

17 January 2017

Dear Shareholder

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Heemskirk Consolidated Limited, (*the Company*) will be held at the Business Centre, Ground Floor, 365 Little Collins Street, Melbourne, Victoria on Thursday 23 February 2017 at 10.00am (AEDT).

The Explanatory Statement and Proxy Form, which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice and the Explanatory Statement.

Items of Business

Receipt and Consideration of Accounts and Reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 30 September 2016.

Resolution 1 – Adoption of Remuneration Report

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

“That for the purpose of section 250R(2) of the Corporations Act, the Remuneration Report of the Company for the financial year ended 30 September 2016 be adopted.”

Voting exclusion: The Company will disregard any votes cast on this resolution by certain persons. Details of the voting exclusions applicable to this Resolution are set out in the Explanatory Statement.

While noting that each Director has a personal interest in their remuneration, as described in the Remuneration Report, the Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

Resolution 2 - To Elect Mr Peter McKenna as Director

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

“That Mr Peter McKenna, having been appointed as a Director by the Board of the Company since the last Annual General Meeting, retires in accordance with Rule 13.2 of the Company's Constitution and being eligible, offers himself for election.”

The non-candidate directors unanimously support the election of Mr Peter McKenna. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Peter McKenna's election.

Resolution 3 – Re-election of Mr John Taylor as Director

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

“That Mr John Taylor, who retires by rotation in accordance with Rule 16.1 of the Company's Constitution, being eligible offers himself for re-election, be re-elected as a Director of the Company.”

The non-candidate Directors unanimously support the re-election of Mr John Taylor, and recommend that shareholders vote in favour of this resolution.

Resolution 4 – Ratification of Past Issue of Options

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval be given in respect of the issue of 3,152,430 options in the Company, 1,576,215 were issued on 3 May 2016 and 1,576,215 options were issued on 10 August 2016 on the terms and conditions set out in the Explanatory Notes to the Notice of General Meeting.”

The Board unanimously recommends that shareholders vote in favour of this resolution.

Voting exclusion: The Company will disregard any votes cast on this resolution by certain persons, in accordance with the voting exclusions as set out in the Explanatory Statement.

By order of the Board



Trish Hally
Company Secretary

Explanatory Statement

Receipt and Consideration of Accounts and Report

The *Corporations Act 2001 (Cth)* ("Corporations Act") requires the Financial Report (which includes Financial Statements, Notes to the Financial Statements and Directors' Declaration), the Directors' Report and the Auditor's Report to be tabled at the Annual General Meeting. The Constitution of Heemskirk Consolidated Limited provides for these reports to be received and considered at the Meeting. There is no requirement, either in the Corporations Act or the Constitution, for shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report. Shareholders will be given a reasonable opportunity to ask questions and make comments on these reports.

The Company's Annual Report (which includes the Financial Report and associated reports of the Directors and the Auditors) is available on the Company's website at www.heemskirk.com

Resolution 1 – Adoption of Remuneration Report (Non Binding Resolution)

The Corporations Act requires, that at a listed Company's Annual General Meeting, a resolution that the remuneration report be adopted be put to the shareholders. Section 250R(3) of the Corporations Act expressly provides that the vote on such a resolution is advisory only and does not bind the Directors of the Company. The Board will take the outcome of the vote into consideration when reviewing its remuneration practices and policies.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company (described as '**Key Management Personnel**') as required by section 300 of the Corporations Act. The Remuneration Report is part of the Directors' report contained at pages 14 to 21 in the Annual Financial Report of the Company for the financial year ending 30 September 2016.

A reasonable opportunity will be provided for shareholders to ask questions about or make comments on the Remuneration Report at the Meeting.

1.1 Voting Exclusion

A vote on Resolution 1 must not be cast by the following persons:

- (a) each of the four Directors of the Company named in the table on page 14 of the 2016 Annual Report;
- (b) each of the other Key Management Personnel of the Company named in the table on page 14 of the 2016 Annual Report; and
- (c) each "closely related party" (as defined in Section 9 of the Corporations Act) of a person in (a) or (b) above,

unless the vote is cast by a person as proxy for a person entitled to vote in accordance with the direction on the proxy form and the vote is not cast on behalf of a person described in items (a) to (c) above.

The Corporations Act prohibits Key Management Personnel and their closely related parties from voting or voting undirected proxies which they hold on a resolution for the adoption of the Remuneration Report. Accordingly, any undirected proxies held by the Directors or by other Key Management Personnel or their closely related parties for the purposes of Resolution 1 will not be voted on this Resolution.

The restrictions described above do not apply to the Chairman where the proxy appointment expressly authorises the Chairman to exercise an undirected proxy. If the member appoints the Chairman as their proxy, the member acknowledges that the Chairman may exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 1.

1.2 Recommendation on Resolution 1

While noting that each Director has a personal interest in their remuneration, as described in the Remuneration Report, the Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report. The Chairman will vote any undirected proxies in favour of this resolution.

Resolution 2 - Election of Director – Mr Peter McKenna

BE (Civil)(Hons), GAICD, FIEAust, CP Eng, F Fin, MAusIMM

Non-Executive Director

Mr Peter McKenna has worked in the mining, resource and infrastructure industries for nearly 40 years and has over 20 years of board level experience.

Mr McKenna brings governance experience of major resource and infrastructure projects, research and development organisations and international representative offices.

Mr McKenna was previously a Non Executive Director of Cooperative Research Centre for Mining and an Advisory Board Member of North West Rail Link project, Sydney. He also has executive Board experience at Glencore Coal (previously Xstrata Coal), MPE and Prodeco S.A (Colombia).

Mr McKenna joined the Board on 23 March 2016.

Recommendation on Resolution 2

The Board (with Mr Peter McKenna abstaining) unanimously recommends that shareholders vote in favour of Mr Peter McKenna's election. The Chairman will vote any undirected proxies in favour of this resolution.

Resolution 3 - Re-election of Director – Mr John Taylor

BE(Chem), MBA, FIChemE.

Non-Executive Director

Mr John Taylor was Managing Director of Outotec Australasia Pty Ltd (previously Outokumpu Technology and prior to that, Lurgi Australia). He has held senior positions in management, process engineering and plant construction, primarily in the mining, minerals processing and environmental sectors.

Mr Taylor was previously a Non Executive Director of listed companies KGL Resources Limited, Ticor Ltd, Environmental Group Ltd and Ausmelt Limited.

He is a part time consultant to Outotec South East Asia Pacific.

Mr Taylor joined the Board on 9 May 2011.

Recommendation on Resolution 3

The Board (with Mr John Taylor abstaining) unanimously recommends that shareholders vote in favour of Mr John Taylor's re-election. The Chairman will vote any undirected proxies in favour of this resolution.

Resolution 4 – Ratification of Past Issue of Options

For the purposes of ASX Listing Rule 7.4

3.1 Issue of Shares and Options

The Company provides the following information in relation to the past issue of options:

(a) **Number of securities**

1,576,215 options were issued on 3 May 2016 and 1,576,215 options were issued on 10 August 2016.

All of the options were issued under ASX Listing Rule 7.1.

(b) **Issue price**

Nil issue price. The options were issued in accordance with the terms of the Debt Facility Agreement for the Moberly Project on partial drawdown of the facility.

(c) **Terms of the options issued**

The options were issued on the following terms:

Number of Options: 3,152,430

Exercise Price: \$0.0878 per option.

Exercise Rights: Each option entitled the holder to acquire one ordinary share, each fully paid in the capital of the Company.

Expiry Date: 15 July 2020

(d) **Name of the allottee**

3,152,430 options were issued to Taurus Resources No 2 BV.

(e) **Use of funds**

The options were issued in accordance with the terms of the Debt Facility Agreement on partial drawdown. No additional funds were raised on the issue of the options. If the options are exercised the funds will be used for working capital requirements.

3.2 Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4 by:

- (a) a person who participated in the issue; and
- (b) an associate of a person who participated in the issue.

However the Company need not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form; or
- (d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy as the proxy decides.

3.3 Recommendation on Resolution 4

The Board unanimously recommends that shareholders vote in favour of Resolution 4. The Chairman will vote any undirected proxies in favour of this resolution.

The Company encourages all shareholders entitled to vote, to cast their votes in relation to each of the Resolutions and if shareholders choose to appoint a proxy, shareholders are encouraged to direct their proxy how to vote on the Resolutions by marking either "For", "Against" or "Abstain" on the proxy form or by marking the Chairman's box (in which case the Chairman of the meeting will vote your proxy in favour of the Resolutions).

General Notes

Entitlement to Vote

The Company has determined in accordance with Part 7.11 of the Corporations Regulations that for the purpose of voting at the Meeting, shares will be taken to be held by those persons recorded on the Company's register as at 7:00pm AEDT on Tuesday 21 February 2017.

Corporate Representatives

For a corporate representative to vote, they will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act.

Voting

On a show of hands, every member present in person or by proxy or by attorney or, in the case of a corporation, by duly appointed representative, shall have one vote and on a poll one vote for every share held provided that if a member appoints two proxies or two attorneys, neither proxy nor attorney shall be entitled to vote on a show of hands.

Proxies

A member entitled to attend and vote at the Annual General Meeting may appoint one or two persons to attend and vote at the Meeting as the member's proxy. If you wish to appoint a second proxy you will need to complete a second form. Boardroom Pty Limited will provide additional proxy forms upon request.

A proxy need not be a member. If two proxies are appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If the vote split is not specified, it is deemed to be equally divided between the two proxies.

If:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at the meeting;
- the appointed proxy is not the Chairman of the meeting;
- at the meeting, a poll is duly demanded on the resolution; and
- either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chairman of the Meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

To be effective, proxy forms must be received by the registry:

In person:	Boardroom Pty Limited Grosvenor Place Level 12, 225 George Street Sydney NSW 2000
By mail: (reply paid envelope enclosed);	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001
By fax:	Boardroom Pty Limited + 61 2 9290 9655
Online:	Vote online at: www.votingonline.com.au/heemskirkagm2017

by no later than 10.00am AEDT on Tuesday 21 February 2017.

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 10:00am (AEDT) on Tuesday, 21 February 2017.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/heemskirkagm2017
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

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 security holder 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 **10:00am (AEDT) on Tuesday, 21 February 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:

- 💻 **Online** www.votingonline.com.au/heemskirkagm2017
- 📠 **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.

Heemskirk Consolidated Limited

ABN 18 106 720 138

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 **Heemskirk Consolidated 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 shareholder) 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 Business Centre, Ground Floor, 365 Little Collins Street, Melbourne, Victoria on Thursday, 23 February 2017 at 10.00am (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 Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is 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 Resolution 1). 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	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To Elect Mr Peter McKenna as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To Re-elect Mr John Taylor as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Past Issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

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

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017