
AUROCH MINERALS LTD

ACN 148 966 545

NOTICE OF GENERAL MEETING

**A General Meeting of the Company will be held at the Amberley Business Centre
3/1060 Hay St West Perth 6005 on Thursday, 16 March 2017 at 2.30pm (WST)**

This Notice of General meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on (08) 9486 4036.

AUROCH MINERALS LTD

ACN 148 966 545

NOTICE OF GENERAL MEETING

Notice is hereby given that an general meeting of Shareholders of Auroch Minerals Ltd (**Company**) will be held at Amberley Business Centre 3/1060 Hay St West Perth 6005 on Thursday, 16 March 2017 at 2.30pm (WST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 on Tuesday, 14 March 2017 at 5pm (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 6.

AGENDA

1. Resolution 1 – Ratification of Prior Issue of Placement Shares Placement Options

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 7,500,000 Placement Shares and 3,750,000 Placement Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. Resolution 2 – Ratification of Prior Issue of Shares

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 675,000 Shares on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution that participated in the prior issue and any of their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. Resolution 3 – Ratification of Prior Issue of Shares

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 250,000 Shares on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution that participated in the prior issue and any of their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated 13 February 2017

BY ORDER OF THE BOARD

Matthew Foy
Company Secretary

AUROCH MINERALS LTD

ACN 148 966 545

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Amberley Business Centre 3/1060 Hay St West Perth 6005 on Thursday, 16 March 2017 at 2.30pm (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the General meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

3. Resolution 1 – Ratification of Prior Issue of Placement Shares

3.1 Background

On 2 December 2016 the Company announced it had raised \$750,000 through a placement of 7,500,000 shares at an effective issue price of \$0.10 per share (**Placement Shares**) with a one-

for-two free attaching option exercisable at \$0.20 per on or before 23 October 2018 (**Placement Options**) (together the **Placement**).

On 16 December 2016 the Company issued the Placement Shares and Placement Options utilising the Company's existing placement capacity under Listing Rules 7.1 and 7.1A comprised of the following:

- 6,509,129 Shares were issued at 9.87¢ per Share under ASX Listing Rule 7.1; and
- 990,871 Shares were issued at 10.84¢ per Share under ASX Listing Rule 7.1A

resulting in an effective issue price of 10¢ per Share.

The terms of the Placement provided that one (1) free attaching Option will be issued for every two (2) Shares subscribed for by investors. The Company issued the Placement Shares and Placement Options without prior Shareholder approval pursuant to both its 15% annual placement capacity pursuant to ASX Listing Rule 7.1 and additional 10% placement capacity pursuant to ASX Listing Rule 7.1A.

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to have the additional capacity to issue equity securities during any 12 month period up to that amount which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period, subject to that issue satisfying certain criteria.

Listing Rule 7.4 provides that where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rule 7.1, providing that the previous issue did not breach Listing Rule 7.1, the issue of those securities will be deemed to have been with shareholder approval for the purpose of Listing Rule 7.1.

Resolution 1 seeks Shareholder approval for the ratification of the issue of the Placement Shares and Placement Options pursuant to Listing Rule 7.4.

The effect of Shareholders passing Resolution 1 will be to restore the Company's ability to issue securities within the 15% placement capacity under Listing Rule 7.1 during the next 12 months.

Resolution 1 is an ordinary Resolution.

3.2 Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5 information regarding the Placement is provided as follows:

- (a) The Company has issued 7,500,000 Placement Shares and a 3,750,000 Placement Options.
- (b) The effective issue price per Placement Share was 10 cents each. The Placement Options were issued for nil cash consideration.

- (c) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The terms of the Placement Options are set out in Schedule 1.
- (d) the Shares were issued to sophisticated and professional investors none of which are related parties of the Company.
- (e) the Company intends to use the funds raised from the Placement towards its exploration activities at the Karibib Lithium Project in Namibia.
- (f) A voting exclusion statement is included in the Notice.

4. Resolution 2 – Ratification of Prior Issue of Shares

4.1 Background

On 16 December 2016 the Company issued 675,000 Shares to employees and contractors in satisfaction of remuneration and fees for services provided to the Company (**Fee Shares**).

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

The Fee Shares were issued within the Company's 15% annual limit permitted under Listing Rule 7.1 without the need for Shareholder approval.

Listing Rule 7.4 provides that where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rule 7.1, providing that the previous issue did not breach Listing Rule 7.1, the issue of those securities will be deemed to have been with shareholder approval for the purpose of Listing Rule 7.1.

Resolution 2 seeks Shareholder approval for the ratification of the issue of the Settlement Shares pursuant to Listing Rule 7.4.

The effect of Shareholders passing Resolution 2 will be to restore the Company's ability to issue securities within the 15% placement capacity under Listing Rule 7.1 during the next 12 months.

Resolution 2 is an ordinary Resolution.

4.2 Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5 information regarding the issue of the Initial Consideration Shares is provided as follows:

- (a) The Company issued a total of 675,000 Shares.
- (b) The Fee Shares were issued for nil cash consideration in satisfaction of remuneration and fees for services provided to the Company. Accordingly, no funds were raised from the issue of the Settlement Shares.
- (c) The Fee Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on Issue.
- (d) The Fee Shares were issued to the following holders who are not related parties of the Company.

	Name
1	Aidan Platel
2	Nicholaas Scholtz
3	Trinol Super Fund Pty Ltd
4	Tunks Geoconsulting Pty Ltd
5	Peter Sheehan & Nicole Sheehan
6	Andrew Thomson

- (e) A voting exclusion statement is included in the Notice.

5. Resolution 3 – Ratification of prior issue of Shares

5.1 Background

On 14 June 2016 the Company issued 250,000 Shares to a former employee in satisfaction and settlement of remuneration (**Settlement Shares**).

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

The Settlement Shares were issued within the Company's 15% annual limit permitted under Listing Rule 7.1 without the need for Shareholder approval.

Listing Rule 7.4 provides that where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rule 7.1, providing that the previous issue did not breach Listing Rule 7.1, the issue of those securities will be deemed to have been with shareholder approval for the purpose of Listing Rule 7.1.

Resolution 3 seeks Shareholder approval for the ratification of the issue of the Settlement Shares pursuant to Listing Rule 7.4.

The effect of Shareholders passing Resolution 3 will be to restore the Company's ability to issue securities within the 15% placement capacity under Listing Rule 7.1 during the next 12 months.

Resolution 3 is an ordinary Resolution.

5.2 Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5 information regarding the issue of the Initial Consideration Shares is provided as follows:

- (a) The Company issued a total of 250,000 Shares.
- (b) The Settlement Shares were issued for nil cash consideration in satisfaction and settlement of remuneration and fees owed by the Company. Accordingly, no funds were raised from the issue of the Settlement Shares.
- (c) The Settlement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on Issue.
- (d) The Settlement Shares were issued to the following holders who are not related parties of the Company.

	Name
1	Mr Graeme Farr

- (e) A voting exclusion statement is included in the Notice.

6. Definitions

Article means an article of the Constitution.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the board of Directors.

Chairman means the person appointed to chair the Meeting.

Company or means Auroch Minerals Ltd ACN 148 966 545.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Dodoma Resources has the meaning in Section **Error! Reference source not found..**

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Fee Shares has the meaning in Section 4.1.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Option means an option which entitles the holder to subscribe for one Share.

Placement has the meaning in Section 3.1.

Placement Options has the meaning in Section 3.1.

Placement Shares has the meaning in Section 3.1.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in this Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

Settlement Shares has the meaning in Section 5.1.

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

Shareholder means a shareholder of the Company.

WST means Western Standard Time, being the time in Perth, Western Australia.

In this Notice, words importing the singular include the plural and vice versa.

Schedule 1 – Terms and Conditions of Placement Options

The terms and conditions attaching to the Placement Options are as follows:

(a) **Entitlement**

The Placement Options entitle the holder to subscribe for one Share upon the exercise of each Placement Option.

(a) **Exercise price**

The exercise price of each Placement Option is \$0.20 (**Exercise Price**).

(b) **Expiry date**

23 October 2018 (**Expiry Date**).

(c) **Exercise period**

The Placement Options are exercisable at any time on or prior to the Expiry Date.

(d) **Notice of exercise**

The Placement Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Placement Option being exercised. Any Notice of Exercise of a Placement Option received by the Company will be deemed to be a notice of the exercise of that Placement Option as at the date of receipt.

(e) **Shares issued on exercise**

Shares issued on exercise of the Placement Options will rank equally with the then issued Shares of the Company.

(f) **Placement Options not quoted**

The Company will not apply to ASX for quotation of the Placement Options.

(g) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Placement Options.

(h) **Timing of issue of Shares**

After a Placement Option is validly exercised, the Company must as soon as possible:

(i) issue the Share; and

(ii) do all such acts, matters and things to obtain:

(A) the grant of quotation for the Share on ASX no later than 5 days from the date of exercise of the Placement Option; and

(B) receipt of cleared funds equal to the sum payable on the exercise of the Placement Option.

(i) **Participation in new issues**

There are no participation rights or entitlements inherent in the Placement Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Placement Options.

(j) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

(i) the number of Shares which must be issued on the exercise of Placement Option will be increased by the number of Shares which the option holder would have received if the option holder had exercised the Placement Option before the record date for the bonus issue; and

(ii) no change will be made to the Exercise Price.

(k) Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price of a Placement Option.

(l) Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the option holder may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(m) Placement Options transferable

The Placement Options are transferable.

(n) Lodgement instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Placement Options with the appropriate remittance should be lodged at the Company's share registry.

AUROCH MINERALS LTD

ACN 148 966 545

PROXY FORM

The Company Secretary
Auroch Minerals Ltd

By delivery:

Unit 5 Ground Floor
1 Centro Avenue
SUBIACO WA 6008

By post:

PO Box 510
SUBIACO WA 6904

By facsimile:

+61 8 9486 4799

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/We¹ _____

of _____

being a Shareholder/Shareholders of the Company and entitled to _____

votes in the Company, hereby appoint:

The Chairman of the Meeting (mark box)

☐

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and address of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally on my/our behalf at the Meeting to be held Amberley Business Centre 3/1060 Hay St West Perth 6005 on Thursday, 16 March 2017 at 2.30pm (WST) and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit, except for as set out below).

The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Step 2 – Instructions as to Voting on Resolutions

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Ratification of Prior Issue of Placement Shares and Placement Options	☐	☐	☐
Resolution 2	Ratification of Prior Issue of Shares	☐	☐	☐
Resolution 3	Ratification of Prior Issue of Shares	☐	☐	☐

Authorised signature/s

This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

* If you mark the Abstain box for a particular Resolution, 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.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

¹Insert name and address of Shareholder

Proxy Notes:

A Shareholder entitled to attend and vote at the General Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting. If the Shareholder is entitled to cast 2 or more votes at the General Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting, the representative of the body corporate to attend the General Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the General Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the address below no later than 48 hours prior to the time of commencement of the General Meeting (WST).

Hand deliveries: Unit 5, Ground Floor, 1 Centro Avenue Subiaco WA 6008

Postal address: PO Box 510, SUBIACO WA 6904

Facsimile: (08) 9486 4799 if faxed from within Australia or + 61 8 9486 4799 if faxed from outside Australia.