



**ALTURA MINING LIMITED**  
**ABN 39 093 391 774**

**Notice of  
Annual General Meeting,  
Explanatory Memorandum  
and Proxy Form**

**TIME:** 3.00pm AEST

**DATE:** Wednesday, 18 November 2015

**PLACE:** The Springlake Hotel Function Centre  
1/1 Springfield Lakes Boulevard  
SPRINGFIELD LAKES QLD 4300

**This Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form should be read in their 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 9488 5110.**

## **Altura Mining Limited**

ABN 39 093 391 774

### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Shareholders of Altura Mining Limited ("**Company**") will be held at The Springlake Hotel Function Centre, 1/1 Springfield Lakes Boulevard, Springfield Lakes, Queensland on Wednesday, 18 November 2015 commencing at 3.00 pm AEST.

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

Terms and abbreviations used in this Notice of Meeting, Explanatory Memorandum and Proxy Form are defined in the Glossary.

### **AGENDA**

#### **Reports and Accounts**

To receive the consolidated annual financial report of the Company for the year ended 30 June 2015, together with the Directors' report and the Auditor's report.

Note: there is no requirement for Shareholders to approve these reports.

#### **Resolution 1 – Adoption of Remuneration Report (Non-binding resolution)**

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

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report as set out in the Directors' report in the Annual Report for the year ended 30 June 2015".*

**Short Explanation:** The Corporations Act provides that a resolution for the Remuneration Report to be adopted must be put to vote at a listed company's annual general meeting. The vote on the Remuneration Report is advisory only and does not bind the Directors or the Company.

#### **Resolution 2 – Re-election of Mr Beng Teik Kuan as a Director**

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

*"That in accordance with clause 13.2 of the Constitution and Listing Rule 14.4, Mr Beng Teik Kuan retires and being eligible for re-election, be re-elected a Director of the Company."*

#### **Resolution 3 – Re-election of Mr Allan Buckler as a Director**

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

*"That in accordance with clause 13.2 of the Constitution and Listing Rule 14.4, Mr Allan Buckler retires and being eligible for re-election, be re-elected a Director of the Company."*

#### **Resolution 4 – Approval of Additional 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, Shareholders approve the issue of Equity Securities 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, for the purpose and on the terms set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting."*

**Short Explanation:** Listing Rule 7.1A enables eligible entities to issue Equity Securities of up to 10% of its issued ordinary share capital through placements over a 12 month period following the entity's annual general meeting ("**Additional 10% Placement Facility**"). The Additional 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1. Resolution 4 seeks Shareholder approval to enable the Company to issue Equity Securities under the Additional 10% Placement Facility throughout the 12 months after the Annual General Meeting. The effect of Resolution 4 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the period set out in the Explanatory Memorandum. **The Company currently has no plans to use the Additional 10% Placement Facility, but is seeking Shareholder approval to give it the necessary flexibility with capital raisings to act quickly should business opportunities arise.**

#### **Resolution 5 – Issue of Shares to a Related Party – Mr James Brown**

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 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Company to allot and issue 2,000,000 Shares to Mr James Brown (or his nominee)."*

#### **Resolution 6 – Issue of Shares to a Related Party – Mr Paul Mantell**

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 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Company to allot and issue 2,000,000 Shares to Mr Paul Mantell (or his nominee)."*

#### **Resolution 7 – Issue of Shares to a Related Party – Mr Beng Teik Kuan**

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 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Company to allot and issue 2,000,000 Shares to Mr Beng Teik Kuan (or his nominee)."*

#### **Resolution 8 – Issue of Shares to a Related Party – Mr Dan O'Neill**

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 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Company to allot and issue 2,000,000 Shares to Mr Dan O'Neill (or his nominee)."*

### **Resolution 9 – Issue of Shares to a Related Party – Mr Allan Buckler**

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 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Company to allot and issue 2,000,000 Shares to Mr Allan Buckler (or his nominee)."*

**Short Explanation for Resolutions 5 to 9:** In order to assist the Company's cash position in the period prior to the rights issue and to assist the Company to preserve its cash since the rights issue, the Board agreed in March 2015 to suspend the payment of directors' fees to the non-executive Directors until such time as the Company was in a better cash position to allow it to resume making payments. Further, it was also agreed that the executive Directors would reduce their cash salary payments by a similar amount. In light of the above, it is proposed to issue Shares to each Director during the period set out in the Explanatory Memorandum.

### **Resolution 10 – Repayment of Director Loan via Issue of Securities to a Related Party – Mr James Brown**

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 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Company to allot and issue 6,000,000 Shares and 3,000,000 Listed Options to Mr James Brown (or his nominee)."*

### **Resolution 11 – Repayment of Director Loan via Issue of Securities to a Related Party – Mr Paul Mantell**

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 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Company to allot and issue 6,000,000 Shares and 3,000,000 Listed Options to Mr Paul Mantell (or his nominee)."*

### **Resolution 12 – Repayment of Director Loan via Issue of Securities to a Related Party – Mr Beng Teik Kuan**

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 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Company to allot and issue 6,000,000 Shares and 3,000,000 Listed Options to Mr Beng Teik Kuan (or his nominee)."*

### **Resolution 13 – Repayment of Director Loan via Issue of Securities to a Related Party – Mr Dan O'Neill**

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 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Company to allot and issue 6,000,000 Shares and 3,000,000 Listed Options to Mr Dan O'Neill (or his nominee)."*

**Resolution 14 – Repayment of Director Loan via Issue of Securities to a Related Party – Mr Allan Buckler**

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 10.11, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Company to allot and issue 6,000,000 Shares and 3,000,000 Listed Options to Mr Allan Buckler (or his nominee)."*

**Short Explanation for Resolutions 10 to 14:** In order to fund the Company's operations prior to receiving funds from the respective share purchase plan capital raising in February 2015 and the rights issue / placement capital raisings in May 2015, the Company entered into loan agreements in January 2015 with the director. It is proposed that the Loans be converted into Equity Securities at the rate of two (2) Shares and one (1) Listed Option for every A\$0.02 loaned by the Directors (these being the terms of the rights issue conducted by the Company in May 2015).

By order of the Board



**DAMON COX**  
**Company Secretary**  
5 October 2015

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## **VOTING EXCLUSION STATEMENTS**

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### **Resolution 1**

Pursuant to section 250R(4) of the Corporations Act, the Company is required to disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of either a member of key management personnel of the Company ("**KMP**"), details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member (together "**prohibited persons**").

However, the Company will not disregard a vote if the vote is not cast on behalf of a prohibited person and either:

- a) the prohibited person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; or
- b) the prohibited person is the Chairman of the Meeting voting an undirected proxy and their appointment expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected with the remuneration of the KMP.

If you are a KMP or a closely related party of KMP (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as indicated above), you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of KMP include Directors and certain senior executives.

### **Resolution 4**

The Company will disregard any votes cast on Resolution 4 by any person who may participate in the issue of Equity Securities under the Additional 10% Placement Facility and any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed, and any person associated with those persons. However, the Company will not disregard any votes cast on Resolution 4 by such person if:

- a) the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) the person is the Chairman of the Meeting acting 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.

**Important note:** The proposed allottees of any Equity Securities under the Additional 10% Placement Facility are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

### **Resolution 5**

The Company will disregard any votes cast on Resolution 5 by Mr James Brown and any associate of Mr James Brown. The Company will also disregard any votes cast on Resolution 5 by any person who is to receive securities in relation to the Company, any director of the Company and any persons associated with those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy, appointed in writing, that specifies how the proxy is to vote on Resolution 5 and it is not cast on behalf of Mr James Brown and any associate of Mr James Brown; or
- (b) it is cast by a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

### **Resolution 6**

The Company will disregard any votes cast on Resolution 6 by Mr Paul Mantell and any associate of Mr Paul Mantell. The Company will also disregard any votes cast on Resolution 6 by any person who is to

receive securities in relation to the Company, any director of the Company and any persons associated with those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy, appointed in writing, that specifies how the proxy is to vote on Resolution 6 and it is not cast on behalf of Mr Paul Mantell and any associate of Mr Paul Mantell; or
- (b) it is cast by a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### **Resolution 7**

The Company will disregard any votes cast on Resolution 7 by Mr Beng Teik Kuan and any associate of Mr Beng Teik Kuan. The Company will also disregard any votes cast on Resolution 7 by any person who is to receive securities in relation to the Company, any director of the Company and any persons associated with those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy, appointed in writing, that specifies how the proxy is to vote on Resolution 7 and it is not cast on behalf of Mr Beng Teik Kuan and any associate of Mr Beng Teik Kuan; or
- (b) it is cast by a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### **Resolution 8**

The Company will disregard any votes cast on Resolution 8 by Mr Dan O'Neill and any associate of Mr Dan O'Neill. The Company will also disregard any votes cast on Resolution 8 by any person who is to receive securities in relation to the Company, any director of the Company and any persons associated with those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy, appointed in writing, that specifies how the proxy is to vote on Resolution 8 and it is not cast on behalf of Mr Dan O'Neill and any associate of Mr Dan O'Neill; or
- (b) it is cast by a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### **Resolution 9**

The Company will disregard any votes cast on Resolution 9 by Mr Allan Buckler and any associate of Mr Allan Buckler. The Company will also disregard any votes cast on Resolution 9 by any person who is to receive securities in relation to the Company, any director of the Company and any persons associated with those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy, appointed in writing, that specifies how the proxy is to vote on Resolution 9 and it is not cast on behalf of Mr Allan Buckler and any associate of Mr Allan Buckler; or
- (b) it is cast by a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### **Resolution 10**

The Company will disregard any votes cast on Resolution 10 by Mr James Brown and any associate of Mr James Brown. The Company will also disregard any votes cast on Resolution 10 by any person who is to receive securities in relation to the Company, any director of the Company and any persons associated with those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy, appointed in writing, that specifies how the proxy is to vote on Resolution 10 and it is not cast on behalf of Mr James Brown and any associate of Mr James Brown; or
- (b) it is cast by a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### **Resolution 11**

The Company will disregard any votes cast on Resolution 11 by Mr Paul Mantell and any associate of Mr Paul Mantell. The Company will also disregard any votes cast on Resolution 11 by any person who is to

receive securities in relation to the Company, any director of the Company and any persons associated with those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy, appointed in writing, that specifies how the proxy is to vote on Resolution 11 and it is not cast on behalf of Mr Paul Mantell and any associate of Mr Paul Mantell; or
- (b) it is cast by a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### **Resolution 12**

The Company will disregard any votes cast on Resolution 12 by Mr Beng Teik Kuan and any associate of Mr Beng Teik Kuan. The Company will also disregard any votes cast on Resolution 12 by any person who is to receive securities in relation to the Company, any director of the Company and any persons associated with those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy, appointed in writing, that specifies how the proxy is to vote on Resolution 12 and it is not cast on behalf of Mr Beng Teik Kuan and any associate of Mr Beng Teik Kuan; or
- (b) it is cast by a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### **Resolution 13**

The Company will disregard any votes cast on Resolution 13 by Mr Dan O'Neill and any associate of Mr Dan O'Neill. The Company will also disregard any votes cast on Resolution 13 by any person who is to receive securities in relation to the Company, any director of the Company and any persons associated with those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy, appointed in writing, that specifies how the proxy is to vote on Resolution 13 and it is not cast on behalf of Mr Dan O'Neill and any associate of Mr Dan O'Neill; or
- (b) it is cast by a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### **Resolution 14**

The Company will disregard any votes cast on Resolution 14 by Mr Allan Buckler and any associate of Mr Allan Buckler. The Company will also disregard any votes cast on Resolution 14 by any person who is to receive securities in relation to the Company, any director of the Company and any persons associated with those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy, appointed in writing, that specifies how the proxy is to vote on Resolution 14 and it is not cast on behalf of Mr Allan Buckler and any associate of Mr Allan Buckler; or
- (b) it is cast by a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### **Resolutions 5 to 14**

A vote must not be cast on Resolutions 5 to 14 by a KMP, or a closely related party of a KMP, acting as proxy if their appointment does not specify the way the proxy is to vote on Resolutions 5 to 14. However, the Company will not disregard any proxy votes cast on that Resolution by a KMP if the Proxy Form specifies how the proxy is to vote on the Resolution and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution, and if the KMP is the Chairman of the Meeting acting as proxy and their appointment expressly authorised the proxy even though the Resolution is connected with the remuneration of the KMP for the Company.



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## **NOTES**

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### **RIGHT TO VOTE**

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders as at 7.00pm AEST on Monday, 16 November 2015.

### **VOTING IN PERSON**

To vote in person, please attend the Annual General Meeting on the date and at the place set out in this Notice of Meeting.

### **VOTING BY A CORPORATION**

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed unless previously given to the Company's Share Registry.

### **VOTING BY PROXY**

To vote by proxy, please complete and sign the Proxy Form enclosed and either:

- (a) lodge the Proxy Form in person at Altura Mining Limited, Units 5 & 6, 25 Hamilton Street, Subiaco WA 6008; or
- (b) send the Proxy Form by post to Altura Mining Limited, PO Box 1386, Subiaco WA 6904; or
- (c) send the Proxy Form by email to cosec@alturamining.com; or
- (d) send the Proxy Form by facsimile to the Company on facsimile number + 61 8 9488 5199,

so that it is received not later than 3.00pm AEST Monday, 16 November 2015.

**Proxy forms received later than this time will be invalid.**

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## **EXPLANATORY MEMORANDUM**

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This Explanatory Memorandum has been prepared for the information of Shareholders of Altura Mining Limited ("**Company**") in connection with the business to be conducted at the Annual General Meeting to be held at The Springlake Hotel Function Centre, 1/1 Springfield Lakes Boulevard, Springfield Lakes, Queensland on Wednesday, 18 November 2015 commencing at 3.00pm AEST.

The purpose of this Explanatory Memorandum is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

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### **REPORTS AND ACCOUNTS**

The first item of the Notice of Meeting deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2015 together with the Directors' declaration and report in relation to that financial year and the auditor's report on those financial statements. The 2015 Annual Report can be accessed on-line at <http://alturamining.com/> from no later than 27 October 2015. Alternatively, a hard copy will be made available on request.

Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the accounts and on the business, operations and management of the Company.

The Chairman of the Meeting will also provide Shareholders a reasonable opportunity to ask the Company's auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent audit report;
- the accounting policies adopted by the Company in relation to the preparation of accounts; and
- the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to PKF Hacketts if the question is relevant to the content of the audit report or the conduct of its audit of Altura's financial report for the year ended 30 June 2015.

Relevant written questions for PKF Hacketts must be received no later than 7.00pm (AEST) on Wednesday, 11 November 2015. A list of those relevant questions will be made available to the Shareholders attending the Meeting. PKF Hacketts will either answer questions at the Meeting or table written answers to them at the Meeting. If written answers are to be tabled at the meeting, they will be announced on ASX no later than the start of the Meeting.

Please send any written questions for PKF Hacketts:

- (a) by post to Altura Mining Limited, PO Box 1386, Subiaco WA 6904; or
- (b) by facsimile to the Company on facsimile number + 61 8 9488 5199.

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### **RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)**

In accordance with Section 250R(2) of the Corporations Act, a resolution that the Remuneration Report as set out in the Directors' report in the Company's 2015 Annual Report be adopted must be put to the vote at the Annual General Meeting by the Company. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors and senior executives, sets out remuneration details for each Director and senior executive and details of any share based compensation.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

The Remuneration Report can be found within the Director's report in the Company's 2015 Annual Report.

#### **Board Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

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### **RESOLUTION 2 – RE-ELECTION OF MR BENG TEIK KUAN AS A DIRECTOR**

Clause 13.2 of the Company's Constitution provides that at each annual general meeting one-third of the Directors (except the Managing Director or any alternate Director) or, if their number is not a multiple of three, then such number as is appropriate to ensure that no Director holds office for more than 3 years, shall retire from office. Clause 13.2 also provides that a retiring Director is eligible for re-election.

Listing Rule 14.4 prevents a Director from holding office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer. In addition, Listing Rule 14.5 provides that a company that has directors must hold an election of directors each year.

Pursuant to Clause 13.2 of the Company's Constitution, Mr Kuan, being a Director, retires by way of expiry of a 3 year term of office and, being eligible, offers himself for re-election as a Director.

Details regarding Mr Kuan are set out in the 2015 Annual Report.

#### **Board Recommendation**

The Directors (excluding Mr Kuan) recommend that Shareholders vote in favour of Resolution 2.

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### **RESOLUTION 3 – RE-ELECTION OF MR ALLAN BUCKLER AS A DIRECTOR**

Clause 13.2 of the Company's Constitution provides that at each annual general meeting one-third of the Directors (except the Managing Director or any alternate Director) or, if their number is not a multiple of three, then such number as is appropriate to ensure that no Director holds office for more than 3 years, shall retire from office. Clause 13.2 also provides that a retiring Director is eligible for re-election.

Listing Rule 14.4 prevents a Director from holding office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer. In addition, Listing Rule 14.5 provides that a company that has directors must hold an election of directors each year.

Pursuant to Clause 13.2 of the Company's Constitution, Mr Buckler, being a Director, retires by way of expiry of a 3 year term of office and, being eligible, offers himself for re-election as a Director.

Details regarding Mr Buckler are set out in the 2015 Annual Report.

#### **Board Recommendation**

The Directors (excluding Mr Buckler) recommend that Shareholders vote in favour of Resolution 3.

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### **RESOLUTION 4 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY**

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

Listing Rule 7.1A enables eligible entities to issue Equity Securities of up to 10% of its issued ordinary share capital through placements over a 12 month period following the entity's annual general meeting ("**Additional 10% Placement Facility**"). The Additional 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, as at the time of the entity's annual

general meeting. As at the date of this Notice of Meeting, the Company's market capitalisation is \$29,354,998 (based on the number of Shares currently on issue and the closing price of Shares on 2 October 2015 (being 3.5 cents)). Accordingly, the Company is an eligible entity as at the time of this Notice of Annual General Meeting and is expected to be an eligible entity as at the time of the Annual General Meeting.

Resolution 4 seeks Shareholder approval to enable the Company to issue Equity Securities under the Additional 10% Placement Facility throughout the 12 months after the Annual General Meeting. The effect of Resolution 4 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the period set out below.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at the Annual General Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The exact number of Equity Securities that the Company may issue under the Additional 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to this Notice of Annual General Meeting below).

The Company is seeking a mandate to issue securities under the Additional 10% Placement Facility to enable the Company to pursue its growth strategy with the flexibility to act quickly as potential business opportunities arise.

### **Regulatory Requirements**

In compliance with the information requirements of Listing Rule 7.3A, Shareholders are advised of the following information:

#### Minimum Issue Price

Equity securities issued under the Additional 10% Placement Facility must be in the same class as an existing class of quoted Equity Securities of the Company. As at the date of this Notice of Annual General Meeting, the Company has on issue two classes of quoted Equity Securities, namely Shares and Listed Options.

The issue price of Equity Securities issued under the Additional 10% Placement Facility must not be lower than 75% of the volume weighted average price for securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the Equity Securities are issued; or
- (b) the date on which the price of Equity Securities is agreed, provided that the issue is thereafter completed within 5 business days.

#### Dilution

As at the date of this Notice of Annual General Meeting, the Company has 838,714,232 Shares on issue. If Shareholders approve Resolution 4, the Company will have the capacity to issue approximately 83,871,423 Equity Securities under the Additional 10% Placement Facility in accordance with Listing Rule 7.1A.

The precise 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 following formula:

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

- A is the number of fully paid shares on issue 12 months before the date of issue or agreement:
- i. plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
  - ii. plus the number of partly paid shares that became fully paid in the 12 months;
  - iii. plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4;
  - iv. less the number of fully paid shares cancelled in the 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 the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Facility, existing Shareholders' voting power in the Company will be diluted as shown in the table below to the extent Shareholders do not receive any Shares under such issues. There is a risk that:

- (a) 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 Annual General Meeting; and
- (b) 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 below table 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 of Annual General Meeting.

The below table also shows:

- (a) 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
- (b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.0175 50% decrease in Issue Price	\$0.0350 Issue Price	\$0.0525 50% increase in Issue Price
<b>Current Variable A</b> 838,714,232 Shares	Shares issued	83,871,423	83,871,423	83,871,423
		New Shares	New Shares	New Shares
	Funds raised	\$1,467,750	\$2,935,500	\$4,403,450
<b>50% increase in current Variable A</b> 1,258,071,348 Shares	Shares issued	125,807,134	125,807,134	125,807,134
		New Shares	New Shares	New Shares
	Funds raised	\$2,201,625	\$4,403,250	\$6,604,875
<b>100% increase in current Variable A</b> 1,677,428,464 Shares	Shares issued	167,742,846	167,742,846	167,742,846
		New Shares	New Shares	New Shares
	Funds raised	\$2,935,500	\$5,871,000	\$8,806,499

**The table above has been prepared on the following assumptions:**

- Variable A is 838,714,232 being the number of ordinary securities on issue as at the date of this Notice of Meeting.
- The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility.
- No Options (including any Listed Options issued under the Additional 10% Placement Facility) or Performance Rights are exercised into Shares before the date of the issue of the Equity Securities.
- 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%.

5. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. 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.
7. The issue price is 3.5 cents, being the closing price of the Shares on ASX on 2 October 2015.

#### Issue Period

If Shareholders approve Resolution 4, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under Listing Rule 7.1A from the date of the Annual General Meeting until the earlier of the following to occur:

- (a) the date that is 12 months after the date of the Annual General Meeting; and
- (b) the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(the "**Additional 10% Placement Period**").

The Company will only issue and allot Equity Securities under the Additional 10% Placement Facility during the Additional 10% Placement Period.

#### Purpose of Issues

The Company may seek to issue the Equity Securities for the following purposes:

- (a) non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (b) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.

The Company will provide further information at the time of issue of any Equity Securities under the Additional 10% Placement Facility in compliance with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A.

#### Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (a) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issues in which existing security holders can participate;
- (b) the effect of the issue of the Equity Securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing 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 allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

#### Previous issues of Equity Securities made in the 12 months preceding the Meeting

The Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2014 Annual General Meeting held on 27 November 2014.

In the 12 months preceding this Notice of Annual General Meeting, the Company has issued 578,474,385 Equity Securities which represents 127% of the total number of Equity Securities on issue at the commencement of that 12 month period.

Details of the equity securities issued in the 12 month period are outlined in Annexure C to this Notice of Meeting.

#### Voting exclusion statement

A voting exclusion statement for Resolution 4 is included in the Notice of Annual General Meeting preceding this Explanatory Memorandum.

At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities. Accordingly, the proposed allottees of any Equity Securities under the Additional 10% Placement Facility are not as yet known or identified.

In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

#### **Board Recommendation**

The Board believes that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommend that Shareholders approve Resolution 4.

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#### **RESOLUTIONS 5, 6, 7, 8 & 9 – ISSUE OF SHARES TO RELATED PARTIES – MR JAMES BROWN, MR PAUL MANTELL, MR BENG TEIK KUAN, MR DAN O'NEILL & MR ALLAN BUCKLER**

Shareholders are being asked to approve Resolutions 5 to 9 to allow the Company to allot and issue Shares to the Directors as set out below.

In order to assist the Company's cash position in the period prior to the rights issue and to assist the Company to preserve its cash since the rights issue, the Board agreed in March 2015 to suspend the payment of directors' fees to the non-executive Directors until such time as the Company was in a better cash position to allow it to resume making payments. Further, it was also agreed that the executive Directors would reduce their cash salary payments by a similar amount.

In light of the above, it is proposed to issue Shares to each Director during 2015.

The Listing Rules and the Corporations Act set out a number of regulatory requirements which must be satisfied. These are summarised below.

#### **Listing Rule 10.11**

Under Resolutions 5 to 9, the Company seeks approval from Shareholders for the issue of Shares to the Directors, who by virtue of their position as Directors of the Company are related parties of the Company.

Listing Rule 10.11 provides a general restriction against issuing securities to directors without shareholder approval. Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the Company. As the Directors are each a related party of the Company, Shareholder approval under the Listing Rules is required.

Approval pursuant to Listing Rule 7.1 is not required in order to issue the Shares to the Directors as approval is being obtained under Listing Rule 10.11. Shareholders should note that the issue of Shares

to the Directors with Shareholder approval under Resolutions 5 to 9 will not be included in the 15% calculation for the purposes of Listing Rule 7.1.

### **Listing Rule 10.13**

Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under Listing Rule 10.11. For the purposes of Listing Rule 10.13, the following information is provided in relation to Resolutions 5 to 9:

- (a) the Shares will be issued to the Directors as noted at Resolutions 5 to 9 above, or their respective nominee;
- (b) the maximum number of Shares to be issued by the Company pursuant to Resolutions 5 to 9 is 10,000,000 in aggregate;
- (c) the Shares will be issued for no consideration;
- (d) the Shares will be allotted and issued not later than one month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (e) no funds will be raised from the issue of the Shares; and
- (f) the Shares will rank equally with all other Shares on issue.

### **Section 195(4) of the Corporations Act**

Each of the Directors has a material personal interest in the outcome of Resolutions 5 to 9 (as applicable to each Director) in this Notice of Meeting by virtue of the fact that Resolutions 5 to 9 are concerned with the issue of Shares to Directors.

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered.

In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors may not be able to form a quorum at Board meetings necessary to carry out the terms of these Resolutions.

The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to Shareholders to determine.

### **Section 208 of the Corporations Act**

Under Chapter 2E of the Corporations Act, a public company cannot give a "financial benefit" to a "related party" unless one of the exceptions to the section apply or shareholders have in general meeting approved the giving of that financial benefit to the related party.

For the purposes of Chapter 2E, each of the Directors is considered to be a related party of the Company.

A "financial benefit" is construed widely and in determining whether a financial benefit is being given, section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit, the issuing of securities or the granting of an option to a related party.

Resolutions 5 to 9 provide for the issue of Shares to Directors of the Company, which is a financial benefit for the purposes of Chapter 2E of the Corporations Act, and, therefore, requires prior Shareholder approval.

### **Sections 217 to 227 of the Corporations Act**

Pursuant to Sections 217 to 227 of the Corporations Act, the Company provides the following information to Shareholders in respect of the proposed financial benefits to be given to Directors of the Company:



**(a) Identity of the related parties to whom Resolutions 5 to 9 permits financial benefits to be given**

The Shares the subject of Resolutions 5 to 9 are proposed to be issued to Directors James Brown, Paul Mantell, Beng Teik Kuan, Dan O'Neill and Allan Buckler (and/or their respective nominees), who by virtue of their current directorships, are considered related parties of the Company.

**(b) Nature of the financial benefit**

The nature of the financial benefit proposed to be given is the issue of Shares in the Company for no consideration.

The Shares to be issued pursuant to Resolutions 5 to 9 will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Shares on the ASX.

The purpose of the issue is to give each of the Directors an incentive to provide dedicated and ongoing commitment to the Company. The Directors consider the issue of the Shares is appropriate having regard to the skills, ability and contribution of the Directors (both now and in the future) to the Company.

**(c) Valuation of financial benefits**

The valuation of the Shares to be issued under Resolutions 5 to 9, based on the last trading price for the Shares as at the date of this Notice of Meeting of \$0.0350 is \$350,000.

The trading history of the Shares on ASX in the 12 months before the date of this Notice of Meeting is set out below:

	<b>Price</b>	<b>Date</b>
Highest closing price	\$0.1200	9 October 2014
Lowest closing price	\$0.0100	17, 27 and 30 April 2015
Last closing price	\$0.0350	2 October 2015

**(d) Dilution**

The issues of the Shares the subject of Resolutions 5 to 9, has the potential to dilute the percentage interest of existing Shareholders' holdings. Shareholders should note that the maximum number of Shares that may be issued under Resolutions 5 to 9 is 10,000,000 Shares in aggregate, representing 0.96% of the total number of Securities on issue on a fully diluted basis.

**(e) Existing interests in the Company of related parties the subject of Resolutions 5 to 9**

As at the date of this Notice, the Directors hold the following relevant interests in the securities in the Company representing 21.3% of the current issued capital of the Company on a fully diluted basis:

<b>Director</b>	<b>Ordinary Shares</b>	<b>Listed Options</b>	<b>Performance Rights</b>	<b>Total Securities</b>
James Brown	12,018,300	2,500,001	3,000,000	17,518,301
Paul Mantell	17,479,750	3,523,334	1,500,000	22,503,084
Beng Teik Kuan	7,182,968	2,500,000	300,000	9,982,968
Dan O'Neill	2,777,780	555,556	300,000	3,633,336
Allan Buckler	138,411,409	27,682,283	300,000	166,393,692
<b>Total</b>	<b>177,870,207</b>	<b>36,761,174</b>	<b>5,400,000</b>	<b>220,031,381</b>

If Shareholders approve Resolutions 5 to 9, the Directors will hold the following relevant interests in the securities in the Company representing 22.1% of the issued capital of the Company on a fully diluted basis:

<b>Director</b>	<b>Ordinary Shares</b>	<b>Listed Options</b>	<b>Performance Rights</b>	<b>Total Securities</b>
James Brown	14,018,300	2,500,001	3,000,000	19,518,301
Paul Mantell	19,479,750	3,523,334	1,500,000	24,503,084
Beng Teik Kuan	9,182,968	2,500,000	300,000	11,982,968
Dan O'Neill	4,777,780	555,556	300,000	5,633,336
Allan Buckler	140,411,409	27,682,283	300,000	168,393,692
<b>Total</b>	<b>187,870,207</b>	<b>36,761,174</b>	<b>5,400,000</b>	<b>230,031,381</b>

If Shareholders approve Resolutions 5 to 9, the capital structure of the Company would be as follows with relevant interests in securities held by Directors representing 22.1% of the issued capital of the Company on a fully diluted basis:

	<b>Total</b>	<b>Held by Directors</b>	<b>% Held by Directors</b>
<b>Shares currently on issue</b>	838,714,232	177,870,207	21.2%
<b>Listed Options currently on issue</b>	184,894,834	36,761,174	19.9%
<b>Performance Rights currently on issue</b>	9,100,000	5,400,000	59.3%
<b>Total securities currently on issue</b>	1,032,709,066	220,031,381	21.3%
Proposed Shares under Resolutions 5 to 9	10,000,000	10,000,000	100.0%
<b>Total securities (fully diluted)</b>	<b>1,042,709,066</b>	<b>230,031,381</b>	<b>22.1%</b>

#### (f) Remuneration of Directors

The Directors' current base salary or directors' fees per annum (including superannuation) and the total financial benefit to be received by them as a result of the issue of Shares pursuant to Resolutions 5 to 9 are as follows:

<b>Director</b>	<b>Total salary/fees \$ p.a.</b>	<b>Value of Shares \$ p.a.</b>	<b>Total financial benefit \$ p.a.</b>
James Brown <sup>1</sup>	352,448	70,000	422,448
Paul Mantell	-	70,000	70,000
Beng Teik Kuan	-	70,000	70,000
Dan O'Neill	-	70,000	70,000
Allan Buckler	-	70,000	70,000
<b>Total</b>	<b>352,448</b>	<b>350,000</b>	<b>702,448</b>

#### Notes

1- As James Brown is paid in US\$, his salary has been converted to A\$ @ 0.7150 A\$:US\$.

The Directors do not consider that there are any opportunity costs or taxation consequences for the Company or benefits foregone by the Company in granting the Shares under Resolutions 5 to 9.

Neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by Resolutions 5 to 9.

#### Board recommendation

Each of the Directors have a material personal interest in the outcome of Resolutions 5, 6, 7, 8 and 9 and accordingly do not make a voting recommendation to Shareholders.

## **RESOLUTIONS 10, 11, 12, 13 & 14 – ISSUE OF SECURITIES TO RELATED PARTIES – MR JAMES BROWN, MR PAUL MANTELL, MR BENG TEIK KUAN, MR DAN O’NEILL & MR ALLAN BUCKLER**

### **Background**

Shareholders are being asked to approve Resolutions 10 to 14 to allow the Company to allot and issue Shares and Listed Options to the Directors as set out below.

In order to fund the Company’s operations prior to receiving funds from the respective share purchase plan capital raising in February 2015 and the rights issue / placement capital raisings in May 2015, the Company entered into loan agreements in January 2015 with each of Messrs Brown, Mantell, Kuan, O’Neill and Buckler for the purposes of governing the terms on which the Company could borrow up to a maximum aggregate of A\$500,000 from the Directors (**Director Loans**). As at the date of this Notice, the following principal amounts are currently outstanding in connection with the Director Loans:

<b>Director</b>	<b>Outstanding principal amount</b>
James Brown	60,000
Paul Mantell	60,000
Beng Teik Kuan	60,000
Dan O’Neill	60,000
Allan Buckler	60,000
<b>Total</b>	<b>300,000</b>

Under the terms of the Director Loans, the Directors may elect (in their sole discretion) to convert their respective Director Loans into Equity Securities at the rate of two (2) Shares and one (1) Listed Option for every A\$0.02 loaned by the Directors (these being the terms of the rights issue conducted by the Company in May 2015 (**Rights Offer**)) on the basis that the amounts lent to the Company would have otherwise been utilised by the Directors to subscribe for additional shares and options in the Rights Offer (**Conversion Right**).

Any conversion will assist the Company in the management of its cash position in the period prior to the 30 June 2016 expiry date for the existing Listed Options.

The Listing Rules and the Corporations Act set out a number of regulatory requirements which must be satisfied in order to permit the exercise of the Conversion Right by the Directors. These are summarised below.

### **Listing Rule 10.11**

Under Resolutions 10 to 14, the Company seeks approval from Shareholders for the issue of Shares to the Directors, who by virtue of their position as Directors of the Company are related parties of the Company.

Listing Rule 10.11 provides a general restriction against issuing securities to directors without shareholder approval. Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the Company. As the Directors are each a related party of the Company, Shareholder approval under the Listing Rules is required.

Approval pursuant to Listing Rule 7.1 is not required in order to issue the Shares to the Directors as approval is being obtained under Listing Rule 10.11. Shareholders should note that the issue of Shares and Performance Rights to the Directors with Shareholder approval under Resolutions 10 to 14 will not be included in the 15% calculation for the purposes of Listing Rule 7.1.

### **Listing Rule 10.13**

Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under Listing Rule 10.11. For the purposes of Listing Rule 10.13, the following information is provided in relation to Resolutions 10 to 14:

- (a) the Shares will be issued to the Directors as noted above, or their respective nominee;

- (b) the maximum number of Shares to be issued by the Company pursuant to Resolutions 10 to 14 is 30,000,000 in aggregate;
- (c) the maximum number of Listed Options to be issued by the Company pursuant to Resolutions 10 to 14 is 15,000,000 in aggregate;
- (d) the Shares will be issued at a deemed issue price of 1 cent each, and the Listed Options at no cost;
- (e) the Shares and Listed Options will be allotted and issued not later than one month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (f) no funds will be raised from the issue of the Shares or Listed Options;
- (g) the Shares will rank equally with all other Shares on issue; and
- (h) the Listed Options will be issued on the terms and conditions set out in Annexure A.

### **Section 195(4) of the Corporations Act**

Each of the Directors has a material personal interest in the outcome of Resolutions 10 to 14 (as applicable to each Director) in this Notice of Meeting by virtue of the fact that Resolutions 10 to 14 are concerned with the issue of Shares to Directors.

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered.

In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors may not be able to form a quorum at Board meetings necessary to carry out the terms of these Resolutions.

The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to Shareholders to determine.

### **Section 208 of the Corporations Act**

Under Chapter 2E of the Corporations Act, a public company cannot give a "financial benefit" to a "related party" unless one of the exceptions to the section apply or shareholders have in general meeting approved the giving of that financial benefit to the related party.

For the purposes of Chapter 2E, each of the Directors is considered to be a related party of the Company.

A "financial benefit" is construed widely and in determining whether a financial benefit is being given, section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit, the issuing of securities or the granting of an option to a related party.

Resolutions 10 to 14 provide for the issue of Shares to Directors of the Company, which is a financial benefit for the purposes of Chapter 2E of the Corporations Act, and, therefore, requires prior Shareholder approval.

### **Sections 217 to 227 of the Corporations Act**

Pursuant to Sections 217 to 227 of the Corporations Act, the Company provides the following information to Shareholders in respect of the proposed financial benefits to be given to Directors of the Company:

#### **(a) Identity of the related parties to whom Resolutions 10 to 14 permits financial benefits to be given**

The Shares and Listed Options the subject of Resolutions 10 to 14 are proposed to be issued to Directors James Brown, Paul Mantell, Beng Teik Kuan, Dan O'Neill and Allan Buckler (and/or their respective nominees), who by virtue of their current directorships, are related parties of the Company.

**(b) Nature of the financial benefit**

The nature of the financial benefit proposed to be given is the issue of Shares and Listed Options in the Company to the Directors for the purposes set out in the Background to Resolutions 10 to 14 above.

The Shares to be issued pursuant to Resolutions 10 to 14 will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Shares on the ASX.

The Listed Options to be issued pursuant to Resolutions 10 to 14 will be issued on the terms and conditions set out in Annexure A of this Notice of Meeting.

**(c) Valuation of financial benefits**

Shares

The valuation of the Shares to be issued under Resolutions 10 to 14, based on the last trading price for the Shares as at the date of this Notice of Meeting of \$0.0350 is \$1,050,000.

The trading history of the Shares on ASX in the 12 months before the date of this Notice of Meeting is set out below:

	<b>Price</b>	<b>Date</b>
Highest closing price	\$0.1200	9 October 2014
Lowest closing price	\$0.0100	17, 27 and 30 April 2015
Last closing price	\$0.0350	2 October 2015

Options

The valuation of the Options to be issued under Resolutions 10 to 14 is \$295,500 (the details of which are set out in Annexure B).

**(d) Dilution**

The issue of the Shares and Listed Options, the subject of Resolutions 10 to 14, has the potential to dilute the percentage interest of existing Shareholders' holdings. Shareholders should note that the maximum number of Shares and Listed Options that may be issued under Resolutions 10 to 14 is 45,000,000 Equity Securities in aggregate, representing 4.14% of the total number of Equity Securities on issue on a fully diluted basis.

**(e) Existing interests in the Company of related parties the subject of Resolutions 10 to 14**

As at the date of this Notice, the Directors hold the following relevant interests in the securities in the Company representing 21.3% of the current issued capital of the Company on a fully diluted basis:

<b>Director</b>	<b>Ordinary Shares</b>	<b>Listed Options</b>	<b>Performance Rights</b>	<b>Total Securities</b>
James Brown	12,018,300	2,500,001	3,000,000	17,518,301
Paul Mantell	17,479,750	3,523,334	1,500,000	22,503,084
Beng Teik Kuan	7,182,968	2,500,000	300,000	9,982,968
Dan O'Neill	2,777,780	555,556	300,000	3,633,336
Allan Buckler	138,411,409	27,682,283	300,000	166,393,692
<b>Total</b>	<b>177,870,207</b>	<b>36,761,174</b>	<b>5,400,000</b>	<b>220,031,381</b>

If Shareholders approve Resolutions 10 to 14 (in addition to Resolutions 5 to 9), the Directors will hold the following relevant interests in the securities in the Company representing 25.3% of the issued capital of the Company on a fully diluted basis:

<b>Director</b>	<b>Ordinary Shares</b>	<b>Listed Options</b>	<b>Performance Rights</b>	<b>Total Securities</b>
James Brown	20,018,300	5,500,001	3,000,000	28,518,301
Paul Mantell	25,479,750	6,523,334	1,500,000	33,503,084
Beng Teik Kuan	15,182,968	5,500,000	300,000	20,982,968
Dan O'Neill	10,777,780	3,555,556	300,000	14,633,336
Allan Buckler	146,411,409	30,682,283	300,000	177,393,692
<b>Total</b>	<b>217,870,207</b>	<b>51,761,174</b>	<b>5,400,000</b>	<b>275,031,381</b>

If Shareholders approve Resolutions 10 to 14 (in addition to Resolutions 5 to 9), the capital structure of the Company would be as follows with relevant interests in securities held by Directors representing 25.3% of the issued capital of the Company on a fully diluted basis:

	<b>Total</b>	<b>Held by Directors</b>	<b>% Held by Directors</b>
<b>Shares currently on issue</b>	838,714,232	177,870,207	21.2%
<b>Listed Options currently on issue</b>	184,894,834	36,761,174	19.9%
<b>Performance Rights currently on issue</b>	9,100,000	5,400,000	59.3%
<b>Total securities currently on issue</b>	<b>1,032,709,066</b>	<b>220,031,381</b>	<b>21.3%</b>
Proposed Shares under Resolutions 5 to 9	10,000,000	10,000,000	100.0%
Proposed Shares under Resolutions 10 to 14	30,000,000	30,000,000	100.0%
Proposed Options under Resolutions 10 to 14	15,000,000	15,000,000	100.0%
<b>Total securities (fully diluted)</b>	<b>1,087,709,066</b>	<b>275,031,381</b>	<b>25.3%</b>

#### (f) Remuneration of Directors

The Directors' current base salary or directors' fees per annum (including superannuation) and the total financial benefit to be received by them as a result of the issue of Shares and Listed options pursuant to Resolutions 10 to 14 are as follows:

<b>Director</b>	<b>Total salary/fees \$ p.a.</b>	<b>Value of Shares \$ p.a.</b>	<b>Value of Options \$ p.a.<sup>2</sup></b>	<b>Total financial benefit \$ p.a.</b>
James Brown <sup>1</sup>	352,448	210,000	59,100	621,548
Paul Mantell	-	210,000	59,100	269,100
Beng Teik Kuan	-	210,000	59,100	269,100
Dan O'Neill	-	210,000	59,100	269,100
Allan Buckler	-	210,000	59,100	269,100
<b>Total</b>	<b>352,448</b>	<b>1,050,000</b>	<b>295,500</b>	<b>1,697,948</b>

#### Notes

1- As James Brown is paid in US\$, his salary has been converted to A\$ @ 0.7150 A\$:US\$.

2- The value of the Listed Options has been calculated over 1 year. The aggregate value of the Options is set out in the table above and in Annexure B

The Directors do not consider that there are any opportunity costs or taxation consequences for the Company or benefits foregone by the Company in granting the Shares and Listed Options under Resolutions 10 to 14.

Neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by Resolutions 10 to 14.

#### Board recommendation

Each of the Directors have a material personal interest in the outcome of Resolutions 10, 11, 12, 13 and 14 and accordingly do not make a voting recommendation to Shareholders.

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## GLOSSARY OF TERMS

In this Explanatory Memorandum and accompanying Notice of Meeting the following words and expressions have the following meanings:

"**A\$**" or "**\$**" ~ Australian dollars;

"**AEST**" ~ Australian Eastern Standard Time;

"**ASIC**" ~ Australian Securities & Investments Commission;

"**ASX**" ~ ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"**Board**" ~ the board of Directors;

"**Company**" or "**Altura**" ~ Altura Mining Limited (ACN 093 391 774);

"**Constitution**" ~ the Company's constitution, as amended from time to time;

"**Corporations Act**" ~ Corporations Act 2001 (Cth);

"**Chairman**" ~ chairman of the Annual General Meeting.

"**Director**" ~ a director of the Company;

"**Equity Securities**" ~ has the meaning given to that term in the Listing Rules;

"**Explanatory Memorandum**" ~ the information attached to the Notice of Annual General Meeting which provides information to Shareholders about the resolutions contained in the Notice of Annual General Meeting;

"**KMP**" ~ key management personnel of the Company (as defined in Section 9 of the Corporations Act);

"**Listed Options**" ~ an Option issued on the terms and conditions set out in Annexure A of this Notice;

"**Listing Rules**" or "**Listing Rules**" ~ the Listing Rules of the ASX;

"**Meeting**" or "**Annual General Meeting**" ~ the annual general meeting the subject of this Notice of Meeting;

"**Notice of Meeting**" or "**Notice**" ~ the Notice of Annual General Meeting which accompanies the Explanatory Memorandum and Proxy Form;

"**Option**" ~ an option to acquire a Share;

"**Performance Rights**" ~ performance rights issued under the Altura Mining Limited Long Term Incentive Plan adopted by the Board;

"**Proxy Form**" ~ the proxy form enclosed with this Notice of Meeting;

"**Remuneration Report**" ~ the remuneration report contained in the Directors' statement in the Company's Annual Report for the financial year ended 30 June 2015;

"**Resolution**" ~ a resolution put to Shareholders of the Company at the Annual General Meeting;

"**Shares**" ~ ordinary fully paid shares in the Company;

"**Shareholder**" ~ holder of a Share in the Company; and

"**US\$**" ~ United States of America dollars.

## **ANNEXURE A – TERMS OF LISTED OPTIONS**

### **Entitlement**

Each Listed Option shall entitle the Listed Option holder, when exercised, to one (1) Share.

A Listed Option does not confer the right to a change in exercise price or a change in the number of the underlying Shares over which the Listed Option can be exercised.

Shares issued upon exercise of the Listed Options will be issued following receipt of all the relevant documents and payments and will rank equally in all respect with the then issued Shares.

### **Exercise Price**

The Listed Option exercise price is 2.0 cents per Listed Option.

### **Notice of Exercise**

The Listed Options are exercisable wholly or in part at any time prior to 5.00 pm (EST) on 30 June 2016 (**Expiry Date**). Listed Options not exercised by that date shall lapse.

Each Listed Option may be exercised by notice in writing to the Company, together with the payment for the number of Shares in respect of which the Listed Options are exercised, at any time before the Expiry Date. Any notice of exercise of a Listed Option received by the Company will be deemed to be a notice of the exercise of that Listed Option as at the date of receipt.

### **Quotation of Options and Shares on Exercise**

The Company will apply for quotation on ASX of the Listed Options and all Shares issued upon exercise of the Listed Options.

### **Transfer of Options**

Subject to the Corporations Act, the Constitution and the Listing Rules, the Listed Options are freely transferable.

### **Participation Rights or Entitlements**

There are no participating rights or entitlements inherent in the Listed Options and Listed Option holders will not be entitled to participate in new issues of securities offered to Shareholders during the currency of the Listed Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced so as to give Listed Option holders the opportunity to exercise their Listed Options before the date for determining entitlements to participate in any issue.

### **Reorganisation of Share Capital**

If at any time the issued capital of the Company is reorganised, the rights of a Listed Option holder are to be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.



## ANNEXURE B – VALUATION OF LISTED OPTIONS

The value of the Listed Options has been calculated using the Black-Scholes option pricing model, which has determined a valuation of 1.97 cents per Listed Option (**Indicative Value**).

The material assumptions used in valuing the Options were:

- (a) Closing share price of 3.5 cents per Share as at 2 October 2015;
- (b) Exercise price of 2.0 cents per Option;
- (c) Expiry Date 30 June 2016
- (d) Risk free interest of 2.10%;
- (e) Volatility factor of 100%;
- (f) Dividend yield 0%.

Note: The valuation above is based on a hypothetical exercise price of the Listed Options. The real exercise price can only be determined on the date of the Annual General Meeting as it based on the 10 day volume weighted average price of the Shares on the 10 trading days prior to the Annual General Meeting.

Accordingly, the total value of the Listed Options to be issued to each Director over the term of the Performance Rights is as follows:

<b>Director</b>	<b>Number of Listed Options</b>	<b>Value (based on Indicative Value per Listed Option set out above)</b>
James Brown	3,000,000	\$59,100
Paul Mantell	3,000,000	\$59,100
Beng Teik Kuan	3,000,000	\$59,100
Dan O'Neill	3,000,000	\$59,100
Allan Buckler	3,000,000	\$59,100
		<hr/>
		\$295,500
		<hr/>

## ANNEXURE C –DETAILS OF EQUITY SECURITIES ISSUED IN THE 12 MONTHS PRIOR TO THE DATE OF THE ANNUAL GENERAL MEETING

Issue Date	Number	Type	The persons to whom the Equity Securities were issued or the basis on which those persons were determined	Issue Price	Discount to market price at issue date	Funds raised	Use of Funds
11 December 2014	8,300,000	Shares <sup>1</sup>	<ul style="list-style-type: none"> <li>Issue of 5,400,000 Shares to Directors (approved at AGM held on 27 November 2014).</li> <li>Issue of 2,900,000 Shares to various employees as an incentive.</li> </ul>	Nil	N/A	N/A	N/A
11 December 2014	8,100,000	Performance Rights	<ul style="list-style-type: none"> <li>Issue of 5,400,000 Performance Rights to Directors (approved at AGM held on 27 November 2014) under the Company's Long Term Incentive Plan.</li> <li>Issue of 2,700,000 Performance Rights to various employees who are participants in the Company's Long Term Incentive Plan.</li> </ul>	Nil	N/A	N/A	N/A
25 February 2015	5,240,000	Shares	Issue of Shares under Share Purchase Plan Offer announced to the ASX on 12 January 2015.	\$0.0500	Nil (closing price \$0.0272)	\$262,000	All of the funds have been used. Funds were used for working capital requirements.
22 May 2015	303,720,989	Shares	Issued pursuant to a non-renounceable rights issue announced to the ASX on 23 April 2015.	\$0.0100	16.7% (closing price \$0.0120)	\$3,037,210	Approximately one-third of these funds have been used. Funds were used for: <ul style="list-style-type: none"> <li>completion of feasibility studies and progression of the mining lease towards grant at the Pilgangoora Lithium Project;</li> <li>working capital; and</li> <li>costs of the rights issue.</li> </ul> The Company intends to use the remaining funds for the above purposes.
22 May 2015	151,860,553	Listed Options <sup>2</sup>	Issued pursuant to a non-renounceable rights issue announced to the ASX on 23 April 2015.	Nil	N/A	N/A	
1 June 2015	66,143,562	Shares	Placement as announced to the ASX on 2 June 2015.	\$0.0100	16.7% (closing price \$0.0120)	\$661,436	All of the funds have been used. Funds were used towards expenses of the proposed SGX listing and for working capital requirements.
1 June 2015	33,071,781	Listed Options <sup>2</sup>	Placement as announced to the ASX on 2 June 2015.	Nil	N/A	N/A	
23 July 2015	37,500	Shares <sup>3</sup>	Issued to Option holders upon conversion of Listed Options	\$0.0200	9.091% (closing price \$0.0220)	\$750	All of the funds have been used. Funds were used for working capital requirements.
11 August 2015	1,000,000	Shares	Issued to New Employee under the Company's Long Term Incentive Plan.	Nil	N/A	N/A	N/A
11 August 2015	1,000,000	Performance Rights	Issued to New Employee under the Company's Long Term Incentive Plan.	Nil	N/A	N/A	N/A

**Notes:**

- Shares to rank equally with existing listed ordinary shares.
- Free attaching Option exercisable at \$0.02 each with an expiry date of 30 June 2016 were issued on the basis of one Listed Option for every two new Shares issued pursuant to the rights issue or placement (as applicable).

# PROXY FORM

## Altura Mining Limited

ACN 093 391 774

Enquiries (within Australia)

Phone: 08 9488 5100

Facsimile: 08 9488 5199

**All correspondence to:**

Altura Mining Limited

PO Box 1386

Subiaco WA 6904

I/We \_\_\_\_\_

(insert name of holder – please print)

Of \_\_\_\_\_

(insert address of holder – please print)

## Appointment of Proxy

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

The Chairman  
of the Meeting  
(mark with an 'X')

**OR**

Write here the name of the person you are appointing if this person **is someone other than** the Chairman of the Meeting

or failing the person named, or if no person 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, as the proxy sees fit) at the Annual General Meeting of Altura Mining Limited to be held at The Springlake Hotel Function Centre, 1/1 Springfield Lakes Boulevard, Springfield Lakes, Queensland on Wednesday 18 November 2015 commencing at 3.00 pm AEST and at any adjournment of that Meeting.

### IMPORTANT: FOR RESOLUTIONS 1, 5, 6, 7, 8, 9, 10, 11, 12, 13 & 14 BELOW

**Chairman authorised to exercise proxies on remuneration related matters (Resolutions 1, 5, 6, 7, 8, 9, 10, 11, 12, 13 & 14)** If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default, by signing and submitting this form I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Resolutions 1, 5, 6, 7, 8, 9, 10, 11, 12, 13 & 14 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 5, 6, 7, 8, 9, 10, 11, 12, 13 & 14 are connected directly or indirectly with the remuneration of a member of KMP for Altura Mining Limited, which includes the Chairman.

**The Chairman of the Meeting intends to vote undirected proxies in favour of all Resolutions** If you have appointed the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default), and you wish to give the Chairman specific voting directions on an item, you should mark the appropriate box opposite those items below (directing the Chairman to vote for, against, or to abstain from voting).

### Voting directions to your proxy - please mark **X** to indicate your directions

Ordinary business		For	Against	Abstain*
<b>Resolution 1</b>	Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b>	Re-election of Mr Beng Teik Kuan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b>	Re-election of Mr Allan Buckler as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4</b>	Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5</b>	Issue of Shares to Mr James Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 6</b>	Issue of Shares to Mr Paul Mantell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 7</b>	Issue of Shares to Mr Beng Teik Kuan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 8</b>	Issue of Shares to Mr Dan O'Neill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 9</b>	Issue of Shares to Mr Allan Buckler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 10</b>	Repayment of Director Loan via Securities to Mr James Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 11</b>	Repayment of Director Loan via Securities to Mr Paul Mantell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 12</b>	Repayment of Director Loan via Securities to Mr Beng Teik Kuan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 13</b>	Repayment of Director Loan via Securities to Mr Dan O'Neill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 14</b>	Repayment of Director Loan via Securities to Mr Allan Buckler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* 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.

### PLEASE SIGN HERE

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

Individual or Security holder 1

Sole Director & Sole Company Secretary

Security holder 2

Director

Security holder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

# How to complete the Proxy Form

## 1. Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please mark the box and make the correction on the form. Security holders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your securities using this form.

## 2. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the relevant box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the Company.

## 3. Votes on Items of Business

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

## 4. Appointment of a Second Proxy

You are entitled to appoint up to two 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 telephoning the Company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form 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 your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

## 5. Signing Instructions

You must sign this form as follows in the spaces provided:

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

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

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the 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 can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing 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 produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

## Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting scheduled for 3.00 pm AEST on Wednesday 18 November 2015. Any Proxy Form received after that time (3.00pm AEST Monday 16 November 2015) will not be valid for the scheduled meeting.

## Documents may be lodged:

IN PERSON	Altura Mining Limited, Units 5 & 6, 25 Hamilton Street, Subiaco WA 6008
BY MAIL	Altura Mining Limited, PO Box 1386, Subiaco WA 6904
BY E-MAIL	cosec@alturamining.com
BY FAX	Within Australia 08 9488 5199 Outside Australia + 61 8 9488 5199