
AURIS MINERALS LIMITED

ACN 085 806 284

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 2:00PM (WST)

DATE: 22 November 2017

PLACE: 1304 Hay Street West Perth, Western Australia

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00 pm (WST) on 20 November 2017.

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BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2017.”

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

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

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

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

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

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR ROB MARTIN

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

“That, for the purpose of clause 12.8 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Martin, a Director who was appointed on 2 November 2016, retires, and being eligible, is elected as a Director.”

4. RESOLUTION 3 – ELECTION OF DIRECTOR – MS BRONWYN BARNES

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

“That, for the purpose of clause 12.8 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Ms Barnes, a Director who was appointed on 25 November 2016, retires, and being eligible, is elected as a Director.”

5. **RESOLUTION 4 – ELECTION OF DIRECTOR – DR SUSAN VEARNCOMBE**

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

“That, for the purpose of clause 12.8 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Dr Vearncombe, a Director who was appointed on 11 August 2017, retires, and being eligible, is elected as a Director.”

6. **RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE – 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 ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 21,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. **RESOLUTION 6 – ISSUE OF PERFORMANCE RIGHTS TO WADE EVANS**

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 6,000,000 Performance Rights on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a 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 associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. **RESOLUTION 7 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR ROB MARTIN**

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

“That, for the purposes of section 195(4) of the Corporations Act ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,000,000 Performance Rights to Mr Rob Martin (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Mr Rob Martin (or his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person

chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

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

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

9. RESOLUTION 8 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY - MS BRONWYN BARNES

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

“That, for the purposes of section 195(4) of the Corporations Act ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,000,000 Performance Rights to Ms Bronwyn Barnes (or her nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Ms Bronwyn Barnes (or her nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

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

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

10. RESOLUTION 9 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY - DR SUSAN VEARNCOMBE

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

“That, for the purposes of section 195(4) of the Corporations Act ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,000,000 Performance Rights to Dr Susan Vearncombe (or her nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Dr Vearncombe (or her nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

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

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

11. RESOLUTION 10 – APPROVAL OF 10% PLACEMENT CAPACITY

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

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

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

12. RESOLUTION 11 – ADOPTION OF PERFORMANCE RIGHTS PLAN

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

“That, for the purpose of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt the Performance Rights Plan on the terms and conditions summarised in the accompanying Explanatory Statement and to issue Performance Rights from time to time under the Performance Rights Plan.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any Director except one who is ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

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

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

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

13. RESOLUTION 12 – RATIFICATION OF PRIOR ISSUE – 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 ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 15,625,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated: 20 October 2017

By order of the Board

**Mark Clements
Company Secretary**

Voting in person

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

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6109 4333.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.aurisminerals.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR ROB MARTIN

3.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Martin, having been appointed by other Directors on 2 November 2016 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

3.2 Qualifications and other material directorships

Mr Martin has over 40 years business experience in Western Australia in the management and operations of airline, mining and other commercial undertakings. He has extensive knowledge of the West Australian investment community.

Mr Martin is a non-executive Director of Bulletin Resources Limited (ASX:BNR).

3.3 Independence

Mr Martin is a substantial shareholder of the Company and as such is not considered an independent director.

If elected the board does not consider Mr Martin will be an independent director as Mr Martin does not meet the criteria for an independent director as a substantial shareholder of the Company.

3.4 Board recommendation

The Board supports the re-election of Mr Martin and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – ELECTION OF DIRECTOR – MS BRONWYN BARNES

4.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors,

but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Ms Barnes, having been appointed by other Directors on 25 November 2016 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

4.2 Qualifications and other material directorships

Ms Barnes is a mining industry executive and consultant with over 23 years' experience that includes, investor relations, stakeholder relations (including Government relations), heritage and native title, corporate development and strategic planning. Most recently she was Executive Chair of Windward Resources Ltd where she oversaw the successful on-market takeover of Windward by Independence Group NL and before this spent four years as a deputy CEO of AMC Bauxite Ltd and two years as Managing Director of Graynic Metals Pty Ltd. Ms Barnes has held positions both in minerals and energy sectors of the mining industry including, WMC, BHPB Nickel West, Anaconda Nickel, Methanex Australia and Philips Petroleum Australia.

Ms Barnes is the non-executive Chair of Indiana Resources Limited (ASX:IDA), non-executive Director of JC International Ltd (ASX:JCI) and non-executive Director of MOD Resources Limited (ASX:MOD).

4.3 Independence

Ms Barnes is the nominee director for Investmet Limited. Investmet Limited is a substantial shareholder in the Company and as such Ms Barnes is not considered an independent director.

If elected the board does not consider Ms Barnes will be an independent director as Mrs Barnes does not meet the criteria for an independent director due to her being the nominee for Investmet Limited, a substantial shareholder of the Company.

4.4 Board recommendation

The Board supports the re-election of Ms Barnes and recommends that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – ELECTION OF DIRECTOR – DR SUSAN VEARNCOMBE

5.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Dr Vearncombe, having been appointed by other Directors on 11 August 2017 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

5.2 Qualifications and other material directorships

Dr Vearncombe is a geologist with over 25 years' experience in the exploration and mining sectors. Dr Vearncombe has a very strong technical background that spans projects across Australasia, North and South America, Asia, Africa and Europe. She also has a broad range of boardroom and managerial experience that includes public listing, capital raisings, project acquisitions and initiatives, geology audits, operations practices for best outcomes and establishment of offshore subsidiaries.

Dr Vearncombe is a former Managing Director of Silver Swan Group, non-executive director of Straits Resources and General Manager – Geology for Mercator Gold. Currently in conjunction with a Sydney based fund, Dr Vearncombe identifies mining and exploration opportunities in the Iberian Peninsula, carries out negotiations, due diligence, acquisition and placement into appropriate vehicles.

5.3 Independence

Dr Vearncombe has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect her capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the board considers Dr Vearncombe will be an independent director.

5.4 Board recommendation

The Board supports the re-election of Dr Vearncombe and recommends that Shareholders vote in favour of Resolution 4.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE – SHARES

6.1 General

On 31 August 2017, the Company issued 21,000,000 Shares at an issue price of \$0.08 per Share to raise \$1,680,000.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 21,000,000 Shares were issued;
- (b) the issue price was \$0.08 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to professional and sophisticated clients of Somers & Partners Pty Ltd. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue were used for:
 - (i) follow up drilling at Wodger Prospect;
 - (ii) ongoing exploration activities on other tenements including Doolgunna and Cashmans; and
 - (iii) general working capital requirements.

7. RESOLUTION 6 – ISSUE OF PERFORMANCE RIGHTS TO WADE EVANS

7.1 Background

The Company has implemented a remuneration policy to incorporate the issue of Performance Rights to key Executives. The primary purpose for the issue of Performance Rights is to provide a performance-linked incentive component in the remuneration package for Executives, which is not presently in-place.

The Board has agreed, subject to obtaining Shareholder approval, to grant and issue a total of 6,000,000 Performance Rights in two equal tranches of 3,000,000 Tranche 1 Performance Rights and 3,000,000 Tranche 2 Performance Rights (to acquire the same number of fully paid ordinary shares in the Company) to Wade Evans (or his nominee/s) (**Performance Rights**). For the avoidance of doubt Wade Evans is a not related party of the Company. Accordingly, the Company is seeking shareholder approval for the issue of the Performance Rights. The Performance Rights will vest into ordinary shares subject to the achievement of milestones set out in Schedule 1.

7.2 Requirement for Shareholder Approval

Resolution 6 is being put to Shareholders to seek approval for the grant of the Performance Rights as outlined above under ASX Listing Rule 7.1.

A summary of ASX Listing Rule 7.1 is set out in section 6.1 above.

The effect of Resolution 6 will be to allow the Directors to issue the Performance Rights during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

7.3 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 6:

- (a) The maximum number of Performance Rights to be issued is 6,000,000;
- (b) The 6,000,000 Performance Rights will be issued on one date and no later than 3 months after the date of the Meeting;
- (c) the Performance Rights will be issued on the terms and conditions set out in Schedule 1; and
- (d) The Performance Rights will be issued for nil consideration and no funds will be raised from the issue.

8. RESOLUTIONS 7, 8 AND 9 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTIES

8.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue 2,000,000 Performance Rights to each Director on the Board (or their nominee) (1,000,000 Tranche 1 Performance Rights and 1,000,000 Tranche 2 Performance Rights) on the terms and conditions set out below.

Resolutions 7, 8 and 9 seek Shareholder approval for the grant of the Performance Rights to Mr Rob Martin, Ms Bronwyn Barnes and Dr Susan Vearncombe (or their nominee).

8.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of Performance Rights constitutes giving a financial benefit and Mr Rob Martin, Ms Bronwyn Barnes and Dr Susan Vearncombe are related parties of the Company by virtue of being Director's.

The Directors (other than Mr Rob Martin who has a material personal interest in Resolution 7) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Performance Rights because the agreement to grant the Performance Rights, reached as part of the remuneration package for Mr Rob Martin, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

The Directors (other than Ms Bronwyn Barnes who has a material personal interest in Resolution 8) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Performance Rights because the agreement to grant the Performance Rights, reached as part of the remuneration package for Ms Bronwyn Barnes, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

The Directors (other than Dr Susan Vearncombe who has a material personal interest in Resolution 9) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the

Performance Rights because the agreement to grant the Performance Rights, reached as part of the remuneration package for Dr Susan Vearncombe, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

8.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the grant of the Performance Rights involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

8.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 7,8 and 9:

- (a) the Performance Rights will be granted to Mr Rob Martin, Ms Bronwyn Barnes and Dr Susan Vearncombe (or their nominees);
- (b) a total of 6,000,000 Performance Rights will be issued as follows:
 - (i) Mr Rob Martin 2,000,000 Performance Rights as follows;
 - (A) 1,000,000 Tranche 1 Performance Rights; and
 - (B) 1,000,000 Tranche 2 Performance Rights,
 - (ii) Ms Bronwyn Barnes 2,000,000 Performance Rights as follows;
 - (A) 1,000,000 Tranche 1 Performance Rights; and
 - (B) 1,000,000 Tranche 2 Performance Rights,
 - (iii) Dr Susan Vearncombe 2,000,000 Performance Rights as follows;
 - (A) 1,000,000 Tranche 1 Performance Rights; and
 - (B) 1,000,000 Tranche 2 Performance Rights.
- (c) the Performance Rights will be granted no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Performance Rights will occur on the same date;
- (d) the Performance Rights will be issued for nil cash consideration, accordingly no funds will be raised; and
- (e) the terms and conditions of the Performance Rights are set out in Schedule 1.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Performance Rights as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of the Performance Rights to Mr Rob Martin, Ms Bronwyn Barnes and Dr Susan Vearncombe (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

9. RESOLUTION 10 – APPROVAL OF 10% PLACEMENT CAPACITY

9.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$28,539,813 (based on the number of Shares on issue and the closing price of Shares on the ASX on 16 October 2017).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

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

As at the date of this Notice, the Company currently has 2 classes of quoted Equity Securities on issue, being the Shares (ASX Code: AUR) and AUROB.

If Shareholders approve Resolution 10, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Resolution 10 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 10 for it to be passed.

9.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 10:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or

- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section 7.2(a)(i), the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 10 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 16 October 2017.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.035 50% decrease in Issue Price	\$0.070 Issue Price	\$0.1050 50% increase in Issue Price
407,711,613 (Current Variable A)	Shares issued - 10% voting dilution	40,771,161 Shares	40,771,161 Shares	40,771,161 Shares
	Funds raised	\$1,426,991	\$2,853,981	\$4,280,972
611,567,420 (50% increase in Variable A)	Shares issued - 10% voting dilution	61,156,742 Shares	61,156,742 Shares	61,156,742 Shares
	Funds raised	\$2,140,486	\$4,280,972	\$6,421,458
815,423,226 (100% increase in Variable A)	Shares issued - 10% voting dilution	81,542,323 Shares	81,542,323 Shares	81,542,323 Shares
	Funds raised	\$2,853,981	\$5,707,963	\$8,561,944

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 407,711,613 Shares on issue as at the date of this Notice of Meeting.
2. The issue price set out above is the closing price of the Shares on the ASX on 16 October 2017.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. 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%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current assets, feasibility studies and ongoing project administration and general working capital; or
- (ii) as non-cash consideration for the acquisition of new resources assets and investments including previously announced acquisitions, in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

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

(e) **Allocation policy under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

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

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 25 November 2016 (**Previous Approval**).

The Company has issued 31,053,323 Shares pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 24 November 2016, the Company also issued a further 225,437,524 Shares and 105,552,916 Options which represents approximately 18.12% of the total diluted number of Equity Securities on issue in the Company on 24 November 2016, which was 1,826,467,198.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 2.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

9.3 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 10.

10. RESOLUTION 11 – ADOPTION OF PERFORMANCE RIGHTS PLAN

Resolution 11 seeks Shareholders approval for the adoption of the employee incentive scheme titled “Incentive Performance Rights Plan” (**Performance Rights Plan**) in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

A summary of ASX Listing Rule 7.1 is set out in section 6.1 above.

If Resolution 11 is passed, the Company will be able to issue performance rights under the Plan to eligible participants over a period of 3 years without impacting on the Company’s ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

Shareholders should note that no performance rights have previously been issued under the Performance Rights Plan. Under Resolutions 7 to 9, the Company is seeking Shareholder approval to issue Related Party Performance Rights to related parties of the Company, however these issues are not being made under the proposed Plan.

The objective of the Performance Rights Plan is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the Performance Rights Plan and the future issue of performance rights under the Performance Rights Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

Any future issues of performance rights under the Performance Rights Plan to a related party or a person whose relationship with the company or the related party is, in ASX’s opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

A summary of the key terms and conditions of the Performance Rights Plan is set out in Schedule 3. In addition, a copy of the Performance Rights Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Performance Rights Plan can also be sent to Shareholders upon request to the Company Secretary.

Shareholders are invited to contact the Company if they have any queries or concerns.

11. RESOLUTION 12 – RATIFICATION OF PRIOR ISSUE – SHARES

11.1 General

On 20 September 2017, the Company announced that it had entered into an underwriting agreement (**Agreement**) with Somers & Partners Pty Limited (**Somers**) in relation to the Company’s listed option series (**AUROA**). Pursuant to the Agreement, on 17 October 2017 the Company announced the completion of a \$1,250,000 capital raising based upon the issue of 15,625,000 Shares at an issue price of \$0.08 per Share.

Resolution 12 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

A summary of ASX Listing Rule 7.1 is set out in section 6.1 above.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

11.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (i) 15,625,000 Shares were issued;
- (ii) the issue price was \$0.08 per Share;
- (iii) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (iv) the Shares were issued to clients of Somers. None of these subscribers are related parties of the Company; and
- (v) the funds raised from this issue were used to advance the Company's exploration activities at the Wodger Prospect, where drilling is underway for 2,500 metre RC and diamond drilling program.

GLOSSARY

10% Placement Capacity has the meaning given in Section 9.1.

\$ means Australian dollars.

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

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Change of Control means:

- (a) a bona fide Takeover Bid is declared unconditional and the bidder has acquired a Relevant Interest in at least 50.1% of the Company's issued Shares;
- (b) a court approves, under Section 411(4)(b) of the Corporations Act, a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (c) in any other case, a person obtains Voting Power in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board.

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

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

Company means Auris Minerals Limited (ACN 085 806 284).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Proxy Form means the proxy form accompanying the Notice.

Relevant Interest has the meaning given in the Corporations Act.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2017.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Takeover Bid means a takeover bid (as defined in the Corporations Act) to acquire Shares.

Tranche 1 Performance Right has the meaning as set out in Schedule 1.

Tranche 2 Performance Right has the meaning as set out in Schedule 1.

Variable A means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

Voting Power has the meaning given to that term in Section 9 of the Corporations Act.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS OF PERFORMANCE RIGHTS

1. Rights attaching to Performance Rights

- (a) **(Performance Rights):** Each Performance Right is a right to acquire a AUR Share.
- (b) **(General Meetings):** A Performance Right shall confer on the holder (**Holder**) the right to receive notices of general meetings and financial reports and accounts of AUR that are circulated to Shareholders. The Holder has the right to attend general meetings of Shareholders of AUR.
- (c) **(No Voting Rights):** A Performance Right does not entitle the Holder to vote on any resolutions proposed at a general meeting of Shareholders of AUR.
- (d) **(No Dividend Rights):** A Performance Right does not entitle the Holder to any dividends.
- (e) **(Rights on Winding Up):** The Holder is not entitled to participate in the surplus profits or assets of AUR upon the winding up of AUR.
- (f) **(Not Transferable):** A Performance Right is not transferable.
- (g) **(Reorganisation of Capital):** If at any time the issued capital of AUR is reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of reorganisation.
- (h) **(Application to ASX):** A Performance Right will not be quoted on ASX. However, upon conversion of the Performance Rights, AUR must within seven (7) days after the conversion, apply for the official quotation on ASX of the AUR Shares issued upon such conversion.
- (i) **(Participation in Entitlements and Bonus Issues):** The Holder of a Performance Right will not be entitled to participate in new issues of capital offered to holders of AUR Shares such as bonus issues and entitlement issues.
- (j) **(Automatically Lapse):** The Performance Rights will automatically lapse if the Holder is no longer an employee or Director of the Company.
- (k) **(No Other Rights):** A Performance Right gives the Holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

2. Conversion of Performance Rights

- (a) **(Conversion on achievement of milestone)** Subject to paragraphs (b) to (e) below:
 - (i) 6,000,000 Performance Rights will each convert into one (1) AUR Share upon AUR achieving a market capitalisation of **\$48 million** for a period of 30 consecutive days within 3 years from the date of issue (**Tranche 1 Performance Right**); and

- (ii) 6,000,000 Performance Rights will each convert into one (1) AUR Share upon AUR achieving a market capitalisation of **\$64 million** for a period of 30 consecutive days within 3 years from the date of issue (**Tranche 2 Performance Right**).

(each, a **Milestone**).

- (b) (**Automatic Conversion**): A Performance Right will automatically convert into an AUR Share should at any time prior to the Expiry Date the Company be the subject of a Change of Control event (see definition of Change of Control in the Glossary).
- (c) (**Expiry Dates**): Each Milestone must be achieved on or before the dates set out below:
 - (i) the Milestone applicable to the Tranche 1 Performance Rights (**Tranche 1 Milestone**) must be satisfied within 3 years of the Tranche 1 Performance Rights being issued to the Holders; and
 - (ii) the Milestone applicable to the Tranche 2 Performance Rights (**Tranche 2 Milestone**) must be satisfied within 3 years of the Tranche 2 Performance Rights being issued to the Holders,

(each, an **Expiry Date**).

- (d) (**Compliance with law**) The conversion of the Performance Rights is subject to compliance at all times with the Corporations Act and the ASX Listing Rules.
- (e) (**No Conversion if Milestone not Achieved**): Subject to paragraphs (b) (c) and (d), if the relevant Milestone is not achieved by the relevant Expiry Date, all Performance Rights held by each Holder the subject of that Milestone shall automatically lapse.
- (f) (**Conversion Procedure**): AUR will issue the Holder with a new holding statement for the AUR Shares as soon as practicable following the conversion of the Performance Rights.
- (g) (**Ranking of Shares**) The AUR Shares into which the Performance Rights will convert will rank *pari passu* in all respects with existing AUR Shares.

SCHEDULE 2 – ISSUES OF EQUITY SECURITIES SINCE 27 NOVEMBER 2016

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
Issue – 9 December 2016 Appendix 3B – 12 December 2016	50,945,603	Shares ²	Participants in the Non-Renounceable Entitlement Issue of the Company on a basis of 1 Share for every 11.5 currently held in the Company and applicants for Shares under the Shortfall Offer.	\$0.012 (closing price of shares was \$0.011)	Amount raised = \$611,347 Amount spent = \$611,347 Use of funds: Funds raised from the Entitlement Issue are to be applied to continue exploration on the Company's key copper-gold targets within the Company's highly prospective Bryah Basin (WA) tenement package as announced to ASX on 14 November 2016. Amount remaining = \$Nil Proposed use of remaining funds ⁶ N/A
Issue – 19 December 2016 Appendix 3B – 20 December 2016	73,691,772	Shares ²	Professional and Sophisticated clients of Somers & Partners pursuant to the Underwriting Agreement between the Company and Somers & Partners relating to the Entitlement Issue from November 2016.	\$0.012 (closing price was \$0.010)	Amount raised = \$884,301 Amount spent = \$884,301 Use of funds: Funds raised from the Entitlement Issue are to be applied to continue exploration on the Company's key copper-gold targets within the Company's highly prospective Bryah Basin (WA) tenement package as announced to ASX on 14 November 2016. Amount remaining = \$Nil Proposed use of remaining funds ⁶ N/A
Issue – 20 December 2016 Appendix 3B – 20 December 2016	1,300,000	Shares ²	Shares issued to OMNI Projects as consideration for entering into an Option Agreement for the acquisition of a strategic tenement to consolidate holdings in the Morcks Well project area.	Nil issue price (non-cash consideration)	Consideration: Consideration for a tenement acquisition. Current value ⁷ = \$91,000
Issue – 5 January 2017 Appendix 3B – 5 January 2017	483,380	Shares ²	Convertible Note holders of Convertible Notes approved by Shareholders at a general meeting of the Company held on 17 July 2015.	Nil issue price	Consideration: Shares issued in satisfaction of interest accrued on Convertible Notes approved by Shareholders at a general meeting of the Company held on 17 July 2015. Current value ⁷ = \$33,836
Issue – 22 February	69,698	Shares ²	Convertible Note holders of	Nil issue price	Consideration: Shares issued in satisfaction of interest

2017 Appendix 3B – 23 February 2017			Convertible Notes approved by Shareholders at a general meeting of the Company held on 17 July 2015.		accrued on Convertible Notes approved by Shareholders at a general meeting of the Company held on 17 July 2015. Current value ⁷ = \$4,878
Issue – 22 February 2017 Appendix 3B – 23 February 2017	4,000,000	Shares ²	Convertible Note holders of Convertible Notes approved by Shareholders at a general meeting of the Company held on 17 July 2015.	Nil issue price	Consideration: Shares issued upon conversion of Convertible Notes approved by Shareholders at a general meeting of the Company held on 17 July 2015. Current value ⁷ = \$280,000
Issue – 27 March 2017 Appendix 3B – 28 March 2017	5,000,000	Unquoted Options ⁴	Directors Bronwyn Barnes (2,000,000) Debbie Fullarton (2,000,000) and Robert Martin (1,000,000) as approved by shareholders at a general meeting of the Company on 16 March 2017.	Nil issue price.	Consideration: issued in accordance with shareholder approval obtained on 16 March 2017. Current value ⁷ = \$68,962
Issue – 5 April 2017 Appendix 3B – 5 April 2017	1,000,000	Unquoted Options ⁴	Issued to an employee as an incentive component of their remuneration package.	Nil issue price.	Consideration: issued to an employee as an incentive component to their remuneration package. Current value ⁷ = \$16,225
Issue – 5 April 2017 Appendix 3B – 5 April 2017	5,000,000	Shares ²	Issued as consideration for the acquisition of the Chunderloo project and release of right of first refusal from Westgold Resources Limited.	Nil issue price.	Consideration: Consideration for a tenement acquisition. Current value ⁷ = \$350,000
Issue – 19 May 2017 Appendix 3B – 19 May 2017	36,000,000	Shares ²	Professional and Sophisticated clients of Hartley's Limited and to InvestMet Limited and nominees.	\$0.07 (no discount)	Amount raised = \$2,520,000 Amount spent = \$870,000 Use of funds: Proceeds of the placement will be used for additional drilling at the Wodger Prospect, ongoing exploration activities on other tenements and general working capital requirements. Amount remaining = \$1,650,000 Proposed use of remaining funds ⁶ : Proceeds will be used for additional drilling at the Wodger Prospect, ongoing exploration activities on other tenements and general working capital requirements.

Issue – 19 May 2017 Appendix 3B – 19 May 2017	14,400,004	Quoted Options ³	Professional and Sophisticated clients of Hartley’s Limited and to InvestMet Limited and nominees.	Nil issue price (free attaching to shares under Placement)	Consideration: Nil. Free attaching options issued to placement participants as part of placement. Options have expired.
Issue – 19 May 2017 Appendix 3B – 19 May 2017	14,400,004	Quoted Options ⁵	Professional and Sophisticated clients of Hartley’s Limited and to InvestMet Limited and nominees.	Nil issue price (free attaching to shares under Placement)	Consideration: Nil. Free attaching options issued to placement participants as part of placement. Current value ⁷ = \$316,800
Issue – 19 May 2017 Appendix 3B – 19 May 2017	418,279	Shares ²	Convertible Note holders of Convertible Notes approved by Shareholders at a general meeting of the Company held on 17 July 2015.	Nil issue price.	Consideration: Shares issued in satisfaction of interest accrued on Convertible Notes approved by Shareholders at a general meeting of the Company held on 17 July 2015. Current value ⁷ = \$29,279
Issue – 12 June 2017 Appendix 3B – 13 June 2017	35,376,454	Quoted Options ³	Issued pursuant to non- renounceable entitlement issue of two tranches of Loyalty Options as per prospectus dated 15 May 2017 and supplementary prospectus dated 1 June 2017.	\$0.002 (no discount to market)	Amount raised = \$68,753 Amount spent = \$68,753 Use of funds: Proceeds of the entitlement issue will be put towards the Company’s exploration activities and will be focussed on priority targets within the Company’s highly prospective Bryah Basin. Amount remaining = \$Nil Proposed use of remaining funds ⁶ N/A
Issue – 12 June 2017 Appendix 3B – 13 June 2017	35,376,454	Quoted Options ⁵	Issued pursuant to non- renounceable entitlement issue of two tranches of Loyalty Options as per prospectus dated 15 May 2017 and supplementary prospectus dated 1 June 2017.	\$0.002 (no discount to market)	Amount raised = \$68,753 Amount spent = \$68,753 Use of funds: Proceeds of the entitlement issue will be put towards the Company’s exploration activities and will be focussed on priority targets within the Company’s highly prospective Bryah Basin. Amount remaining = \$Nil Proposed use of remaining funds ⁶ N/A
Issue – 5 July 2017 Appendix 3B – 5 July 2017	40,314	Shares ²	Convertible Note holders of Convertible Notes approved by Shareholders at a general meeting of the Company held on 17 July 2015.	Nil issue price.	Consideration: Shares issued in satisfaction of interest accrued on Convertible Notes approved by Shareholders at a general meeting of the Company held on 17 July 2015. Current value ⁷ = \$2,821
Issue – 7 July 2017	7,000,000	Shares ²	Shares issued to Ascidian Prospecting Pty	Nil issue price. (non-cash)	Consideration: issued as non- cash consideration for the purchase of the Doolgunna

Appendix 3B – 7 July 2017			Ltd in lieu of cash as consideration for the purchase of the Doolgunna Tenement as announced to ASX on 7 June 2017.	consideration)	Tenement as announced to ASX on 7 June 2017. Current value ⁷ = \$490,000
Issue – 18 July 2017 Appendix 3B – 18 July 2017	2,600	Shares ²	Optionholders - Shares issued upon exercise of Listed Option AUROA.	\$0.08 (no discount)	Amount raised = \$208 Amount spent = \$208 Use of funds: Proceeds of the entitlement issue will be put towards the Company's exploration activities and will be focussed on priority targets within the Company's highly prospective Bryah Basin. Amount remaining = \$Nil Proposed use of remaining funds ⁶ N/A
Issue – 15 August 2017 Appendix 3B – 18 August 2017	20,000	Shares ²	Optionholders - Shares issued upon exercise of Listed Option AUROA.	\$0.08 (6.25% discount to market)	Amount raised = \$1,600 Amount spent = \$1,600 Use of funds: Proceeds of the entitlement issue will be put towards the Company's exploration activities and will be focussed on priority targets within the Company's highly prospective Bryah Basin. Amount remaining = \$Nil Proposed use of remaining funds ⁶ N/A
Issue – 25 August 2017 Appendix 3B – 25 August 2017	310,646	Shares ²	Optionholders - Shares issued upon exercise of Listed Option AUROA.	\$0.08 (no discount to market)	Amount raised = \$24,852 Amount spent = \$24,852 Use of funds: Proceeds of the entitlement issue will be put towards the Company's exploration activities and will be focussed on priority targets within the Company's highly prospective Bryah Basin. Amount remaining = \$Nil Proposed use of remaining funds ⁶ N/A
Issue – 31 August 2017 Appendix 3B – 31 August 2017	21,000,000	Shares ²	Professional and Sophisticated clients of Somers & Partners pursuant to Placement announced to ASX on 24 August 2017.	\$0.08 (no discount to market)	Amount raised = \$1,680,000 Amount spent = \$100,000 Use of funds: Proceeds of the entitlement issue will be put towards the Company's exploration activities and will be focussed on priority targets within the Company's highly prospective Bryah Basin.

					<p>Amount remaining = \$1,580,000</p> <p>Proposed use of remaining funds⁵ Proceeds will be used for additional drilling at the Wodger Prospect, ongoing exploration activities on other tenements and general working capital requirements.</p>
<p>Issue – 4 September 2017</p> <p>Appendix 3B – 4 September 2017</p>	242,027	Shares ²	Optionholders - Shares issued upon exercise of Listed Option AUROA.	\$0.08 (7.5% discount to market)	<p>Amount raised = \$19,362</p> <p>Amount spent = \$19,362</p> <p>Use of funds: Proceeds of the entitlement issue will be put towards the Company's exploration activities and will be focussed on priority targets within the Company's highly prospective Bryah Basin.</p> <p>Amount remaining = \$Nil</p> <p>Proposed use of remaining funds⁶ N/A</p>
<p>Issue – 11 September 2017</p> <p>Appendix 3B – 11 September 2017</p>	133,208	Shares ²	Optionholders - Shares issued upon exercise of Listed Option AUROA.	\$0.08 (1.25% discount to market)	<p>Amount raised = \$10,657</p> <p>Amount spent = \$10,657</p> <p>Use of funds: Proceeds of the entitlement issue will be put towards the Company's exploration activities and will be focussed on priority targets within the Company's highly prospective Bryah Basin.</p> <p>Amount remaining = \$Nil</p>
<p>Issue – 13 September 2017</p> <p>Appendix 3B – 13 September 2017</p>	1,385,626	Shares ²	Optionholders - Shares issued upon exercise of Listed Option AUROA.	\$0.08 (no discount to market)	<p>Amount raised = \$110,850</p> <p>Amount spent = \$110,850</p> <p>Use of funds: Proceeds of the entitlement issue will be put towards the Company's exploration activities and will be focussed on priority targets within the Company's highly prospective Bryah Basin.</p> <p>Amount remaining = \$ Nil</p> <p>Proposed use of remaining funds⁶ N/A</p>
<p>Issue – 15 September 2017</p> <p>Appendix 3B – 18 September 2017</p>	1,354,020	Shares ²	Optionholders - Shares issued upon exercise of Listed Option AUROA.	\$0.08 (no discount to market)	<p>Amount raised = \$108,322</p> <p>Amount spent = \$108,322</p> <p>Use of funds: Proceeds of the entitlement issue will be put towards the Company's exploration activities and will be focussed on priority targets within the Company's highly prospective Bryah Basin.</p>

					Amount remaining = Nil Proposed use of remaining funds ⁶ N/A
Issue – 19 September 2017 Appendix 3B – 19 September 2017	2,563,565	Shares ²	Optionholders - Shares issued upon exercise of Listed Option AUROA.	\$0.08 (no discount to market)	Amount raised = \$205,085 Amount spent = \$205,085 Use of funds: Proceeds of the entitlement issue will be put towards the Company's exploration activities and will be focussed on priority targets within the Company's highly prospective Bryah Basin. Amount remaining = Nil Proposed use of remaining funds ⁶ N/A
Issue – 19 September 2017 Appendix 3B – 20 September 2017	188,715	Shares ²	Optionholders - Shares issued upon exercise of Listed Option AUROA.	\$0.08 (no discount to market)	Amount raised = \$15,097 Amount spent = \$15,097 Use of funds: Proceeds of the entitlement issue will be put towards the Company's exploration activities and will be focussed on priority targets within the Company's highly prospective Bryah Basin. Amount remaining = Nil Proposed use of remaining funds ⁶ N/A
Issue – 20 September 2017 Appendix 3B – 20 September 2017	334,537	Shares ²	Optionholders - Shares issued upon exercise of Listed Option AUROA.	\$0.08 (no discount to market)	Amount raised = \$26,763 Amount spent = \$26,763 Use of funds: Proceeds of the entitlement issue will be put towards the Company's exploration activities and will be focussed on priority targets within the Company's highly prospective Bryah Basin. Amount remaining = Nil Proposed use of remaining funds ⁶ N/A
Issue – 22 September 2017 Appendix 3B – 22 September 2017	3,328,534	Shares ²	Optionholders - Shares issued upon exercise of Listed Option AUROA.	\$0.08 (no discount to market)	Amount raised = \$266,283 Amount spent = \$266,283 Use of funds: Proceeds of the entitlement issue will be put towards the Company's exploration activities and will be focussed on priority targets within the Company's highly prospective Bryah Basin. Amount remaining = Nil Proposed use of remaining funds ⁶ N/A

<p>Issue – 20 October 2017</p> <p>Appendix 3B – 20 October 2017</p>	<p>15,625,000</p>	<p>Shares²</p>	<p>Professional and Sophisticated clients of Somers & Partners pursuant to Underwriting announced to ASX on 20 September 2017.</p>	<p>\$0.08 (no discount to market)</p>	<p>Amount raised = \$1,250,000</p> <p>Amount spent = \$Nil</p> <p>Use of funds: Proceeds will be used for additional drilling at the Wodger Prospect, ongoing exploration activities on other tenements and general working capital requirements.</p> <p>Amount remaining = \$1,250,000</p> <p>Proposed use of remaining funds⁶ : Proceeds will be used for additional drilling at the Wodger Prospect, ongoing exploration activities on other tenements and general working capital requirements.</p>
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Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: AUR (terms are set out in the Constitution).
3. Quoted Options, exercisable at \$0.08 each, on or before 20 September 2017, ASX Code: AUROA.
4. Unquoted Options, exercisable at \$0.12 each, on or before 20 September 2018. The full terms and conditions were disclosed in the notice of meeting for the shareholder meeting held on 16 March 2017.
5. Quoted Options, exercisable at \$0.12 each, on or before 20 June 2018, ASX Code: AUROB.
6. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
7. In respect of quoted Equity Securities the value is based on the closing price of the Shares \$0.070 or Options (AUROB) (\$0.022) as the context requires on the ASX on 16 October 2017. In respect of unquoted Equity Securities the value of Options is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares).

SCHEDULE 3 – TERMS AND CONDITIONS OF PERFORMANCE RIGHT PLAN

The following is a summary of the key terms and conditions of the Performance Rights Plan to be adopted by Shareholders under Resolution 11:

- (a) **Eligibility:** Participants in the Performance Rights Plan may be:
- (i) a Director (whether executive or non-executive) of the Company or any associate Group Company;
 - (ii) a full or part time employee of any Group Company;
 - (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 as amended or replaced (**Class Order**); or
 - (iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a participant under subparagraphs (i), (ii), or (iii) above,
- who is declared by the Board to be eligible to receive grants of Performance Rights under the Performance Rights Plan (**Eligible Participants**).
- (b) **Offers:** The Board may, from time to time, at its absolute discretion, make an offer to grant Performance Rights to an Eligible Participant under the Performance Rights Plan and on such additional terms and conditions as the Board determines (**Offer**).
- (c) **Plan limit:** Where the Company has relied or intends relying on the Class Order to make an Offer, the Company must have reasonable grounds to believe, when making an offer, that the number of Shares to be received on conversion of Performance Rights offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the Offer.
- (d) **Consideration:** Performance Rights granted under the Plan will be issued for nil cash consideration.
- (e) **Performance Rights:** Each Performance Right, once vested, entitles the holder, on exercise, to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
- (f) **Not transferrable:** Performance Rights are only transferrable with the prior written consent of the Board of the Company or by force of law upon death to the participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.
- (g) **Vesting Conditions:** The Board will determine the vesting conditions (if any) that must be satisfied before a Performance Right vests, and the date by which a vesting condition must be satisfied (**Vesting Condition**).
- (h) **Vesting:** A Performance Right will vest where Vesting Conditions are satisfied or where, despite Vesting Conditions not being satisfied, the Board (in its absolute discretion) resolves that unvested Performance Rights have vested as a result of:

- (i) the participant ceasing to be an Eligible Participant due to certain special circumstances (eg due to death, severe financial hardship, total and permanent disability, retirement or redundancy) as set out in the Plan; or
 - (ii) the Company undergoing a change of control; or
 - (iii) the Company being wound up.
- (i) **Shares:** Shares resulting from the vesting of the Performance Rights shall, from the date of issue, rank on equal terms with all other Shares on issue.
- (j) **Sale Restrictions:** The Board may, in its discretion, determine at any time up until exercise of Performance Rights, that a restriction period will apply to some or all of the Shares issued to an Eligible Participant (or their eligible nominee) on exercise of those Performance Rights (**Restriction Period**).
- (k) **Quotation of Shares:** If Shares of the same class as those issued under the Plan are quoted on the ASX, the Company will, subject to the ASX Listing Rules, apply to the ASX for those Shares to be quoted on ASX within 10 business days of the later of the date the Shares are issued and the date any Restriction Period applying to the Shares ends.
- (l) **Lapse of a Performance Right:** Subject to the terms of an Offer otherwise providing, a Performance Right will lapse upon the earlier to occur of:
- (i) an unauthorised dealing in, or hedging of, the Performance Right;
 - (ii) a Vesting Condition in relation to the Performance Right not being satisfied by the due date, or becoming incapable of satisfaction, as determined by the Board in its absolute discretion;
 - (iii) in respect of an unvested Performance Right, a participant (or, where the participant is a nominee of the Eligible Participant, that Eligible Participant) (**Relevant Person**) ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Performance Right under a good leaver exception;
 - (iv) in respect of a vested Performance Right, a Relevant Person ceases to be an Eligible Participant and the Performance Right granted in respect of that Relevant Person is not exercised within one (1) month (or such later date as the Board determines) of the date the Relevant Person ceases to be an Eligible Participant ;
 - (v) the Board deems that a Performance Right lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant;
 - (vi) the Company undergoes a change in control or winding up, and the Performance Right has not otherwise vested in accordance with paragraph (h); and
 - (vii) the expiry date of the Performance Right.
- (m) **No Participation Rights:** There are no participating rights or entitlements inherent in the Performance Rights and participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without exercising the Performance Right.

- (n) **No Change:** A Performance Right does not confer the right to a change in the number of underlying Shares over which the Performance Right can be exercised.
- (o) **Reorganisation:** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of a Performance Right are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (p) **Inconsistency with Offer:** Notwithstanding any other provision in the Plan, to the extent that any covenant or provision contained in an Offer document is inconsistent with any covenant or provision under the Plan, the deemed covenant or provision under the Offer document shall prevail.

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AURIS MINERALS LIMITED

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

ACN: 085 806 284

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

«EFT_REFERENCE_NUMBER»


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

«Post_zone»
«Company_code» «Sequence_number»

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»"/>
	1. Log into the Investor Centre using your holding details. 2. 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 Annual General Meeting of the Company to be held at 2.00pm WST on Wednesday 22 November 2017 at WA Chinese Chamber of Commerce, 1304 Hay Street, West Perth 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*		For	Against	Abstain*
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Issue of Performance Rights to Related Party - Mr Rob Martin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Director – Mr Rob Martin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Issue of Performance Rights to Related Party - Ms Bronwyn Barnes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Director – Ms Bronwyn Barnes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Issue of Performance Rights to Related Party - Dr Susan Vearncombe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Director – Dr Susan Vearncombe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of Prior Issue – Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. Adoption of Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Issue of Performance Rights to Wade Evans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Ratification of Prior Issue - Shares	<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 style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>	<input style="width: 100%; height: 20px;" type="text"/>
Sole Director & Sole Company Secretary	Director	Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 2.00pm WST on Monday 20 November 2017.

+ AURPX1241117 1 1 AUR AURPX1241117 +



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.

