

KING RIVER COPPER LIMITED
ACN 100 714 181

NOTICE OF GENERAL MEETING
AND
EXPLANATORY STATEMENT

For the General Meeting to be held
on Monday 10 April 2017 at 9:00 am (WST) at

254 Adelaide Terrace, Perth, Western Australia

This is an important document. Please read it carefully.
Please speak to your professional advisers if you have any questions about this document or how to
vote at the Meeting.

TIME AND PLACE OF GENERAL MEETING AND HOW TO VOTE

Venue

The General Meeting of the Company will be held at:

254 Adelaide Terrace
Perth, Western Australia

Commencing
9:00 am (WST)
Monday 10 April 2017

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 9:00 am (WST).

Voting by Proxy

To vote by proxy, please complete and sign the enclosed proxy form and return by:

- delivery to First Floor, 254 Adelaide Terrace, Perth WA 6000; or
- post to King River Copper Limited, PO Box Z5518, Perth WA 6831; or
- facsimile to facsimile number +61 (8) 9325 8088, or
- email to gmacmillan@australianheritage.com.au, or

so that it is received not later than 9:00 am (WST) on Saturday 8 April 2017.

KING RIVER COPPER LIMITED
ACN 100 714 181
NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of the Shareholders of King River Copper Limited will be held at 254 Adelaide Terrace, Perth, Western Australia, on Monday 10 April 2017 at 9:00 am (WST) for the purpose of transacting the following business.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

AGENDA

RESOLUTION 1 – APPROVAL TO ISSUE SPP OFFER SHARES TO UNRELATED PARTIES

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

"That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 179,712,776 SPP Offer Shares to unrelated parties who successfully apply under the Company's SPP Offer, on the terms set out in the Explanatory Statement."

Voting Exclusion: The Company has been granted a waiver by ASX under Listing Rule 7.3.8 to permit any person who has an interest in this Resolution and ordinarily excluded from voting on this Resolution to vote, on the condition that the Company excludes any votes cast on this Resolution by any proposed underwriter or sub-underwriter of the SPP Offer (which there is none).

RESOLUTION 2 – APPROVAL TO ISSUE SPP OFFER SHARES TO ANTHONY BARTON CONTROLLED ENTITIES

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

"That, for the purpose of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 21,428,574 SPP Offer Shares to Anthony Barton controlled entities or their nominees on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of Anthony Barton or by a person who is to receive securities under this Resolution or any person who may obtain a benefit if this Resolution is passed other than in their capacity as a Shareholder and any associate of those persons. However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the chair of 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.

RESOLUTION 3 – APPROVAL TO ISSUE SPP OFFER SHARES TO LEONID CHARUCKYJ CONTROLLED ENTITIES

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

"That, for the purpose of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 10,714,287 SPP Offer Shares to Leonid Charuckyj controlled entities or their nominees on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of Leonid Charuckyj or by a person who is to receive securities under this Resolution or any person who may obtain a benefit if this Resolution is passed other than in their capacity as a Shareholder and any associate of those persons. However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the chair of 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.

RESOLUTION 4 – APPROVAL TO ISSUE SPP OFFER SHARES TO GREG MACMILLAN CONTROLLED ENTITIES

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

"That, for the purpose of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 7,142,858 SPP Offer Shares to Greg MacMillan controlled entities or their nominees on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of Greg MacMillan or by a person who is to receive securities under this Resolution or any person who may obtain a benefit if this Resolution is passed other than in their capacity as a Shareholder and any associate of those persons. However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the chair of 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.

RESOLUTION 5 – APPROVAL TO ISSUE PLACEMENT SHARES TO UNRELATED PARTIES

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

"That for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 71,428,571 Shares to unrelated parties in respect of a placement on the terms set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution 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 as a Shareholder, if this Resolution is passed and any associate of those persons. However, the Company need not disregard a vote cast on this Resolution if:

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

RESOLUTION 6 – APPROVAL TO ISSUE SHARES TO ANTHONY BARTON

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 5,840,000 Shares to Anthony Barton or his nominee in lieu of accrued Director's fees on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of Anthony Barton or by a person who is to receive securities under this Resolution or any person who may obtain a benefit if this Resolution is passed other than in their capacity as a Shareholder and any associates of those persons. However, the Company will not disregard a vote cast on this Resolution if:

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

Restriction on proxy voting by Key Management Personnel or Closely Related Parties: A person appointed as proxy must not vote, on the basis of that appointment, on this resolution if:

- (a) the proxy is:
 - (i) a member of the Key Management Personnel for the Company; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the chair of the Meeting; and
- (d) the appointment expressly authorises the chair of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

RESOLUTION 7 – APPROVAL TO ISSUE SHARES TO LEONID CHARUCKYJ

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 5,840,000 Shares to Leonid Charuckyj or his nominee in lieu of accrued Director's fees on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of Leonid Charuckyj or by a person who is to receive securities under this Resolution or any person who may obtain a benefit if this Resolution is passed other than in their capacity as a Shareholder and any associates of those persons. However, the Company will not disregard a vote cast on this Resolution if:

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

Restriction on proxy voting by Key Management Personnel or Closely Related Parties: A person appointed as proxy must not vote, on the basis of that appointment, on this resolution if:

- (a) the proxy is:
 - (i) a member of the Key Management Personnel for the Company; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the chair of the Meeting; and
- (d) the appointment expressly authorises the chair of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

RESOLUTION 8 – APPROVAL TO ISSUE SHARES TO GREG MACMILLAN

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 5,840,000 Shares to Greg MacMillan or his nominee in lieu of accrued Director's fees on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of Greg MacMillan or by a person who is to receive securities under this Resolution or any person who may obtain a benefit if this Resolution is passed other than in their capacity as a Shareholder and any associates of those persons. However, the Company will not disregard a vote cast on this Resolution if:

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

Restriction on proxy voting by Key Management Personnel or Closely Related Parties: A person appointed as proxy must not vote, on the basis of that appointment, on this resolution if:

- (a) the proxy is:
 - (i) a member of the Key Management Personnel for the Company; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the chair of the Meeting; and
- (d) the appointment expressly authorises the chair of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

VOTING AND PROXIES

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the person who is entitled to vote in accordance with the directions on the proxy form or it is cast by Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
3. The Chair of the Meeting will vote undirected proxies in favour of the Resolution.
4. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 8 March 2017 at 4:00 pm (WST).
5. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions on that form.

By order of the Board



Greg MacMillan
Director and Company Secretary

Dated: 15 March 2017

KING RIVER COPPER LIMITED

ACN 100 714 181

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

1. BACKGROUND TO THE SHARE PURCHASE PLAN AND THE RESOLUTIONS

On 6 March 2017 and 15 March 2017 the Company made announcements in respect of a capital raising by a Share Purchase Plan to Eligible Shareholders ("**SPP Offer**"). By the SPP Offer up to \$754,794 will be raised.

The SPP Offer is being conducted on the same terms to a share purchase plan that is ordinarily undertaken under ASIC class order relief. Thereby, Eligible Shareholders may each apply for up to \$15,000 of new Shares.

As the Company has previously conducted a share purchase plan offer in the last 12 months (the offer concluding in August 2016), ASIC class order relief (from the prospectus and fundraising provisions in Chapter 6D of the Corporations Act) will not be relied upon for the current SPP Offer. The SPP Offer will thereby be made under a prospectus and Shareholder approval is being sought by this Notice to the issue of Shares under the SPP Offer.

Shares not taken up pursuant to the SPP Offer ("**Shortfall Shares**") will form the shortfall ("**Shortfall Offer**"). Eligible Shareholders may participate in the Shortfall Offer under the prospectus issued in connection with the SPP Offer. The Directors reserve the right to issue any Shortfall Shares under the Shortfall Offer to unrelated parties at their discretion including to parties other than Eligible Shareholders.

Entities controlled by each of the 3 Directors (Anthony Barton, Leonid Charuckyj and Greg MacMillan) intend to participate in the SPP Offer. Specific Shareholder approval is sought for the participation of entities controlled by the 3 Directors (as they are related parties) and is the subject of Resolutions 2, 3 and 4.

In addition to the SPP Offer, the Company wishes to provide for the ability to undertake a placement of up to \$300,000 to unrelated parties at the same price as the SPP Offer. This is the subject of Resolution 5.

The funds raised by the SPP Offer and any subsequent placement are intended to be applied to fund ongoing exploration and development of the Company's projects and to provide general working capital.

Resolutions 6, 7 and 8 seek approval for the issue of Shares to each of Anthony Barton, Leonid Charuckyj and Greg MacMillan in lieu of accrued Directors' fees.

2. RESOLUTION 1 – APPROVAL TO ISSUE OF SHARE PURCHASE PLAN SHARES TO UNRELATED PARTIES

As detailed in Section 1 of this Explanatory Statement, the Company is providing an opportunity for Eligible Shareholders to participate in the SPP Offer.

Resolution 1 seeks Shareholder approval under Listing Rule 7.1 for the issue of SPP Offer Shares to unrelated parties.

The SPP Offer will be conducted on the same terms as a share purchase plan that is ordinarily undertaken under ASIC Class Order relief. Thereby, Eligible Shareholders may subscribe for up to a total subscription limit of \$15,000 of Shares per Eligible Shareholder. Eligible Shareholders will also be given the opportunity to apply for Shortfall Securities pursuant to the Shortfall Offer. The Directors reserve the right to issue any Shortfall Securities at their discretion including to unrelated parties other than Eligible Shareholders.

The SPP Offer will be made pursuant to a prospectus.

On 10 March 2017, the Company obtained a waiver from ASX under Listing Rule 7.3.8 to enable Shareholders to vote in relation to this Resolution notwithstanding that they may be successful applicants for SPP Offer Shares under the SPP Offer.

Listing Rule 7.1 provides, subject to certain exceptions, that a listed company must not issue equity securities where the number of equity securities proposed to be issued represents more than 15% of the company's shares then on issue without the approval of shareholders.

The effect of this Resolution will be to allow the Company to issue the SPP Offer Shares pursuant to the SPP Offer (including any Shortfall Securities under the Shortfall Offer) without using the Company's placement capacities.

In accordance with Listing Rule 7.3, the following information is provided to Shareholders:

- (a) The maximum number of securities to issue is 179,712,776 Shares.
- (b) The SPP Offer Shares will be issued no later than 3 months after the date of the Meeting (or a later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (c) The SPP Offer Shares will be issued at an issue price of 0.42 cents each.
- (d) The SPP Offer Shares will be issued to Eligible Shareholders who successfully apply for Shares under the SPP Offer. None of these Shareholders will be a related party of the Company. Any securities that constitute Shortfall Securities will be issued to Eligible Shareholders or sophisticated and professional investors, neither of whom will be a related party of the Company.
- (e) The SPP Offer Shares will be fully paid ordinary shares in the Company and rank equally with the Company's current issued Shares.
- (f) The Company intends to use the funds raised from the SPP Offer to fund ongoing exploration and development of the Company's projects and to provide general working capital.
- (g) It is intended that the SPP Offer Shares will be issued progressively.

3. RESOLUTIONS 2, 3 AND 4 - APPROVAL FOR DIRECTOR CONTROLLED ENTITIES TO PARTICIPATE IN SPP OFFER

Resolutions 2, 3 and 4 seek Shareholder approval so that the Company may issue SPP Offer Shares to entities controlled by each of Anthony Barton, Leonid Charuckyj and Greg Macmillan or their nominees (as these entities are related parties). Anthony Barton, Leonid Charuckyj and Greg MacMillan are the Directors of the Company.

Each Eligible Shareholder (being a registered shareholder as at the record date whose address on the register is in Australia or New Zealand) is entitled to subscribe for up to

\$15,000 of Shares. Anthony Barton controls 6 Eligible Shareholders and therefore in total these Eligible Shareholders may subscribe for up to \$90,000 of SPP Offer Shares. Leonid Charuckyj controls 3 Eligible Shareholders and therefore in total these Eligible Shareholders may subscribe for up to \$45,000 of SPP Offer Shares. Greg MacMillan controls 2 Eligible Shareholders and therefore in total these Eligible Shareholders may subscribe for up to \$30,000 of SPP Offer Shares

Listing Rule 10.11 requires a company to obtain shareholder approval prior to the issue of securities to a related party. If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Information about Listing Rule 7.1 is set out in Section 2 above.

In accordance with Listing Rule 10.13, the following information is provided to Shareholders:

- (a) The securities will be issued to entities controlled by Anthony Barton or their nominees (Resolution 2), Leonid Charuckyj or their nominees (Resolution 3) and Greg MacMillan or their nominees (Resolution 4).
- (b) The maximum number of securities the Company will issue is up to 21,428,574 SPP Offer Shares to entities controlled by Anthony Barton or their nominees (Resolution 2), up to 10,714,287 SPP Offer Shares to entities controlled by Leonid Charuckyj or their nominees (Resolution 3) and up to 7,142,858 SPP Offer Shares to entities controlled by Greg MacMillan or their nominees (Resolution 4).
- (c) The SPP Offer Shares will be issued no later than 1 month after the date of this Meeting (or a later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (d) Entities controlled by Anthony Barton, Leonid Charuckyj and Gregory MacMillan as Directors are related parties.
- (e) The SPP Offer Shares will be issued at an issue price of 0.42 cents each and will be fully paid ordinary shares in the Company and will rank equally with the Company's current issued Shares.
- (f) The Company intends to use the funds raised from the SPP Offer to fund ongoing exploration and development of the Company's projects and to provide general working capital.

The Directors of the Company independent of the particular Director to be issued the securities in each case have resolved that the issue of the securities the subject of the relevant Resolution is on reasonable arms length terms for the Company as the particular Director will be issued with securities on the same terms as unrelated parties and otherwise on commercial terms. By reason of this, no separate related party approval under the Corporations Act is sought.

4. RESOLUTIONS 5 - APPROVAL TO ISSUE PLACEMENT SHARES TO UNRELATED PARTIES

Resolution 5 seeks Shareholder approval so that the Company may undertake a placement of up to \$300,000 to unrelated parties at the same price as the SPP Offer.

The Company seeks to obtain Shareholder approval for the purposes of Listing Rule 7.1 in order to retain its placement capacity under this Listing Rule.

Information about Listing Rule 7.1 is set out in Section 2 above.

In accordance with Listing Rule 7.3, the following information is provided to Shareholders:

- (a) The maximum number of securities to issue is 71,428,571 Shares.
- (b) The Shares will be issued no later than 3 months after the date of this Meeting (or a later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (c) The issue price of the Shares is 0.42 cents each.
- (d) The Shares will be issued to sophisticated, professional and other investors who are exempt from the disclosure requirements under Chapter 6D of the Corporations Act. The identity of the subscribers is not yet known. None of the subscribers will be a related party of the Company.
- (e) The Shares will be fully paid ordinary Shares in the Company and rank equally with the Company's current issued Shares.
- (f) The Company intends to use the funds from the placement to fund ongoing exploration and development of the Company's projects and to provide general working capital.
- (g) It is intended that the Shares will be issued on one date.

5. RESOLUTIONS 6, 7 AND 8 - APPROVAL TO ISSUE SHARES TO RELATED PARTIES

Resolutions 6, 7 and 8 seek Shareholder approval so that the Company may issue Shares to each of Anthony Barton, Leonid Charuckyj and Greg MacMillan or their nominees in lieu of Directors' fees.

Directors' fees of \$29,200 will accrue to each of Anthony Barton, Leonid Charuckyj and Greg MacMillan for the 8 month period from August 2016 to March 2017. The Company in each case seeks approval to issue up to 5,840,000 Shares to the Director at a deemed issue price of 0.5 cents each in lieu of the accrued Directors' cash fees.

Listing Rule 10.11 requires a company to obtain shareholder approval prior to the issue of securities to a related party. If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Information about Listing Rule 7.1 is set out in Section 2 above.

In accordance with Listing Rule 10.13, the following information is provided to Shareholders:

- (a) The securities will be issued to Anthony Barton or his nominee (Resolution 6), Leonid Charuckyj or his nominee (Resolution 7) and Greg MacMillan or his nominee (Resolution 8).
- (b) The maximum number of securities the Company will issue is 5,840,000 Shares to each of Anthony Barton or his nominee (Resolution 6), Leonid Charuckyj or his nominee (Resolution 7) and Greg MacMillan or his nominee (Resolution 8).
- (c) The Shares will be issued no later than 1 month after the date of this Meeting (or a later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (d) Anthony Barton, Leonid Charuckyj and Greg MacMillan as Directors are related parties.

- (e) The Shares will be issued at a deemed issue price of 0.5 cents each in lieu of accrued Directors' fees and will be fully paid ordinary shares in the Company and will rank equally with the Company's current issued Shares.
- (f) There will be no funds raised from the issue of the Shares.

The Directors of the Company independent of the particular Director to be issued the securities in each case have resolved that the issue of the securities the subject of the relevant Resolution is on reasonable arms length terms for the Company as the particular Director will be issued with securities on reasonable terms being at a deemed issue price of 0.5 cents which is greater than the SPP Offer price of 0.42 cents and otherwise on commercial terms. By reason of this, no separate related party approval under the Corporations Act is sought.

GLOSSARY

In the Notice and this Explanatory Statement the following expressions have the following meanings:

ASIC	the Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691).
Board	the Board of Directors of the Company.
Chair or Chairman	the person appointed to chair the Meeting convened by this Notice.
Closely Related Party	a member of the Key Management Personnel means: <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of the member's spouse;(c) a dependent of the member or the member's spouse;(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;(e) a company the member controls; or(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.
Company or KRC	King River Copper Limited (ACN 100 714 181).
Corporations Act	the Corporations Act 2001 (Cth).
Directors	Directors of the Company from time to time.
Eligible Shareholder	a Shareholder as at the record date of 5:00 pm (WST) on Friday 3 March 2017 whose address on the register is in Australia or New Zealand.
Explanatory Statement	this Explanatory Statement.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	the listing rules of the ASX.
Meeting or General Meeting	the meeting convened by this Notice.
Notice	notice of meeting that accompanies this Explanatory Statement.

Resolution	a resolution referred to in the Notice.
Share	a fully paid ordinary share in the capital of the Company.
Share Purchase Plan	the Company's share purchase plan for the SPP Offer.
SPP Offer	the offer to be made by the Company to the Eligible Shareholders as referred to in Section 1 of the Explanatory Statement and includes the Shortfall Offer.
Shareholder	a registered holder of Shares in the Company.
Shortfall Offer	has the meaning given to it in Section 1 of the Explanatory Statement.
Shortfall Shares	has the meaning given to it in Section 1 of the Explanatory Statement.
WST	Western Standard Time, Perth, Western Australia.
\$	Australian dollars unless otherwise stated.

KING RIVER COPPER LIMITED
ACN 100 714 181
PROXY FORM

APPOINTMENT OF PROXY
King River Copper Limited

I/We

being a Shareholder of King River Copper Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name of Proxy

or failing the person so named or, if no person is named, the Chair of the Meeting or the Chair's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the General Meeting to be held at 254 Adelaide Terrace, Perth, Western Australia on Monday 10 April 2017 at 9:00 am (WST) and at any adjournment thereof.

Authority for Chair to vote undirected proxies on remuneration based resolutions (Resolutions 6, 7 and 8)

If you appoint a member of the Company's Key Management Personnel (other than the Chair of the Meeting) or a Closely Related Party of a member of the Company's Key Management Personnel as your proxy, and you do not direct your proxy how to vote in respect of Resolutions 6, 7 and 8, your proxy will NOT cast your vote on these Resolutions and your votes will not be counted.

If you appoint the Chair of the Meeting as your proxy (or the Chair of the Meeting becomes your proxy by default) and you do not direct your proxy how to vote in respect of Resolutions 6, 7 and 8, you hereby expressly authorise the Chair of the Meeting to exercise your proxy even though these Resolutions are connected directly or indirectly with the remuneration of the members of the Company's Key Management Personnel.

Chair's voting intention in respect of undirected proxies

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change

Voting on Business of the General Meeting

		For	Against	Abstain
Resolution 1	Approval to issue of SPP Offer Shares to unrelated parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue SPP Offer Shares to Anthony Barton controlled entities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue SPP Offer Shares to Leonid Charuckyj controlled entities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue SPP Offer Shares to Greg MacMillan controlled entities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to issue placement shares to unrelated parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to issue Shares to Anthony Barton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval to issue Shares to Leonid Charuckyj	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval to issue Shares to Greg MacMillan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your Shares are not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____ %

Please return this Proxy Form to the Company Secretary, King River Copper Limited, by delivery, post, facsimile or email in accordance with the accompanying instructions.

Signed this _____ day of _____ 2017.

By:

Individuals and joint holders

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Director

Director/Secretary

Sole Director and Sole Secretary

KING RIVER COPPER LIMITED
ACN 100 714 181

Instructions for Completing Appointment of Proxy Form

1. In accordance with section 249L of the Corporations Act, a shareholder of the Company who is entitled to attend and cast two or more votes at a general meeting of shareholders is entitled to appoint two proxies. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in sections 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with sections 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of sections 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. In accordance with section 250BA of the Corporations Act the Company specifies the following for the purposes of receipt of proxy appointments:

Registered Office: First Floor, 254 Adelaide Terrace, Perth, Western Australia, 6000

Fax Number: +61 (8) 9325 8088

Postal Address: PO Box Z5518, Perth WA 6831

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by no later than 48 hours prior to the time of commencement of the Meeting.