



23 July 2013

The Manager
Announcements
Market Announcements Office
ASX Limited
PO Box H224 Australia Square
SYDNEY NSW 2000

Dear Sir/Madam

Extraordinary General Meeting

An Extraordinary General Meeting of Aurora Minerals Limited will be held at the offices of the company, 271 Great Eastern Highway, Belmont, on Wednesday 21 August 2013 commencing at 10.00 am.

The Notice of Meeting and Explanatory Memorandum containing details of the Meeting are attached.

Yours faithfully

E G Moore
Company Secretary



Notice of Extraordinary General Meeting

Notice is hereby given that a General Meeting of Aurora Minerals Limited (**Company**) will be held at the Company's office at 271 Great Eastern Highway, Belmont on Wednesday, 21 August 2013 commencing at 10.00 am (WST).

1. Resolution 1- Change to Clause 11.15 of the Company's Constitution

To consider and, if thought fit, pass the following resolution as a special resolution for the purpose of Section 136(2) of the Corporations Act:

"That the Company's Constitution be amended by:

- (1) inserting the following new definition in clause 1.1:

"Non Executive Directors' Fees" means any fees paid to a Director of the Company in consideration of that person's services as a Director of the Company (but excluding any executive director's salary).

- (2) deleting clause 11.15 and replacing it with a new clause 11.15 in the following terms:

"11.15 The Directors shall be paid out of the funds of the Company for their services as Directors. The total amount of Non Executive Directors Fees' per annum to be paid to the non-executive Directors from time to time for their services as non-executive Directors will not exceed the fixed sum determined by the Members in general meeting and the total aggregate fixed sum will be divided between the non-executive Directors as the Directors shall determine and, in default of agreement between them, then in equal shares. No non-executive Director shall be paid as part or whole of his director's fees by way of a commission on or a percentage of operating revenue and no executive Director shall be paid as part or whole of his salary commission on or percentage of operating revenue. Directors' fees may be provided in such manner as the Directors decide (including by way of contribution to a superannuation fund on behalf of a Director) and if any Director's fees are provided other than by way of a direct cash payment to the relevant Director, the Directors will determine the manner in which such component is to be valued. The fees of a Director shall be deemed to accrue from day to day."

2. Resolution 2- Fix Non-Executive Directors' Remuneration

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

"That, subject to the passing of Resolution 1, in accordance with Listing Rule 10.17 of the Listing Rules of the ASX and Clause 11.15 of the Company's Constitution as amended pursuant to Resolution 1, the total aggregate annual Non-Executive Directors' Fees payable to non-executive Directors for their services as Directors of the Company be increased to a maximum of \$200,000 effective as at the conclusion of the Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by:

- A Director; and
- Any associate of a Director.

However, the Company need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the 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 for the company (or if the company is part of a consolidated entity, for the entity); 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 the remuneration of a member of the Key Management Personnel of the company or if the company is part of a consolidated entity, for the entity.

3. Resolution 3 – Grant of Desert Options by a controlled entity, Desert Mines and Metals Limited, to a Related Party of Director, Mr Phillip Jackson

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

"That for the purpose of section 208 of the Corporations Act and for all other purposes, and subject to shareholder approval by Desert Mines and Metals Limited for the grant, the Company approves the grant by Desert Mines and Metals Limited (a company controlled by the Company) of 2,000,000 Desert Options to Holihox Pty Ltd (or its Nominee), a company controlled by Director Mr Phillip Jackson, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will, in accordance with Section 224 of the Corporations Act, disregard any votes cast on this Resolution by:

- Holihox Pty Ltd; and
- Mr Phillip Jackson; or
- any of their associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy forms 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 for the company (or if the company is part of a consolidated entity, for the entity); 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 the remuneration of a member of the Key Management Personnel of the company or if the company is part of a consolidated entity, for the entity.

4. Resolution 4 – Grant of Desert Options by a controlled entity, Desert Mines and Metals Limited, to a Related Party of Director, Mr Martin Pyle

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

"That for the purpose of section 208 of the Corporations Act and for all other purposes, and subject to shareholder approval by Desert Mines and Metals Limited for the grant, the Company approves the grant by Desert Mines and Metals Limited (a company controlled by the Company) of 2,000,000 Desert Options to Whitby 2009 Pty Ltd (or its Nominee), a company controlled by Director Mr Martin Pyle, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will, in accordance with Section 224 of the Corporations Act, disregard any votes cast on this Resolution by

- Whitby 2009 Pty Ltd; and
- Mr Martin Pyle; or
any of their associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy forms 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 for the company (or if the company is part of a consolidated entity, for the entity); 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 the remuneration of a member of the Key Management Personnel of the company or if the company is part of a consolidated entity, for the entity.

Information for voting shareholders

Voting Entitlements

For the purpose of determining a person's entitlement to vote at the General Meeting, and in accordance with regulation 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at **5.00 pm (WST) on 19 August 2013**.

On a poll, Shareholders have one vote for every Share held.

How to vote

Shareholders can vote by either:

- attending the meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, or by fax.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting.

Voting by proxy

A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the meeting.

Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes, each proxy may exercise half of the votes (in which case any fraction of votes will be disregarded).

A proxy need not be a Shareholder.

The proxy can be either an individual or a body corporate.

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by no later than 10.00 am (WST) on 19 August 2013. If facsimile transmission is used, the power of attorney must be certified.

A proxy form is attached to this Notice of Meeting.

Statement Regarding Undirected Proxies

If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit subject to any restrictions at law or under the ASX Listing Rules.

Should any resolution, other than those specified in this Notice of Meeting, be proposed at the General Meeting, a proxy may vote on that resolution as they think fit subject to any restrictions at law or under the ASX Listing Rules.

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the Company Secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed resolutions. These rules are explained in this Notice.

Please note that the proxy form provides a box for Shareholders to check if they wish to authorise the Chair to vote any undirected proxies in relation to any resolution connected directly or indirectly with the remuneration of a member of a Key Management Personnel for the Company. If you do not wish to so authorise the Chair and therefore do not check the box, your votes may not be cast.

Corporate Representatives

Any corporation which is a Shareholder may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chair of the General Meeting) a natural person to act as its representative at the General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed.

BY ORDER OF THE BOARD



E G MOORE

Company Secretary

DATED: 17 July 2013

Notice of Extraordinary General Meeting

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders of Aurora Minerals Limited (“**Aurora**” or “**the Company**”) in connection with the business to be conducted at the General Meeting of Shareholders to be held at 271 Great Eastern Highway, Belmont on 21 August 2013.

Purpose of Explanatory Memorandum

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the Resolutions and Shareholders should seek their own financial or legal advice.

Notice to persons outside of Australia

This Explanatory Memorandum has been prepared in accordance with the Corporations Act and the ASX Listing Rules, disclosure requirements and Accounting Standards. These laws, disclosure requirements and accounting standards may be different to those in other countries.

Forward looking statements

Certain statements in this Explanatory Memorandum relate to the future. These statements reflect views only as of the date of this Explanatory Memorandum. While Aurora believes that the expectations reflected in the forward looking statements are reasonable, neither Aurora nor any other person gives any representation, assurance or guarantee that the occurrence of an event expressed or implied in any forward looking statements in this Explanatory Memorandum will actually occur.

Disclaimer

No person is authorised to give any information or make any representation in connection with the proposed transactions which is not contained in this Explanatory Memorandum. Any information which is not contained in this Explanatory Memorandum may not be relied on as having been authorised by Aurora or the Board in connection with the proposed transactions.

Responsibility for information

The information contained in this Explanatory Memorandum has been prepared by Aurora and is the responsibility of Aurora.

ASX

A copy of the Notice of Meeting and Explanatory Memorandum has been lodged with ASX pursuant to the ASX Listing Rules. Neither ASX nor any of its officers take any responsibility for the contents of the Notice and Explanatory Memorandum.

Definitions

Capitalised terms in this Explanatory Memorandum are defined in the Glossary attached.

Enquiries

All enquiries in relation to the contents of the Notice of Meeting or Explanatory Memorandum should be directed to the Company's Company Secretary, Mr Eric Moore (telephone: +61 8 6143 1840).

1. Resolution 1 - Change to Clause 11.15 of Company's Constitution

Resolution 1 is a special resolution which will enable the Company to amend Clause 11.15 of the Company's Constitution. Section 136(2) of the Corporations Act allows a company to amend its constitution by a special resolution passed at a general meeting of a company.

The primary purpose of the proposed amendment to Clause 11.15 of the Company's Constitution is to bring the current terms of that Clause into line with the terms of ASX Listing Rule 10.17. If approved, the amendment will provide a mechanism for Shareholders to approve a maximum annual aggregate limit on Non-Executive Directors' Fees.

2. Resolution 2 - Non-executive Directors Remuneration

The Company's Constitution provides in Clause 11.15 that the Directors may collectively be paid as remuneration for their services as Directors a fixed sum not exceeding the aggregate maximum sum per annum from time to time determined by the Company in general meeting.

Resolution 1 proposes to amend the Constitution to provide for a maximum annual limit on aggregate Non-Executive Directors Fees which limit must be approved by Shareholders.

The purpose of Resolution 2 is to seek Shareholders approval to set a maximum total aggregate annual Non-Executive Directors' Fees limit of \$200,000 subject to Shareholders approving Resolution 1.

In accordance with Listing Rule 10.17.1, the Company advises that:

- (a) the amount of the increase in the directors' fees limit is \$200,000 as there is currently no approved Non-Executive Directors' Fees limit; and
- (b) if Resolution 2 is approved the maximum amount which may be paid to Non-Executive Directors as a whole for their services as Directors is \$200,000 (this does not apply to any salary of an executive director).

At the time that the Company listed on the ASX in June 2004, it entered into separate consulting agreements with the private companies of each of the then Directors, and accordingly did not at that time resolve under the relevant provisions of the Company's Constitution to set any amount for payment of any director's fees to Directors for their services as Directors.

The circumstances of the Company have now changed. The Company has recently appointed Non-Executive Directors and the ability to pay directors fees commensurate with the market is considered important to enable the Company to retain and attract quality non executive directors.

The limit proposed in Resolution 2 is a maximum amount per annum in aggregate for all Non-Executive Director fees. The Company will not necessarily pay its Non-Executive Directors aggregate fees that are equal to the maximum limit. Such aggregate fees from time to time may equal an amount that is less than the maximum limit. The Company will determine its Non-Executive Directors fees in accordance with due consideration to the Director's experience, market rates for fees for non-executive directors for company's of a similar size to the Company, any maximum Non-Executive Directors' fees limit in place from time to time and any recommendations of remuneration consultants the Company may engage from time to time.

3. Resolutions 3 and 4 – Issue of Desert Options by a controlled entity, Desert Mines and Metals Limited, to a Related Party of Director, Mr Martin Pyle and a Related Party of Director, Mr Phillip Jackson

3.1 Background

The Company currently holds over 37% of the issued shares in the capital of ASX Listed Desert Mines and Metals Limited (**Desert Mines**). For the purposes of the Corporations Act, the Company controls Desert Mines.

Desert Mines has prepared a notice of meeting for a general meeting of its shareholders to approve the following issues of options to acquire fully paid ordinary shares in the capital of Desert to related parties of Desert Mines on the terms and conditions set out in Schedule 1 (**Desert Options**):

- (a) a total of 2,000,000 Desert Options (comprising 1,000,000 First Tranche 1 Desert Options and 1,000,000 Second Tranche Desert Options as set out in Schedule 1) to Holihox Pty Ltd, a company controlled by and a Related Party of Mr Phillip Jackson (Chairman of the board of directors of Desert Mines), which has been retained to procure the provision of commercial advice by Mr Phillip Jackson to Desert Mines; and
- (b) a total of 2,000,000 Desert Options (comprising 1,000,000 First Tranche 1 Desert Options and 1,000,000 Second Tranche Desert Options as set out in Schedule 1) to Whitby 2009 Pty Ltd, a company controlled by and a Related Party of Mr Martin Pyle (an executive director of Desert Mines), which has been retained to procure the provision of geological and business development services by Mr Martin Pyle to Desert Mines.

Mr Phillip Jackson and Mr Martin Pyle are both Directors of the Company in addition to being directors of Desert Mines. As such, these Directors and the entities they control are also Related Parties of the Company in addition to being Related Parties of Desert Mines.

Section 208(1) of the Corporations Act prohibits a public company, or an entity that the public company controls, from giving a financial benefit to a related party of the public company unless:

- (a) the public company obtains shareholder approval in accordance with Chapter 2E of the Corporations Act and provide the benefit within 15 months after the approval; or
- (b) the giving of the benefit is in circumstances set out in any of Sections 210 to 216 of the Corporations Act.

As a result of Section 208(1) of the Corporations Act, in addition to Desert Mines seeking shareholder approval for the issue by Desert Mines of the Desert Options to Holihox Pty Ltd and Whitby 2009 Pty Ltd, the Company is also required to seek shareholder approval for the grant by Desert Mines of the Desert Options to those parties (as the Company is uncertain as to whether a relevant exception set out in Sections 210 to 216 of the Corporations Act applies).

If Resolutions 3 and 4 are approved by the Company's shareholders, the Company intends in its capacity as a shareholder in Desert Mines to vote in favour of the grant by Desert Mines of the Desert Options to the relevant parties.

3.2 Disclosures required by Chapter 2E of the Corporations Act

In accordance with section 219 of the Corporations Act, the following information is provided to Shareholders to allow them to assess the proposed issue of Desert Options.

The related party to whom the proposed resolutions would permit the financial benefit to be given:

Holihox Pty Ltd and Whitby 2009 Pty Ltd (or their respective Nominees) are the related parties to whom a financial benefit would be given.

Holihox Pty Ltd is a Related Party by virtue of being controlled by Mr Phillip Jackson, a Director of the Company (who is also a director of Desert Mines).

Whitby 2009 Pty Ltd is a Related Party by virtue of being controlled by Mr Martin Pyle a Director of the Company (who is also a director of Desert Mines).

The nature of the potential financial benefit

The proposed financial benefit to be given to Holihox Pty Ltd (or its Nominee) is the grant of 2,000,000 Desert Options by Desert Mines (not the Company) for nil consideration and on the terms and conditions set out in Schedule 1 to this Explanatory Memorandum.

The proposed financial benefit to be given to Whitby 2009 Pty Ltd (or its Nominee) is the grant of 2,000,000 Desert Options by Desert Mines (not the Company) for nil consideration and on the terms and conditions set out in Schedule 1 to this Explanatory Memorandum.

Directors' recommendation in respect of Resolution 3

All Directors were available to consider Resolution 3.

Mr Phillip Jackson has a material personal interest in Resolution 3 as set out above and accordingly does not wish to make a recommendation in relation to Resolution 3. None of the other Directors has an interest in the outcome of Resolution 3.

Mr Martin Pyle recommends that Shareholders approve Resolution 3 as he is of the view that the issue of the Desert Options to Holihox Pty Ltd (or its Nominee) by Desert Mines is appropriate recognition of its efforts to Desert Mines to date, and assists Desert Mines in retaining the services and dedication of Holihox Pty Ltd, and therefore Mr Phillip Jackson, whilst maintaining Desert's cash reserves at a time when there is significant competition for the services of professionals with relevant commercial experience in the management of exploration and mining companies. Mr Pyle acknowledges that the issue of Desert Options as part of the remuneration package for a non executive director is not consistent with the guidelines for non executive director remuneration as set out in the ASX Corporate Governance Council's Principles and Recommendations. Mr Pyle considers that this departure from the principles and recommendations is justified and appropriate in the circumstances of Desert Mines given the relatively small size of that company, the difficulties in raising capital experienced by junior exploration companies in the current capital markets, the desirability of attracting and retaining the services of competent non executive directors and the role played by options in attracting and retaining the services of competent non executive directors. The alternative approach of Desert Mines paying higher director's fees is not considered appropriate given the cash position of the company.

In making his recommendation Mr Pyle considered Mr Jackson's experience, his contribution to date to Desert Mines and potential future contributions to Desert Mines, the current market price of Desert Shares, the exercise price for the Desert Options and current market practice.

Dr Robert Taylor recommends that Shareholders approve Resolution 3 for the reasons given by Mr Pyle above.

Directors' recommendation in respect of Resolution 4

All Directors were available to consider Resolution 4.

Mr Martin Pyle has a material personal interest in Resolution 4 as set out above and accordingly does not wish to make a recommendation in relation to Resolution 4. None of the other Directors has an interest in the outcome of Resolution 4.

Mr Phillip Jackson recommends that Shareholders approve Resolution 4 as he is of the view that the issue of the Desert Options to Whitby 2009 Pty Ltd (or its Nominee) by Desert Mines is appropriate recognition of its efforts to Desert Mines to date, and assists Desert Mines in retaining the services and dedication of Whitby 2009 Pty Ltd (or its Nominee), and therefore Mr Martin Pyle, whilst maintaining Desert's cash reserves at a time when there is significant competition for the services of professionals with relevant commercial experience in the management of exploration and mining companies.

In making his recommendation Mr Jackson considered Mr Pyle's experience, his contribution to date to Desert Mines and potential future contributions to Desert Mines, the current market price of Desert Shares, the exercise price for the Desert Options and current market practice.

Dr Robert Taylor recommends that Shareholders approve Resolution 4 for the reasons given by Mr Jackson above.

Other information that is reasonably required by members to make a decision whether it is in the best interests of the Company to pass Resolutions 3 & 4 that is known to the Company or any of its Directors:

(i) Value attributed to the proposed issue of Options

The Company has valued the Desert Options using the Binomial Option Pricing Model ("**Binomial Model**") which is one of the most widely used and recognised models for pricing options.

The Binomial Model calculates the expected benefit from acquiring the Shares outright less the present value of paying the exercise price for the Desert Options on date of expiration. This model is considered robust and sufficiently accurate as an option pricing tool where options are not expected to be exercised until the end of the option's life. The model uses historical share price volatility measures and therefore may not approximate actual share price behaviours in the future.

The following table incorporates the assumptions used in determining values for each the Desert Options, and the results of the valuation methodology employed.

Table 1:

Assumption	Note	Holihox Pty Ltd, Whitby 2009 Pty Ltd	Holihox Pty Ltd, Whitby 2009 Pty Ltd
		First Tranche	Second Tranche
Underlying Desert Share spot price	1	2.4 cents	2.4 cents
Exercise Price	2	3.6 cents	4.8 cents
Dividend rate	3	Nil	Nil
Standard deviation of returns (annualised)	4	100%	100%
Risk free interest rate	5	2.75%	2.75%
Valuation date	6	4 June 2013	4 June 2013
Expiry date	7	4 June 2015	4 June 2016
Exercise period (months)	7	From the date of issue to 24 months from the date of issue	From the date of issue to 36 months from the date of issue
Black Scholes Valuation (per Option)	8	\$0.0084 (discounted by 20%)	\$0.0094 (discounted by 20%)

Note 1 The underlying Desert Share spot price used for the purposes of this valuation is based on the price of the Desert Shares on the ASX at 4 June 2013.

Note 2 The exercise price for the Desert Options will be the volume weighted average price of Desert Shares for the five trading days prior to the date of issue of the Desert Options, plus 50% of that price for the First Tranche, and plus 100% of that price for the Second Tranche. Accordingly, the actual exercise price under the Desert Options may be greater or lesser than the exercise price specified above, depending on prices at which Desert Shares are traded on the ASX in the five trading days up to the date of issue of the Desert Options.

Note 3 As at the date of this report Desert Mines has not publically forecast any future dividend payments. For the purposes of the valuation it has therefore assumed been assumed that Desert Share price is "ex-dividend". If dividend payments were forecast, the value of the Desert Options would be reduced.

Note 4 The anticipated standard deviation over the life of the Desert Options is based on Desert Mines' historical data.

Note 5 The risk free rate is the Commonwealth Government Bond rate with a maturity date approximately that of the expiration period of the Desert Options.

Note 6 The valuation date for the purposes of this report is the last traded date prior to the date of this valuation.

Note 7 The expiration period is the difference between the issue date and expiration date in years.

Note 8 The Company's advisers consider that a nominal 20% discount should be applied to all of the Desert Options, reflecting the unlisted status of the Desert Options.

Based on the valuation methodologies adopted and the assumptions made, the Company values the Desert Options, after considering the values calculated using the Binomial method, to equal 0.0084 cents each per First Tranche Desert Option and 0.0094 cents each per Second Tranche Desert Option, after applying a 20% discount.

The valuation assumes that all Desert Options have vested to the option holder and that there are no performance hurdles that must be achieved that would otherwise potentially dilute the value of the Desert Options to the holder on the assumption that they may not vest.

(ii) *Sensitivity Analysis*

Table 2: Sensitivity Analysis

Variable – Standard deviation of returns (annualised)		Value per Desert Option (Binomial after 20% discount) First Tranche	Value per Desert Option (Binomial after 20% discount) Second Tranche
+25%	125%	0.0107	0.0121
Listed standard deviation	100%	0.0084	0.0094
-25%	75%	0.0058	0.0063

The table above shows that Standard Deviation does not have a significant influence on the value of the Desert Options.

(iii) *Total Consultancy Fee Package from Desert Mines*

Mr Jackson's consulting company, Holihox Pty Ltd is retained under contract to provide services to Desert Mines. Its consultancy fee from Desert Mines for the year ending 30 June 2013 and the total financial benefit to be received by it as a result of the issue of Desert Options the subject of Resolution 3 is set out below:

Desert Mines Director	Consulting Company	Desert Mines Consultancy Fees	Value of Desert Options	Total Financial Benefit from Desert Mines
Mr Phillip Jackson	Holihox Pty Ltd	\$22,500 ₁	\$17,800 ₂	\$40,300

Note 1: From 1 July 2013 Holihox Pty Ltd will be paid annual consulting fees of \$25,000 from Desert Mines. Additionally Mr Jackson will be paid fees for his role as non executive chairman of the Company of \$10,925 per annum, including superannuation subject to Desert Mines shareholders approving a non-executive directors' fees pool at a meeting of Desert Mines shareholders within which these fees can be allocated.

Note 2: Based upon a discounted value of \$0.0084 per First Tranche Desert Option and \$0.0094 per Second Tranche Desert Option.

Mr Phillip Jackson and his consulting company do not receive any other financial benefits from Desert Mines, other than reimbursement for expenses incurred by them in the performance of their duties and the incentive options previously issued to Holihox Pty Ltd.

Mr Pyle's consulting company is retained under contract to provide services to Desert Mines. Its consultancy fee for the year ending 30 June 2013 and the total financial benefit to be received by it as a result of the issue of Desert Options the subject of Resolution 4 is set out below:

Desert Mines Director	Consulting Company	Desert Mines Consultancy Fees	Value of Desert Options	Total Financial Benefit from Desert Mines
Mr Martin Pyle (Executive director of Desert)	Whitby 2009 Pty Ltd	\$37,500 ₁	\$17,800 ₂	\$55,300

Note 1: From 1 July 2013 Whitby 2009 Pty Ltd will be paid annual consulting fees of \$20,000 from Desert Mines and Mr Pyle will be paid \$10,925 per annum for his role as an executive Director of Desert Mines.

Note 2: Based upon a discounted value of \$0.0084 per First Tranche Desert Option and \$0.0094 per Second Tranche Desert Option.

Mr Martin Pyle and his consulting company Whitby 2009 Pty Ltd do not receive any other financial benefits from Desert Mines, other than reimbursement for expenses incurred by them in the performance of their duties and the incentive options previously issued to Whitby 2009 Pty Ltd.

(iv) *Total Consultancy Fee Package from the Company*

Mr Jackson's consulting company, Holihox Pty Ltd is also retained under contract to provide services to the Company. Its consultancy fee from the Company for the year ending 30 June 2013 and the total financial benefit to be received by it is set out below:

Director	Consulting Company	Consultancy Fees	Value of Securities Issued	Total Financial Benefit from the Company
Mr Phillip Jackson	Holihox Pty Ltd	\$94,050 ₁	\$0 ₂	\$94,050

Note 1: From 1 July 2013 Holihox Pty Ltd will be paid annual consulting fees of \$75,000 from the Company. Additionally Mr Jackson will be paid fees for his role as non executive chairman of the Company of \$20,800 per annum, including superannuation subject to Aurora shareholders approving a non-executive directors' fees pool.

Note 2: There were no Securities issued to Mr Jackson by the Company during the year ended 30 June 2013.

Mr Phillip Jackson and his consulting company do not receive any other financial benefits from the Company, other than reimbursement for expenses incurred by them in the performance of their duties and the incentive options previously issued to Holihox Pty Ltd.

Mr Pyle's consulting company, Whitby 2009 Pty Ltd, is retained under contract to provide services to the Company. Its consultancy fee from the Company for the year ending 30 June 2013 and the total financial benefit to be received by it is set out below:

Director	Consulting Company	Consultancy Fees	Value of Securities Issued	Total Financial Benefit from the Company
Mr Martin Pyle	Whitby 2009 Pty Ltd	\$182,500 ₁	\$0 ₂	\$182,500

Note 1: From 1 July 2013 Whitby 2009 Pty Ltd will be paid annual consulting fees of \$182,500 from the Company.

Note2: There were no Securities issued to Mr Pyle by the Company during the year ended 30 June 2013.

Mr Martin Pyle and his consulting company do not receive any other financial benefits from the Company, other than reimbursement for expenses incurred by them in the performance of their duties and the incentive options previously issued to Whitby 2009 Pty Ltd.

(v) *Relevant Interests in Desert Mines Securities*

The relevant interests of Mr Phillip Jackson and Mr Martin Pyle in Desert Shares and Desert options at the date of this Notice are as follows:

Direct Holdings and those of Associates	Shares	Unlisted options (representing incentive options previously issued to their consulting companies)
Phillip Jackson	1,450,312	5,000,000
Martin Pyle	625,000	3,000,000

(vi) *Relevant Interests in Company securities*

The relevant interests of Mr Phillip Jackson and Mr Martin Pyle in Company Shares and Options at the date of this Notice are as follows:

Direct Holdings and those of Associates	Shares	Unlisted options (representing incentive options previously issued to their consulting companies)
Phillip Jackson	2,050,000	4,500,000
Martin Pyle	450,000	3,000,000

(vii) Impact on the Company's shareholding in Desert Mines

If any of the 4,000,000 Desert Options granted as proposed are exercised in full, the effect would be to dilute the shareholding of the Company in Desert Mines.

Desert has the following Desert Shares and options to acquire Desert Shares on issue at the date of this Notice of Meeting:

Shares	159,965,418
Options- Unlisted	41,350,000

If the Desert Options to be granted to Holihox Pty Ltd and Whitby 2009 Pty Ltd pursuant to Resolutions 3 and 4 respectively are exercised, a total of 4,000,000 Desert Shares would be issued. This will increase the number of Desert Shares on issue from 159,965,418 to 163,965,418 (assuming that no other options to acquire Desert Shares are exercised and no other Desert Shares are issued) with the effect that the Company's shareholding in Desert Mines would be diluted by an aggregate of 0.90%, comprising 0.45% by the conversion of 100% of the Desert Options to be granted to Holihox Pty Ltd and 0.45% by the conversion of 100% of the Desert Options to be granted to Whitby 2009 Pty Ltd.

The market price of the Desert Shares during the term of the Desert Options will normally determine whether or not the holders of the Desert Options will exercise the Desert Options. At the time any Desert Options are exercised and Desert Shares are issued pursuant to the exercise of the Options, the Desert Shares may be trading on ASX at a price which is higher than the exercise price of the Desert Options.

(viii) Share prices over the past 12 months

In the 12 months ending on 16 July 2013 the highest price of Desert Shares trading on the ASX was 4.8 cents, which occurred on 26 September 2012, and the lowest price was 1.7 cents on multiple occasions in July, August and September 2012. The share price during this period has traded at various levels.

The closing price of Desert shares on 4 June 2013 was 2.4 cents.

(ix) Impact of International Financial Reporting Standards

Desert Mines' adoption of Australian equivalents to International Financial Reporting Standards means that, under AASB2 Share-based Payment, equity-based compensation is recognised as an expense in respect of the services received.

The Director (other than Mr Jackson and Mr Pyle who decline to comment) does not consider there are any significant costs or detriments including opportunity costs or taxation consequences to the Company or Desert Mines or benefits forgone by the Company or Desert Mines by Desert Mines in issuing the Desert Options in accordance with Resolutions 3 and 4 upon the terms proposed except as otherwise disclosed in this Explanatory Statement.

Neither the Company nor the Directors are aware of any undisclosed information that would be reasonably required by Shareholders to make a decision in relation to the potential financial benefits contemplated by the proposed Resolutions 3 and 4.

Glossary

In the Notice the following terms have the following meanings unless the context otherwise requires:

ASIC	Australian Securities & Investments Commission.
ASX	ASX Limited ABN 98 008 624 691 the operator of the Australian Securities Exchange.
ASX Listing Rules or Listing Rules	The Listing Rules of the ASX.
Board	The Board of Directors.
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; and (d) anyone else who is only 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; and (f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth).
Company or Aurora	Aurora Minerals Limited ABN 46 106 304 787.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Desert Mines	Desert Mines and Metals Limited ABN 56 123 102 974.
Desert Options	Means the options to acquire shares in Desert Mines referred to in Resolutions 3 and 4.
Desert Shares	Means fully paid ordinary shares in the capital of Desert Mines.
Director	A director of the Company.
Explanatory Statement	means the explanatory statement accompanying the Notice of Meeting.
First Tranche	Has the meaning given in Schedule 1.
General Meeting or Meeting	The general meeting of Shareholders of the Company convened by the Notice.
Key Management Personnel	Has the same meaning as in the account standards issued by the Australia 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, an entity within the consolidated group.
Market price	The closing price on ITS excluding special crossings, overnight sales and exchange traded option exercises.

Nominee	means a nominee approved by the Board.
Notice or Notice of Meeting or Notice of General Meeting	means this notice of general meeting including the Explanatory Statement, any annexures or schedules and the enclosed Proxy Form.
Proxy Form	means the proxy form accompanying the Notice of Meeting.
Resolutions	means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.
Related Party	Has the meaning given to that term in the Corporations Act.
Shareholders	Holders of Shares.
Security	means a Share or an option to acquire a Share.
Second Tranche	Has the meaning given in Schedule 1.
Shares	Fully paid ordinary shares in the capital of the Company.

Schedule 1— Terms and conditions of the Desert Options

The Consultant Options (being the Desert Options) will entitle the Option Holders to subscribe for Shares (being Desert Shares) in the Company (being Desert Mines and Metals Limited) on the following terms:

(a) Issue price

Each Consultant Option is issued for nil consideration.

(b) Exercise price

Each Consultant Option shall entitle the Option Holder to acquire one fully paid ordinary share in the capital of the Company upon exercise and payment of the exercise price for the Consultant Options which will be the volume weighted average price of the Company's shares for the five trading days prior to the date of issue of the Consultant Options, plus 50% of that price for the First Tranche, and plus 100% of that price for the Second Tranche issued to that Option Holder ("Exercise Price").

(c) Expiry date

Consultant Options will expire on the Expiry Date for that class of Options. The Expiry Date is 24 months after the date of issue in the case of the First Tranche of Consultant Options, and 36 months after the date of issue in the case of the Second Tranche of Consultant Options unless expiry occurs earlier under these terms and conditions.

(d) Certificate

A certificate will be issued for the Consultant Options and sent to the Option Holder together with the terms and conditions of the Consultant Options and a written notice that is to be completed when exercising Consultant Options.

(e) Consultant Options not listed

The Consultant Options will not be listed for official quotation on the ASX.

(f) Consultant Options not transferable

Subject to the Listing Rules of the ASX, the Consultant Options can be transferred to a Nominee of the Option Holders (as defined in Section (o) Interpretation), but otherwise are not transferable, without the prior written approval of the Directors.

(g) Exercise

Subject to m) to n) below, the Consultant Options may be exercised by notice in writing to the Company ("the Exercise Notice"), delivery of the Consultant Option certificates and payment of the Exercise Price to the Company at any time between the issue of such Options and the Expiry Date for that Tranche of Options ("the Exercise Period"). The Consultant Options may be exercised in one or more lots on different occasions during the Exercise Period, provided that such lots are equal to or a multiple of 100,000 Options. Within 5 business days of receipt of the "Exercise Notice" and Consultant Option certificates and payment of the "Exercise Price", the Company will allot the corresponding number of fully paid ordinary shares to the Option Holder, procure the issue a statement of holding for the shares and apply for the shares to be listed on the stock exchanges on which the Company is listed. The shares issued as a result of exercise of the Consultant Options shall rank equally in all respects with the other issued fully paid shares in the Company.

(h) New share issue

If the Consultant Options are exercised before the record date of an entitlement, the Option Holder can participate in a pro rata issue to the holders of the underlying securities in the Company. The Company must notify the Option Holder of the proposed issue at least 9 business days before the record date. Option Holders do not have a right to participate in new share issues without exercising their Consultant Options in accordance with Listing Rule 6.19.

(i) Bonus Issue

If, from time to time, before the expiry of the Options the Company makes a pro rata issue of Shares to Shareholders for no consideration, the number of Shares over which the Options are exercisable will be increased by the number of Shares which the Option Holder would have received if the Option had been exercised before the record date for calculating entitlements to the pro rata issue.

(j) Reorganisations

In the event of any reorganization of the issued capital of the Company, the Consultant Options will be reorganized by the Company in accordance with the Listing Rules (including without limitation by changing the number or exercise price for the Consultant Options in such manner as may be required by the Listing Rules.)

(k) Change of Consultant Option's exercise price or the number of underlying securities

- (i) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Consultant Options may be reduced according to the following formula:

$$O' = O - \frac{E[P - (S + D)]}{N + 1}$$

O' = the new exercise price of the Consultant Option;

O = the old exercise price of the Consultant Option;

E = the number of underlying securities in the Company into which one option is exercisable;

P = the average market price per security (weighted by reference to volume) of the underlying securities in the Company during the five (5) trading days ending on the day before the ex rights date or ex entitlements date;

S = the Subscription price for a security under the pro rata issue;

D = the Dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue);

N = the Number of securities with rights or entitlements that must be held to receive a right to one new security in the Company.

- (ii) The number of shares to be issued pursuant to the exercise of Consultant Options will be adjusted for bonus issues made prior to exercise of Consultant Options. The effect will be that upon exercise of the Consultant Options the number of shares received by the Option Holder will include the number of bonus shares that would have been issued if the Consultant Options had been exercised prior to the record date for bonus issues. The exercise price of the Consultant Options shall not change as result of any such bonus issue.

(l) Dividends

The Consultant Options carry no entitlement to participate in dividends until shares are allotted pursuant to the exercise of the Consultant Options.

(m) Cessation of engagement of the Consultant or death of the Option Holder.

- (i) In the event of the death of the Option Holder then all of the Options shall remain in full force and effect for the full term up until the Expiry Date and may be exercised at any time up to the Expiry Date by the holder or a deceased Option Holder's legal personal representative.
- (ii) in the event that an Option Holder ceases to provide services to the Company or any of its subsidiaries as a consultant, then from the date of such cessation of services one half of the Options in each tranche held by that Option Holder shall remain in full force and effect for the full term up until the Expiry Date and the other half of the Options may only be exercised by the Option Holder within 3 months of the effective date on which the Option Holder ceases to provide services to the Company, and immediately following that 3 months shall forthwith lapse and have no further effect unless otherwise determined by the board of directors of the Company.
- (iii) In the event that the Option Holder's services as a consultant to the Company or any of its subsidiaries are terminated by the Company following the takeover of the Company or following a Change in Control, all of the Options shall remain in full force and effect for the full term up until the Expiry Date.

(n) Directorships

For the avoidance of doubt it is recorded that the Options will not be affected in the event that in the future if an Option Holder who is a director of the Company ceases to be a director of the Company.

(o) Interpretation

In these terms and conditions the following terms will bear the following means unless the context otherwise requires:

"Consultant Options" or "Options" means, as appropriate:

- 2,000,000 Consultant Options to Holihox Pty Ltd or its Nominee;
- 2,000,000 Consultant Options to Whitby 2009 Pty Ltd or its Nominee.

"Change in Control" means a change in the composition of the shareholders of the Company whereby a person who does not presently control the Company within the meaning of section 50AA of the Corporations Act gains such control over the Company;

"Expiry Date" means:

- for the First Tranche of Consultant Options, 24 months after the date of issue; and
- for the Second Tranche of Consultants Options, 36 months after the date of issue.

"First Tranche" shall mean

- in the case of Holihox Pty Ltd 1,000,000 Consultant Options and
- in the case of Whitby 2009 Pty Ltd 1,000,000 Consultant Options

"Listing Rules" means the listing rules as amended from time to time of the ASX;

"Nominee" means:

- (a) the Relevant Person;
- (b) a spouse or de facto spouse of the Relevant Person;
- (c) a child, sibling or parent of the Relevant Person;

- (d) a family trust associated with the Relevant Person;
- (e) a superannuation fund in which the Relevant Person or any of the persons referred to above is a member;
- (f) any other nominee approved by the Company

“Option Holder” means as the context requires in relation to a specific issue of Consultant Options, the issuee of those Consultant Options, being

- Holihox Pty Ltd or its Nominee; or
 - Whitby 2009 Pty Ltd or its Nominee.
- or their permitted transferee, as the case may require.

“Relevant Person” means

- In the case of Holihox Pty Ltd, Mr Phillip Jackson and
- In the case of Whitby 2009 Pty Ltd, Mr Martin Pyle.

“Second Tranche” shall mean

- in the case of Holihox Pty Ltd 1,000,000 Consultant Options and
- in the case of Whitby 2009 Pty Ltd 1,000,000 Consultant Options.

AURORA MINERALS LIMITED
ABN 46 106 304 787

271 Great Eastern Highway
Belmont WA 6104
PO Box 707
Belmont WA 6984

Telephone: 61 (8) 6143 1840
Facsimile: 61 (8) 6162 9079
Email: contact@auroraminerals.com
Website: www.auroraminerals.com

Proxy Form

I/we.....(full name, block letters)
of.....
being a member of **Aurora Minerals Limited** hereby appoint

.....
of.....
or, failing him, the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the company to be held at 10.00 am on 21 August 2013 and at any adjournment thereof.

CHAIR'S VOTING INTENTIONS AS PROXY HOLDER

Resolutions 1-4: The Chair of the meeting intends to vote undirected proxies FOR the resolutions to which they apply (assuming the Chair is entitled to vote the proxies – see the additional instructions below).

I/we direct my/our proxy how to vote in the following manner:

ORDINARY AND SPECIAL BUSINESS

		For	Against	Abstain
Resolution 1	Approve change to the Company's Constitution	☐	☐	☐
Resolution 2	Approve Fixing of Non-Executive Directors' Remuneration	☐	☐	☐
Resolution 3	Approve issue of Desert Options to Holihox Pty Ltd	☐	☐	☐
Resolution 4	Approve issue of Desert Options to Whitby 2009 Pty Ltd	☐	☐	☐

Additional Instructions:

- ☐ **All Resolutions:** Where the Chair of the meeting is my/our proxy or may be appointed by default and I/we have not given him voting directions above in relation to these resolutions, I/we acknowledge that, by marking this box, the Chair of the meeting may exercise my/our proxy even if the Chair of the meeting has an interest in the outcome of any Resolution and that votes cast by him for those resolutions, other than as proxy holder, will be disregarded because of that interest.
Where I/we do not mark this box, and I/we have not directed my/our proxy how to vote, I/we understand that the Chair will **not** cast my/our votes on these Resolutions and my/our votes will **not** be counted in calculating the required majority if a poll is called on the resolutions.

Important Information for Resolutions 1, 2, 3 and 4

- ☐ **Resolutions 1, 2, 3 and 4:** I/we direct the Chair to vote in accordance with his voting intentions as referred to above in relation to Resolutions 1, 2, 3 and 4 (namely to vote in favour of all such Resolutions) (except where I/we have indicated a different voting instruction above) and I/we expressly authorise the Chair to exercise my/our proxy even where the Resolution or Resolutions are connected directly or indirectly with the remuneration of the Key Management Personnel of the Company or, if the Company is part of a consolidated entity, for the entity and acknowledge that the Chair may exercise my /our proxy even if the Chair is or may be prohibited from voting on that Resolution other than in his capacity as proxy holder. Where I/we do not mark this box, and I/we have not directed my/our proxy how to vote, I/we understand that the Chair is or may be prohibited from casting my/our votes on these Resolutions in which case my/our votes will **not** be counted in calculating the required majority if a poll is called on the Resolutions.

This Proxy is appointed to represent _____% of my voting right, or if 2 proxies are appointed Proxy 1 represents _____% and Proxy 2 represents _____% of my total votes. My total voting right is _____ shares

If the shareholder(s) is an individual(s), every shareholder is to sign:

Signed: _____

Signed: _____

Dated: _____ 2013

If the shareholder is a company, sign in accordance with Section 127(1) of Corporations Act or affix common seal (if required by Constitution).

Director or Sole Director and Secretary

Director/Secretary

Dated: _____ 2013

This form is to be used in accordance with the directions set out below.

Instructions for completing and lodging this Proxy Form

1. A shareholder who is entitled to attend and vote at a meeting is entitled to appoint a proxy (and a shareholder who is entitled to cast two or more votes may appoint not more than two proxies) to attend and vote at the meeting.
2. Where two proxies are appointed each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. Where two proxies for a shareholder are present at the meeting, neither proxy shall be entitled to vote on a show of hands, and on a poll the appointment shall be of no effect, unless each proxy is appointed to represent a specified proportion of the shareholder's voting rights, not exceeding 100% in aggregate.
3. A proxy need not himself be a shareholder of the Company.
4. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed under either the common seal of the corporation or in accordance with section 127 of the Corporations Act or by its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by at least one of the joint shareholders, personally or by a duly authorised attorney.
5. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the company, must accompany the proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
 - (c) if the proxy is Chairman, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairman, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.

7. The Proxy Form (and any power of attorney or other authority pursuant to which the Proxy Form has been signed) must either be:
 - (a) deposited at the registered office of the Company, 271 Great Eastern Highway, Belmont;
 - (b) be sent by post to Aurora Minerals Limited, PO Box 707, Belmont, WA 6984;
 - (c) be sent by facsimile to Aurora Minerals Limited at (08) 6162 9079; or
 - (d) be emailed to Aurora Minerals Limited at contact@auroraminerals.com

so as to be received not later than 48 hours before the time fixed for the holding of the meeting
- that is to be received by 10.00 am Western Standard Time on 19 August 2013.

Change of Address

Should your address have changed please use this section to advise the Company and, if faxing your proxy form, please fax this side of the proxy form as well.

My new address is:

My email address is: _____

My phone number is: _____