



**NOTICE OF GENERAL MEETING
AND EXPLANATORY STATEMENT AND PROXY FORM**

DATE OF MEETING
16 AUGUST 2017

TIME OF MEETING
11AM (WST)

PLACE OF MEETING
**CELTIC CLUB
48 ORD STREET
WEST PERTH WA 6005**

Please read the Notice carefully and if you are unable to attend the General Meeting of Shareholders please complete and return the enclosed Proxy Form in accordance with the specified directions.

This is an important document. It should be read in its entirety. If you are in doubt as to the course you should follow, consult your financial or other professional adviser.

AURIS MINERALS LIMITED

ABN 77 085 806 284

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders of Auris Minerals Limited will be held at:

Celtic Club
48 Ord Street
West Perth WA 6005
Commencing 11am (WST) on 16 August 2017

VOTING ENTITLEMENTS

For the purposes of the Corporations Act, all securities of the Company that are quoted securities at 5pm (WST) on 14 August 2017 will be taken, for the purposes of the Meeting, to be held by the persons who held them at the time and such persons are eligible to vote at the Meeting.

HOW TO VOTE

The business of the Meeting affects your shareholding and your vote is important. Please take action by voting in person (or authorised representative) or by proxy.

VOTING IN PERSON

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 11am (WST).

PROXIES

A Proxy Form accompanies this Notice of Meeting. To be effective the Proxy Form must be completed and received at the Company's share registry, Security Transfer Australia;

- By email to registrar@securitytransfer.com.au
- By posting to PO BOX 52, Collins Street West VIC 8007
- By facsimile to +61 (0) 8 9315 2233
- By hand to Suite 913, Exchange Tower, 530 Little Collins Street, Melbourne VIC 3000 between 8.00am and 5.00pm (EDST) Monday to Friday, providing it is not a public holiday in NSW.

You may also lodge your proxy online at www.securitytransfer.com.au and by following the instructions set out on the proxy form.

The Proxy Form must be returned to Security Transfer Australia and be received by them no later than 11.00am (WST) on 14 August 2017.

If you are entitled to attend and cast a vote at the Meeting you may appoint up to two proxies. A proxy may be an individual or a corporation but need not be a shareholder. If you appoint two proxies each proxy may exercise half of the Shareholder's votes if no proportion or number of votes is specified.

CORPORATE REPRESENTATIVES

A corporation may appoint an individual as a representative to exercise its powers as Shareholder or as a Shareholder's proxy. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has been previously given to the Company's share registry.

POWERS OF ATTORNEY

A person appearing as an Attorney for a Shareholder should produce a properly executed original (or certified copy) of an appropriate Power of Attorney for admission to the Meeting.

AGENDA

1. Resolution 1 – Ratification of Prior Issue of Shares under Listing Rule 7.4

To consider and, if thought fit, to pass as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders hereby approve and ratify the issue of 5,000,000 Shares to Westgold Resources Limited as the consideration for the acquisition of the Chunderloo Mining tenements from Westgold Resources Limited’s Central Murchison Gold Project as announced to ASX on 5 April 2017 and as more fully described in the Explanatory Statement accompanying this Notice.”

Voting exclusion

The Company will disregard any votes cast on this Resolution by Westgold Resources Limited or any of their associates unless:

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

2. Resolution 2 – Ratification of Prior Issue of Shares under Listing Rule 7.4

To consider and, if thought fit, to pass as an **ordinary resolution**:

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders hereby approve and ratify the issue of 10,000,000 Shares pursuant to a placement (**the Listing Rule 7.1 Placement**) made pursuant to the Company’s placement capacity under Listing Rule 7.1 as announced to ASX on 19 May 2017 and as more fully described in the Explanatory Statement accompanying this Notice.”*

Voting exclusion

The Company will disregard any votes cast on this Resolution by the persons who participated in the issue and any associates of those persons unless:

- (a) 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
 - (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).
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3. Resolution 3 – Ratification of Prior Issue of Shares under Listing Rule 7.4

To consider and, if thought fit, to pass as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders hereby approve and ratify the issue of 26,000,000 Shares pursuant to a placement (the Listing Rule 7.1A Placement) made pursuant to the Company’s placement capacity under Listing Rule 7.1A as announced to ASX on 19 May 2017 and as more fully described in the Explanatory Statement accompanying this Notice.”

Voting exclusion

The Company will disregard any votes cast on this Resolution by the persons who participated in the issue and any associates of those persons unless:

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

4. Resolution 4 – Ratification of Prior Issue of Options under Listing Rule 7.4

To consider and, if thought fit, to pass as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders hereby approve and ratify the issue of 14,004,004 unlisted September 2017 Options as announced to ASX on 19 May 2017 and as more fully described in the Explanatory Statement accompanying this Notice.”

Voting exclusion

The Company will disregard any votes cast on this Resolution by the persons who participated in the issue and any associates of those persons unless:

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

5. Resolution 5 – Ratification of Prior Issue of Options under Listing Rule 7.4

To consider and, if thought fit, to pass as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders hereby approve and ratify the issue of 14,004,004 unlisted June 2018 Options as announced to ASX on 19 May 2017 and as more fully described in the Explanatory Statement accompanying this Notice.”

Voting exclusion

The Company will disregard any votes cast on this Resolution by the persons who participated in the issue and any associates of those persons unless:

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

6. Resolution 6 – Ratification of Prior Issue of Shares under Listing Rule 7.4

To consider and, if thought fit, to pass as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders hereby approve and ratify the issue of 7,000,000 Shares to Ascidian Prospecting Pty Ltd as part of the consideration to complete the acquisition of the Doolgunna Tenement as announced to ASX on 7 July 2017 and as more fully described in the Explanatory Statement accompanying this Notice.”

Voting exclusion

The Company will disregard any votes cast on this Resolution by Ascidian Prospecting Pty Ltd or any of their associates unless:

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

BY ORDER OF THE BOARD

**MARK CLEMENTS
COMPANY SECRETARY**

11 July 2017

EXPLANATORY STATEMENT

1) Introduction

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the General Meeting to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Wednesday 16 August 2017 at 11.00am (WST).

This Explanatory Statement has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the General Meeting of the Company, and provides Shareholders with the information required to be provided to Shareholders by the Corporations Act and the Listing Rules.

2) Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Statement carefully before deciding how to vote on the Resolutions.

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

3) Resolutions 1,2,3,4,5 and 6 - General ASX Listing Rules Background in relation to ASX Listing Rules 7.1, 7.1A and 7.4

Listing Rule 7.1 restricts the number of securities the Company may issue without Shareholder approval in a 12-month period to the number that is 15% of its issued capital (subject to certain exceptions which are not relevant for current purposes). For the purposes of Listing Rule 7.1 "securities" is defined as including options to acquire Shares.

ASX Listing Rule 7.1A provides that certain eligible companies may seek shareholder approval at its AGM to issue up to a further 10% of its fully paid ordinary securities on issue at the start of the 12 month period commencing on the date of the AGM ("10% share issue capacity"). The Company is an eligible company and sought and received shareholder approval to the 10% share issue capacity at its AGM on 25 November 2016.

The shareholder approval is valid until the earlier of 12 months from the date of the AGM (that is, until 25 November 2017) or, if the Company undertakes a significant transaction requiring shareholder approval under Listing Rule 11.1.2 or 11.2, the date the shareholders approve that transaction.

Listing Rule 7.4 allows Shareholders to subsequently approve previous issues of securities made without Shareholder approval for the purposes of Listing Rule 7.1 or made pursuant to approval for the purposes of Listing Rule 7.1A, provided the issues did not breach Listing Rule 7.1 or 7.1A.

4) Resolution 1 : Ratification of Prior Issue of Shares under Listing Rule 7.4

Background

On 31 March 2017 the Company entered into an agreement (*the Westgold Agreement*) with Westgold Resources Limited (**WGX**) under which, for a consideration of 5,000,000 Shares:

- (a) the Company would acquire from WGX, the Chunderloo Mining tenements M51/79, M51/638 and M51/639 from WGX's Central Murchison Gold Project; and
- (b) WGX's Right of First Refusal (previously held by Metals X Limited) across the Company's tenements in the Bryah Basin would be removed.

On 5 April 2017 the Company announced that it had allotted 5,000,000 Shares to WGX as the consideration payable by the Company to WGX under the Westgold Agreement.

Listing Rules

To replenish its capacity to issue securities in accordance with Listing Rule 7.1, the Company is seeking Shareholder approval pursuant to Listing Rule 7.4 of the issue of Shares described in Resolution 1 to give the Company the flexibility to issue further securities up to the 15% limit.

If Shareholders do not pass Resolution 1, this will have no impact on the securities issued. However, if the Resolution is not passed by Shareholders, the securities to which the Resolution relate would be included in calculating the 15% limit of securities and 10% limit of securities respectively that may be issued by the Company.

Specific Information Required by Listing Rule 7.5

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the issue of Shares being ratified under Resolution 1:

- (i) The total number of Shares issued was 5,000,000 Shares issued in a single tranche on 5 April 2017 pursuant to the Company's placement capacity under Listing Rule 7.1.
- (ii) The Shares were issued to Westgold Resources Limited who are not a related party or associate of a related party of the Company.
- (iii) The Shares were issued for nil cash consideration but as the consideration payable to Westgold Resources Limited under the Westgold Agreement.
- (iv) The Shares are fully paid ordinary Shares rank in all respects equally with all other Shares on issue.
- (v) A voting exclusion statement is included in the Notice.

The Board recommends that Shareholders vote in favour of Resolution 1. The Chairperson of the Meeting intends to vote undirected proxies in favour of Resolution 1.

5) Resolution 2 : Ratification of Prior Issue of Shares under Listing Rule 7.4

As announced to ASX, the Company issued 10,000,000 Shares on 19 May 2017 at an issue price of \$0.07 per Share to pursuant to its 15% share issue capacity under ASX Listing Rule 7.1 to professional and sophisticated investors pursuant to a placement lead managed by Hartleys Limited.

Listing Rules

To replenish its capacity to issue securities in accordance with Listing Rule 7.1, the Company is seeking Shareholder approval pursuant to Listing Rule 7.4 of the issue of Shares described in Resolution 2 to give the Company the flexibility to issue further securities up to the 15% limit.

If Shareholders do not pass Resolution 2, this will have no impact on the securities issued.

However, if the Resolution is not passed by Shareholders, the securities to which the Resolution relate would be included in calculating the 15% limit of securities and 10% limit of securities respectively that may be issued by the Company.

Specific Information Required by Listing Rule 7.5

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the issue of Shares being ratified under Resolution 2:

- (i) The total number of Shares issued was 10,000,000 Shares issued in a single tranche on 17 May 2017 pursuant to the Company's placement capacity under Listing Rule 7.1.
- (ii) The Shares were issued to various professional and sophisticated investors pursuant to a placement lead managed by Hartleys Limited who are not a related party or associate of a related party of the Company.
- (iii) The Shares were issued for a price of \$0.07 per Share.
- (iv) The Shares are fully paid ordinary Shares and rank in all respects equally with all other Shares on issue.
- (v) The proceeds from the placement were to fund exploration activities, including additional drilling at Wodger Prospect, the acquisition of the Doolgunna tenement from Ascidian Prospecting Pty Ltd, an IP survey at Chunderloo and potential work programmes at Ross's Reef as well as working capital requirements.
- (vi) A voting exclusion statement is included in the Notice.

The Board recommends that Shareholders vote in favour of Resolution 2. The Chairperson of the Meeting intends to vote undirected proxies in favour of Resolution 2.

6) Resolution 3 : Ratification of Prior Issue of Shares under Listing Rule 7.4

As announced to ASX, the Company issued 26,000,000 Shares on 19 May 2017 at an issue price of \$0.07 per Share to pursuant to its 10% share issue capacity under ASX Listing Rule

7.1A to professional and sophisticated investors pursuant to a placement lead managed by Hartleys Limited.

Listing Rules

To replenish its capacity to issue securities in accordance with Listing Rule 7.1 and 7.1A, the Company is seeking Shareholder approval pursuant to Listing Rule 7.4 of the issue of Shares described in Resolution 3 to give the Company the flexibility to issue further securities up to the 15% and 10% limits respectively.

If Shareholders do not pass Resolution 3, this will have no impact on the securities issued. However, if the Resolution is not passed by Shareholders, the securities to which the Resolution relate would be included in calculating the 15% limit of securities and 10% limit of securities respectively that may be issued by the Company.

Specific Information Required by Listing Rule 7.5

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the issue of Shares being ratified under Resolution 3:

- (i) The total number of Shares issued was 26,000,000 Shares issued in two tranches on 17 and 19 May 2017 pursuant to the Company's placement capacity under Listing Rule 7.1A.
- (ii) The Shares were issued to various professional and sophisticated investors pursuant to a placement lead managed by Hartleys Limited who are not a related party or associate of a related party of the Company.
- (iii) The Shares were issued for a price of \$0.07 per Share.
- (iv) The Shares are fully paid ordinary Shares and rank in all respects equally with all other Shares on issue.
- (v) The proceeds from the placement were to fund exploration activities, including additional drilling at Wodger Prospect, the acquisition of the Doolgunna tenement from Ascidian Prospecting Pty Ltd, an IP survey at Chunderloo and potential work programmes at Ross's Reef as well as working capital requirements.
- (vi) A voting exclusion statement is included in the Notice.

The Board recommends that Shareholders vote in favour of Resolution 3. The Chairperson of the Meeting intends to vote undirected proxies in favour of Resolution 3.

7) Resolution 4 : Ratification of Prior Issue of Options under Listing Rule 7.4

As announced to ASX on 19 May 2017, the Company issued 14,004,004 unlisted September 2017 Options as part of the Listing Rule 7.1 and 7.1A Placements at an issue price of \$0.002 each to professional and sophisticated investors pursuant to those placements that were lead managed by Hartleys Limited.

Listing Rules

To replenish its capacity to issue securities in accordance with Listing Rule 7.1, the Company is seeking Shareholder approval pursuant to Listing Rule 7.4 of the issue of the unlisted

September 2017 Options described in Resolution 4 to give the Company the flexibility to issue further securities up to the 15% limit.

If Shareholders do not pass Resolution 4, this will have no impact on the securities issued. However, if the Resolution is not passed by Shareholders, the securities to which the Resolution relate would be included in calculating the 15% limit of securities that may be issued by the Company.

Specific Information Required by Listing Rule 7.5

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the issue of Shares being ratified under Resolution 4:

- (i) The total number of securities issued was 14,004,004 unlisted September 2017 Options issued in two tranches on 17 and 19 May 2017 pursuant to the Company's placement capacity under Listing Rule 7.1.
- (ii) The Options were issued to various professional and sophisticated investors pursuant to placements lead managed by Hartleys Limited who are not a related party or associate of a related party of the Company.
- (iii) The Options were issued at an issue price of \$0.002 each as part of the placements.
- (iv) The terms of the September 2017 Options are set out in Annexure A to this Notice. Fully paid ordinary Shares issued on the exercise of September 2017 Options will rank in all respects equally with all other Shares on issue.
- (v) A voting exclusion statement is included in the Notice.

The Board recommends that Shareholders vote in favour of Resolution 4. The Chairperson of the Meeting intends to vote undirected proxies in favour of Resolution 4.

8) Resolution 5 : Ratification of Prior Issue of Options under Listing Rule 7.4

As announced to ASX on 19 May 2017, the Company issued 14,004,004 unlisted June 2018 Options as part of the Listing Rule 7.1 and 7.1A Placements at an issue price of \$0.002 each to professional and sophisticated investors pursuant to those placements lead managed by Hartleys Limited.

Listing Rules

To replenish its capacity to issue securities in accordance with Listing Rule 7.1 and 7.1A, the Company is seeking Shareholder approval pursuant to Listing Rule 7.4 of the issue of the unlisted June 2018 Options described in Resolution 5 to give the Company the flexibility to issue further securities up to the 15% limit of securities that may be issued by the Company.

If Shareholders do not pass Resolution 5, this will have no impact on the securities issued. However, if the Resolution is not passed by Shareholders, the securities to which the Resolution relate would be included in calculating the 15% limit of securities and 10% limit of securities respectively that may be issued by the Company.

Specific Information Required by Listing Rule 7.5

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the issue of Shares being ratified under Resolution 5:

- (i) The total number of securities issued was 14,004,004 unlisted June 2018 Options issued in two tranches on 17 and 19 May 2017 pursuant to the Company's placement capacity under Listing Rule 7.1.
- (ii) The Options were issued to various professional and sophisticated investors pursuant to a placement lead managed by Hartleys Limited who are not a related party or associate of a related party of the Company.
- (iii) The Options were issued at an issue price of \$0.002 each as part of the placements.
- (iv) The terms of the June 2018 Options are set out in Annexure B to this Notice. Fully paid ordinary Shares issued on the exercise of June 2018 Options will rank in all respects equally with all other Shares on issue.
- (v) A voting exclusion statement is included in the Notice.

The Board recommends that Shareholders vote in favour of Resolution 5. The Chairperson of the Meeting intends to vote undirected proxies in favour of Resolution 5.

9) Resolution 6 – Ratification of Prior Issue of Shares under Listing Rule 7.4

As announced to ASX, on 7 July 2017, the Company issued 7,000,000 Shares to Ascidian Prosecting Pty Ltd as part of the consideration to complete the Company's acquisition of the Doolgunna Tenement.

Listing Rules

To replenish its capacity to issue securities in accordance with Listing Rule 7.1 and 7.1A, the Company is seeking Shareholder approval pursuant to Listing Rule 7.4 of the issue of the 7,000,000 Shares described in Resolution 6 to give the Company the flexibility to issue further securities up to the 15% limit.

If Shareholders do not pass Resolution 6, this will have no impact on the securities issued. However, if the Resolution is not passed by Shareholders, the securities to which the Resolution relate would be included in calculating the 15% limit of securities and 10% limit of securities respectively that may be issued by the Company.

Specific Information Required by Listing Rule 7.5

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the issue of Shares being ratified under Resolution 6:

- (i) The total number of securities issued was 7,000,000 Shares issued on 7 July 2017 in a tranche of 1,946,677 Shares pursuant to the Company's placement capacity under Listing Rule 7.1 and 5,053,323 Shares pursuant to the Company's placement capacity under Listing Rule 7.1A.

- (ii) The Shares were issued to Ascidian Prospecting Pty Ltd who is not a related party or associate of a related party of the Company.
- (iii) The Shares were issued as part of the final consideration due by the Company to Ascidian Prospecting Pty Ltd and for no additional consideration.
- (iv) The Shares issued will rank in all respects equally with all other Shares on issue.
- (v) A voting exclusion statement is included in the Notice.

The Board recommends that Shareholders vote in favour of Resolution 6. The Chairperson of the Meeting intends to vote undirected proxies in favour of Resolution 6.

10) Schedule 1 – Definitions

In the Notice and this Explanatory Statement:

Annexure means an annexure to the Notice.

ASX means ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors.

Chair or Chairperson means the person appointed to chair the meeting of the Company convened by this Notice.

Company means Auris Minerals Limited ABN 77 085 806 284.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company.

Explanatory Statement means this explanatory statement.

June 2018 Options means Options expiring 20 June 2018.

Listing Rules means the listing rules of ASX.

Meeting means the Company's Meeting convened by this Notice.

Notice means the Notice of Meeting which this Explanatory Statement accompanies.

Option means an option to subscribe for a Share.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

September 2017 Options means Options expiring 20 September 2017.

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

Shareholder means a shareholder of the Company.

WST and **Perth time** mean Western Standard Time.

In the Notice and this Explanatory Statement, words importing the singular include the plural and vice versa.

Annexure A – Terms and Conditions of September 2017 Options

- (a) **Definitions.** For the purposes of the terms and conditions of the September 2017 Options:
- (i) **ASX** means ASX Limited (ABN 98 008 624 691).
 - (ii) **ASX Listing Rules** means the official listing rules of ASX.
 - (iii) **Company** means Auris Minerals Limited (ABN 77 085 806 284).
 - (iv) **Corporations Act** means Corporations Act.
 - (v) **Exercise Price** means the exercise price of each September 2017 Option, being \$0.08
 - (vi) **Expiry Date** means 5.00pm (WST) on 20 September 2017.
 - (vii) **Exercise Notice** means the form prescribed by the Company from time to time for the purpose of exercising September 2017 Options.
 - (viii) **Share** means a fully paid ordinary share in the capital of the Company.
 - (ix) **WST** means Australian Western Standard Time.
 - (x) **September 2017 Option** means an option to subscribe for a Share at the Exercise Price prior to the Expiry Date in the manner set out in these Terms and Conditions.
 - (xi) **September 2017 Option Holder** means the person or persons registered as the holder of one or more September 2017 Options from time to time.
- (b) Each September 2017 Option carries the right to subscribe for one Share.
- (c) Subject to ASX Listing Rules, September 2017 Options will be listed on ASX.
- (d) September 2017 Options may be exercised by the September 2017 Option Holder by delivering to the Company's registered office or the Company's share registry an Exercise Notice at any time prior to the Expiry Date.
- (e) Each Exercise Notice must state the number of September 2017 Options to be exercised and be accompanied by the relevant holding statement(s), if any, and payment (in Australian currency) to the Company of an amount (the Application Monies) being the result of the Exercise Price multiplied by the number of September 2017 Options being exercised.
- (f) Following receipt of a properly executed Exercise Notice and Application Monies in respect of the exercise of any September 2017 Options, the Company will issue the resultant Shares and deliver notification of shareholdings.
- (g) The Company will make application to have the Shares (issued pursuant to an exercise of September 2017 Options) listed for quotation by ASX within 7 days of the date of issue.
- (h) Shares issued pursuant to an exercise of September 2017 Options shall rank, from the date of issue, *pari passu* with existing Shares in all respects.
- (i) September 2017 Options carry no inherent right to participate in new issues or pro rata issues of securities to shareholders unless the September 2017 Options are exercised before the Entitlement Date for determining entitlements to the relevant issue.
- (j) Each September 2017 Option Holder will be notified by the Company of a proposed issue of securities to shareholders a reasonable period prior to the Entitlement Date set for that issue to give the September 2017 Option Holder the opportunity to exercise the September 2017 Options in sufficient time to receive, before that Entitlement Date, Shares issued on the exercise of September 2017 Options entitling participation in the issue.
- (k) In the event of a reorganisation (including reconstruction, consolidation, subdivision, reduction, or return) of the capital of the Company, the terms of the September 2017 Options will be changed to the extent necessary to comply with the requirements of the Corporations Act and ASX Listing Rules in force at the time of the reorganisation.
- (l) except as noted in paragraph (k) above, a September 2017 Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the September 2017 Option can be exercised.

Annexure B – Terms and Conditions of June 2018 Options

- (a) **Definitions.** For the purposes of the terms and conditions of the June 2018 Options:
- (i) **ASX** means ASX Limited (ABN 98 008 624 691).
 - (ii) **ASX Listing Rules** means the official listing rules of ASX.
 - (iii) **Company** means Auris Minerals Limited (ABN 77 085 806 284).
 - (iv) **Corporations Act** means Corporations Act.
 - (v) **Exercise Price** means the exercise price of each June 2018 Option, being \$0.12.
 - (vi) **Expiry Date** means 5.00pm (WST) on 20 June 2018.
 - (vii) **Exercise Notice** means the form prescribed by the Company from time to time for the purpose of exercising June 2018 Options.
 - (viii) **Share** means a fully paid ordinary share in the capital of the Company.
 - (ix) **WST** means Australian Western Standard Time.
 - (x) **June 2018 Option** means an option to subscribe for a Share at the Exercise Price prior to the Expiry Date in the manner set out in these Terms and Conditions.
 - (xi) **June 2018 Option Holder** means the person or persons registered as the holder of one or more June 2018 Options from time to time.
- (b) Each June 2018 Option carries the right to subscribe for one Share.
- (c) Subject to ASX Listing Rules, June 2018 Options will be listed on ASX.
- (d) June 2018 Options may be exercised by the June 2018 Option Holder by delivering to the Company's registered office or the Company's share registry an Exercise Notice at any time prior to the Expiry Date.
- (e) Each Exercise Notice must state the number of June 2018 Options to be exercised and be accompanied by the relevant holding statement(s), if any, and payment (in Australian currency) to the Company of an amount (the Application Monies) being the result of the Exercise Price multiplied by the number of June 2018 Options being exercised.
- (f) Following receipt of a properly executed Exercise Notice and Application Monies in respect of the exercise of any June 2018 Options, the Company will issue the resultant Shares and deliver notification of shareholdings.
- (g) The Company will make application to have the Shares (issued pursuant to an exercise of June 2018 Options) listed for quotation by ASX within 7 days of the date of issue.
- (h) Shares issued pursuant to an exercise of June 2018 Options shall rank, from the date of issue, *pari passu* with existing Shares in all respects.
- (i) June 2018 Options carry no inherent right to participate in new issues or pro rata issues of securities to shareholders unless the June 2018 Options are exercised before the Entitlement Date for determining entitlements to the relevant issue.
- (j) Each June 2018 Option Holder will be notified by the Company of a proposed issue of securities to shareholders a reasonable period prior to the Entitlement Date set for that issue to give the June 2018 Option Holder the opportunity to exercise the June 2018 Options in sufficient time to receive, before that Entitlement Date, Shares issued on the exercise of June 2018 Options entitling participation in the issue.
- (k) In the event of a reorganisation (including reconstruction, consolidation, subdivision, reduction, or return) of the capital of the Company, the terms of the June 2018 Options will be changed to the extent necessary to comply with the requirements of the Corporations Act and ASX Listing Rules in force at the time of the reorganisation.
- (l) except as noted in paragraph (k) above, a June 2018 Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the June 2018 Option can be exercised.

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AURIS MINERALS LIMITED

REGISTERED OFFICE:
UNIT 3, 703 MURRAY STREET
WEST PERTH WA 6005

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ACN: 085 806 284

«EFT_REFERENCE_NUMBER»



«Post_zone»
«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

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

Code:

Holder Number:

PROXY FORM

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

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

SECTION A: Appointment of Proxy

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

The meeting chairperson **OR**

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the General Meeting of the Company to be held at 11:00am WST on Wednesday 16 August 2017 at Celtic Club, 48 Ord Street, West Perth WA 6005 and at any adjournment of that meeting.

SECTION B: Voting Directions

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

RESOLUTION	For	Against	Abstain*
1. Ratification of Prior Issue of Shares under Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of Prior Issue of Shares under Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of Prior Issue of Shares under Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of Prior Issue of Options under Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of Prior Issue of Options under Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Ratification of Prior Issue of Shares under Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

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

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

Proxies must be received by Security Transfer Australia Pty Ltd no later than 11:00am WST on Monday 14 August 2017.



My/Our contact details in case of enquiries are:

Name:

Number:

()

1. NAME AND ADDRESS

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

2. APPOINTMENT OF A PROXY

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

3. DIRECTING YOUR PROXY HOW TO VOTE

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

4. APPOINTMENT OF A SECOND PROXY

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

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

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

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

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

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

6. LODGEMENT OF PROXY

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

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

Security Transfer Australia Pty Ltd

Online www.securitytransfer.com.au

Postal Address PO BOX 52
Collins Street West VIC 8007

Street Address Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000

Telephone 1300 992 916

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

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

