

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme AURIS MINERALS LIMITED

ACN/ARSN 085 806 284

1. Details of substantial holder (1)

Name See Annexure A

ACN/ARSN (if applicable)

The holder became a substantial holder on 21/ 02 / 2018

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	23,335,670	23,335,670	5.72%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
All-States Finance Pty Ltd, Capretti Investments Pty Ltd, Riverview Corporation Pty Ltd, Mandevilla Pty Ltd	Association pursuant to section 12(2)(b) of the Corporations Act by reason of proposal to move resolutions pursuant to section 249D of the Corporations Act to remove Ms Bronwyn Lesley Barnes and Ms Elizabeth Susan Vearncombe as directors of the company and to appoint Mr Neville John Bassett and Mr Brian David Thomas as directors of the company (see Annexure B)	23,335,670 fully paid ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See Annexure A			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See Annexure A				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

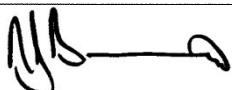
Name and ACN/ARSN (if applicable)	Nature of association
See Annexure A	

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
All-States Finance Pty Ltd	John Woodward Chartered Accountants, Suite 4, Level 5, 398 Lonsdale Street, Melbourne VIC 3000
Capretti Investments Pty Ltd	Hawkins Christie Management Services, Ground Floor, 168 Stirling Highway, Nedlands WA 6009
Pershing Australia Nominees Pty Limited	Level 2 1-7 Bligh Street, Sydney NSW 2000
Riverview Corporation Pty Ltd	3 Minim Close, Mosman Park WA 6012
Mandevilla Pty Ltd	Level 4, 216 St Georges Terrace, Perth WA 6000

Signature

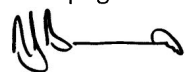
print name	Neville John Bassett	capacity	Director of Substantial Holder
sign here		date	23 / 02 / 2018

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001. (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100. (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

This is annexure A of 2 pages referred to in the Form 603 – Notice of Initial Substantial Holder.

Signed: 

Print Name: Neville John Bassett

Capacity: Director of Substantial Holder

Date: 23/02/2018

Annexure A

1. Details of substantial holder (1)

Name and ACN/ARSN (if applicable)	All-States Finance Pty Limited ACN 004 452 153
	Capretti Investments Pty Ltd ACN 137 248 090
	Riverview Corporation Pty Ltd ACN 071 087 404
	Mandevilla Pty Ltd ACN 054 147 214

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
All-States Finance Pty Ltd, Capretti Investments Pty Ltd, Riverview Corporation Pty Ltd, Mandevilla Pty Ltd	All-States Finance Pty Ltd	All-States Finance Pty Ltd	10,747,830 fully paid ordinary shares
	Pershing Australia Nominees Pty Ltd	Capretti Investments Pty Ltd	6,435,833 fully paid ordinary shares
	Riverview Corporation Pty Ltd	Riverview Corporation Pty Ltd	5,052,007 fully paid ordinary shares
	Mandevilla Pty Ltd	Mandevilla Pty Ltd	1,100,000 fully paid ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration		Class and number of securities
		Cash	Non-cash	
All-States Finance Pty Ltd, Capretti Investments Pty Ltd, Riverview Corporation Pty Ltd, Mandevilla Pty Ltd	21.02.2018	No consideration given for acquisition of relevant interest through association		23,335,670 fully paid ordinary shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of Association
All-States Finance Pty Limited ACN 004 452 153	Association pursuant to section 12(2)(b) of the Corporations Act by reason of proposal to move resolutions pursuant to section 249D of the Corporations Act to remove Ms Bronwyn Lesley Barnes and Ms Elizabeth Susan Vearncombe as directors of the company and to appoint Mr Neville John Bassett and Mr Brian David Thomas as directors of the company
Pershing Australia Nominees Pty Ltd ACN 137 911 730	Association pursuant to section 12(2)(b) of the Corporations Act by reason of proposal to move resolutions pursuant to section 249D of the Corporations Act to remove Ms Bronwyn Lesley Barnes and Ms Elizabeth Susan Vearncombe as directors of the company and to appoint Mr Neville John Bassett and Mr Brian David Thomas as directors of the company
Capretti Investments Pty Ltd ACN 137 248 090	Association pursuant to section 12(2)(b) of the Corporations Act by reason of proposal to move resolutions pursuant to section 249D of the Corporations Act to remove Ms Bronwyn Lesley Barnes and Ms Elizabeth Susan Vearncombe as directors of the company and to appoint Mr Neville John Bassett and Mr Brian David Thomas as directors of the company
Riverview Corporation Pty Ltd ACN 071 087 404	Association pursuant to section 12(2)(b) of the Corporations Act by reason of proposal to move resolutions pursuant to section 249D of the Corporations Act to remove Ms Bronwyn Lesley Barnes and Ms Elizabeth Susan Vearncombe as directors of the company and to appoint Mr Neville John Bassett and Mr Brian David Thomas as directors of the company
Mandevilla Pty Ltd ACN 054 147 214	Association pursuant to section 12(2)(b) of the Corporations Act by reason of proposal to move resolutions pursuant to section 249D of the Corporations Act to remove Ms Bronwyn Lesley Barnes and Ms Elizabeth Susan Vearncombe as directors of the company and to appoint Mr Neville John Bassett and Mr Brian David Thomas as directors of the company

Auris Minerals Limited ACN 085 806 284.

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This is annexure B of 5 pages referred to in the Form 603 – Notice of Initial Substantial Holder.

Signed: _____

Print Name:

Capacity:

Date:

Annexure B

Notices of Resolution pursuant to section 249D of the Corporations Act

**REQUEST TO CALL GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT**

TO: Auris Minerals Limited
Level 1
18 Richardson Street
WEST PERTH WA 6005

Pursuant to Section 249D(1)(a) of the *Corporations Act 2001* (Cth) (**Corporations Act**), members of Auris Minerals Limited (**Company**) with at least 5% of the votes that may be cast at a general meeting hereby request the Company to call and arrange to hold a general meeting of the Company. The following resolutions will be proposed at the general meeting:

- 1 That pursuant to section 203D of the Corporations Act Ms Bronwyn Lesley Barnes be removed from office as a director of the Company.
- 2 Subject to Resolution 1 being passed, that pursuant to clause 12.5 of the Company's Constitution Mr Neville John Bassett be elected as a director of the Company to fill the vacated office.
- 3 That pursuant to section 203D of the Corporations Act Ms Elizabeth Susan Vearncombe be removed from office as a director of the Company.
- 4 Subject to Resolution 3 being passed, that pursuant to clause 12.5 of the Company's Constitution Mr Brian David Thomas be elected as a director of the Company to fill the vacated office.

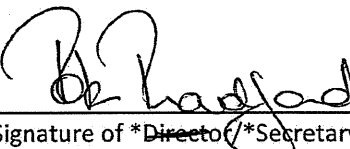
Dated: 21-2-18.

Executed on behalf of)
All-States Finance Pty Ltd)
ACN 004 452 153)
in accordance with section 127 of)
the *Corporations Act 2001* (Cth) by:)



Signature of Director

PETER NEWTON
Print name of Director
*delete that which does not apply



Signature of *Director/*Secretary

ROBIN RANDFORD
Print name of *Director/*Secretary

Number of shares held in the Company: 10,747,830

**REQUEST TO CALL GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT**

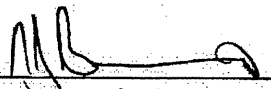
TO: Auris Minerals Limited
Level 1
18 Richardson Street
WEST PERTH WA 6005

Pursuant to Section 249D(1)(a) of the *Corporations Act 2001* (Cth) (**Corporations Act**), members of Auris Minerals Limited (**Company**) with at least 5% of the votes that may be cast at a general meeting hereby request the Company to call and arrange to hold a general meeting of the Company. The following resolutions will be proposed at the general meeting:

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- 3 That pursuant to section 203D of the Corporations Act Ms Elizabeth Susan Vearncombe be removed from office as a director of the Company.
- 4 Subject to Resolution 3 being passed, that pursuant to clause 12.5 of the Company's Constitution Mr Brian David Thomas be elected as a director of the Company to fill the vacated office.

Dated: 21 / 2 / 18

Executed on behalf of)
Mandevilla Pty Ltd)
ACN 054 147 214)
in accordance with section 127 of)
the *Corporations Act 2001* (Cth) by:)



Signature of Sole Director

NEVILLE JOHN BASSETT
Print name of Sole Director

Number of shares held in the Company: 1,100,000

**REQUEST TO CALL GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT**

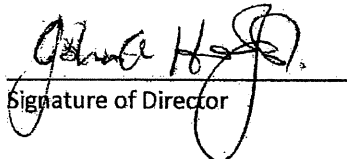
TO: Auris Minerals Limited
Level 1
18 Richardson Street
WEST PERTH WA 6005

Pursuant to Section 249D(1)(a) of the *Corporations Act 2001* (Cth) (**Corporations Act**), members of Auris Minerals Limited (**Company**) with at least 5% of the votes that may be cast at a general meeting hereby request the Company to call and arrange to hold a general meeting of the Company. The following resolutions will be proposed at the general meeting:

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- 3 That pursuant to section 203D of the Corporations Act Ms Elizabeth Susan Vearncombe be removed from office as a director of the Company.
- 4 Subject to Resolution 3 being passed, that pursuant to clause 12.5 of the Company's Constitution Mr Brian David Thomas be elected as a director of the Company to fill the vacated office.

Dated: 21/02/18

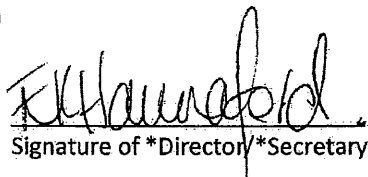
Executed on behalf of)
Riverview Corporation Pty Ltd)
ACN 071 087 404)
in accordance with section 127 of)
the *Corporations Act 2001* (Cth) by:)


Signature of Director

JOHN HANNAFORD

Print name of Director

**delete that which does not apply*


Signature of *Director/*Secretary

EMMA HANNAFORD

Print name of *Director/*Secretary

Number of shares held in the Company: 5,052,007

**REQUEST TO CALL GENERAL MEETING PURSUANT TO
SECTION 249D OF THE CORPORATIONS ACT**

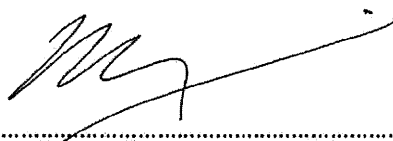
TO: Auris Minerals Limited
Level 1
18 Richardson Street
WEST PERTH WA 6005

Pursuant to Section 249D(1)(a) of the *Corporations Act 2001* (Cth) (**Corporations Act**), members of Auris Minerals Limited (**Company**) with at least 5% of the votes that may be cast at a general meeting hereby request the Company to call and arrange to hold a general meeting of the Company. The following resolutions will be proposed at the general meeting:

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- 3 That pursuant to section 203D of the Corporations Act Ms Elizabeth Susan Vearncombe be removed from office as a director of the Company.
- 4 Subject to Resolution 3 being passed, that pursuant to clause 12.5 of the Company's Constitution Mr Brian David Thomas be elected as a director of the Company to fill the vacated office.

Dated: 21 Feb 2018

Executed by Pershing Australia Nominees Pty Limited ACN 137 911 730


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Director – Mark Nelligan

Number of shares held in the Company: 6,435,833