



ALTURA MINING LIMITED
ABN 39 093 391 774

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

TIME: 2.00pm AEST

DATE: Wednesday, 23 November 2016

PLACE: PwC Offices
Level 23, 480 Queen Street
BRISBANE QLD 4000

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 PwC Offices, Level 23, 480 Queen Street, Brisbane, Queensland on Wednesday, 23 November 2016 commencing at 2.00 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 2016, 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 2016".

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 Dan O'Neill 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 Dan O'Neill retires and being eligible for re-election, be re-elected a Director of the Company."

Resolution 3 – 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 3 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 3 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.**

By order of the Board

A handwritten signature in black ink, appearing to read "D Cox", is positioned above the printed name of the Company Secretary.

DAMON COX
Company Secretary
11 October 2016

VOTING EXCLUSION STATEMENTS

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 3

The Company will disregard any votes cast on Resolution 3 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 3 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.

NOTES

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, 21 November 2016.

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 2.00pm AEST Monday, 21 November 2016.

Proxy forms received later than this time will be invalid.

EXPLANATORY MEMORANDUM

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 PwC Offices, Level 23, 480 Queen Street, Brisbane, Queensland on Wednesday, 23 November 2016 commencing at 2.00pm 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.

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 2016 together with the Directors' declaration and report in relation to that financial year and the auditor's report on those financial statements. The 2016 Annual Report can be accessed on-line at <http://alturamining.com/> from no later than 31 October 2016. 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 2016.

Relevant written questions for PKF Hacketts must be received no later than 7.00pm (AEST) on Wednesday, 16 November 2016. 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.

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 2016 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 2016 Annual Report.

Board Recommendation

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

RESOLUTION 2 – RE-ELECTION OF MR DAN O'NEILL 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 O'Neill, 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 O'Neill are set out in the 2016 Annual Report.

Board Recommendation

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

RESOLUTION 3 – 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 \$153,972,000 (based on the number of Shares currently on issue and the closing price of Shares on 10 October 2016 (being 12.5 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 3 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 3 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the period set out below.

Resolution 3 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 one class of quoted Equity Securities, namely Shares.

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 1,231,778,000 Shares on issue. If Shareholders approve Resolution 3, the Company will have the capacity to issue approximately 123,177,800 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 3 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		
		\$0.0625 50% decrease in Issue Price	\$0.1250 Issue Price	\$0.1875 50% increase in Issue Price
Current Variable A 1,231,778,000 Shares	Shares issued	123,177,800	123,177,800	123,177,800
		New Shares	New Shares	New Shares
	Funds raised	\$7,698,613	\$15,397,225	\$23,095,838
50% increase in current Variable A 1,847,667,000 Shares	Shares issued	184,766,700	184,766,700	184,766,700
		New Shares	New Shares	New Shares
	Funds raised	\$11,547,919	\$23,095,838	\$34,643,756
100% increase in current Variable A 2,463,556,000 Shares	Shares issued	246,355,600	246,355,600	246,355,600
		New Shares	New Shares	New Shares
	Funds raised	\$15,397,225	\$30,794,450	\$46,191,675

The table above has been prepared on the following assumptions:

1. Variable A is 1,231,778,000 being the number of ordinary securities on issue as at the date of this Notice of Meeting.
2. The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility.
3. 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.
4. 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 12.5 cents, being the closing price of the Shares on ASX on 10 October 2016.

Issue Period

If Shareholders approve Resolution 3, 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 2015 Annual General Meeting held on 18 November 2015.

In the 12 months preceding this Notice of Annual General Meeting, the Company has issued 411,793,767 Equity Securities which represents 39.88% 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 A to this Notice of Meeting.

Voting exclusion statement

A voting exclusion statement for Resolution 3 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 recommends that Shareholders approve Resolution 3.

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);

"**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;

"**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 2016;

"**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 – 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
20 November 2015	5,000,000	Shares	Issued to Option holders upon conversion of Listed Options	\$0.0200	53.5% (closing price \$0.0430)	\$100,000	All of the funds have been used. Funds were used for working capital requirements.
20 November 2015	10,000,000	Shares	Issue of Shares to Directors (bonus issue approved at AGM held on 18 Nov 2015)	Nil	N/A	N/A	Non-cash consideration is nil. Current value is \$1,250,000.
20 November 2015	36,000,000	Shares	Issue of Shares (conversion of loan to Company)	\$0.0100	76.7% (closing price \$0.0430)	\$360,000	All of the funds have been used. Funds were used for working capital requirements.
	18,000,000	Listed Options	Issue of Listed Options (conversion of loan to Company) (conversion of loans provided by Directors approved at AGM held on 18 Nov 2015)	Nil	N/A	N/A	N/A
10 December 2015	50,093	Shares	Issued to Option holders upon conversion of Listed Options	\$0.0200	53.5% (closing price \$0.0430)	\$1,002	All of the funds have been used. Funds were used for working capital requirements.
11 December 2015	2,900,000	Shares	Issue of Shares (following the vesting of performance rights)	Nil	N/A	N/A	Non-cash consideration is nil. Current value is \$362,500.
25 January 2016	151,974	Shares	Issued to Option holders upon conversion of Listed Options	\$0.0200	64.3% (closing price \$0.0560)	\$3,039	All of the funds have been used. Funds were used for working capital requirements.
12 February 2016	5,000,000	Shares	Issued to Option holders upon conversion of Listed Options	\$0.0200	73.7% (closing price \$0.0760)	\$100,000	All of the funds have been used. Funds were used for working capital requirements.
26 February 2016	1,387,285	Shares	Issued to Option holders upon conversion of Listed Options	\$0.0200	78.0% (closing price \$0.0910)	\$27,746	All of the funds have been used. Funds were used for working capital requirements.
4 March 2016	37,037,037	Shares	Placement as announced to the ASX on 22 February 2016	\$0.0810	32.5% (closing price of \$0.1200)	\$3,000,000	All of the funds have been used. Funds were applied to the Pilgangoora lithium project.
8 March 2016	6,399,001	Shares	Issued to Option holders upon conversion of Listed Options	\$0.0200	81.8% (closing price \$0.1100)	\$127,980	All of the funds have been used. Funds were used for working capital requirements.
21 March 2016	2,527,210	Shares	Issued to Option holders upon conversion of Listed Options	\$0.0200	84.6% (closing price \$0.1300)	\$50,544	All of the funds have been used. Funds were used for working capital requirements.
31 March 2016	5,365,667	Shares	Issued to Option holders upon conversion of Listed Options	\$0.0200	88.2% (closing price \$0.1700)	\$107,313	All of the funds have been used. Funds were used for working capital requirements.
5 April 2016	200,000	Shares	Issued to New Employees	Nil	N/A	N/A	Non-cash consideration is nil. Current value is \$25,000.

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
14 April 2016	5,928,398	Shares	Issued to Option holders upon conversion of Listed Options	\$0.0200	90.9% (closing price \$0.2200)	\$118,568	All of the funds have been used. Funds were used for working capital requirements.
20 April 2016	5,320,951	Shares	Issued to Option holders upon conversion of Listed Options	\$0.0200	92.2% (closing price \$0.2550)	\$106,419	All of the funds have been used. Funds were used for working capital requirements.
5 May 2016	6,075,019	Shares	Issued to Option holders upon conversion of Listed Options	\$0.0200	89.5% (closing price \$0.1900)	\$121,500	All of the funds have been used. Funds were used for working capital requirements.
19 May 2016	8,907,637	Shares	Issued to Option holders upon conversion of Listed Options	\$0.0200	91.1% (closing price \$0.2250)	\$178,153	All of the funds have been used. Funds were used for working capital requirements.
3 June 2016	6,792,624	Shares	Issued to Option holders upon conversion of Listed Options	\$0.0200	90.9% (closing price \$0.2200)	\$135,852	All of the funds have been used. Funds were used for working capital requirements.
17 June 2016	66,345,113	Shares	Issued to Option holders upon conversion of Listed Options	\$0.0200	90.2% (closing price \$0.2050)	\$1,326,902	All of the funds have been used. Funds were applied to the Pilgangoora lithium project.
20 June 2016	100,000,000	Shares	Placement as announced to the ASX on 9 June 2016	\$0.2000	-5.3% (closing price \$0.1900)	\$20,000,000	Some of the funds have been used. Funds were applied to the Pilgangoora lithium project.
21 June 2016	150,000	Shares	Issued to New Employee	Nil	N/A	N/A	Non-cash consideration is nil. Current value is \$18,750.
21 June 2016	450,000	Performance Rights	Issued to New Employee under the Company's Long Term Incentive Plan.	Nil	N/A	N/A	Non-cash consideration is nil. Current value is \$56,250.
22 June 2016	100,000	Shares	Issued to New Employee	Nil	N/A	N/A	Non-cash consideration is nil. Current value is \$12,500.
24 June 2016	54,347,504	Shares	Issued to Option holders upon conversion of Listed Options	\$0.0200	88.6% (closing price \$0.1750)	\$1,086,950	All of the funds have been used. Funds were applied to the Pilgangoora lithium project.
30 June 2016	17,590,156	Shares	Issued to Option holders upon conversion of Listed Options	\$0.0200	89.5% (closing price \$0.1900)	\$351,803	All of the funds have been used. Funds were used for working capital requirements.
12 July 2016	5,299,098	Shares	Issued to Option holders upon conversion of Listed Options	\$0.0200	89.2% (closing price \$0.1850)	\$105,982	All of the funds have been used. Funds were used for working capital requirements.
18 July 2016	3,869,000	Shares	Issue of Shares under Share Purchase Plan Offer announced on 9 June 2016	\$0.2000	-17.6% (closing price \$0.1700)	\$773,800	All of the funds have been used. Funds were applied to the Pilgangoora lithium project.
12 August 2016	150,000	Shares	Issued to New Employee	Nil	N/A	N/A	Non-cash consideration is nil. Current value is \$12,500.
12 August 2016	450,000	Performance Rights	Issued to New Employee under the Company's Long Term Incentive Plan.	Nil	N/A	N/A	Non-cash consideration is nil. Current value is \$56,250.

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 PwC Offices, Level 23, 480 Queen Street, Brisbane, Queensland on Wednesday 23 November 2016 commencing at 2.00 pm AEST and at any adjournment of that Meeting.

IMPORTANT: FOR RESOLUTION 1 BELOW

Chairman authorised to exercise proxies on remuneration related matters (Resolution 1) 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 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*
Resolution 1	Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Dan O'Neill as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Additional 10% Placement Capacity	<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 2.00 pm AEST on Wednesday 23 November 2016. Any Proxy Form received after that time (2.00pm AEST Monday 21 November 2016) 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