Board thanks Mr Lou for his service to the Company during his tenure as a Director of Moly and wishes him well in his future business endeavours.

Details regarding each of the Directors seeking re-election under rules 13.2 and 13.5 are set out below.

2.1 Resolution 1 – Re-election of Mr Nelson Chen

In accordance with rule 13.2, Mr Nelson Chen retires and, being eligible, offers himself for re-election.

Mr Chen was last re-elected as a Director on 28 May 2015 and is the Company's Executive Chairman.

Mr Chen is a Director of Hanlong (Australia) Resources Pty Ltd and is a Chartered Accountant in Australia. He holds postgraduate degrees in finance and accounting. Prior to joining Hanlong, Mr Chen spent over 11 years with PricewaterhouseCoopers Sydney office in their audit and M&A advisory practices. Mr Chen has served on the Board of the Australia China Business Council, NSW branch, for over 7 years.

Mr Chen is currently also a Director of Marenica Energy Limited (ASX:MEY).

Mr Chen is a member of the Remuneration and Nomination Committee.

Recommendation

The Directors (other than Mr Chen) unanimously recommend that Shareholders vote in favour of Resolution 1.

2.2 Resolution 2 – Re-election of Dr Lakshman Jayaweera

In accordance with rule 13.5 of the Company's Constitution, Dr Lakshman Jayaweera retires and, being eligible, offers himself for re-election.

Dr Jayaweera was appointed as an Independent Non-executive Director on 3 April 2018.

Dr Jayaweera was appointed a director of Queensland Mining Corporation Limited (QMC) in January 2013 and was appointed the Chairman of QMC in July 2013. He is a chemical engineer by profession with over 30 years of experience in the field of resource recovery in Australia, including with Rio Tinto (formerly CRA Ltd) from 1980 to 1986. He was the founder of Hydromet Corporation Limited, a company specialising in metallurgical processing and metal recycling field in Australia. During his time at Hydromet from 1990 to 2012, he held various positions including the position as Managing Director and Executive Chairman. Dr Lakshman was the Chairman of the Board of Investment of Sri Lanka from 2012 to 2014, which is the premier agency responsible for attracting foreign direct investment into the country.

Dr Jayaweera is Chairman of the Audit and Risk Committee and the Remuneration and Nomination Committee.

Recommendation

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

2.3 Resolution 3 – Re-election of Mr Trevor Coombe

In accordance with rule 13.5 of the Company's Constitution, Mr Trevor Coombe retires and, being eligible, offers himself for re-election.

Mr Coombe was appointed as an Executive Director on 16 April 2018.

Mr Coombe was previously the Chief Executive Officer of the Kurri Kurri aluminium smelter in the Hunter Valley, New South Wales (which under his stewardship was one of the largest industrial complexes in New South Wales, with a total direct and indirect workforce of up to 2,000 people) and Norske Hydro's Head of Global Alumina and Smelter Growth for the Oceania Region. Norske Hydro is one of the major global integrated aluminium producers. Mr Coombe served in these roles for a period of over 13 years.

Prior to entering the aluminium industry, Mr Coombe was involved in the mining industry for over 30 years, including as Chief Executive Officer of Savage Resources' coal mining operation at Liddell Mine in the Hunter Valley, and General Manager of Pasminco's silver-lead-zinc-gold-copper mining operations at Rosebery, Tasmania. He has also spent substantial parts of his early career at Broken Hill and Cobar (with CRA) and as the Senior Mining Engineer for the Lady Loretta joint venture in the Cloncurry region.

Recommendation

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

3. Resolution 4 – Appointment of Auditor

The Directors understand that the Company's current auditor, Deloitte Touche Tohmatsu, will give notice to ASIC of their intention to resign as auditor of the Company (under section 329(5) of the Corporations Act), and upon receipt of the consent of ASIC, will resign as auditor of the Company.

The Company has received a written notice of nomination from a Shareholder for BDO Audit Pty Ltd to be appointed as the Company's auditor pursuant to section 328B of the Corporations Act. A copy of the notice of nomination is included in Annexure A.

BDO Audit Pty Ltd has consented to act in the capacity of auditor, subject to the passing of Resolution 4, and all other requirements of the Corporations Act in relation to the appointment of an auditor have been, or, at the date of the Notice are being met.

Resolution 4 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 4.

Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

4. Resolution 5 – Change of Company Name

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 5 seeks the approval of Shareholders for the Company to change its name to 'Young Australian Mines Ltd'. This name reflects the Company's acquisition of Queensland Mining Corporation Ltd and the White Range project and the move to becoming a significant copper producer.

If Resolution 5 is passed, the change of name will take effect when ASIC alters the details of the Company's registration.

The proposed name has been reserved by the Company and if Resolution 5 is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change.

5. 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.

Associate has the meaning given to that term in Part 1.2, Division 2 of the Corporations Act.

EST means Australian Eastern Standard Time.

Board means the board of Directors from time to time.

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.

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.

ANNEXURE A

3 May 2018

The Board of Directors
Moly Mines Limited
Level 1
80 Chandos Street
St Leonards NSW 2065

Dear Sirs,

NOMINATION OF AUDITOR

For the purposes of section 328B(1) of the Corporations Act 2001, as a member Moly Mines Limited (Company), I hereby nominate BDO Audit Pty Ltd for appointment as auditor of the Company at the Company's annual general meeting.

Yours faithfully



For and on behalf of
Hanlong Mining Investment Pty Limited