



ALTURA MINING LIMITED
ABN 39 093 391 774

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

TIME: 10.00am AEST

DATE: Tuesday, 13 December 2016

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

This Notice of Extraordinary 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 EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Altura Mining Limited ("**Company**") will be held at the PwC Offices, Level 23, 480 Queen Street, Brisbane, Queensland on Tuesday, 13 December 2016 commencing at 10.00am AEST.

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

The purpose of the attached Explanatory Statement is to provide information to Shareholders to enable each Shareholder to make an informed decision regarding the Resolution set out in this Notice of General Meeting.

If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors before voting.

The Explanatory Statement is to be read in conjunction with this Notice of Extraordinary General Meeting. Capitalised words and expressions in this Notice of General Meeting have the same meaning as in the Explanatory Statement and, where not defined in the Explanatory Statement, are defined in the attached Glossary.

ASX

A final copy of this Notice of General Meeting and Explanatory Statement has been lodged with ASX. Neither ASX, nor any of its officers takes any responsibility for the contents of this document.

BUSINESS OF THE MEETING

AGENDA

Resolution 1 – Ratification of prior issue of shares

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 100,000,000 Shares on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Short Explanation: Shareholder approval is sought to approve and ratify under Listing Rule 7.4 the issue of 100,000,000 Shares, previously issued by the Company, to exempt previous issues from the 15% limit in Listing Rule 7.1.

Resolution 2 – Ratification of prior issue of shares

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 123,000,000 Shares on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Short Explanation: Shareholder approval is sought to approve and ratify under Listing Rule 7.4 the issue of 123,000,000 Shares, previously issued by the Company, to exempt previous issues from the 15% limit in Listing Rule 7.1.

Resolution 3 – Approval for issue of shares

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

“That, for the purpose of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 183,000,000 Shares to J&R Optimum, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice.”

Short Explanation: The issue of shares pursuant to Resolution 3 will not, if Shareholders approve the issue, be included in the 15% limit and therefore approval of Resolution 3 will minimise the restrictive effect of Listing Rule 7.1 on any further issues by the Company of Equity Securities in the next 12 months.

By Order of the Board



DAMON COX
Company Secretary

8 November 2016

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 Extraordinary General Meeting are those who are registered Shareholders as at 7.00pm AEST Friday, 9 December 2016.

VOTING IN PERSON

To vote in person, please attend the Extraordinary 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 10.00am AEST Sunday, 11 December 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 Extraordinary General Meeting to be held at the PwC Offices, Level 23, 480 Queen Street, Brisbane, Queensland on Tuesday, 13 December 2016 commencing at 10.00am.

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 Resolution in the Notice of Meeting.

1. RESOLUTION 1– RATIFICATION OF PRIOR ISSUE OF SHARES

1.1 Background

On 9 June 2016 the Company announced a capital raising of \$20 million (100,000,000 Shares) to sophisticated and professional investors to raise funds for working capital to finance operations of the Company particularly the construction of Altura's Pilgangoora Lithium Project (**Placement**).

On 20 June 2016, the Company settled the Placement issuing 100,000,000 Shares pursuant to its capacity under Listing Rule 7.1 (**Placement Shares**).

The purpose of Resolution 1 is for Shareholders to approve and ratify the issues undertaken without Shareholder approval pursuant to Listing Rule 7.1 in June 2016.

1.2 Regulatory Requirements

Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the ordinary securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

Under Resolution 1, the Company seeks Shareholder approval for, and ratification of, the issue of the Shares set out in section 1.1 so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of Equity Securities in the next 12 months.

The Shares issued, for which approval and ratification is sought under Resolution 1, comprise approximately 8.1% of the Company's fully diluted issued capital as at the date of this notice (assuming no further issues of securities by the Company).

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information:

(a) **Number of securities allotted**

Under Resolution 1 the Company seeks from Shareholders approval for, and ratification of, the issue of 100,000,000 Shares.

(b) **The price at which the securities were issued**

The 100,000,000 Placement Shares were issued for the issue price of \$0.20 per Share.

(c) **Terms of the securities**

The Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares. Official quotation of the Shares has been granted by ASX.

(d) **Allottees of the securities**

Allottees of the 100,000,000 Placement Shares were professional or sophisticated investors who participated in the Company's equity raising, undertaken via the Placement.

None of the allottees were Related Parties of the Company (or associates of such persons) at the time of issue of the Shares.

(e) **The use of the funds raised**

The purpose of the issue for the Placement Shares was to raise working capital for the development of the Company's Pilgangoora Lithium Project, to place deposits on orders of long lead capital items and to conduct a resource definition drilling program.

(f) **Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by any person who participated in the issues and any person associated with those persons. However, the Company need not disregard a vote if:

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

1.3 Recommendation of Directors

The Board believes that the ratification of these issues is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommends Shareholders vote in favour of the Resolution.

2. RESOLUTION 2– RATIFICATION OF PRIOR ISSUE OF SHARES

2.1 Background

As announced on 8 November 2016 the Company entered into a subscription and cooperation agreement with J&R Optimum (**Subscription Agreement**). Under the terms of the Subscription Agreement, the Company has agreed to issue two tranches of shares (T1 Shares and T2 Shares) to J&R Optimum for the issue price of \$0.136 per Share, raising a total of \$41,616,000 to part finance operations of the Company particularly the construction of Altura's Pilgangoora Lithium Project.

The purpose of Resolution 2 is for Shareholders to approve and ratify the issue of T1 Shares undertaken without Shareholder approval pursuant to Listing Rule 7.1 and 7.1A. Resolution 2 is predicated on completion of the issue of the T1 Shares having occurred before the date of the General Meeting. In the event that completion has not occurred, the Company will not proceed with the resolution for the ratification of the issue of T1 Shares and the T1 Shares will be issued under the placement capacity of the Company under Listing Rule 7.1 and 7.1A.

2.2 Regulatory Requirements

Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the ordinary securities issued by the

company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue during the period the approval is valid a number of Equity Securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in Listing Rule 7.1. Listing Rule 7.4 provides that a company may reinstate its capacity to issue up to an additional 10% under Listing Rule 7.1A if shareholders ratify the previous issue of securities.

Accordingly, under Resolution 2 and on the assumption that completion of the issue of the T1 Shares has occurred, the Company seeks from Shareholders approval for, and ratification of, the issue of a total of 123,000,000 Shares to J&R Optimum, comprising the following:

- (a) 51,456,144 Shares so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of Equity Securities in the next 12 months; and
- (b) 71,543,856 Shares so as to restore the capacity of the Company to issue further Equity Securities under Listing Rule 7.1A.

The Shares issued, for which approval and ratification is sought under Resolution 2, will comprise approximately 9.9% of the Company's fully diluted issued capital as at the date of this notice (assuming no further issues of securities by the Company).

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information:

(a) **Number of securities allotted**

Under Resolution 2 and on the assumption that completion of the issue of the T1 Shares has occurred, the Company seeks from Shareholders approval for, and ratification of, the issue of 123,000,000 Shares.

(b) **The price at which the securities were issued**

The T1 Shares will be issued for \$0.136 per Share.

(c) **Terms of the securities**

The Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares.

Upon issue, official quotation of the T1 Shares will be applied for by the Company in accordance with its obligations under the Subscription Agreement, Corporations Act and Listing Rules.

(d) **Allottees of the securities**

The T1 Shares are to be issued to J&R Optimum in accordance with the Subscription Agreement.

(e) **The use of the funds raised**

The purpose of the issue for the T1 Shares is to raise capital to finance the Company's Pilgangoora Lithium Project.

(f) **Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by J&R Optimum and any person associated with J&R Optimum. However, the Company need not disregard a vote if:

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

2.3 Recommendation of Directors

The Board believes that the ratification of the issue of these Shares is beneficial for the Company as it allows the Company to ratify the above issues of securities and retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months, and up to the 10% annual placement capacity under Listing Rule 7.1A without the requirement to obtain prior Shareholder approval. Accordingly, the Board recommends Shareholders vote in favour of this Resolution.

3. RESOLUTION 3– APPROVAL FOR ISSUE OF SHARES

3.1 Background

As announced on 8 November 2016 the Company entered into the Subscription Agreement with J&R Optimum. On the terms of the Subscription Agreement, the Company has agreed to issue two tranches of shares (T1 Shares and T2 Shares) to J&R Optimum for the issue price of \$0.136 per Share, raising \$41,616,000 to finance operations of the Company particularly the construction of Altura's Pilgangoora Lithium Project.

The Company proposes to issue 183,000,000 Shares (**T2 Shares**) at an issue price of \$0.136 per Share to raise \$24,888,000 in accordance with the Subscription Agreement.

3.2 Regulatory Requirements

Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the ordinary securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information: The issue of T2 Shares pursuant to Resolution 3 will not, if Shareholders approve the issue, be included in the 15% limit and therefore approval of Resolution 3 will minimise the restrictive effect of Listing Rule 7.1 on any further issues by the Company of Equity Securities in the next 12 months.

The securities proposed to be issued, for which approval is sought under this Resolution comprise 14.8% of the Company's fully diluted issued capital (based on the number of Shares and Performance Rights on issue as at the date of this Notice).

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

(a) **Number of securities allotted**

Under Resolution 3 the Company intends to issue 183,000,000 Shares pursuant to the Subscription Agreement.

(b) **Date of issue**

The T2 Shares will be issued on Tuesday, 20 December 2016 being 5 business days after the Meeting) but, in any case, not later than 3 months after the date of Shareholder approval pursuant to this Resolution or such later date as approved by ASX.

(c) **Issue price**

The issue price will be \$0.136 per Share.

(d) **Allottees of the securities**

The T2 Shares will be issued to J&R Optimum in accordance with the Subscription Agreement.

J&R Optimum is not a related party of the Company.

(e) **Terms of the securities**

The Shares 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 rank equally in all respects with the existing Shares. The Company will apply to ASX for official quotation of the Shares.

(f) **Intended use of funds raised**

The purpose of the issue for the T1 Shares was to raise capital to finance the Company's Pilgangoora Lithium Project.

(g) **Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by J&R Optimum 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:

- (i) the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (ii) the person is the Chair 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.

3.3 Recommendation of Directors

The Board believes that the proposed issue is beneficial for the Company and recommends Shareholders vote in favour of the Resolution. It will allow the Company to retain the flexibility to issue further Equity Securities representing up to 15% of the Company's share capital during the next 12 months.

GLOSSARY

AEST means Australian Eastern Standard Time.

AUD, \$ and dollars means Australian dollars, unless otherwise stated.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691).

Board means the current board of directors of the Company.

Chairman means Chairman of the General Meeting.

Company or **Altura** means Altura Mining Limited (ACN 093 391 774).

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

Directors mean the current directors of the Company.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

J&R Optimum means Shaanxi J&R Optimum Energy Co., Ltd.

Listing Rules means the listing rules of the ASX.

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

Proxy Form means the proxy form accompanying the Notice.

Related Parties has the meaning given to that term in the Corporations Act.

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

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

Shareholder means a holder of a Share.

PROXY FORM

Altura Mining Limited
ACN 093 391 774

All correspondence to:

Enquiries (within Australia)
Phone: 08 9488 5100
Facsimile: 08 9488 5199

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 Extraordinary General Meeting of Altura Mining Limited to be held at the PwC Offices, Level 23, 480 Queen Street, Brisbane, Queensland on Tuesday, 13 December 2016 commencing at 10.00am AEST and at any adjournment of that Meeting.

IMPORTANT:

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 Ratification of prior issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of prior issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval for issue of shares	<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

Security holder 2

Security holder 3

Sole Director & Sole Company Secretary

Director

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 Tuesday, 13 December 2016 commencing at 10.00am AEST. Any Proxy Form received after that time 10.00am, Sunday, 11 December 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 |