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## **AURIS MINERALS LIMITED**

**ACN 085 806 284**

## **NOTICE OF GENERAL MEETING**

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**Time:** 10:00 AM (WST)

**Date:** Friday, 20 April 2018

**Place:** 1304 Hay Street, West Perth, Western Australia

**Ms Barnes and/or Dr Vearncombe recommend that you:**

- **vote AGAINST Resolutions 1 to 4; and**
- **vote FOR Resolution 5.**

**Mr Martin recommends that you vote FOR Resolutions 1 to 4, and abstains from recommending in relation to Resolution 5.**

**This is an important document that requires your immediate attention.**

You should read this document in its entirety before deciding whether or not to vote for or against any resolution at the General Meeting. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser 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 as Shareholders at 5:00 pm (WST) on Wednesday, 18 April 2018.

If you have questions about the General Meeting or the resolutions to be voted on, please call the Company on 08 6109 4333 (within Australia) or +61 8 6109 4333 (outside Australia), Monday to Friday between 8:30 am and 5:00 pm WST.

# NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Auris Minerals Limited (“Auris”) will be held at 1304 Hay Street, West Perth, Western Australia on Friday, 20 April 2018 commencing at 10:00 am WST (“Meeting”).

The Explanatory Memorandum that accompanies and forms part of this Notice of General Meeting provides additional information on matters to be considered at the Meeting. The Proxy Form also forms part of this Notice of General Meeting.

Shareholders are urged to vote by attending the Meeting in person, or by returning a completed Proxy Form. Instructions on how to complete the Proxy Form are set out in the Explanatory Memorandum. Proxy Forms must be received by no later than 10:00am WST on Wednesday, 18 April 2018.

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

## AGENDA

### **Resolution 1: Removal of Ms Bronwyn Barnes as a Director**

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

*“That pursuant to section 203D of the Corporations Act Ms Bronwyn Lesley Barnes be removed from office as a director of the Company.”*

### **Resolution 2: Election of Mr Neville Bassett as a Director**

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

*“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.”*

### **Resolution 3: Removal of Dr Susan Vearncombe as a Director**

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

*“That pursuant to section 203D of the Corporations Act Dr Elizabeth Susan Vearncombe be removed from office as a director of the Company.”*

### **Resolution 4: Election of Mr Brian Thomas as a Director**

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

*“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.”*

### **Resolution 5: Removal of Mr Rob Martin as a Director**

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

*“That, Mr Robert Paul Martin be removed as a Director of the Company in accordance with section 203D of the Corporations Act, with effect from the end of the meeting.”*

# VOTING

## Voting in person

To vote in person, attend the Meeting at the time, date and place set out above. Shareholders should read the Explanatory Memorandum before deciding how to vote.

## 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:

- (a) each Shareholder has a right to appoint a proxy;
- (b) the proxy need not be a Shareholder of the Company; and
- (c) 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.

Proxy forms and, if applicable, the powers of attorney (or a certified copy of the powers of attorney) under which they are signed must be lodged directly by the member making the appointment at least 48 hours before the appointed time of the meeting.

For the convenience of Shareholders, two proxy forms have been included with this Explanatory Memorandum, a green proxy form and a white proxy form:

- (a) The green proxy form has been completed in line with the recommendation of your Directors and has been paid for by Directors Ms Barnes and Dr Vearncombe out of their personal funds. If you wish to vote in accordance with the recommendations of your Directors, you should execute the green proxy form and return the form to the Company Secretary following the instructions on the form. If you execute and return the green proxy form, you do not need to complete the white proxy form.
- (b) If you want to appoint a proxy and do not wish to vote in accordance with the recommendations of your Directors, you should follow the instructions on the white proxy form to indicate your voting directions and return it to the Company Secretary following the instructions on the form.

Lodgment details for proxy forms are as follows:

Post: Security Transfer Australia Pty Ltd, PO Box 52, Collins St West VIC 8007

Facsimile: + 61 8 9315 2233

## Voting online

Shareholders can also vote online at [www.securitytransfer.com.au](http://www.securitytransfer.com.au)

Dated: 13 March 2018  
By order of the Board  
Mark Clements  
Company Secretary

# EXPLANATORY MEMORANDUM

## 1. Introduction

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### 1.1 Material information

This Explanatory Memorandum has been prepared to explain the Resolutions and to provide information that the Board believes is material to Shareholders in relation to the Resolutions. The Company recommends that Shareholders read this Explanatory Memorandum and the enclosed Statements before making any decisions in relation to the Resolutions.

### 1.2 Ordinary resolutions

All the Resolutions are ordinary resolutions, meaning that they can be passed by a simple majority of votes cast by Shareholders entitled to vote.

## 2. Background to Resolutions 1 to 4 being put to the Meeting

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### 2.1 Section 249D notice received from Mandevilla Requisitioning Shareholders

On 22 February 2018, the Company received a notice under section 249D of the Corporations Act from Mandevilla Pty Ltd, Riverview Corporation Pty Ltd, All-States Finance Pty Limited and Pershing Australia Nominees Pty Ltd (collectively the "Mandevilla Requisitioning Shareholders") proposing resolutions for the removal of Ms Barnes and Dr Vearncombe as Directors of the Company, and for the election of Mr Neville Bassett and Mr Brian Thomas as Directors of the Company. These are Resolutions 1 to 4 in this Notice of General Meeting.

At the time of lodging the notices, the Mandevilla Requisitioning Shareholders held 23,335,670 Shares, or approximately 5.72% of the voting power in the Company.

Any shareholder (or group of shareholders) holding more than 5% of the votes that may be cast at a general meeting is entitled to requisition pursuant to section 249D of the Corporations Act that a general meeting be called to have resolutions considered.

Having received the notice given under section 249D, the Company must call a general meeting of the Company within 21 days after the requisition. The meeting must be held no later than 2 months after the notice under section 249D is received.

### 2.2 No reasons have been given by Mandevilla Requisitioning Shareholders for calling the Meeting

The Mandevilla Requisitioning Shareholders are entitled pursuant to section 249P of the Corporations Act to have the Company distribute with this notice of meeting a statement about the resolutions being proposed by them. The Mandevilla Requisitioning Shareholders have elected not to provide this statement to Shareholders. The Mandevilla Requisitioning Shareholders have not at any time provided any reasons or justifications for the changes sought by them in Resolutions 1 to 4. There have been no prior discussions between Ms Bronwyn Barnes and Dr Susan Vearncombe, on the one hand and the Mandevilla Requisitioning Shareholders on the other.

The Board is not in a position to speculate as to what the Mandevilla Requisitioning Shareholders hope to achieve as a result of Resolutions 1 to 4. The Board has no knowledge of what their plans for the Company are, or how they may differ from current plans of the Company.

In order to test what Board members knew, or now know about the Mandevilla Requisitioning Shareholders or their plans for Company, and to ensure compliance with the Company's Code of Conduct, the Chair asked Directors to complete a questionnaire. Mr Martin declined to respond to this request to complete the questionnaire. The responses of Ms Barnes and Dr Vearncombe did not shed any light on the Mandevilla Requisitioning Shareholders or their plans for the Company.

### 2.3 Possible motivations for the Mandevilla Requisitioning Shareholders

In the absence of the Mandevilla Requisitioning Shareholders confirming to the Company their reasons for proposing Resolutions 1 to 4, the Company cannot be certain of their motivations.

This information is however relevant to Shareholders in deciding how they should exercise their vote. In an attempt to provide some insight into this important matter, Ms Barnes has suggested in her letter to Shareholders attached to this Notice of General Meeting, that perhaps this motivation may derive from a desire that the Company act in a way that is more conscious of the impact of corporate decisions on the interests of individual shareholders, rather than shareholders as a whole.

From a legal perspective, the Company owes its duties to Shareholders as a whole. The Company does not owe duties to individual Shareholders.

### 2.4 Current Board and appointment details

The Company currently has three Directors – Ms Barnes, Dr Vearncombe and Mr Martin.

The resolutions to be considered at the General Meeting are in the form required by the Requisitioning Shareholders.

The tenure of the current Directors is as follows:

Director	Appointment Date	Last re-elected at an Annual General Meeting
Ms Bronwyn Barnes	25 November 2016	22 November 2017
Dr Susan Vearncombe	11 August 2017	22 November 2017
Mr Rob Martin	2 November 2016	22 November 2017

The fact that Ms Bronwyn Barnes and Dr Susan Vearncombe were re-elected as Directors as recently as 22 November 2017 does not remove the right of Shareholders holding more than 5% of the Company's issued share capital to requisition a meeting to remove them as Directors now.

### 2.5 There are now good prospects for the Company

At the end of 2016, and following a prolonged period with frequent board and management changes, the Company embarked on a significant corporate overhaul, setting it up for a revitalised exploration push.

Following an injection of fresh capital and significant board and management changes the Company undertook a share consolidation, changed its name to Auris Minerals Limited, cut corporate overheads by more than 40% and implemented a sale of unmarketable parcels to further reduce administration costs.

Auris has a highly-prospective and sought-after exploration portfolio in WA's Bryah Basin. In real estate terms this is a prime address. The priority for the Auris exploration team is the Forrest and Cashmans Projects. The Company's comprehensive review of the project portfolio completed earlier this year identified these two projects as the highest priority with both having significant potential for both copper and gold mineralisation.

The Company has cash reserves exceeding \$5 million which puts it in an enviable position to pursue its strategic exploration portfolio and consider the acquisition of other project opportunities. The Company has some of the most exciting copper exploration ground in WA and the challenge for the Company is to work diligently and systematically to ensure it unlocks as much of that value as possible for all Shareholders.

### **3. Background to Resolution 5 being put to the Meeting**

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#### **3.1 Section 249D notice received from Mandevilla Requisitioning Shareholders**

On 7 March 2018, the Company received another notice under section 249D of the Corporations Act, this time from Investmet Limited, Hades Corporation (WA) Pty Ltd and Delta Resource Management Pty Ltd (collectively the "Investmet Requisitioning Shareholders"). This notice proposed a resolution for the removal of Mr Rob Martin as a Director of the Company. This is Resolution 5 in this Notice of General Meeting.

Following receipt of the section 249D Notice from the Mandevilla Requisitioning Shareholders, the Company engaged in discussions with the Investmet Requisitioning Shareholders, who expressed a concern to protect their investment.

The Investmet Requisitioning Shareholders were prepared not to give a section 249D notice to the Company regarding removal of Mr Rob Martin, if Mr Rob Martin was prepared to recommend AGAINST the removal of Ms Bronwyn Barnes and Dr Susan Vearncombe and would vote his shares in that way.

This proposal was put to Mr Rob Martin by the Chair but he declined to respond to the proposal.

#### **3.2 Association of Mr Rob Martin with the Mandevilla Requisitioning Shareholders**

In accordance with the ASX listing rules, the section 249D notice from the Investmet Requisitioning Shareholders was announced to the market on Friday, 9 March 2018. On Monday, 12 March 2018 the Mandevilla Requisitioning Shareholders provided the Company with an updated ASIC Form 604 "Notice of change of interests of substantial holder". This Form 604 noted that Mr Rob Martin, and entities associated with him, were in association with the Mandevilla Requisitioning Shareholders by reason that they were proposing to act in concert in relation to Resolution 5 (being the resolution proposed by the Investmet Requisitioning Shareholders to remove Mr Rob Martin as a Director).

The combined voting power in the Company of the Mandevilla Requisitioning Shareholders and Mr Rob Martin (and entities associated with him) was specified in the Form 604 as being 11.05%.

No further detail concerning this association had been sought or received at the date of this Notice of General Meeting.

#### **3.3 Statement to Shareholders by Investmet**

The Investmet Requisitioning Shareholders are entitled pursuant to section 249P of the Corporations Act to have the Company distribute with this Notice of General Meeting a statement about the resolutions being proposed by them. The Investmet Requisitioning Shareholders have prepared such a statement and it is included with this Notice of General Meeting.

### **4. Resolution 1 – Removal of Ms Bronwyn Barnes as a Director**

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#### **4.1 Introduction**

Resolution 1 relates to the removal of Ms Bronwyn Barnes as a Director. This resolution has been proposed by the Mandevilla Requisitioning Shareholders.

#### **4.2 Information concerning Ms Barnes**

Ms Barnes joined the Board on 25 November 2016, and her appointment was ratified by Shareholders at the first Annual General Meeting following her appointment held on 22 November 2017.

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. As Chair of Windward Resources, Ms Barnes successfully negotiated and led the on-market takeover by Independence Group where shareholders received an 80% premium to the 30 day VWAP. Before this Ms Barnes 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 resources industry including, WMC, BHPB Nickel West, Anaconda Nickel, Methanex Australia and Philips Petroleum Australia.

Ms Barnes is currently the non-executive Chair of Indiana Resources Limited (ASX:IDA) (where she is leading the acquisition of a company that holds a strategic land position in the tightly held and highly gold mineralised province in Mali) and is a non-executive Director of MOD Resources Limited (ASX:MOD). MOD Resources is a company with a market capitalisation of more than \$120 million and is currently undertaking Bankable Feasibility Studies for its T3 Copper Project, and holds extensive exploration ground in Botswana.

#### **4.3 Timing of removal**

Ms Barnes is the nominee director for Investmet Limited. Investmet Limited is a substantial shareholder in the Company. As Ms Barnes was appointed to represent the interests of a particular shareholder, Investmet Limited, a resolution of Shareholders to remove her will not (in accordance with section 203D(1) of the Corporations Act) take effect until a replacement to represent the interests of Investmet Limited has been appointed.

#### **4.4 Ms Barnes' right to put her case**

Ms Barnes is entitled, pursuant to section 203D of the Corporations Act, to put her case against her removal by giving the Company a written statement for circulation to members. Ms Barnes has prepared such a statement and it is scheduled to this Explanatory Memorandum.

#### **4.5 Directors recommendations**

Ms Barnes abstains from giving a recommendation given that this resolution concerns her.

Dr Vearncombe recommends you vote **AGAINST** this resolution.

Mr Martin recommends you vote FOR this resolution.

The Chair intends to vote all undirected proxies against Resolution 1. As this item of business concerns Ms Barnes, and Mr Martin is an associate of the Mandevilla Requisitioning Shareholders, this Resolution will be chaired by the independent Director, Dr Vearncombe.

### **5. Resolution 2 – Election of Mr Neville Bassett as a Director**

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#### **5.1 Introduction**

Resolution 2 relates to the election of Mr Neville Bassett as a Director. This resolution has been proposed by the Mandevilla Requisitioning Shareholders.

#### **5.2 Lack of Information concerning Mr Neville Bassett**

Mr Bassett has consented to act as a director. Mr Bassett is the sole shareholder and sole director of Mandevilla Pty Ltd (ACN 054 147 214) ("**Mandevilla**"). At the date of this Notice, Mandevilla held 1,100,000 Shares in the Company.

The Company has not received any other information concerning Mr Bassett's credentials and experience, or his plans for the Company. As such, the Board has not been able to apply the processes set out in the Board Charter entitled "*Procedure For Selection, Appointment And Re-Election Of Directors*".

The Board is unable to comment on the suitability of Mr Neville Bassett to act as a Director, nor the skills he would bring to the Board.

On 23 February 2018, the Mandevilla Requisitioning Shareholders lodged a substantial shareholding notice with ASIC and the ASX disclosing that they were associated with each other by reason of the proposals to move the resolutions the subject of this Notice.

### **5.3 Conditional resolution**

Resolution 2 is conditional on Resolution 1 being passed. Therefore, if Resolution 1 is not passed, Resolution 2 will not be put to a vote.

### **5.4 Directors recommendations**

A majority of the Board recommends that you vote **AGAINST** this resolution.

Mr Martin recommends you vote FOR this resolution.

The Chair intends to vote all undirected proxies against Resolution 2.

## **6. Resolution 3 – Removal of Dr Susan Vearncombe as a Director**

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### **6.1 Introduction**

Resolution 3 relates to the removal of Dr Elizabeth Susan Vearncombe as a Director. This Resolution has been proposed by the Mandevilla Requisitioning Shareholders.

### **6.2 Information concerning Dr Vearncombe**

Dr Vearncombe joined the Board on 11 August 2017, and her appointment was ratified by Shareholders at the first Annual General Meeting following her appointment held on 22 November 2017.

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 Director of Effective Investments, former Managing Director of Silver Swan Group, General Manager – Geology for Mercator Gold and held non-executive director positions. Currently in conjunction with a Sydney based fund, Dr Vearncombe identifies mining and exploration opportunities in the Iberian Peninsula, is directly involved with negotiations, due diligence, acquisition and commercialisation of projects.

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. The Board considers Dr Vearncombe to be an independent Director.

### **6.3 Dr Vearncombe's right to put her case to Shareholders**

Dr Vearncombe is entitled, pursuant to section 203D of the Corporations Act, to put her case against her removal by giving the Company a written statement for circulation to members. Dr Vearncombe has prepared such a statement and it is scheduled to this Explanatory Memorandum.

### **6.4 Directors recommendations**

Ms Bronwyn Barnes recommends you vote **AGAINST** this resolution

Dr Vearncombe abstains from giving a recommendation given that this resolution concerns her.

Mr Martin recommends you vote FOR this resolution.

The Chair intends to vote all undirected proxies against Resolution 3.



## **7. Resolution 4 – Election of Mr Brian David Thomas as a Director**

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### **7.1 Introduction**

Resolution 4 relates to the election of Mr Brian Thomas as a Director. This Resolution has been proposed by the Mandevilla Requisitioning Shareholders.

### **7.2 Lack of Information concerning Mr Brian Thomas**

Mr Thomas has consented to act as a director.

The Company has not received any other information concerning Mr Thomas's credentials and experience, or his plans for the Company. As such, the Board has not been able to apply the processes set out in the Board Charter entitled "*Procedure For Selection, Appointment And Re-Election Of Directors*".

The Board is unable to comment on the suitability of Mr Brian Thomas to act as a Director, nor the skills he would bring to the Board.

### **7.3 Conditional resolution**

Resolution 4 is conditional on Resolution 3 being passed. Therefore, if Resolution 3 is not passed, Resolution 4 will not be put to a vote.

### **7.4 Mr Brian Thomas may not be independent**

The structure of this Resolution means that Mr Thomas would be the replacement for Dr Vearncombe. Dr Vearncombe is an independent Director. The Company is not in a position to determine whether Mr Thomas would be an independent Director.

### **7.5 Directors recommendations**

A majority of the Board recommend that you vote **AGAINST** this resolution.

Mr Martin recommends you vote **FOR** this resolution.

The Chair intends to vote all undirected proxies against Resolution 4.

## **8. Resolution 5 – Removal of Mr Rob Martin as a Director**

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### **8.1 Introduction**

Resolution 5 relates to the removal of Mr Rob Martin as a Director. This resolution has been proposed by the Investmet Requisitioning Shareholders.

### **8.2 Information concerning Mr Martin**

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

### **8.3 Mr Martin's right to put his case**

Mr Martin is entitled, pursuant to section 203D of the Corporations Act, to put his case against his removal by giving the Company a written statement for circulation to members. Mr Martin does not wish to provide such a statement.

### **8.4 Directors recommendations**

A majority of the Board recommend that you vote **FOR** this resolution.

Mr Martin abstains from giving a recommendation given that this resolution concerns him.

The Chair intends to vote all undirected proxies for Resolution 5.

## 9. GLOSSARY

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In this Notice of General Meeting and Explanatory Memorandum:

<b>ASX</b>	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
<b>Board</b>	means the board of Directors.
<b>Chair</b>	means the Chair of the General Meeting.
<b>Company or Auris</b>	means Auris Minerals Limited (ACN 085 806 284).
<b>Constitution</b>	means the constitution of the Company.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Explanatory Memorandum</b>	means this explanatory memorandum.
<b>Investmet Requisitioning Shareholders</b>	means Investmet Limited, Hades Corporation (WA) Pty Ltd and Delta Resource Management Pty Ltd.
<b>Listing Rules</b>	means the official Listing Rules of ASX.
<b>General Meeting</b>	means the general meeting of shareholders of the Company to be held on Friday, 20 April 2018 at 10:00am.
<b>Mandevilla Requisitioning Shareholders</b>	means Mandevilla Pty Ltd, Riverview Corporation Pty Ltd, All-States Finance Pty Limited and Pershing Australia Nominees Pty Ltd.
<b>Notice of General Meeting</b>	means this notice of meeting.
<b>Ordinary Resolution</b>	means a resolution requiring to be passed by a majority of such shareholders, as being entitled to do so, vote in person or by proxy on such resolution.
<b>Requisitioning Shareholders</b>	means either or both of the Investmet Requisitioning Shareholders or Mandevilla Requisitioning Shareholders.
<b>Resolution</b>	means a resolution set out in the Notice.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a holder of a Share.
<b>WST</b>	means Western Standard Time.

## 10. Statement by Ms Bronwyn Barnes

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Dear Shareholder

I URGE YOU TO READ THIS MATERIAL FULLY. IT IS IN YOUR PERSONAL INTEREST TO VOTE **AGAINST** RESOLUTIONS 1 to 4 AND **FOR** RESOLUTION 5. I STRONGLY URGE YOU TO DO SO.

Your vote is important and will directly impact the future of the Company.

I was appointed to the Board of Auris by Investmet in November 2016 as their nominee following a placement made to secure the financial viability of the Company. The Board then proceeded to elect me as Chair. At that stage the Company was in a dire position, having had more than 7 Directors cycle through the Board in the previous three years as well as three CEOs. Administration and corporate costs were high, exploration activities were sporadic and motivated by driving share price rather than following a systematic approach, and there was no technical expertise on the Board. The Company had less than \$1.5m in the bank, a capital structure in excess of 2.5 billion shares and a register where more than 55% of shareholders held unmarketable parcels. I immediately moved to undertake a strategic review and developed a plan to address these issues. I tabled my findings to the major shareholders in January 2017, and with their full support moved immediately on their implementation.

The implementation of my recommendations resulted in a reduction in corporate overheads by more than 40%, a share consolidation, the sale of unmarketable parcels and the injection of fresh capital. A new CEO was appointed who had excellent exploration and corporate experience to manage the Company's activities and a review of our tenement packages was undertaken which resulted in a clear exploration strategy. The appointment of Dr Susan Vearncombe as an Independent Non-Executive Director to the Board in August 2017 brought clear technical and corporate experience to the Board. Given I am the Investmet nominee and Rob Martin is a substantial shareholder it was essential that the Company had an Independent Director to represent the interests of all shareholders. The recent transaction with Sandfire was the next phase in restructuring the Company, allowing it to focus on its key projects including the Forrest-Wodger discoveries and commence the process to identify new project opportunities for the Company.

In summary these changes have completely restructured the Company to a point where it has a clear strategy, is well funded and is focused on pursuing new opportunities to create value for shareholders. This makes Auris a very attractive vehicle, and we need to ensure that any group of shareholders looking to take influence of the Company do so with full disclosure of interests.

At no stage have the Mandevilla Requisitioning Shareholders attempted to contact either myself or Dr Susan Vearncombe to discuss their reasons for our removal or outline a clear strategy and the path they would like the Company to take. Based on historical correspondence in my possession it appears that numerous discussions have taken place amongst a select group of shareholders with regards to the Company's assets. This correspondence commenced in early 2017 without the knowledge of the full Board. In February 2018 the Company announced a Board approved Farm-In Agreement for Auris's non-core assets. This transaction appears to have not addressed the self interest of this select group of shareholders and appears to have resulted in the process currently being pursued by the Mandevilla Requisitioning Shareholders. I am unable to provide further clarity around these matters given the absence of communication with the Mandevilla Requisitioning Shareholders.

Based on a review of historical correspondence, Rob Martin was involved in discussions with the select group of shareholders. Notwithstanding his duties as a director, Rob Martin has not disclosed to the Board the nature and content of discussions. Rob Martin has refused numerous requests from myself as Chair to fully disclose his relationship with the requisitionists and other shareholders. This has now been done for him by the Mandevilla Requisitioning Shareholders as disclosed in the Substantial Shareholder Notice lodged 12 March 2018 declaring that Rob Martin is an associated party of the Mandevilla Requisitioning Shareholders for the purposes of the Resolution to remove him as a Director.

It is for this reason I **SUPPORT** Resolution 5 for the removal of Rob Martin as a Director as I do not believe he has acted in the best interests of shareholders, nor has he acted with the level of good faith

and transparency I expect of a fellow director. Furthermore, he has failed to declare his full relationship with parties connected to the Mandevilla Requisitioning Shareholders.

I urge shareholders to **VOTE AGAINST** Resolutions 2 and 4 to appoint Neville Basset and Brian Thomas as directors of Auris. Mr Bassett appears to have no technical background and likewise I am unclear as the skills and experience Mr Thomas brings to the Board as we have not been informed of his background in delivering value to shareholders. Their potential appointments will drag Auris back to being an exploration company managed by financial advisors.

You are being asked to swap two experienced Directors with extensive exploration, development and corporate experience and replace them with Directors that do not appear to have the appropriate background for the future development of Auris. It is also my view that it is highly questionable as to whether either Mr Bassett or Mr Thomas would be an independent Director.

I acknowledge that 2017 was a challenging year for Auris shareholders as we moved to restructure the Company and bring discipline to its corporate and exploration activities. These activities take time to implement and it is only now that we are able to capitalise on the benefits that completing these hard tasks can bring. My concern in changing the leadership team and strategy in the short term is that these benefits will be lost for shareholders.

I urge you to vote **AGAINST** resolutions 1 to 4, and vote **FOR** Resolution 5.

## 11. Statement by Dr Susan Vearncombe

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Dear Shareholder,

As the most recent non-Executive member to join the Board of Auris Minerals, and the only Independent Director, and in a position endorsed by shareholders less than six months ago, there should be no need to establish a course of defence with respect to the recent requisitioning by Mandevilla Requisitioning Shareholders to remove me as a Director.

My credentials are publicly known, well established and respected by my peers, so I do not feel the need to defend them and will not do so.

My statement here is to express concern for, and alert shareholders to what is unfolding and ensure that shareholders, through lack of information, do not unknowingly participate in what may be seen as 'antics of the wild west'.

Auris Minerals has only recently settled on the current Board composition, a composition that was endorsed by the latest AGM. The objectives of the current Board were to:

- establish better functioning, coherence, corporate and technical expertise and independence from a previous (fraught) life as RNI;
- establish and effect a firm growth strategy;
- rationalise the exploration portfolio;
- enhance the technical capabilities;
- position the company as best as possible for aggressive exploration and successful outcomes, and
- ensure all shareholders are respected.

In a short time, these objectives have been achieved by the current Board and Senior Management. This has been detailed by the CEO in his last statement to shareholders and by ASX releases over the last 12 months. The focus of future activities for the Company has been established.

Those requisitioning Board removal of myself and Bronwyn Barnes (namely the Mandevilla Requisitioning Shareholders) have not approached the Auris Board or either myself or Bronwyn at any time prior to, or post, the 249D notice received by the company, to raise or discuss any concerns. They have made no statements as to reasons of disaffection, provided no indication of purpose or a new strategy for the company. No concerns have been expressed by any other shareholders. Indeed, there may be no disaffection, simply manoeuvres for other purpose. Ironically, the requisitioning has come at a time when the company now has a honed portfolio, in excellent shape to drive forward, is cashed-up and focussed on the goals.

As the only Independent non-executive Director of Auris, my role and obligation is to act in the interests of shareholders, ensure good corporate governance, Company independence, ethics and honest dealings.

**As such, I do not support Resolutions 1 to 4 in the Notice of Meeting being proposed by the Mandevilla Requisitioning Shareholders and hope Shareholders similarly see fit to vote against Resolutions 1-4. I support Resolution 5.**

I ask shareholders to review and assess carefully and objectively the information provided to them and vote accordingly.

## 12. Statement to Shareholders from Investmet

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The statement below has been prepared by the Investmet Requisitioning Shareholders and is provided in the form provided to the Company and in a form suitable for release by the ASX.

12 March 2018

Dear fellow Auris Minerals shareholders

We write to you to seek your support in the forthcoming General Meeting by voting **AGAINST** the removal of current Directors Bronwyn Barnes and Dr Susan Vearncombe and the proposed appointment of Neville Bassett and Brian Thomas, and **FOR** the removal of current director Robert Martin.

As substantial shareholders of the Company, we have been pleased with the direction of the Company under the current board and Wade Evans, the Company's chief executive officer (**CEO**), in difficult market conditions for a junior resources company.

We have invested in Auris Minerals since 2016 primarily because of its outstanding ground position in the Bryah Basin. We have been involved in, and aware, of the mineralisation of this region for over 30 years and we believe that the Company has the best ground position in the area. We have also invested in the Company because we want to see the Company develop its core projects and tenements without relinquishing those interests prematurely or on terms that do not deliver the best outcomes to its shareholders. We have invested because we want Auris to maintain a majority interest in its core tenements. In our view, the core tenements are in the Southern, Western and Northern parts of the Bryah Basin. Having said that, we are very happy with the transaction that Auris recently announced with Sandfire Resources in the Eastern part of the region as this partially monetizes this asset to allow the Company to focus on its core tenements.

The Company has been well run since this board was restructured 18 months ago and we believe the Company is in a better position than it was prior to this restructure because:

1. It has had exploration success at Wodger;
2. There is a higher level of technical expertise on the Board particularly in Ms Bronwyn Barnes and Dr Susan Vearncombe; and
3. It is well funded to develop and explore its core assets.

We are very supportive of the Company's appointment of its CEO as he is capable and is running the Company well. We also note that he is not connected with us and the first time that any of our directors met him was shortly before he was appointed as the Company's CEO. We strongly support his continued appointment and his day to day activities.

However, we have grave concerns with the continued appointment of Mr Robert Martin as a director. As announced today, Robert Martin has declared that he is acting in concert with the Mandevilla Requisitioners in relation to his removal as a director. We believe that this association with the other requisitioners stems back a lot further than since 12 March 2018. This association has not formally been declared until now.

Investmet Limited was introduced to the Company by Robert Martin, Gary Castledine and Andrew Frazer in late 2016. Michael Fotios, Investmet's executive director, was invited to discuss with those parties to invest in the Company and nominate a person for the board. This was despite, at the time, Mr Robert Martin not being a director of the Company.

Since that time, we have become very concerned as we are aware of Mr Martin, Mr Castledine and Mr Frazer endeavouring to divest the Company of assets without having authority from the Board to do so. We have been concerned with Mr Martin's association with Mr Castledine and Mr Frazer and his inability to undertake any significant activity as a board member of Auris Minerals without the involvement of Mr Castledine and Mr Frazer. We are concerned that confidential information of the Company may have passed to people not being entitled to it. In fact, we as a substantial shareholder, had to intervene in 2017 and Michael Fotios met with Mr Martin, Mr Castledine and Mr Frazer along with the representative of a potential acquirer to direct all of them to cease trying to negotiate sales of the Company's core assets without due authorisation of the board.

Given this and the fact that Auris Minerals is well funded to do what it needs to do to develop its core assets without selling those assets prematurely or for less than fair value, we have lost faith in Mr Martin and his ability to act impartially and in the best interests of shareholders. We note that Mr Castledine has formally declared his association with the Mandevilla Requisitioners along with Mr Peter Newton, who is the chairman of Westgold Resources Limited and Metals X Limited. However, we don't believe that this is the full extent of the association, as Mr Frazer has not declared any association with this group.

Accordingly, we emphasise that you should vote **AGAINST** the removal of current Directors Bronwyn Barnes and Susan Vearncombe and the proposed appointment of Neville Bassett and Brian Thomas, and **FOR** the removal of current director Robert Martin.

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**AURIS MINERALS LIMITED**

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

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ACN: 085 806 284

«EFT\_REFERENCE\_NUMBER»



«Post\_zone»  
«Company\_code» «Sequence\_number»

«Holder\_name»  
«Address\_line\_1»  
«Address\_line\_2»  
«Address\_line\_3»  
«Address\_line\_4»  
«Address\_line\_5»

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

Code: **AUR**

Holder Number: «HOLDER\_NUM»

**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](http://www.securitytransfer.com.au)

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.

«ONLINE»

**SECTION A: Appointment of Proxy**

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

 The meeting chairperson
**OR**


or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the General Meeting of the Company to be held at 10.00am WST on Friday 20 April 2018 at 1304 Hay Street, West Perth, Western Australia 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 AGAINST Resolutions 1,2,3 and 4 and in FAVOUR of Resolution 5.

**RESOLUTION**

1. Removal of Ms Bronwyn Barnes as a Director
2. Election of Mr Neville Bassett as a Director
3. Removal of Dr Susan Vearncombe as a Director
4. Election of Mr Brian Thomas as a Director
5. Removal of Mr Rob Martin as a Director

For Against Abstain\*

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<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

Sole Director &amp; Sole Company Secretary

Director

Director/Company Secretary

**Proxies must be received by Security Transfer Australia Pty Ltd no later than 10.00am WST on Wednesday 18 April 2018.**

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My/Our contact details in case of enquiries are:

Name:

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Number:

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**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**

<b>Online</b>	www.securitytransfer.com.au
<b>Postal Address</b>	PO BOX 52 Collins Street West VIC 8007
<b>Street Address</b>	Suite 913, Exchange Tower 530 Little Collins Street Melbourne VIC 3000
<b>Telephone</b>	1300 992 916
<b>Facsimile</b>	+61 8 9315 2233
<b>Email</b>	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.



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# AURIS MINERALS LIMITED

ACN: 085 806 284

### REGISTERED OFFICE:

UNIT 3, 703 MURRAY STREET  
WEST PERTH WA 6005

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«EFT\_REFERENCE\_NUMBER»



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E: registrar@securitytransfer.com.au  
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Code:

AUR

Holder Number:

«HOLDER\_NUM

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«ONLINE

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The meeting chairperson

OR

[Empty box for proxy name]

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#### RESOLUTION

RESOLUTION	For	Against	Abstain*
1. Removal of Ms Bronwyn Barnes as a Director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2. Election of Mr Neville Bassett as a Director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3. Removal of Dr Susan Vearncombe as a Director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4. Election of Mr Brian Thomas as a Director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5. Removal of Mr Rob Martin as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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Individual or Security Holder

Security Holder 2

Security Holder 3

[Signature box]

[Signature box]

[Signature box]

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

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Number:

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