

HILL END GOLD LIMITED

ACN 072 692 365

Notice of Annual General Meeting Explanatory Statement and Proxy Form

Date of Meeting

Monday, 9 October 2017

Time of Meeting

11.00 a.m. (AEDT)

Place of Meeting

Christie Conference Centre
Shang Room, Mezzanine Level,
3 Spring Street, Sydney NSW 2000

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Hill End Gold Limited (HEG or the Company) will be held on Monday, 9 October 2017, commencing at 11.00 a.m. (AEDT) at Christie Conference Centre, Shang Room, Mezzanine Level, 3 Spring Street, Sydney NSW 2000

The enclosed Explanatory Statement accompanies and forms part of this Notice of Meeting.

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Financial Report of the Company, together with the Directors' and Auditor's Reports for the period ending 30 June 2017.

Note

There is no requirement for shareholders to approve these reports and financial statements.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for all purposes, Shareholders adopt the Remuneration Report set out in the Directors’ Report for the year ended 30 June 2017.”

Note

- (a) The vote on this resolution is advisory only and does not bind the Directors or the Company.
- (b) The Company's key management personnel ('KMP') and their closely related parties must not cast a vote in relation to the Remuneration Report unless they are appointed in writing as a proxy for a member eligible to vote on the resolution and that proxy specifies how to vote on the resolution.
- (c) The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box on the attached Proxy Form.

Voting Exclusion Statement

The Company will disregard and not count any vote cast (in any capacity) on Resolution 1 by or on behalf of either or both of the following persons:

- (a) a member of the KMP of the Company, details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2017;
- (b) a closely related party of such a person,

unless:

- (c) the person
 - (i) does so in relation to the Item as a proxy where the proxy form appointing the person as a proxy specifies how the person is to vote on the Item; or
 - (ii) is the Chairman of the meeting and the appointment of the Chairman as proxy expressly authorises the Chairman to exercise the proxy (even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP); and

- (d) the vote is not cast on behalf of a person described in paragraph (a) or (b) above.

3. RESOLUTION 2 – RATIFY A PRIOR ISSUE OF SHARES IN CONNECTION WITH THE ACQUISITION

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 8,000,000 Shares to the Vendors and their nominees as part of the consideration for the Acquisition on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 2 by the Vendors (as defined in the Explanatory Statement) and their nominees who participated in the issue and any associate of any such person. However, the Company need not disregard a vote if:

- (a) The vote 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
- (b) The vote is cast by a 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.

4. RESOLUTION 3 – RATIFY A PRIOR ISSUE OF SHARES PURSUANT TO THE FIRST TRANCHE OF A PLACEMENT

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 7,262,968 Shares pursuant to the first tranche of a placement on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 3 by any person who participated in the issue and any associate of any such person. However, the Company need not disregard a vote if:

- (a) The vote 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
- (b) The vote is cast by a 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.

5. RESOLUTION 4 – APPROVAL OF ISSUE OF SECURITIES PURSUANT TO THE SECOND TRANCHE OF A PLACEMENT

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

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 2,737,032 Shares and 10,000,000 Placement Options pursuant to the second tranche of a placement on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast on Resolution 4 by a person who may participate in the proposed issue and a person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the resolution is passed ,and any associate of any such persons. However, the Company need not disregard a vote if:

- (a) The vote 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
- (b) The vote is cast by a 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.

6. RESOLUTION 5 – APPROVAL OF ISSUE OF BROKER OPTIONS PURSUANT TO A MANDATE

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

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 1,000,000 Broker Options to Cps Capital Group Pty Ltd as part of its remuneration to act as the lead manager to a placement on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast on Resolution 5 by Cps Capital Group Pty Ltd and a person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the resolution is passed ,and any associate of any such persons. However, the Company need not disregard a vote if:

- (a) The vote 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
- (b) The vote is cast by a 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.

7. RESOLUTION 6 – APPROVAL TO ISSUE SHARES TO MR PHILIP BRUCE IN LIEU OF SALARY

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 2,000,000 Shares to Mr Philip Bruce (or his nominees) on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 6 by Mr Philip Bruce and any associate of Mr Philip Bruce. Before a voting exclusion applies, the Company need not disregard a vote if:

- (a) The vote 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
- (b) The vote is cast by a 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.

8. RESOLUTION 7 – APPROVAL TO ISSUE SHARES TO MR GRAHAM REVELEIGH IN LIEU OF DIRECTOR FEES

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 663,889 Shares to Mr Graham Reveleigh (or his nominees) on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 7 by Mr Graham Reveleigh and any associate of Mr Graham Reveleigh. Before a voting exclusion applies, the Company need not disregard a vote if:

- (a) The vote 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
- (b) The vote is cast by a 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.

9. RESOLUTION 8 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution:

“That, for the purposes of Listing Rule 7.1A, Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 8 by any person who may participate in the proposed issue and any associate of any such person and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed.

However, the Company need not disregard a vote if:

- (a) The vote 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
- (b) The vote is cast by a 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.

10. RESOLUTION 9: ELECTION OF DIRECTOR MR DAVID LEAVY

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

“That, for all purposes, Mr David Leavy, being eligible offers himself for election, is elected as a Director.”

BY ORDER OF THE BOARD

Kevin Lynn
Company Secretary
4 September 2017

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's 2017 Annual General Meeting.

The purpose of this Explanatory Statement 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 Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting.

The Explanatory Statement consists of the following sections:

- 1. Financial Statements and Reports**
- 2. Resolution 1: Adoption of Remuneration Report**
- 3. Resolution 2: Ratify a prior issue of shares in connection with the Acquisition**
- 4. Resolution 3: Ratify a prior issue of shares pursuant to the first tranche of a Placement**
- 5. Resolution 4: Approve issue of securities pursuant to the second tranche of a Placement**
- 6. Resolution 5: Approve issue of Broker Options pursuant to a mandate**
- 7. Resolution 6: Approval to issue shares to Mr Philip Bruce in lieu of salary**
- 8. Resolution 7: Approval to issue shares to Mr Graham Reveleigh in lieu of fees**
- 9. Resolution 8: Approval of additional 10% Placement capacity**
- 10. Resolution 9: Election of Director Mr David Leavy.**
- 11. Corporate Representation Authority**
- 12. Questions from Shareholders**

EXPLANATORY STATEMENT

INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted on Monday 9 October 2017, commencing at 11.00 a.m. (AEDT) at Christie Conference Centre, Shang Room, Mezzanine Level, 3 Spring Street, Sydney NSW 2000.

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Meeting.

1. FINANCIAL REPORT AND THE REPORTS OF THE DIRECTORS AND AUDITOR

The Corporations Act requires the financial report and the reports of the Directors and Auditor to be laid before the Annual General Meeting. Shareholders will be given a reasonable opportunity to raise questions on all these reports at the meeting.

2. ADOPTION OF REMUNERATION REPORT – RESOLUTION 1

2.1 Background

The Annual Report for the financial year ended 30 June 2017 contains a Remuneration Report, which forms part of the Directors' Report and sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for executive directors, senior management and non-executive directors.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Corporations Act requires each listed company to put to a vote at its AGM the adoption of the Remuneration Report. Whilst under the legislation this vote is advisory only, and does not bind the Directors or the Company, the Directors recognise the vote as an indication of shareholder sentiment and have careful regard to the outcome of the vote and any discussion when setting the Company's remuneration policies.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at this meeting when reviewing the Company's Remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings Shareholders will be required at the second of those Annual General meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors other than the Managing Director must stand for re-election.

Key management personnel (including Directors) and their closely related parties must not cast on the report on the Remuneration Report unless as holders of directed proxies for Shareholders eligible to vote on the resolution and that proxy specifies how to vote on the resolution.

2.2 Recommendation

The Company encourages all shareholders to cast their votes on this resolution. The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached Proxy Form.

The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.

The Chair of the Meeting intends to vote all available proxies in favour of this item of business.

3. ACQUISITION OF HPA PROJECT

3.1 Background

The Company announced on 17 July 2017 that it had entered into a binding conditional asset sale agreement (**Asset Sale Agreement**) with Peter Sterling, Tolga Kumova and Tom Eadie (**Vendors**) to acquire their right, title and interest in assets (including two granted exploration licences and the entire issued share capital of Pure Alumina Pty Ltd (ACN 618 881 137) (**Assets**) associated with a potential high purity alumina project (**HPA Project**) located near Ballarat, Victoria (**Acquisition**).

Under the terms of the Asset Sale Agreement, the Company agreed to pay cash and issue Shares as consideration for the Acquisition (see Section 1.3 for further details).

Completion of the Acquisition took place on 28 August 2017.

3.2 Details of the HPA Project

The tenements comprising the PAL Project are as follows:

Number	Licence type	Status	Holder/Applicant	Current area (graticules)
EL5457	Exploration	Current	Peter Sterling	90
EL5461	Exploration	Pending renewal	Peter Sterling	9
EL006447	Exploration	Application	Thomas Eadie Tolga Kumova	221
EL006428	Exploration	Application	Peter Sterling Thomas Eadie Tolga Kumova	51

The tenements are located near Ballarat, Victoria at Pittong and Lal Lal in areas where kaolin mining and processing has continued for decades.

Details of the PAL Project were announced to ASX on 9 May 2017.

3.3 Summary of the Asset Sale Agreement

(a) Assets

The assets being acquired by the Company from the Vendors comprise:

- (i) two granted exploration licences (Exploration Licences 5457 and 5461);
 - (ii) all business contracts associated with the HPA Project nominated by the Company;
 - (iii) all authorisations related to the HPA Project;
 - (iv) all records related to the assets; and
 - (v) the entire issued share capital of PAL (a newly incorporated company which has not commenced trading),
- (together, the **Assets**).

Tenements granted in respect of current exploration licence applications made by the Vendors and associated with the HPA Project (Exploration Licence Applications 006447 and 006428) will also be acquired by the Company once granted for no additional consideration.

(b) Consideration

The purchase price for the Assets is \$100,000 cash and 8,000,000 Shares (**Purchase Price Shares**). The purchase price is payable at completion of the Asset Sale Agreement.

Subject to shareholder approval, the Vendors will be issued success fees on the satisfaction of the following conditions:

- (i) subject to:
 - A. completion of a Preliminary Feasibility Study (as defined in the JORC Code, 2012 Edition) for the HPA Project; and
 - B. confirmation of registration of the Instrument of Transfer for the granted tenements by the Victorian Department of Economic, Jobs, Transport and Resources (**Department**),

the Company will issue to the Vendors (or as they otherwise direct) 20,000,000 Shares (**PFS Success Fee Shares**);

- (ii) subject to completion of a Feasibility Study (as defined in the JORC Code, 2012 Edition) in respect of the HPA Project that indicates that the HPA Project is economically viable, the Company will issue \$1,500,000 worth of Shares to the Vendors (or as they otherwise direct) (**DFS Success Fee Shares**). The issue price will be the 30 day VWAP share price (subject to a \$0.10 floor price and a \$0.20 ceiling price); and
- (iii) subject to the Company entering into legally binding offtake arrangements for all of the high purity alumina product produced from the HPA Project for a term of at least 1.5 times the applicable payback period, the Company will issue \$500,000 worth of Shares to the Vendors (or as they otherwise direct) (**Offtake Success Fee Shares**). The issue price will be the 30 day VWAP share price (subject to a \$0.10 floor price and a \$0.20 ceiling price),

(the PFS Success Fee Shares, the DFS Success Fee Shares and the Offtake Success Fee Shares together constitute the **Success Fee Shares**). If the relevant condition for issue of the DFS Success Fee Shares is not satisfied by 30 June 2022, the obligation of the Company to issue DFS Success Fee Shares ends.

(c) **Other key terms**

Other key terms of the Asset Sale Agreement are as follows:

- (i) The Company is the operator of the Assets from the date of the Asset Sale Agreement.
- (ii) The Vendors have covenanted with the Company that they will not:
 - A. sell, transfer or otherwise dispose of, or agree or offer to sell, transfer or otherwise dispose of;
 - B. create, or agree to create any encumbrance or security interest in; or
 - C. do, or omit to do, any act if the act or omission would have the effect of transferring effective ownership or control of,

90% of the Purchase Price Shares until the registration by the Department of the instruments of transfer for the granted tenements, without the prior written consent of the Company.

- (iii) The Vendors have provided warranties and representations in relation to the Assets in favour of the Company and a related indemnity.
- (iv) The parties are subject to the usual confidentiality obligations and usual exceptions.

3.4 Placement and Mandate

In support of the Acquisition, the Company has mandated Cps Capital Group Pty Ltd to act as lead manager to raise up to \$600,000 under a placement to sophisticated and professional investors (**Placement**).

Shares issued pursuant to the placement will be issued at 6 cents each. Subscribers to the Placement will, subject to Shareholder approval, receive listed options on the basis of one option for every share subscribed (**Placement Options**). The terms of the Placement Options are set out in Schedule 1.

The Placement is taking place in two tranches. The first tranche settled on 28 August 2017, and is the subject of Resolution 4. The second tranche is subject to shareholder approval and is the subject of Resolution 5.

Cps Capital Group Pty Ltd is entitled to the following fees pursuant to its mandate:

- (a) \$20,000 management fee;
- (b) 6.0% of the total amount raised pursuant to the Placement (all selling fees to third parties will be paid by Cps from this fee); and
- (c) subject to shareholder approval, 1,000,000 options, the terms of which are set out in Schedule 2 (**Broker Options**).

The terms of the mandate are customary.

3.5 Effect on capital structure

Assuming the maximum number of Success Fee Shares are issued by the Company (as described above), the capital structure of the Company would be as follows:

Description	Shares	30 July 2020 Options (unlisted)	November 2017 Options (unlisted)	Placement Options	Broker Options
Securities on issue prior to Completion	87,890,993	34,400,000	1,500,000	-	-
New Shares issued at Completion of the Acquisition – Resolution 2	8,000,000	-	-	-	-
New Shares issued pursuant to the first tranche of the Placement (at 6 cents) – Resolution 3	7,262,968	-	-		
New Securities to be issued pursuant to the second tranche of the Placement (Shares at 6 cents, Placement Options at \$nil) – Resolution 4	2,737,032	-	-	10,000,000	-
New Options to be issued to Cps Capital Group Pty Ltd (Broker Options at \$0.0001/option)– Resolution 5	-	-	-	-	1,000,000

New Shares to be issued in lieu of salary and Director's fees (at 6 cents) – Resolution 6 and 7	2,633,889	-	-	2,633,889	-
New Shares to be issued to the Vendors as PFS Success Fee Shares (based on floor price of 10 cents/share)	20,000,000	-	-		
New Shares to be issued to the Vendors as the DFS Success Fee Shares (based on floor price of 10 cents/share)	15,000,000	-	-		
New Shares to be issued to the Vendors as the Offtake Success Fee Shares (based on floor price of 10 cents /share)	5,000,000	-	-		
Total	148,524,882	34,400,000	1,500,000	12,633,889	1,000,000

** Note: the above table excludes any future capital raisings that would be required by the Company (other than the Placement).*

3.6 Additional Director

Under the Asset Sale Agreement, the Vendors are entitled to nominate one person to be an additional director of the Company upon completion of the Acquisition. The Vendors have nominated Mr David Leavy as its representative to be appointed as a Director of the Company. See Section 10 for further details.

Mr Philip Bruce and Mr Graham Reveleigh will remain on the Board of Directors.

4. RATIFICATION OF ISSUE OF SHARES IN CONNECTION WITH THE ACQUISITION – RESOLUTION 2

4.1 Reason for issue

At Completion of the Asset Sale Agreement, the Company issued to the Vendors and their nominees the Purchase Price Shares (comprising 8,000,000 Shares).

4.2 Listing Rules 7.1 and 7.4

Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period which exceeds 15% of the number of issued securities of the company held at the beginning of the 12 month period, except with the prior approval of shareholders of the company in a general meeting (subject to specified exceptions).

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

The Purchase Price Shares were issued within the Company's 15% placement capacity under Listing Rule 7.1.

By ratifying the issue of the Purchase Price Shares, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.3 Information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following details are provided in relation to Resolution 2:

- (a) The number of securities issued was 8,000,000 Shares.
- (b) The Shares were issued at a deemed issue price of 6 cents each.
- (c) The Purchase Price Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the existing Shares on issue.
- (d) The Purchase Price Shares were issued to the Vendors and their nominees.
- (e) The Purchase Price Shares were issued in consideration for the Acquisition and accordingly were issued for nil cash consideration and no funds were raised through the issue of the Shares.
- (f) An appropriate voting exclusion statement is included in the Notice.

4.4 Directors' recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 2.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 2. business.

5. RATIFICATION OF ISSUE OF SHARES PURSUANT TO THE FIRST TRANCHE OF A PLACEMENT – RESOLUTION 3

5.1 Background

The first tranche of the Placement settled on 28 August 2017 and the Company issued a total of 7,262,968 Shares to sophisticated and professional investor clients of Cps Capital Group Pty Ltd.

5.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is set out in Section 4.2.

The Shares issued pursuant to the first tranche of the Placement were issued within the company's 15% placement capacity under Listing Rule 7.1 and additional 10% placement capacity under Listing Rule 7.1A.

By ratifying the issue of the Shares pursuant to the first tranche of the Placement, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

5.3 Information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following details are provided in relation to Resolution 3:

- (a) The number of securities issued was 7,262,968 Shares.
- (b) The Shares were issued at 6 cents each.
- (c) The Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the existing Shares on issue.
- (d) The Shares were issued to sophisticated and professional investor clients of Cps Capital Group Pty Ltd.

- (e) The funds raised will be used to cover the costs of the Acquisition (including due diligence), the costs of the Assets (which the Company will bear as operator) and for the Company's other operating costs.
- (f) An appropriate voting exclusion statement is included in the Notice.

5.4 Director recommendation and proxies

The Directors unanimously recommend that shareholders vote in favour of Resolution 3.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 3.

6. APPROVAL TO ISSUE SECURITIES PURSUANT TO THE SECOND TRANCHE OF A PLACEMENT – RESOLUTION 4

6.1 Background

The second tranche of the Placement is subject to shareholder approval. Under the second tranche, the Company will issue 2,737,032 Shares and 10,000,000 Placement Options to sophisticated and professional investor clients of Cps Capital Group Pty Ltd.

6.2 Listing Rule 7.1

A summary of Listing Rules 7.1 is set out in Section 4.2.

Given the Shares and Placement Options to be issued under the second tranche of the Placement will exceed the Company's placement capacity under both Listing Rule 7.1 and 7.1A, Shareholder approval is required to issue Securities pursuant to the second tranche of the Placement.

6.3 Information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following details are provided in relation to Resolution 4:

- (b) The maximum number of Securities the Company is to issue pursuant to the second tranche of the Placement is:
 - (i) 2,663,889 Shares; and
 - (ii) 10,000,000 Placement Options.
- (c) If Shareholder approval is obtained for Resolution 4, the Company will issue the Shares and Placement Options as soon as is practicable after the Meeting, or in any event no later than 3 months after the date of the Meeting.
- (d) The issue price for the Securities will be:
 - (i) \$0.06 per Share; and
 - (ii) \$nil per Placement Option.
- (e) The persons to whom the Company will issue the Securities will be professional and sophisticated investor clients of Cps Capital Group Pty Ltd.
- (f) The Shares to be issued will rank equally with the existing Shares on issue. The Placement Options will be issued on the terms set out in Schedule 1.
- (g) The funds raised pursuant to the second tranche of the Placement will be used to cover the costs of the Acquisition (including due diligence), the costs of the Assets (which the Company will bear as operator) and for the Company's other operating costs.
- (h) A voting exclusion statement is included in the notice.

6.4 Director recommendation and proxies

The Directors unanimously recommend that shareholders vote in favour of Resolution 4.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 4.

7. APPROVAL TO ISSUE BROKER OPTIONS PURSUANT TO A MANDATE – RESOLUTION 5

7.1 Background

As announced 10 August 2017, the Company entered into a mandate with Cps Capital Group Pty Ltd to act as lead manager to a placement to raise \$600,000 for the Company. Further details of the Placement and the mandate are set out in Section 3.4.

Pursuant to the mandate, subject to Shareholder approval, part of the fees payable to Cps Capital Group Pty Ltd is the issue of 1,000,000 Broker Options. The terms of the Broker Options are set out in Schedule 2.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set in Section 4.2 above.

Given that the Broker Options to be issued under the mandate will exceed the Company's placement capacity under both Listing Rule 7.1 and 7.1A, Shareholder approval is required to issue Broker Options pursuant to the mandate.

7.3 Information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following details are provided in relation to Resolution 5:

- (a) The maximum number of securities to be issued under Resolution 5 is 1,000,000 Broker Options.
- (b) If shareholder approval is obtained for Resolution 5, the Company will issue the Broker Options as soon as practicable after the Meeting, or in any event within 3 months of the date of the Meeting.
- (c) The issue price for the Broker Options will be \$0.0001 per Broker Option (\$100 in aggregate).
- (d) The Company will issue the Broker Options to Cps Capital Group Pty Ltd.
- (e) The Broker Options will be issued on the terms set out in Schedule 2.
- (f) The funds raised from this issue are to be used for working capital requirements.
- (g) A voting exclusion statement is included in the Notice.

7.4 Director recommendation and proxies

The Directors unanimously recommend that shareholders vote in favour of Resolution 5.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 5.

8. APPROVAL TO ISSUE SHARES TO DIRECTORS IN LIEU OF SALARY AND DIRECTOR FEES – RESOLUTIONS 6 AND 7

8.1 Background

Mr Philip Bruce and Mr Graham Reveleigh (**Participating Directors**) have agreed that they (or one of their nominees) will accept the issue of Shares in lieu of outstanding salary and Director fees, subject to Shareholder approval.

8.2 Corporations Act and Listing Rule 10.11

The Directors are related parties of the Company by virtue of section 228(2) of the Corporations Act.

Under Chapter 2E of the Corporations Act, a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to Section 208 apply or Shareholders have in general meeting approved the giving of that financial benefit to the related party. A “financial benefit” is defined in the Corporations Act in broad terms and includes a public company issuing securities. For the purposes of this Meeting, a “related party” includes a director of the Company. Accordingly, the proposed issue of Securities to the Participating Directors involves the provision of a financial benefit to a related party of the Company.

Section 210 of the Corporations Act provides that an entity does not need to obtain Shareholder approval to give a financial benefit to a related party if the giving of the financial benefit would be reasonable in the circumstances if the related party and the entity are dealing at arm’s length (or terms less favourable than arm’s length).

Given that the Directors will be subscribing for Securities on the same terms as placement investors, Mr William Condon (who is not participating in the Placement) is of the view that the proposed issue is at arm’s length and therefore that the exception in Section 210 of the Corporations Act is relevant to Resolutions 6 and 7, and as such the Company is not seeking Shareholder approval pursuant to Chapter 2E of the Corporations Act.

Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the company. Being Directors of the Company, the Directors are a related party of the Company by virtue of section 228(2) of the Corporations Act. Accordingly, Resolutions 6 and 7 seek the shareholder approval required by ASX Listing Rule 10.11 to allow the issue of Shares to the Directors.

If shareholder approval is given for the purposes of ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1, and the Shares issued pursuant to Resolutions 6 and 7 will not deplete the Company’s 15% placement capacity.

8.3 Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13, the following details are provided in relation to Resolutions 6 and 7:

- (b) The person to whom the financial benefit will be given is:
 - (i) Mr Philip Bruce (or his nominee), Managing Director / Executive Chairman and a related party of the Company (Resolution 6); and
 - (ii) Mr Graham Reveleigh (or his nominee), Non-Executive Director and a related party of the Company (Resolution 7).
- (c) The number of Securities to be issued is:
 - (i) 2,000,000 Shares (Resolution 6); and
 - (ii) 663,889 Shares (Resolution 7).
- (d) If shareholder approval is obtained for Resolutions 6 and/or 7, the Company will issue the Shares as soon as is practicable after the Meeting, or in any event no later than 1 month after the date of the Meeting.
- (e) The Shares will be issued at a deemed issue price of \$0.06 each.
- (f) A voting exclusion statement is included in the notice.

- (g) The issue price for the Securities will be offset against the payment of outstanding but unpaid directors' fees to the Participating Directors. No funds will therefore be raised from the issue of Securities to the Participating Directors.

8.4 Additional information

(a) Remuneration of the Directors

The total annual remuneration paid to the Directors for the 2017 audited financial year is as follows:

Director	Salaries and Fees	Superannuation	Value of Options granted	Total
Philip Bruce	250,000	23,750	28,513	302,263
Graham Reveleigh	40,000	3,800	8,554	52,354

(b) Securities held by the Directors

As at the date of this Notice, the Directors have interests (direct and indirect) in the Securities of the Company as set out below:

Year Ended 30 June 2016	Shares	30 July 2020 Options	30 November 2017 Options
Philip Bruce	302,683	2,000,000	640,000
Graham Reveleigh	338,523	600,000	100,000

(c) Outstanding but unpaid Directors' fees

As at the date of this Notice, the outstanding but unpaid salary and Directors' fees owing by the Company to the Directors was \$327,583, for which the Directors are to be issued 2,663,889 and \$80,000 cash.

8.5 Director recommendation and proxies

Mr William Condon recommends that shareholders vote in favour of Resolutions 6 and 7.

The Directors do not wish to make a recommendation to Shareholders in respect of Resolutions 6 and 7 because they each have a material personal interest in the outcome of the resolutions.

The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 6 and 7.

9. APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY - RESOLUTION 8

9.1 General

Listing Rule 7.1 A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1 A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity. The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2. The Company actively seeks to continue exploration, development and acquisitions, for which the Company may use the 10% Placement Facility.

9.2 Director recommendation and proxies

The Directors unanimously recommend that shareholders vote in favour of Resolution 8.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 8.

9.3 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of the Notice, has on issue two classes of quoted Equity Securities, Shares and Listed Options.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1 A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$(Ax D) - E$

A is the number of shares on issue 12 months before the date of issue or agreement:

- A. plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- B. plus the number of partly paid shares that became fully paid in the 12 months;
- C. plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval; and
- D. less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1 A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 103,153,901 Shares and, subject to shareholder approval being obtained under Resolutions 2 to 9, will have 103,153,901 Shares and thus have the capacity to issue:

- (i) 15,473,085 Equity Securities under Listing Rule 7.1 (subject to shareholder approval being obtained under Resolutions 2 to 8); and

- (ii) 10,315,390 Equity Securities under Listing Rule 7.1A (subject to shareholder approval being obtained under 10.3 (d) (i) above and Resolution 8).

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1 A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1 A.2.

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1 A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (i) The date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) If the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1 A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX,

(10% Placement Period).

9.4 Listing Rule 7.1A

The effect of Resolution 9 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1 A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 8 is a **special resolution** and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

9.5 Specific Information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 8 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table below (in the case of Listed Options, only if the Listed Options are exercised). There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1 A.2		Dilution		
		\$0.11 100% increase in Issue Price	\$0.07 Issue Price	\$0.04 50% decrease in Issue Price
Current Variable A 103,153,901 Shares	10% Voting Dilution	10,315,390 shares	10,315,390 shares	10,315,390 shares
	Funds Raised	\$1,083,116	\$722,077	\$361,039
50% increase in current Variable A 154,730,852	10% Voting Dilution	15,473,085 shares	15,473,085 shares	15,473,085 shares
	Funds Raised	\$1,624,674	\$1,083,116	\$541,558
100% increase in current Variable A 206,307,802	10% Voting Dilution	20,630,780 shares	20,630,780 shares	20,630,780 shares
	Funds Raised	\$2,166,232	\$1,444,155	\$722,077

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No options (including any Listed Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities:

- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (iv) The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 10% Placement Facility, based on that shareholder's holding at the date of the meeting.
 - (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1 A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 - (vii) The issue price is \$0.066, being the intraday price of the shares on ASX on 30 August 2017.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 8 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration for the provision of services in relation to the continued exploration of its projects. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A(3); or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards continued exploration on its projects.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.1 0.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and banking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

- (e) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting held on 23 November 2016.

As required by Listing Rule 7.3A.6(a) the total number of securities issued preceding the date of the meeting and the percentage they represent of the Company's securities on issue at the commencement of that 12 month period are presented in the table below:

Total Number of Securities Issued in Last 12 Months [LR7.3A.6(a)]

The securities issued in the table below are on a post consolidated basis

Equity securities issued in prior 12 month period	82,018,789
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	148.49%

The Company previously renewed its capacity to issue securities under Listing Rule 7.1 at an Extraordinary General Meeting 28 March 2017.

Securities issued in the last 12 Months

The securities issued in the table below are on a post consolidated basis

Date of issue:	1 -Sept 2016	14 - Sept 2016	23-Jan-17	29-Mar-17	28-Aug-17	28-Aug-17
Number of shares issued:	2,555,821	1,800,000	14,960,000	13,040,000	8,000,000	7,262,968
Number of options issued:	-	-	-	34,400,000	-	-
Class/Type of equity security:	Ordinary Shares	Ordinary Shares	Ordinary Shares	Ordinary Share / Options [Option Terms set out in Schedule 1]	Ordinary Shares	Ordinary Shares
Summary of terms:	Shares were allotted by way of share placement	Shares were allotted by way of share placement	Shares were allotted by way of share placement	Securities were allotted by way of share placement and approval at shareholder meeting 28 March 2017	Securities were allotted pursuant to an Asset Sale Agreement announced 17 July 2017	Shares were allotted by way of the first tranche of a share placement
Names of persons who received securities or basis on which those persons was determined:	Issue to Staff and Consultants	Issue to Bao Industry Pty Ltd	Issue to clients of Patersons Securities Limited	Issue to clients of Patersons Securities Limited, consultants, directors	Issued to the Vendors	Issued to clients of Cps Capital Group Pty Ltd
Price:	Issued at \$0.05 per share	Issued at \$0.05 per share	Issued at \$0.05 per share	Issued at \$0.05 per share, nil value for options	Issued at \$0.06 per share	Issued at \$0.06 per share
Discount to market price (if any):	Nil	Nil	Nil	Nil	N/A	N/A
Current Value of Non-Cash Consideration	\$178,907	N/A	N/A	N/A	\$528,000	N/A
For cash issues						
Total cash consideration received:	-	\$90,000	\$748,000	\$652,000	\$0	\$435,778
Amount of cash consideration spent:	-	\$90,000	\$748,000	\$652,000	\$0	\$0
Use of cash consideration:	The shares issued were for outstanding wages and salaries to staff and consultants	The funds raised were applied the evaluation in interests in new projects and working capital	The funds raised were applied towards the on-going exploration expenses and pre-development studies at Hargraves and Hill End and for the evaluation in interests in new projects and working capital	The funds raised were applied towards the on-going exploration expenses and pre-development studies at Hargraves and Hill End and for the evaluation in interests in new projects and working capital	N/A	The funds raised from this issue will be used for the continued exploration and development of the Company's high purity alumina (HPA) and gold projects, acquisitions and for working capital requirements.

- (f) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

10. ELECTION OF DIRECTOR – RESOLUTION 9

10.1 Background

Resolution 9 relates to the election of Mr David Leavy as a Director.

Pursuant to clause 6.3 of the Constitution, the Directors may appoint any person as a Director either to fill a casual vacancy or as an additional Director. However, under the Constitution, any such appointment concludes at the next general meeting of the Company following the appointment. The Director is then eligible for election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

10.2 Qualifications and experience

David has extensive experience in financial markets, commodities trading and M&A sectors with Westpac and in senior commercial roles with listed companies and under his private consultancy.

During the past six years he has managed a number of mining companies in West Africa, negotiating mining agreements and ensuring compliance with local and international regulations.

10.3 Directors recommendation and proxies

The Directors unanimously recommend that shareholders vote in favour of Resolution 9.

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 9.

11. OTHER INFORMATION

There is no other information known to the Company that is material to a Shareholder's decision on how to vote on the resolutions set out in the Notice. However, should any Shareholder be in doubt as to how they should vote on any resolution and/or as to how a resolution may affect them, they should seek advice from their accountant, solicitor or other professional adviser as soon as possible.

Queries as to the lodgement of proxies and other formalities in relation to the meeting should be directed to the Company on Telephone: +61 2 8283 1915.

12. ACTION TO BE TAKEN BY SHAREHOLDERS

Enclosed with the Notice of Meeting and this Explanatory Statement is a proxy form for use by Shareholders. All Shareholders are invited and encouraged to attend the meeting or, if they are unable to attend in person and are eligible to vote, to complete, sign and return the proxy form to the Company in accordance with the instructions contained on the proxy form and the Notice of Meeting. Lodgement of a proxy form will not preclude a Shareholder from attending and voting at the meeting in person.

DEFINITIONS

In this Notice and Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

Acquisition means the transactions contemplated by the Asset Sale Agreement.

Asset Sale Agreement means the binding conditional asset sale agreement for the sale and purchase of the Assets, entered into by the Company, Peter Sterling, Tolga Kumova, Tom Eadie and Pure Alumina Pty Ltd (ACN 618 881 137) on or about 15 July 2017.

Assets are described in Section 3.3(a) of the Explanatory Statement.

ASX means ASX Limited ABN 98 008 624 691.

Board means the board of Directors of the Company.

Broker Options means the option to subscribe for a Share on the terms in Schedule 2.

Chair, Chairman or Chairperson means the Chairperson of the Meeting.

Completion means completion of the Acquisition.

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means this Explanatory Statement.

HEG or the Company means Hill End Gold Limited ABN 74 072 692 365.

Listing Rules means the official listing rules of ASX.

Meeting means the meeting convened by the Notice of Meeting.

Notice or Notice of Meeting means the notice of annual general meeting which forms part of this Explanatory Statement.

Placement Option means an option to subscribe for a Share on the terms in Schedule 1.

Placement means the placement described in Section 3.4 of the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

Related Party has the meaning given to it in the Listing Rules.

Resolution means resolution set out in this Notice.

Securities means Share and/or Options as the context requires.

Section means a section of this Explanatory Statement.

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

Shareholder means a holder of a Share.

VWAP Share Price means the volume weighted average price of Shares under trades conducted on the ASX during the 30 trading day period preceding the date of satisfaction of the relevant payment condition.

\$ means Australian dollars unless expressly stated otherwise.

SCHEDULE 1: TERMS OF PLACEMENT OPTIONS

1. Each Placement Option has an exercise price of \$0.075 (**Exercise Price**).
2. Each Placement Option will lapse at 5.00pm (Sydney time) on 30 July 2020 (**Expiry Time**).
3. Each Placement Option entitles the holder to subscribe for one Share in the Company upon the payment of the Exercise Price.
4. Each Placement Option may be exercised by delivering to the registered office of the Company a notice in writing prior to the Expiry Time stating the intention of the holder to exercise a specified number of Options, accompanied by an Option certificate, if applicable, and a cheque made payable to the Company for the aggregate Exercise Price due, subject to the funds being duly cleared funds. The exercise of only a portion of the Options held does not affect the holder's right to exercise the balance of any Placement Options remaining prior to the Expiry Time.
5. All shares issued on exercise of the Placement Options will rank pari passu in all respects with the Company's then issued shares.
6. The Company will seek listing of the Placement Options.
7. The Placement Options are transferable.
8. A Placement Option holder cannot participate in new issues without exercising a Placement Option.
9. In the event of a reconstruction (including consolidations, subdivision, reduction or return) of the issued capital of the Company, all rights of the Placement Option holder shall be reconstructed in accordance with the Listing Rules.

SCHEDULE 2: TERMS OF BROKER OPTIONS

1. Each Broker Option has an exercise price of \$0.075 (**Exercise Price**).
2. Each Broker will lapse at 5.00pm (Sydney time) on 30 July 2020 (**Expiry Time**).
3. Each Broker Option entitles the holder to subscribe for one Share in the Company upon the payment of the Exercise Price.
4. Each Broker Option may be exercised by delivering to the registered office of the Company a notice in writing prior to the Expiry Time stating the intention of the holder to exercise a specified number of Broker Options, accompanied by an Option certificate, if applicable, and a cheque made payable to the Company for the aggregate Exercise Price due, subject to the funds being duly cleared funds. The exercise of only a portion of the Options held does not affect the holder's right to exercise the balance of any Broker Option remaining prior to the Expiry Time.
5. All shares issued on exercise of the Broker Options will rank pari passu in all respects with the Company's then issued shares.
6. The Company may seek listing of the Broker Options under the code HEGOC.
7. The Broker Options are transferable.
8. A Broker Option holder cannot participate in new issues without exercising a Broker Option.
9. In the event of a reconstruction (including consolidations, subdivision, reduction or return) of the issued capital of the Company, all rights of the Broker Option holder shall be reconstructed in accordance with the Listing Rules.

Proxy and Voting Entitlement Instructions

The Proxy Form (and any power of attorney or other authority, if any, under which it 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 lodged:

In person or by mail: or **Fax: + 61 2 9290 9655**

Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000
Australia

not later than 48 hours before the time for holding the meeting, i.e. no later than 11.00 a.m. (AEDT) on Saturday 7 October 2017. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Voting Entitlement

If you are unable to attend the meeting, you may appoint a proxy to attend and vote on your behalf.

A shareholder entitled to attend and vote at the meeting has a right to appoint a proxy to attend and vote for the shareholder. A Proxy Form is enclosed with this Notice of Meeting. A proxy is entitled to vote on a poll and, provided that only one proxy attends, on a show of hands.

A shareholder may appoint a person or a body corporate as their proxy. If a shareholder appoints a body corporate as proxy, the body corporate will need to ensure that it appoints an individual as corporate representative and provides satisfactory evidence of the appointment of its corporate representative. A proxy need not be a shareholder of the Company.

The Company may specify a time, not more than 48 hours before the meeting, at which a “snap-shot” of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the meeting.

The Company’s Directors have determined that all shares of the Company that are quoted on ASX at 11.00 a.m. (AEDT) on Saturday, 7 October 2017 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the shares at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Appointment of a Proxy

A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy. The proxy may, but need not be, a member of the Company.

Any directed proxies that are not voted on a poll at the meeting by a shareholder’s appointed proxy will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed on a poll.

If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy. A proxy need not be a shareholder of the company.

The Chairman of the meeting will vote all available proxies in accordance with the Board’s recommendations set out in the Explanatory Statement accompanying this Notice of Meeting. By appointing the Chairman of the meeting as your proxy, and as long as you are not a member of the KMP of the Company or a closely related party of such a KMP, you expressly direct the Chairman to vote in favour of Resolution 1 (Adoption of Remuneration Report), even though the respective resolution is connected directly or indirectly with the remuneration of a member of the KMP. If you intend to appoint a member of the KMP (other than the Chairman) as your proxy, please ensure that you direct them how to vote on Resolution 1.

You are entitled to appoint up to two 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 telephoning Boardroom Pty Limited on **+ 61 2 9290 9600** or you may photocopy this form.

1. To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.
2. You can direct your proxy how to vote by following the instructions on the Proxy Form. Shareholders are encouraged to direct their proxy how to vote on each item of business (e.g. - ‘for’, ‘against’ or ‘abstain’ by ticking the relevant box next to each item of business on the Proxy Form).

Where a shareholder appoints an attorney to act on his or her behalf, such appointment must be made by a duly executed power of attorney.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of shares you wish to vote in the appropriate

box or boxes. If you do not mark any of the boxes on a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

Signing Instructions

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

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the shareholders should 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate is either included in the Notice or may be obtained from the company's share registry.

Shareholder Details

This is to certify that by a resolution of the Directors of:

.....

(Company),

Insert name of shareholder company

the Company has appointed:

.....

Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that company at the meeting of the members of Hill End Gold Limited to be held at Christie Conference Centre, Shang Room, Mezzanine Level, 3 Spring Street, Sydney, NSW, 2000, on Monday, 9 October 2017 at 11.00 a.m. (AEDT), and at any adjournments of that meeting.

DATED 2017

• Please sign here

Executed by the Company)
in accordance with its constituent documents)

.....
Signed by authorised representative

.....
Signed by authorised representative

.....
Name of authorised representative (print)

.....
Name of authorised representative (print)

.....
Position of authorised representative (print)

.....
Position of authorised representative (print)

Instructions for Completion

1. Insert name of appointor Company and the name or position of the appointee (eg "John Smith" or "each Director of the Company").
2. Execute the Certificate following the procedure required by your Constitution or other constituent documents.
3. Print the name and position (e.g. Director) of each company officer who signs this Certificate on behalf of the company.
4. Insert the date of execution where indicated.
5. Mail or Deliver the Certificate to the office at Hill End Gold Limited, Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000 or by facsimile on +61 2 9290 9655

Questions from Shareholders

This form is provided with the notice of the Annual General Meeting of Hill End Gold Limited (ACN 072 692 365) ("Company") to be held at Christie Conference Centre, Shang Room, Mezzanine Level, 3 Spring Street, Sydney, NSW, 2000, on Monday, 9 October 2017 at 11.00 .a.m. (AEDT), to assist shareholders in asking questions of:

- the Directors of the Company in relation to the management of the Company; and
- Moyes and Yong, as the auditor who prepared the auditor's report for the period ended 30 June 2017, in relation to the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

The Board of Directors and the auditor will endeavour to respond to the questions received by shareholders as the chair of the meeting determines is reasonable given the time available at the meeting.

Name of shareholder/s:

Questions (please place an "X" in the box next to the question if directed to the Auditor)

- ---

- ---

- ---

Lodging this form

If you wish to ask questions using this form, you should submit this form as described below by no later than 11.00 a.m. (AEDT) on Saturday, 7 October 2017.

By mail: **In person or by mail:** or **Fax: +61 2 9290 9655**
Hill End Gold Limited
C/- Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000
Australia



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11.00 a.m. (AEDT) on Saturday 7 October 2017.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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 your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on Saturday, 7 October 2017.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of Hill End Gold Limited (Company) and entitled to attend and vote hereby appoint:

the Chair of the Meeting (mark box)

OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the Christie Conference Centre, Shang Room, Mezzanine Level, 3 Spring Street, Sydney NSW 2000 on Monday, 9 October 2017 at 11.00 a.m. (AEDT) and at any adjournment of that meeting, to act 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1, 6 and 7, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1, 6 and 7 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1, 6 and 7). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratify a Prior Issue of Shares in Connection with the Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratify a Prior Issue of Shares Pursuant to the First Tranche of a Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Issue of Securities Pursuant to the Second Tranche of a Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Issue of Broker Options Pursuant to a Mandate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to Issue Shares to Mr Phillip Bruce in Lieu of Salary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval to Issue Shares to Mr Graham Reveleigh in Lieu of Director Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Election of Director Mr David Leavy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary