



ASX Announcement

26 February 2018

## NOTICES UNDER SECTION 249D OF THE CORPORATIONS ACT

**Auris Minerals Limited (AUR or Company)** advises it has received;

Notices from All-States Finance Pty Ltd, Pershing Australia Nominees Pty Limited, Mandevilla Pty Ltd and Riverview Corporation Pty Ltd under section 249D of the Corporations Act 2001 (Cth) requesting the directors to call and arrange to hold a general meeting of the Company for the purpose of considering the following resolutions:

- (i) That pursuant to section 203D of the Corporations Act Ms Bronwyn Lesley Barnes be removed from office as a director of the Company.
- (ii) 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.
- (iii) That pursuant to section 203D of the Corporations Act Dr Elizabeth Susan Vearncombe be removed from office as a director of the Company.
- (iv) 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.

The Board will be in communication with shareholders about the requisitioned meeting, including the Board's reasons why it considers the Board changes proposed by All-States Finance Pty Ltd, Pershing Australia Nominees Pty Limited, Mandevilla Pty Ltd and Riverview Corporation Pty Ltd are not in the best interests of all shareholders. In addition, Ms Bronwyn Lesley Barnes and Dr Elizabeth Susan Vearncombe wish to inform shareholders that they were completely unaware of the intent to requisition a meeting for their removal ahead of the receipt of the notices. There has, for example, been no correspondence with the requisitioning shareholders as to any preferred ambitions for the Company, nor any allegations that management of the Company by the Board has been inadequate.

Under section 249D of the Corporations Act, the Directors must call and arrange to hold a general meeting on the request of members with at least 5% of the votes that may be cast at the general meeting. Directors must call the meeting within 21 days after the request is given to the company, and the meeting is to be held not later than 2 months after the notice of request has been received.

The Company will undertake the necessary steps to convene a general meeting in compliance with the Corporations Act. The proposed date of the meeting will be announced to ASX and a notice of general meeting including details of the meeting and an explanatory memorandum will be circulated in due course.

For and on behalf of the Board.

**BRONWYN BARNES**  
Chair