



Auteco Minerals Limited
ACN 110 336 733

Notice of Extraordinary General Meeting

An Extraordinary General Meeting of the Company will be held at the offices of the Company, at Level 3, Suite 3, 24 Outram Street, West Perth, Western Australia on Thursday, 25 June 2020 at 10.00 am (WST).

SHAREHOLDERS WILL NOT BE ABLE TO ATTEND THE MEETING IN PERSON.

Shareholders are urged to vote by lodging the proxy form attached to the Notice.

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

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (08) 9220 9030.

Auteco Minerals Limited
ACN 110 336 733
(Company)

Notice of Extraordinary General Meeting

Notice is hereby given that an extraordinary general meeting of Shareholders of Auteco Minerals Limited will be held at the offices of the Company, at Level 3, Suite 3, 24 Outram Street, West Perth, Western Australia on Thursday, 25 June 2020 at 10.00 am (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the 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, 23 June 2020 at 5.00pm (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

Resolution 1 – Ratification of prior issue of Placement Shares under Listing Rule 7.1

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 139,285,714 Shares on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or an associate of those persons.

However, this does not apply to a vote cast in favour of a Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 2(a), (b), (c) and (d) – Approval of issue of Placement Shares to Directors

To consider and, if thought fit, to pass with or without amendment, each as a **separate** ordinary resolution the following:

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of the following Securities:

- (a) *up to 2,857,143 Shares to Mr Stephen Parsons (or his nominee);*
- (b) *up to 1,428,571 Shares to Mr Michael Naylor (or his nominee);*
- (c) *up to 714,287 Shares to Mr Samuel Brooks (or his nominee); and*
- (d) *up to 1,428,571 Shares to Mr Raymond Shorrocks (or his nominee),*

on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of:

- (a) Resolution 2(a) by or on behalf of Mr Stephen Parsons (or his nominee), or any other person who will obtain a material benefit as a result of the issue of the Securities (except a benefit solely by reason of being a Shareholder), or an associate of those persons;
- (b) Resolution 2(b) by or on behalf of Mr Michael Naylor (or his nominee), or any other person who will obtain a material benefit as a result of the issue of the Securities (except a benefit solely by reason of being a Shareholder), or an associate of those persons;
- (c) Resolution 2(c) by or on behalf of Mr Samuel Brooks (or his nominee), or any other person who will obtain a material benefit as a result of the issue of the Securities (except a benefit solely by reason of being a Shareholder), or an associate of those persons; and
- (d) Resolution 2(d) by or on behalf of Mr Raymond Shorrocks (or his nominee), or any other person who will obtain a material benefit as a result of the issue of the Securities (except a benefit solely by reason of being a Shareholder), or an associate of those persons.

However, this does not apply to a vote cast in favour of a Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the direction given to the Chair to vote on the Resolution as the Chair decides; or

- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3 – Ratification of prior issue of Consultant Shares

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,000,000 Shares on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or an associate of those persons.

However, this does not apply to a vote cast in favour of a Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD



Nicholas Katris
Company Secretary
Auteco Minerals Limited
Dated: 22 May 2020

Auteco Minerals Limited
ACN 110 336 733
(Company)

Explanatory Memorandum

1. Introduction

The 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 the offices of the Company, at Level 3, Suite 3, 24 Outram Street, West Perth, Western Australia on Thursday, 25 June 2020 at 10.00 am (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

| | |
|------------|--|
| Section 2 | Action to be taken by Shareholders |
| Section 3 | Resolution 1 – Ratification of prior issue of Placement Shares under Listing Rule 7.1 |
| Section 4 | Resolution 2(a), (b), (c) and (d) – Approval of issue of Placement Shares to Directors |
| Section 5 | Resolution 3 – Ratification of prior issue of Consultant Shares |
| Schedule 1 | Definitions |

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

2. Action to be taken by Shareholders

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

2.1 No voting in person

Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, the Company is not able to allow Shareholders to physically attend the Meeting. Please refer to the information below on how Shareholders can participate in the Meeting.

2.2 Voting by proxy

All voting will be conducted by poll using proxy instructions received in advance of the Meeting. The poll will be conducted based on votes submitted by proxy and at the Meeting by shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out below.

The Directors instruct all shareholders who would like to have their vote counted to either:

- (a) vote by lodging a proxy form prior to Tuesday 23 June 2020 at 10.00am (AWST) (**Proxy Cut-Off Time**) (recommended); or
- (b) Shareholders who wish to participate and vote at the Meeting should contact the Company at cosec@autecominerals.com.au or by phone at (08) 9220 9030 prior to 10.00am (AWST) on Tuesday, 23 June 2020, at which point the Company will email you a personalised poll form for the purpose of voting on a poll at the Meeting.

How Shareholders can participate:

- (a) Shareholders are strongly urged to appoint the Chair as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair must follow your instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the Proxy Form attached to the Notice. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting.
- (b) Shareholders who intend to participate and vote on a poll at the Meeting must contact the Company at cosec@autecominerals.com.au or by phone at (08) 9220 9030 to notify the Company that you intend to participate and vote on a poll at the Meeting by emailing the Company a poll form. You will also need to register and access the Shareholder Meeting by videoconference to follow the meeting and timing of the poll (see below). After giving notice and following the Proxy Cut-Off Time, the Company will send you a personalised poll form. The personalised poll form must be completed and returned to the Company after the poll has been called and prior to the close of polling. During the Meeting, the Chair will notify you when and how you are able to complete and return the personalised poll form. The results of the Meeting will then be announced on the ASX in accordance with the Listing Rules.
- (c) Shareholders who have completed a proxy form but have not notified the Company that you intend to participate and vote on a poll at the Meeting will have an opportunity to participate in the meeting through the videoconference facility described below. In this circumstance, the person you have appointed as proxy will cast your vote on your behalf. Shareholders are encouraged to complete a Proxy Form to provide specific instructions to the Chair on how the Shareholder's vote is to be exercised on each item of business. The Chair must follow your instructions. Shareholders will not be permitted to appoint any other person as their proxy for the purposes of the Meeting.

2.3 **Chair's voting intentions**

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.4 **Submitting questions**

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at cosec@autecominerals.com.au by 24 June 2020.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

2.5 Remote attendance via video conference

The Meeting will be accessible to all Shareholders via a **live webinar**, which will allow Shareholders to listen and observe the Meeting and ask questions in relation to the business of the Meeting. To register and access the Meeting by webinar Shareholders should register by clicking [here](#) or copying the link below to your web browser https://zoom.us/webinar/register/WN_Nas6CVVVQguDyiWP3iBOvQ and you will be emailed a link to join the Meeting.

Further details on how to dial in to the videoconference will also be available on the Company's website.

3. Resolution 1 – Ratification of prior issue of Placement Shares under Listing Rule 7.1

3.1 General

On 29 April 2020 the Company announced a placement to raise a total of \$5.1 million (before costs) (**Placement**) via the issue of:

- (a) 139,285,714 Shares to Australian and overseas institutions and existing institutional and sophisticated Shareholders (**Unrelated Placement Participants**); and
- (b) 6,428,572 Shares to the Directors (or their respective nominees),

(together, the **Placement Shares**).

Canaccord Genuity (Australia) Limited (**Canaccord**) acted as sole lead manager and bookrunner to the Placement

On 6 May 2020, the Company issued 139,285,714 Placement Shares to the Unrelated Placement Participants utilising the Company's placement capacity under Listing Rule 7.1.

The remaining 6,428,572 Placement Shares to be issued to the Directors (or their respective nominees) will be issued subject to Shareholder approval under Resolution 2(a), (b), (c) and (d).

Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of 139,285,714 Placement Shares to the Unrelated Party Participants.

3.2 Listing Rules 7.1 and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The issue of the Placement Shares to the Unrelated Placement Participants does not fit within any exceptions set out in Listing Rule 7.2 and, as the issue of the Placement Shares to the Unrelated Placement Participants has not yet been ratified by Shareholders, it effectively uses up the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity

Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the Placement.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1, and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If Resolution 1 is passed, the Placement Shares issued to the Unrelated Placement Participants will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1 is not passed, the Placement will continue to be included in the calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

3.3 **Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares to the Unrelated Placement Participants:

- (a) a total of 139,285,714 Placement Shares were issued to the Unrelated Placement Participants, none of whom is a related party of the Company and none of whom is considered to be a 'material investor' for the purposes of section 7.4 of ASX Guidance Note 21;
- (b) the Placement Shares were issued to the Unrelated Placement Participants on 6 May 2020;
- (c) the Placement Shares were issued at \$0.035 per Share;
- (d) the Placement 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;
- (e) the proceeds from the issue of the Placement Shares are intended to fund the Company's maiden drilling campaign at Pickle Crow Gold Project and support general working capital;
- (f) the Placement Shares were issued to the Unrelated Placement Participants under a term sheet pursuant to which the Unrelated Placement Participants provided binding commitments to subscribe for the Placement Shares on the terms set out in this Notice and otherwise on terms considered standard for agreements of this nature; and
- (g) a voting exclusion statement is included in the Notice.

3.4 **Board recommendation**

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

4. **Resolution 2(a), (b), (c) and (d) – Approval of issue of Placement Shares to Directors**

4.1 **General**

Refer to Section 3.1 for details of the Placement.

Directors Stephen Parsons, Michael Naylor, Samuel Brooks and Raymond Shorrocks (together, the **Related Parties**), or their respective nominees, each wish to participate in the Placement, subject to shareholder approval being obtained, as follows:

| Related Party | Placement Shares |
|----------------------|-------------------------|
| Stephen Parsons | 2,857,143 |
| Michael Naylor | 1,428,571 |
| Samuel Brooks | 714,287 |
| Raymond Shorrocks | 1,428,571 |

Resolution 2(a), (b), (c) and (d) seek the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of up to 6,428,572 Shares to the Related Parties (or their nominees) arising from their participation in the Placement (**Participation**).

4.2 **Listing Rule 10.11**

Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to:

- (a) a related party;
- (b) a person who is or was at any time in the 6 months before the issue or agreement to issue, a substantial (30%+) holder in the entity;
- (c) a person who is or was at any time in the 6 months before the issue or agreement to issue, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of any of the persons referred to above; or
- (e) a person who or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained,

unless an exception in Listing Rule 10.12 applies.

The Related Parties are related parties of the Company by virtue of being Directors. As the Participation involves the issue of Shares to related parties of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the Participation as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of Shares to the Related Parties (or

their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

If Resolution 2(a), (b), (c) and (d) are passed, the Company will be able to proceed with the issue of the Placement Shares to the Related Parties and will issue the Placement Shares to the Related Parties (or their respective nominees) no later than one month after the date of the Meeting.

If Resolution 2(a), (b), (c) and (d) are not passed, the Related Parties will not be able to acquire the Placement Shares and the Company will not receive the funds from the issue of the Placement Shares to the Related Parties.

4.3 **Specific information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed Participation:

- (a) the Placement Shares will be issued to the Related Parties, being Directors Messrs Stephen Parsons, Michael Naylor, Samuel Brooks and Raymond Shorrocks (or their respective nominees);
- (b) pursuant to Listing Rule 10.11.1, Messrs Stephen Parsons, Michael Naylor, Samuel Brooks and Raymond Shorrocks are related parties by virtue of being Directors;
- (c) the maximum number of Placement Shares to be issued to the Related Parties is 6,428,572 in the following proportions:
 - (i) up to 2,857,143 Placement Shares to Mr Stephen Parsons (or his nominee);
 - (ii) up to 1,428,571 Placement Shares to Mr Michael Naylor (or his nominee);
 - (iii) up to 714,287 Placement Shares to Mr Samuel Brooks (or his nominee); and
 - (iv) up to 1,428,571 Placement Shares to Mr Raymond Shorrocks (or his nominee);
- (d) the Placement Shares will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (e) the issue price of the Placement Shares is \$0.035 per Share;
- (f) the Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (g) the funds raised will be used for the same purposes as all other funds raised under the Placement as set out in Section 3.3(e);
- (h) the issue of the Placement Shares is being made on terms identical to the Unrelated Party Participants under the Placement and is not intended to remunerate or incentivise the Related Parties;
- (i) the Related Parties have provided firm commitments to subscribe for the Placement Shares and there are no other material terms of their commitment; and
- (j) a voting exclusion statement is included in the Notice.

4.4 **Chapter 2E of the Corporations Act**

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Participation will result in the issue of Shares which constitutes giving a financial benefit and the Related Parties are related parties of the Company by virtue of being Directors.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to Related Parties on the same terms as Shares issued to the Unrelated Placement Participants and as such the giving of the financial benefit is on arm's length terms.

4.5 **Section 195 of the Corporations Act**

Section 195 of the Corporations Act provides that a director of a public company must not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered.

The Directors have a material personal interest in the outcome of each of their respective Resolutions under Resolution 2(a), (b), (c) and (d) and have exercised their right under section 195(4) of the Corporations Act to put the issue of the Placement Shares to the Directors to Shareholders to resolve upon.

4.6 **Board recommendation**

Resolution 2(a), (b), (c) and (d) are each an ordinary resolution.

The Directors decline to make a recommendation to Shareholders in relation to Resolution 2(a), (b), (c) and (d) due to their material personal interests in the outcome of the Resolutions.

5. **Resolution 3 – Ratification of prior issue of Consultant Shares**

5.1 **General**

On 21 May 2020 the Company issued 5,000,000 Shares to Sans Peur Exploration Services in consideration for services provided to the Company in connection with the Pickle Crow Gold Project acquisition (**Consultant Shares**).

The Consultant Shares were issued utilising the Company's placement capacity under Listing Rule 7.1 and are subject to a voluntary escrow period of 12 months from the date of issue.

Resolution 3 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Consultant Shares.

5.2 Listing Rules 7.1 and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The issue of the Consultant Shares does not fit within any exceptions set out in Listing Rule 7.2 and, as the issue of the Consultant Shares has not yet been ratified by Shareholders, it effectively uses up the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the Placement.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1, and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If Resolution 3 is passed, the Consultant Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 3 is not passed, the Consultant Shares will continue to be included in the calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

5.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Consultant Shares:

- (a) a total of 5,000,000 Consultant Shares were issued to Sans Peur Exploration Services;
- (b) the Consultant Shares were issued on 21 May 2020;
- (c) the Consultant Shares were issued for nil cash consideration in consideration for services provided to the Company in connection with the Pickle Crow Gold Project acquisition, and therefore no funds were raised from the issue;
- (d) the Consultant 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;
- (e) the Consultant Shares were not issued under an agreement; and
- (f) a voting exclusion statement is included in the Notice.

5.4 Board recommendation

Resolution 3 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 3.

Schedule 1 Definitions

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

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|-------------------------------|---|
| \$ or A\$ | means Australian Dollars. |
| ASX | means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited. |
| Board | means the board of Directors. |
| Chair | means the person appointed to chair the Meeting of the Company convened by the Notice. |
| Consultant Shares | has the meaning given in Section 5.1. |
| Company | means Auteco Minerals Limited (ACN 110 336 733). |
| Corporations Act | means the <i>Corporations Act 2001</i> (Cth). |
| Director | means a director of the Company. |
| Explanatory Memorandum | means the explanatory memorandum which forms part of the Notice. |
| Listing Rules | means the listing rules of ASX. |
| Meeting | has the meaning given in the introductory paragraph of the Notice. |
| Notice | means this notice of meeting. |
| Placement | has the meaning given in Section 3.1. |
| Placement Shares | means the 139,285,714 Shares issued on 6 May 2020 to the Unrelated Placement Participants under the Placement, which are the subject of Resolution 1, and the 6,428,572 Shares to be issued to the Related Parties, which are subject to Resolution 2(a), (b), (c) and (d). |
| Proxy Form | means the proxy form attached to the Notice. |
| Related Parties | means Directors Stephen Parsons, Michael Naylor, Samuel Brooks and Raymond Shorrocks. |
| Resolution | means a resolution referred to in the Notice. |
| Schedule | means a schedule to the Notice. |
| Section | means a section of the Explanatory Memorandum. |
| Securities | means any Equity Securities of the Company in the form of Shares. |
| Share | means a fully paid ordinary share in the capital of the Company. |
| Shareholder | means the holder of a Share. |

**Unrelated Placement
Participants**

means Australian and overseas institutions and existing institutional and sophisticated Shareholders, introduced to the Company by Canaccord Genuity (Australia) Limited, acting as lead manager, who participated in the Placement.

WST

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

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (WST)**
Tuesday, 23 June 2020

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 183873

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Auteco Minerals Ltd hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Auteco Minerals Ltd to be held at the offices of the Company, Level 3, Suite 3, 24 Outram Street, West Perth, Western Australia on Thursday, 25 June 2020 at 10:00am (WST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

| | | For | Against | Abstain |
|------|--|--------------------------|--------------------------|--------------------------|
| 1 | Ratification of prior issue of Placement Shares under Listing Rule 7.1 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2(a) | Approval of issue of Placement Shares to Mr Stephen Parsons | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2(b) | Approval of issue of Placement Shares to Mr Michael Naylor | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2(c) | Approval of issue of Placement Shares to Mr Samuel Brooks | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2(d) | Approval of issue of Placement Shares to Mr Raymond Shorrocks | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 | Ratification of prior issue of Consultant Shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

| | | | |
|--|--|--|-------------|
| Individual or Securityholder 1 <input type="text"/> | Securityholder 2 <input type="text"/> | Securityholder 3 <input type="text"/> | / / Date |
| Sole Director & Sole Company Secretary | Director | Director/Company Secretary | |

Update your communication details *(Optional)*

Mobile Number Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

