

---

**AUROCH MINERALS LIMITED**

**ACN 148 966 545**

**NOTICE OF ANNUAL GENERAL MEETING**

---

**TIME:** 11:00am (AWST)

**DATE:** 23 November 2017

**PLACE:** Country Women's Association of WA  
1176 Hay St  
West Perth WA 6005

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 6500 3270*

---

**CONTENTS PAGE**

---

Notice of Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	6
Glossary	17
Schedule 1 – Summary of the terms of the Consultant Options	19
Schedule 2 – Summary of the terms of the Share Plan	21
Schedule 3 – Equity Securities Issued since 23 November 2016	23
Proxy Form	Enclosed

---

**IMPORTANT INFORMATION**

---

---

**TIME AND PLACE OF MEETING**

---

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00am (AWST) on 23 November 2017 at:

Country Women's Association of WA  
1176 Hay St  
West Perth WA 6005

---

**YOUR VOTE IS IMPORTANT**

---

The business of the Annual General Meeting affects your shareholding and your vote is important.

---

**VOTING ELIGIBILITY**

---

The Directors have determined pursuant to Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 4:00pm (AWST) on 21 November 2017.

---

**VOTING IN PERSON**

---

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

---

**VOTING BY PROXY**

---

A Proxy Form is enclosed with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company; and

- a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

### **Voting Prohibition by Proxy Holders**

---

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, a person described above may cast a vote on Resolution 1 if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the person is the Chairman voting an undirected proxy which expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 1 and 6 if:

- (a) the person is either:
  - (i) a member of the Key Management Personnel of the Company; or
  - (ii) a Closely Related Party of such a member, and
- (b) the appointment does not specify the way the proxy is to vote on Resolutions 1 and 6.

However, the prohibition does not apply if:

- (a) the proxy is the Chairman; and
- (b) the appointment expressly authorises the Chairman to exercise the proxy even if Resolutions 1 and 6 are connected directly or indirectly with remuneration of a member of the Key Management Personnel of the Company.

---

## BUSINESS OF THE ANNUAL GENERAL MEETING

---

Notice is given that the Annual General Meeting of Shareholders will be held at 11:00am (AWST) on 23 November 2017 at the Country Women's Association of WA, 1176 Hay St, West Perth WA 6005.

The Explanatory Statement provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

### AGENDA

---

#### ORDINARY BUSINESS

---

#### FINANCIAL STATEMENTS AND REPORTS

---

To table and consider the Annual Report of the Company for the financial year ended 30 June 2017, which includes the Financial Report, the Director's Report and the Auditor's Report.

---

#### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

*"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Statement."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting Exclusion:** In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

---

## 2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR GLENN WHIDDON

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

*“That, for the purpose of Article 6.3(b) of the Constitution and for all other purposes, Mr Glenn Whiddon, retires by rotation, and being eligible, is re-elected as a Director.”*

---

## 3. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT FACILITY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

*“That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the Resolution is passed, and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

---

## 4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUES OF SHARES

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 296,820 Shares to S3 Consortium Pty Ltd on the terms and conditions set out in the Explanatory Statement.”*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by S3 Consortium Pty Ltd and any of its associates.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form

---

**5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUES OF SHARES AND CONSULTANT OPTIONS**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 60,813 Shares, and 300,000 Options each having an exercise price of \$0.20 and expiring on 24 March 2019 (**Consultant Options**), to Elysium Growth Nominees Pty Ltd on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion**

The Company will disregard any votes cast on this Resolution by Elysium Growth Nominees Pty Ltd and any of its associates.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

---

**6. RESOLUTION 6 – REFRESH OF EMPLOYEE SHARE PLAN**

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

*"That, for the purposes of Listing Rule 7.2, Exception 9(b), as an exception to Listing Rule 7.1, and for all other purposes, Shareholders approve the Share Plan and the issue of Shares under the Share Plan, a summary of which is set out in the Explanatory Statement."*

**Voting Exclusion**

The Company will disregard any votes cast on this Resolution by a Director (other than a Director who is not eligible to participate in the Share Plan) and any associates of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

---

**DATED: 18 OCTOBER 2017**

**BY ORDER OF THE BOARD**



**MR GLENN WHIDDON  
CHAIRMAN**

---

## **EXPLANATORY STATEMENT**

---

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

---

### **1. FINANCIAL STATEMENTS AND REPORTS**

Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.aurochminerals.com](http://www.aurochminerals.com) or by contacting the Company on +61 (8) 9486 4036.

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report for the financial year ended 30 June 2017;
- (b) ask questions or make comment on the management of the Company;
- (c) ask questions about, or make comment on, the Remuneration Report;
- (d) ask the auditor questions about:
  - (i) the conduct of the audit;
  - (ii) the preparation and content of the Auditor's Report;
  - (iii) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
  - (iv) the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the content of the Auditor's Report; or
- (b) the conduct of the audit of the Financial Report,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

---

### **2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive and non-executive directors.

Section 250R(3) of the Corporations Act provides that this Resolution is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass this Resolution will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, under sections 250U and 250Y of the Corporations Act, Shareholders have the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting, a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

At the Company's 2016 Annual General Meeting the remuneration report was approved by over 75% of Shareholders present and voting.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting the consequences are that all Directors (other than the Managing Director) may be up for re-election.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

---

### **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR GLENN WHIDDON**

Article 6.3(b) of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded down to the nearest whole number), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under Article 6.3(b) of the Constitution is eligible for re-election.

Accordingly, Mr Glenn Whiddon, retires by rotation and seeks re-election.

Details of Mr Whiddon's background and experience are set out in the Annual Report.

The Board (other than Mr Whiddon) unanimously supports the re-election of Mr Whiddon. Mr Whiddon does not make any recommendation in relation to his own re-election.

---

## **4. RESOLUTION 3 - APPROVAL OF 10% PLACEMENT FACILITY**

### **4.1 General**

Listing Rule 7.1A provides that an eligible entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital over a period up to 12 months after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is seeking Shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility.

If Shareholders approve this Resolution, the exact number of Equity Securities the Company may issue under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in Section 4.2(c) below).

The Company intends to continue to expand and accelerate the Company's existing business activities (including expenses associated with its existing exploration projects) and to pursue other acquisitions that have a strategic fit or will otherwise add value to Shareholders (including expenses associated with such acquisitions). The Company may use the 10% Placement Facility for these purposes and for general working capital.

The Directors of the Company believe this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

### **4.2 Description of Listing Rule 7.1A**

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being Shares (ASX:AOU).

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general

meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

**A** is the number of Shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of Shares issued in the previous 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the previous 12 months;
- (C) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval; and
- (D) less the number of Shares cancelled in the previous 12 months.

Note that "A" has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 4.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within five Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

**(10% Placement Period).**

#### **4.3 Listing Rule 7.1A**

The effect of Resolution 3 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period without Shareholder approval and without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

#### **4.4 Specific information required by ASX Listing Rule 7.1A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades were recorded immediately before:
  - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within five Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
  - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary

securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.11 50% decrease in Issue Price	\$0.22 Current Issue Price	\$0.44 100% increase in Issue Price
<b>85,817,551</b> <b>(Current)</b>	10% voting dilution	8,581,755 Shares	8,581,755 Shares	8,581,755 Shares
	Funds raised	\$943,993.06	\$1,887,986.12	\$3,775,972.24
<b>128,726,327</b> <b>(50% increase)</b>	10% voting dilution	12,872,633 Shares	12,872,633 Shares	12,872,633 Shares
	Funds raised	\$1,415,989.59	\$2,831,979.18	\$5,663,958.37
<b>171,635,102</b> <b>(100% increase)</b>	10% voting dilution	17,163,510 Shares	17,163,510 Shares	17,163,510 Shares
	Funds raised	\$1,887,986.12	\$3,775,972.24	\$7,551,944.49

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Options are exercised into Shares before the date of the issue of the Equity Securities.
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes listed Options, it is assumed that those listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (vii) The issue price is \$0.22, being the closing price of the Shares on ASX on 12 October 2017.
- (c) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 3 for the issue of Equity Securities pursuant to the 10% Placement Facility will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking)).
- (d) The Company may seek to issue Equity Securities under the 10% Placement Capacity for the following purposes:
  - (i) to raise funds for the ongoing costs associated with either the exploration of its existing projects, pursuing other acquisitions that have a strategic fit or otherwise add value to Shareholders (including expenses associated with such acquisitions) and for general working capital; or
  - (ii) non-cash consideration for the acquisition of new projects or otherwise as consideration for services rendered by non-related third parties to the Company, where it is considered appropriate by the board to do so. In such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities under the 10% Placement Facility.

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the recipients of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
  - (i) the purpose of the issue;
  - (ii) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
  - (iii) the effect of the issue of the Equity Securities on the control of the Company;
  - (iv) the financial situation and solvency of the Company; and
  - (v) advice from corporate, financial and broking advisers (if applicable).

The recipients under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the recipients under the 10% Placement Facility will be the vendors of the new resources assets or investments.

- (f) The Company has previously obtained Shareholder approval under Listing Rule 7.1A at the Company's 2016 annual general meeting held on 10 November 2016.
- (g) During the 12-month period preceding 23 November 2017, being the date of the Meeting, the Company issued a total of 9,006,686 Equity Securities which represent 11.73% of the total number of Equity Securities on issue at the commencement of this 12 month period (of which 1,224,205 Equity Securities were issued under the 10% Placement Capacity which represent 1.59% of the total number of Equity Securities on issue at the commencement of this 12 months period). The Equity Securities issued in the preceding 12 months are set out in a table in Schedule 3.
- (h) The Company's cash balance on 30 September 2016 was approximately \$5.9 million. The Company raised a total of \$0.8 million (before costs and in addition to funds received from investments) from the issues in the 12 months preceding the Meeting. The Company has since spent \$3.6 million on the ongoing costs associated with the exploration of its existing projects, expenses associated with strategic acquisitions, administration costs and for general working capital purposes. The Company's cash balance as at 30 September 2017 was approximately \$4.2 million. The remaining funds will continue to be used on the ongoing costs associated with the exploration of its existing projects, expenses associated with strategic acquisitions, administration costs and for general working capital purposes.
- (i) A voting exclusion statement is included in the Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

---

## **5. RESOLUTIONS 4 AND 5 – RATIFICATION OF PRIOR ISSUES**

### **5.1 Background**

The Company has issued the following Securities, in lieu of fees payable for services provided to the Company, under its 15% annual limit permitted under Listing Rule 7.1, together with the additional 10% limit approved by Shareholders under Listing Rule 7.1A at the Company's 2016 Annual General Meeting, without the need for Shareholder approval:

- (a) Shares issued to S3 Consortium Pty Ltd (Resolution 4)

On 30 January 2017, the Company issued 233,334 Shares in satisfaction of \$35,000 of fees payable to S3 Consortium Pty Ltd for marketing and business development services provided to the Company. These Shares were issued under the Company's additional 10% limit approved by Shareholders under Listing Rule 7.1A at the Company's 2016 Annual General Meeting on 10 November 2016.

On 9 May 2017, the Company issued a further 63,486 Shares to S3 Consortium Pty Ltd as fees for marketing and business development services provided to the Company. These Shares were issued within the

Company's 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

- (b) Shares and Consultant Options issued to Elysium Growth Nominees Pty Ltd (Resolution 5)

The Company has issued the following Securities to Elysium Growth Nominees Pty Ltd as fees for legal services provided to the Company:

- (i) 300,000 Consultant Options exercisable at \$0.20 per Option on or before 24 March 2019 granted on 24 March 2017; and
- (ii) 60,813 Shares issued on 9 May 2017.

These Shares and Options were issued within the Company's 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

A summary of Listing Rule 7.1A is set out in Sections 4.1 and 4.2.

Listing Rule 7.4 provides that where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rule 7.1 (including the additional 10% capacity under Listing Rule 7.1A), provided that the previous issue did not breach Listing Rule 7.1, the issue of those securities will be deemed to have been with shareholder approval for the purpose of Listing Rule 7.1A.

Resolutions 4 and 5 seek Shareholder approval for the ratification of the issue of the Shares and Consultant Options referred to above pursuant to Listing Rule 7.4.

The effect of Shareholders passing Resolutions 4 and 5 will be to restore the Company's ability to issue securities within:

- (a) the 15% placement capacity under Listing Rule 7.1 during the next 12 months; and
- (b) the additional 10% placement capacity under Listing Rule 7.1A during the 10% Placement Period,

without obtaining prior Shareholder approval.

Resolutions 4 and 5 are ordinary resolutions.

## **5.2 Information required by Listing Rule 7.5**

- (a) For the purposes of Listing Rule 7.5 information regarding the issue of the Shares referred to in Resolution 4 is provided as follows:
  - (i) 296,820 Shares were issued on the following dates:
    - (A) 233,334 Shares were issued on 30 January 2017; and
    - (B) 63,486 Shares were issued on 9 May 2017.

- (ii) The Shares were issued for nil cash consideration in lieu of fees for services provided to the Company. Accordingly, no funds were raised from the issue of the Shares.
  - (iii) The Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on Issue.
  - (iv) The Shares were issued to S3 Consortium Pty Ltd who is not a related party of the Company
  - (v) A voting exclusion statement is included in the Notice.
- (b) For the purposes of Listing Rule 7.5 information regarding the issue of the Shares and Consultant Options referred to in Resolution 5 is provided as follows:
- (i) The Securities were issued on the following dates:
    - (A) 300,000 Consultant Options were granted on 24 March 2017; and
    - (B) 60,813 Shares issued on 9 May 2017.
  - (ii) The Shares and Consultant Options were issued for nil cash consideration in lieu of fees for services provided to the Company. Accordingly, no funds were raised from the issue of the Shares or the Consultant Options.
  - (iii) The Consultant Options have an exercise price of \$0.20 each, and expire on 24 March 2019. The full terms and conditions of the Consultant Options are set out in Schedule 1.
  - (iv) The Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on Issue.
  - (v) The Shares and Consultant Options were issued to Elysium Growth Nominees Pty Ltd who is not a related party of the Company
  - (vi) A voting exclusion statement is included in the Notice.

---

## **6. RESOLUTION 6 – REFRESH OF SHARE PLAN**

### **6.1 General**

The Company has established the Share Plan, a summary of which was included in the Company's Supplementary Prospectus dated 2 November 2012, in relation to the Company's re-compliance with Chapters 1 and 2 of the Listing Rules.

A summary of the Share Plan is provided in Schedule 2. A copy of the Share Plan can be obtained by contacting the Company.

A summary of Listing Rule 7.1 is provided in Section 5.1.

An exception to Listing Rule 7.1 is set out in Listing Rule 7.2 (Exception 9(b)) which provides that an issue under an employee incentive scheme are exempt if within 3 years before the issue, Shareholders approved the issue of securities under the scheme or, in the case of a scheme established before the entity was listed, a summary of the scheme was set out in the listing prospectus.

As more than 3 years has elapsed since the date of the Company's re-compliance prospectus, the Company is seeking re-approval for the issue of Shares under the Share Plan as an exception to Listing Rule 7.1.

The Share Plan was designed to provide incentives to Eligible Employees of the Company and to recognise their contribution to the Company's success. Under the Company's circumstances, the Directors consider that incentives to Eligible Employees through the grant of Shares under the Share Plan is cost effective and efficient for the Company.

Resolution 6 seeks Shareholder approval for future issues of Shares under the Share Plan for the purposes of Exception 9 of Listing Rule 7.2 over the three year period from the date of the Meeting.

Resolution 6 is an ordinary resolution.

## **6.2 Specific Information Required by Listing Rule 7.2**

In accordance with the requirements of Listing Rule 7.2 Exception 9(b) the following information is provided:

- (a) The material terms of the Share Plan are summarised in Schedule 2.
- (b) The total number of Shares issued under the Share Plan since its adoption prior to re-listing is 1,400,000 Shares.
- (c) A voting exclusion statement has been included in the Notice.

---

## **7. ENQUIRIES**

Shareholders are required to contact the Company Secretary, Mr James Bahen, on (+61 8) 9486 4036 if they have any queries in respect of the matters set out in these documents.

---

## GLOSSARY

---

**\$** means Australian dollars.

**10% Placement Capacity** has the meaning given to that term in Section 4.2(f) of the Explanatory Statement.

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

**Annual Report** means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2017.

**ASIC** means the Australian Securities and Investments Commission.

**Associate** has the meaning given to that term in the *Income Tax Assessment Act 1936* (Cth).

**ASX** means ASX Limited.

**Auditor's Report** means the auditor's report on the Financial Report.

**AWST** means Australian Western Standard Time as observed in Perth, Western Australia.

**Board** means the board of Directors.

**Chair** means the Chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

**Company** means Auroch Minerals Limited (ACN 148 966 545).

**Constitution** means the Company's constitution.

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

**Director** means a director of the Company.

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Eligible Employees** means:

- (a) Directors of the Company, or of a related body corporate, who hold a salaried employment or office in the company or in a related body corporate;
- (b) an employee of the Company or any Associated Body Corporate; or

- (c) any other person whom ASIC allows to participate in the Share Plan without requiring compliance with Chapters 6D.2 and 6D.3 (except section 736) and 7.9 of the Corporations Act.

**Equity Securities** has the same meaning as under the Listing Rules.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Listing Rules** means the Listing Rules of ASX.

**Notice** or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**Plan Participant** means an Eligible Employee or an Associate of an Eligible Employee who accepts an offer to acquire Plan Shares under the Share Plan.

**Plan Share** means a Share issued pursuant to the Share Plan.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the Remuneration Report set out in the Directors' Report section of the Annual Report.

**Resolutions** means the resolutions set out in this Notice, or any one of them, as the context requires.

**Schedule** means a schedule to this Notice.

**Section** means a section contained in this Explanatory Statement.

**Security** means a Share or an Option.

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

**Shareholder** means a holder of a Share.

**Share Plan** means the Auroch Minerals Limited Employee Share Plan.

---

**SCHEDULE 1 – SUMMARY OF THE TERMS OF THE CONSULTANT OPTIONS**

---

(a) **Entitlement**

Each Consultant Option (**Option**) entitles the holder for one Share upon exercise of each Option.

(b) **Exercise Period**

The Exercise price of each Option is \$0.20 (**Exercise Price**)

(c) **Expiry Date**

The expire date is 24 March 2019 (**Expiry Date**)

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date

(e) **Notice of Exercise**

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option at the date of receipt.

(f) **Shares issued on exercise**

Shares issued on exercise of the Options will rank equally with then then issued Shares of the Company.

(g) **Options not quoted**

The Company will not apply to the ASX for quotation of the Options.

(h) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

(i) **Timing of Issue of Shares**

After an Option is validly exercised, the Company must soon as possible:

- (i) issue the Share; and
- (ii) do all such acts, matters and things to obtain:
  - a. the grant of quotation for the Share on the ASX no later than 5 days from the date of exercise of the Option; and
  - b. receipt of cleared funds equal to the sum payable on exercise of the Option.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issue of capital to Shareholders during the currency of the Options

(k) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of the Option will be increased by the number of Shares which the Option holder could have received if the option holder had exercised the Options before the record date for the bonus issue; and
- (ii) no change will be made to the exercise price.

(l) **Adjustment for rights issue**

If the Company makes an issue of shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price of an Option

(m) **Adjustment for reorganisation**

If there is any reconstruction of capital of the Company, the rights of the option holder may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(n) **Options transferrable**

The Options are transferrable.

(o) **Lodgment instructions**

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercised of the Options with the appropriate remittance should be lodged at the Company's share register.

---

## SCHEDULE 2 – SUMMARY OF THE TERMS OF THE SHARE PLAN

---

The Share Plan is administered in accordance with the Share Plan rules, which are summarised below.

**(a) Grant of Shares**

The Directors, at their discretion, may issue Plan Shares to Plan Participants (or to an Associate of a Plan Participant as the Plan Participant directs) at any time, having regard to relevant considerations such as the Plan Participant's past and potential contribution to the Company, and their period of employment with the Company.

**(b) Eligible Employees**

Eligible Employees are eligible to participate in the Share Plan. However, in the event that Directors of the Company are invited to participate in the Share Plan, the Company will seek Shareholder approval for that participation in accordance with Listing Rule 10.14.

**(c) Issue Price of Plan Shares**

Plan Shares must be issued at a price to be determined by the Board, which may be a nominal or nil amount if so determined by the Board (**Issue Price**).

**(d) Maximum Number of Plan Shares**

The Company must take reasonable steps to ensure that the number of Plan Shares offered by the Company under the Employee Share Plan when aggregated with:

- (i) the number of Plan Shares issued during the previous 5 years under the Employee Share Plan (or any other employee share plan extended only to Eligible Employees); and
- (ii) the number of Shares that would be issued if each outstanding offer for Shares (including options to acquire unissued Shares) under any employee incentive plan of the Company were to be exercised or accepted, does not exceed 5% of the total number of issued Shares at the time of an offer of Plan Shares (but disregarding any offer of Shares or option to acquire Shares that can be disregarded in accordance with the applicable ASIC Class Order.

**(e) Term of Plan Shares**

The Plan Shares will be issued on the same terms as the fully paid, ordinary shares of the Company and will rank equally with all of the Company's then existing Shares.

**(f) Restrictions on transfer of Plan Shares**

The Board may impose conditions in an offer of Plan Shares that must be satisfied (unless waived by the Board in its absolute discretion) before the Plan Shares to which the condition applies can be sold, transferred, assigned, charged or otherwise encumbered (**Restriction Conditions**).

Subject to the exceptions identified below, a Plan Participant may not sell, transfer, assign, mortgage, charge or otherwise encumber a Plan Share until any applicable Restriction Conditions are satisfied or waived by the Board in its absolute discretion.

Where any applicable Restriction Conditions in relation to Plan Shares have not been satisfied and:

- (i) the Plan Participant dies;

- (ii) the Eligible Employee to whom the offer was originally made ceases to be employed as a result of:
  - (A) bona fide retirement from the workforce (unless the retirement happens within six (6) months of the date of the issue of the Plan Shares);
  - (B) bona fide redundancy; or
  - (C) total and permanent disability,the Board may elect to:
  - (iii) allow the Plan Participant to retain the Plan Shares;
  - (iv) waive any of the Restriction Conditions; and/or
  - (v) permit the Plan Participant (or their personal legal representative) to sell, transfer, assign, mortgage, charge or otherwise encumber the Plan Participant's Plan Shares.

**(g) Buy back of Plan Shares**

Subject to the exemptions identified in sub-clause 1.1(f) above, where a Restriction Condition in relation to Plan Shares is not satisfied by the due date, or becomes incapable of satisfaction in the opinion of the Board, the Company must, unless the Restriction Condition is waived by the Board:

- (i) where the Plan Shares were issued for no cash consideration, subject to the Corporations Act and the Listing Rules, buy back the relevant Plan Shares within 12 months of the date the Restriction Condition was not satisfied (or became incapable of satisfaction) under Part 2J.1 of the Corporations Act at a price equal to \$0.0001 per Share; or
- (ii) where the Shares were issued for cash consideration, subject to the Corporations Act and the ASX Listing Rules, use its best endeavours to buy back the relevant Plan Shares within 12 months of the date the Restriction Condition was not satisfied (or became incapable of satisfaction) under Part 2J.1 of the Corporations Act at a price equal to the cash consideration paid by the Plan Participant for the Plan Shares.

**(h) Quotation of Plan Shares**

The Company will make application for Official Quotation of all Plan Shares as soon as practicable after their issue date.

**(i) Powers of the Board of Directors**

The Employee Share Plan is administered by the Directors of the Company, who have the power to:

- (i) determine appropriate procedures for administration of the Employee Share Plan consistent with its terms;
- (ii) resolve conclusively all questions of fact or interpretation in connection with the Employee Share Plan;
- (iii) delegate the exercise of any of its powers or discretions arising under the Employee Share Plan to any one or more persons for such period and on such conditions as the Board may determine; and
- (iv) suspend or terminate the Employee Share Plan by giving written advice to Eligible Employees.

**SCHEDULE 3 – EQUITY SECURITIES ISSUED SINCE 23 NOVEMBER 2016**

Date of Appendix 3B	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to Market Price <sup>1</sup> on the trading day prior to the issue	If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds If issued for non-cash consideration – a description of the consideration and the current value of the consideration
19-Dec-2016	<ol style="list-style-type: none"> <li>1. 6,509,129 Shares</li> <li>2. 990,871 Shares</li> <li>3. 3,750,000 Options</li> <li>4. 675,000 Shares</li> </ol>	<ol style="list-style-type: none"> <li>1. Note 2</li> <li>2. Note 2</li> <li>3. Note 3</li> <li>4. Note 2</li> </ol>	<ol style="list-style-type: none"> <li>1. Placement of shares to sophisticated and professional investors who were not related parties of the Company.</li> <li>2. See above.</li> <li>3. Free attaching Options issued to placement participants.</li> <li>4. Mr Graeme Farr, a former employee of the Company.</li> </ol>	<ol style="list-style-type: none"> <li>1. \$0.0987, being a 34% discount to the Market Price on 16-Dec-2016.</li> <li>2. \$0.1084, being a 28% discount to the Market Price on 16-Dec-2016.</li> <li>3. Nil issue price. Exercise price of \$0.20, being a 33% premium to the Market Price on 16-Dec-2016.</li> <li>4. Nil issue price.</li> </ol>	<ol style="list-style-type: none"> <li>1. A total of \$750,000 was raised under the placement (before costs). Funds raised utilised for general working capital.</li> <li>2. See above.</li> <li>3. Non-cash. Free attaching Options issued to placement participants.</li> <li>4. Non-cash. Issued in settlement of remuneration and fees owing by the Company.</li> </ol>
30-Jan-2017	233,334 Shares	Note 1	S3 Consortium Pty Ltd	Deemed issue price of \$0.15 per Share, being 25% discount to the Market Price on 27-Jan-2017.	Non-cash. Issued as fees for services (see Section 5.1 for further details).
17-Feb-2017	287,305	Note 1	Shares issued on exercise of Options	Exercise Price: \$0.08 per Option, being a 64% discount to the Market Price on 16-Feb-2017.	\$22,984 total consideration. Funds raised utilised for general working capital.
24-Mar-2017	<ol style="list-style-type: none"> <li>1. 186,748 Shares</li> <li>2. 300,000 Consultant Options</li> </ol>	<ol style="list-style-type: none"> <li>1. Note 1</li> <li>2. Note 4</li> </ol>	<ol style="list-style-type: none"> <li>1. Shares issued on exercise of Options</li> <li>2. Elysium Growth Nominees Pty Ltd</li> </ol>	<ol style="list-style-type: none"> <li>1. Exercise Price: \$0.08 per Option, being a 64% discount to the Market Price on 23-Mar-2017.</li> <li>2. Nil issue price. Exercise price of \$0.20, being a 9% discount to the Market Price on 23-Mar-2017.</li> </ol>	<ol style="list-style-type: none"> <li>1. \$14,939 total consideration. Funds raised utilised for general working capital.</li> <li>2. Non-cash. Issued as fees for services (see Section 5.1 for further details).</li> </ol>
10-May-2017	124,299 Shares	Note 1	<ol style="list-style-type: none"> <li>1. 63,486 Shares issued to S3 Consortium Pty Ltd</li> <li>2. 60,813 Shares issued to Elysium Growth Nominees Pty Ltd</li> </ol>	<ol style="list-style-type: none"> <li>1. \$0.236, representing a 39% discount to the market price on 10-May-17</li> <li>2. \$0.20, representing a 17% discount to the market price on 10-May-2017</li> </ol>	Non-cash. Issued as fees for services (see Section 5.1 for further details).

**Notes:**

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company. ASX Code: AOU (terms are set out in the Constitution).
3. Unlisted Options exercisable at \$0.20 on or before 23 October 2018. The full terms and conditions were disclosed in the notice of meeting for the shareholder meeting held on 16 March 2017.
4. Unlisted Options exercisable at \$0.20 on or before 24 March 2019. The full terms and conditions are set out in Schedule 1

+

# AUROCH MINERALS LTD

ACN: 148 966 545

REGISTERED OFFICE:  
UNIT 5, GROUND FLOOR  
1 CENTRO AVENUE  
SUBIACO WA 6008

+

«EFT\_REFERENCE\_NUMBER»



«Post\_zone»  
«Company\_code» «Sequence\_number»

«Holder\_name»  
«Address\_line\_1»  
«Address\_line\_2»  
«Address\_line\_3»  
«Address\_line\_4»  
«Address\_line\_5»

SHARE REGISTRY:  
Security Transfer Australia Pty Ltd  
**All Correspondence to:**  
PO BOX 52  
Collins Street West VIC 8007  
Suite 913, Exchange Tower  
530 Little Collins Street  
Melbourne VIC 3000  
T: 1300 992 916 F: +61 8 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

Code:

Holder Number:

## PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

<b>VOTE ONLINE</b>	Lodge your proxy vote securely at <a href="http://www.securitytransfer.com.au">www.securitytransfer.com.au</a>	<input type="text" value="«ONLINE»"/>
	<ol style="list-style-type: none"> <li>Log into the Investor Centre using your holding details.</li> <li>Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.</li> </ol>	

### SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

<input type="checkbox"/>	The meeting chairperson	<b>OR</b>	<input type="text"/>
--------------------------	-------------------------	-----------	----------------------

or failing the person named, or if no person is named, the Chairperson 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, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 11:00am WST on Thursday 23 November 2017 at Country Women's Association of, WA, 1176 Hay St, West Perth WA 6005 and at any adjournment of that meeting.

### SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain*
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director - Mr Glenn Whiddon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of prior Issues of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of prior Issues of Shares and Consultant Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Refresh of Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. \* 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 votes will not be counted in computing the required majority on a poll.

### SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder	Security Holder 2	Security Holder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director & Sole Company Secretary	Director	Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 11:00am WST on Tuesday 21 November 2017.

+ AOUNP1231117 1 1 AOU AOUNP1231117 +



My/Our contact details in case of enquiries are:

Name:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Number:

( 

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

 )

**1. NAME AND ADDRESS**

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

**2. APPOINTMENT OF A PROXY**

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

**3. DIRECTING YOUR PROXY HOW TO VOTE**

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

**4. APPOINTMENT OF A SECOND PROXY**

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or 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 of your votes; and
- b) Return both forms in the same envelope.

**5. SIGNING INSTRUCTIONS**

**Individual:** where the holding is in one name, the Shareholder must sign.

**Joint Holding:** where the holding is in more than one name, all of the Shareholders must sign.

**Power of Attorney:** to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

**6. LODGEMENT OF PROXY**

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

**Security Transfer Australia Pty Ltd**

<b>Online</b>	www.securitytransfer.com.au
<b>Postal Address</b>	PO BOX 52 Collins Street West VIC 8007
<b>Street Address</b>	Suite 913, Exchange Tower 530 Little Collins Street Melbourne VIC 3000
<b>Telephone</b>	1300 992 916
<b>Facsimile</b>	+61 8 9315 2233
<b>Email</b>	registrar@securitytransfer.com.au

**PRIVACY STATEMENT**

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

