

27 April 2018

NOTICE OF ANNUAL GENERAL MEETING

We attach the Notice of Annual General Meeting for the AGM to be held on Tuesday, 29 May 2018 at 9:30am Western Standard Time, together with the Proxy Form and Notice to Shareholders encouraging online registration for Company correspondence.

These documents were mailed to shareholders today.



Greg Walker
Executive Director and Chief Executive Officer
Birimian Limited

Birimian Limited
ABN 11 113 931 105
Notice of Annual General Meeting
and Explanatory Memorandum

Date of Meeting

Tuesday, 29 May 2018

Time of Meeting

9.30am (WST)

Place of Meeting

Hay/Rokeby Room
BDO (WA) Pty Ltd
38 Station Street
Subiaco WA 6008

A Proxy Form is enclosed

Please read this Notice of Annual General Meeting and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting, please complete and return the enclosed Proxy Form in accordance with the specified directions.

Birimian Limited

ABN 11 113 931 105

Notice of Annual General Meeting

NOTICE IS GIVEN that an Annual General Meeting of Shareholders of Birimian Limited ABN 11 113 931 105 (**Company**) will be held at Hay/Rokeby Room BDO (WA) Pty Ltd 38 Station Street, Subiaco WA 6008 on Tuesday, 29 May 2018 at 9.30am (WST) for the purpose of transacting the business referred to in this Notice of Annual General Meeting.

An Explanatory Memorandum containing information in relation to each of the following Resolutions accompanies this Notice. Terms used in the Resolutions contained in this Notice have the meaning given to them in the glossary in the Explanatory Memorandum.

Agenda

Financial Reports

To receive and consider the financial report of the Company, together with the Directors' Report and the Auditor's Report for the six-month period ended 31 December 2017, as set out in the Annual Report.

Resolution 1 – Non-Binding Resolution to adopt Remuneration Report

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

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the six-month period ended 31 December 2017 be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution 1.

Voting exclusion statement: A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

However, a person described above may cast a vote on Resolution 1 if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution or the proxy is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
- (b) it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

Further, a Restricted Voter who is appointed as a proxy must not vote on Resolution 1 unless:

- (a) the appointment specifies the way the proxy is to vote on Resolution 1; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Resolution 2 – Re-election of Mr James McKay as a director

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

"That, Mr James McKay, who retires in accordance with rule 6.1(f) of the Constitution and being eligible offers himself for re-election, be re-elected as a director of the Company."

Resolution 3 – Election of Mr Noel O'Brien as a director

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

"That, for the purposes of rule 6.1(i) of the Constitution and for all other purposes, Mr Noel O'Brien, a director appointed on 1 December 2017, who retires and being eligible offers himself for re-election, be re-elected as a director of the Company."

Resolution 4 – Ratification of Placement under Listing Rule 7.1A

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue on 24 November 2017 of 7,895,000 Shares on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a person who participated in the issue the subject of Resolution 4 or an Associate of those persons. However, the Company need not disregard a vote if:

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

Resolution 5 – Ratification of Placement under Listing Rule 7.1

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue on 4 December 2017 of 23,784,211 Shares on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who participated in the issue the subject of Resolution 5 or an Associate of those persons. However, the Company need not disregard a vote if:

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

Resolution 6 – Approval of Additional 10% Placement Capacity

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of Listing Rule 7.1A and all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person who is expected to participate in the proposed issue or who will obtain a material benefit as a result of the proposed issue (except a benefit solely in the capacity of a holder of ordinary securities), if the resolution is passed, and any person who is an Associate of those persons. However, the Company need not disregard a vote if:

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

Other business

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

By order of the Board

A handwritten signature in black ink, appearing to read 'Greg Walker', with a stylized flourish extending to the right.

Greg Walker
Executive Director and Chief Executive Officer

Dated: 18 April 2018

How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice and by submitting their Proxy Form online, by mobile, by post or by facsimile.

Voting in person or by attorney

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. A certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. Written proof of the representative's appointment (including any authority under which it is signed) must be lodged with, or presented to the Company before the Meeting.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder. The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, and the proxy is not directed how to vote on an item of business, the proxy may only vote on Resolution 1 if the proxy is the Chairman of the Meeting and the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote

on that resolution as they think fit.

- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- A Shareholder who returns their Proxy Form with a direction how to vote, but does not nominate the identity of their proxy, will be taken to have appointed the Chairman of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned with a direction how to vote, but the nominated proxy (who is not Chairman of the Meeting) does not attend the Meeting or does not vote on the relevant Resolution(s), the Chairman of the Meeting will act in place of the nominated proxy and vote on a poll in accordance with any instructions.
- Proxy appointments in favour of the Chairman of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
- Proxies must be received by **9.30am (WST) on 27 May 2018**. Proxies received after this time will be invalid.
- Proxies may be lodged using any of the following methods:
 - **Online:** www.investorvote.com.au
 - **By mobile:** Scan the QR Code on your proxy form and follow the prompts.
 - **By mail:**
Computershare Investor Services Pty
Limited
GPO Box 242 Melbourne
Victoria 3001 Australia
 - **By facsimile:**
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555
 - **Custodian voting:** For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions
 - For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Shareholders who are entitled to vote

In accordance with regulation 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the Register of Shareholders as at 9:30am (WST) on 27 May 2018.

Birimian Limited

ABN 11 113 931 105

Explanatory Memorandum

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of a capitalised first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

Financial Reports

The Company changed its financial year end from 30 June to 31 December in order to coincide with the year end of its operating subsidiaries in Mali. This change means the consolidated financial report of the Company is transitional from 1 July 2017 to 31 December 2017.

The Board is required to lay before the Meeting the consolidated financial report of the Company for the six-month period ended 31 December 2017, together with the Directors' report (including the Remuneration Report) and the Auditor's Report on the financial report. No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions, and to make comments on the reports and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to: the conduct of the audit; the preparation and content of the independent audit report; the accounting policies adopted by the Company in relation to the preparation of the financial statements; and the independence of the Auditor in relation to the conduct of the audit.

The Chair will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

A copy of the Company's 2018 Annual Report is available on the ASX website or at <http://www.birimian.com/AnnualReports.html>

Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as set out in the Company's 2018 Annual Report be adopted.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity based compensation.

Shareholders are entitled to vote on the question as to whether the Remuneration Report is to be adopted. However, the vote on Resolution 1 is advisory only and does not bind the Directors or the Company. The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report at the Meeting.

Under the Corporations Act, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second annual general meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second annual general meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than any Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The Remuneration Report for the financial year ended 30 June 2017 did not receive a vote of more than 25% against its adoption at the Company's 2017 annual general meeting held on 29 November 2017. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

Resolution 2 – Re-election of Mr James McKay

Pursuant to clause 6.1(f) of the Constitution, Mr James McKay, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr McKay has more than 25 years' experience in the establishment and development of a number of large and successful businesses. He has built a reputation of closing successful deals and delivering value to stakeholders.

Mr McKay is the former Chairman of successful Coal Seam Gas explorer, Sunshine Gas Limited, having overseen that company's growth to join the ranks of Australia's Top 150 with a market capitalisation over \$1 billion prior to its merger with Queensland Gas Company.

He is the Chairman and co-founder of Walcot Capital, a private venture business specialising in developing resource projects in Africa. Walcot Capital has purchased and is currently working on the restart of the 10 million ounce+ East Rand Proprietary Mine (ERPM) and its extensions. Walcot has also invested in a number of other projects across the gold and energy sectors.

Mr McKay is also a shareholder and director of a funeral services group and the past president of the Australasian Cemeteries and Crematoria Association, the industry association for the cemetery and crematorium industry in Australia, New Zealand and the South Pacific.

Mr McKay is currently non-executive Chairman of ASX listed resource company, Comet Ridge Limited.

Mr McKay brings to the board a strong commercial background and sound finance, business management and legal experience. He has strong board skills developed over different industries and board compositions. He holds both degrees in Commerce and Law from the University of Queensland.

Mr McKay was appointed to the Board on 22 March 2017. The Board considers that Mr McKay, if re-elected, will continue to be classified as a non-independent director due to his previous role as Executive Chairman.

The members of the Board, in the absence of Mr McKay, support the re-election of Mr McKay as a director of the Company.

Resolution 3 – Election of Mr Noel O'Brien

Rule 6.1(e) of the Constitution provides that a director appointed by the directors to fill a casual vacancy holds office until the next annual general meeting of the Company. Rule 6.1(i) of the Constitution provides that a director retiring from office under Rule 6.1(e) is eligible for re-election and that director may by resolution of the Company be re-elected to that office. Accordingly, Mr Noel O'Brien retires from office in accordance with clause 6.1(e) of the Constitution, and having consented to act, submits himself for re-election in accordance with Rule 6.1(i) of the Constitution.

Noel is a metallurgist and lithium processing expert, who is currently a technical adviser to Tawana Resources Limited on its Bald Hill lithium project and Kidman Resources Limited on the Mount Holland lithium project. Previously, Mr O'Brien was a technical consultant to the Galaxy Resources lithium project in Western Australia and the Bikita Minerals lithium project in Zimbabwe.

Mr O'Brien was formerly Managing Director in South Africa for SNC-Lavalin Inc, a leading global engineering and construction group, and was responsible for delivering base metal smelter and refinery projects across Africa. Mr O'Brien has a deep understanding of the lithium market and possesses processing expertise in smelting, gravity separation, flotation, leaching and solvent extraction.

Mr O'Brien holds a Metallurgical Engineering degree (University of Melbourne) and an MBA (Witwatersrand) and is a Fellow of the AusIMM.

Mr O'Brien was appointed to the Board on 1 December 2017. The Board considers that Mr O'Brien, if re-elected, will continue to be classified as an independent director.

The members of the Board, in the absence of Mr O'Brien, support the election of Mr O'Brien as a director of the Company.

Resolutions 4 and 5 – Ratification of Placement

Background

On 24 November 2017, the Company announced that it had received commitments from unrelated institutional, sophisticated and professional investors under a placement to raise approximately \$12 million (**Placement**) that would be undertaken in two components as follows:

- (a) On 24 November 2017, 7,895,000 Shares were issued at an issue price of \$0.38 to institutional, sophisticated and professional investors under the Company's placement capacity under Listing Rule 7.1A (**7.1A Placement**). The Company obtained Shareholder approval at its annual general meeting held on 25 November 2016 for the additional 10% placement capacity under Listing Rule 7.1A.
- (b) On 4 December 2017, 23,784,211 Shares also at an issue price of \$0.38 were issued to institutional, sophisticated and professional investors under the Company's placement capacity under Listing Rule 7.1 (**7.1 Placement**).

The funds raised under the Placement will be utilised on the Company's wholly owned Goulamina Lithium Project to advance its work programs focussed on resource expansion, completion of a revised pre-feasibility study, undertaking of a definitive feasibility study and general working capital.

Ratification

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior Shareholder approval, provided the issue did not breach Listing Rule 7.1. The effect of the ratification is to restore the Company's maximum discretionary power to issue further securities up to 15% of the issued capital of the Company without requiring Shareholder approval.

Listing Rule 7.4 also permits the ratification of issues of securities made with Shareholder approval under Listing Rule 7.1A. The effect of the ratification is then to restore the Company's power to issue further securities up to 10% of its issued capital without requiring Shareholder approval.

Resolution 4 seeks ratification under Listing Rule 7.4 of the issue of 7,895,000 Shares that were issued under the 7.1A Placement on 24 November 2017 using the Company's Listing Rule 7.1A capacity, and Resolution 5 seeks ratification under Listing Rule 7.4 of the 23,784,211 Shares that were issued under the 7.1 Placement on 4 December 2017 using the Company's Listing Rule 7.1 capacity.

The following information in relation to the Shares the subject of Resolution 4 is provided to Shareholders for the purposes of Listing Rule 7.5:

The number of securities issued	7,895,000 Shares were issued.
The price at which the securities were issued	\$0.38 per Share.
The terms of the securities	The Shares are ordinary fully paid shares issued in the capital of the Company. The Shares rank equally in all respects with existing Shares.
The name of the persons to whom the Company issued the securities or the basis on which those persons were determined	The Shares were issued to institutional sophisticated and professional investors, none of whom are related parties of the Company.
The use (or intended use) of the funds raised	The funds raised will be used on the Company's wholly owned Goulamina Lithium Project to advance its work programs focussed on resource expansion, completion of a revised pre-feasibility study, undertaking of a definitive feasibility study and general working capital.

A voting exclusion statement	A voting exclusion is included in the Notice in relation to Resolution 4.
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Recommendation

For the reasons outlined above, the Board unanimously recommends that Shareholders vote in favour of Resolution 4.

The following information in relation to the Shares the subject of Resolution 5 is provided to Shareholders for the purposes of Listing Rule 7.5:

The number of securities issued	23,784,211 Shares were issued.
The price at which the securities were issued	\$0.38 per Share.
The terms of the securities	The Shares are ordinary fully paid shares issued in the capital of the Company. The Shares rank equally in all respects with existing Shares.
The name of the persons to whom the Company issued the securities or the basis on which those persons were determined	The Shares were issued to institutional, sophisticated and professional investors, none of whom are related parties of the Company.
The use (or intended use) of the funds raised	The funds raised will be utilised on the Company's wholly owned Goulamina Lithium Project to advance its work programs focussed on resource expansion, completion of a revised pre-feasibility study, undertaking of a definitive feasibility study and general working capital.
A voting exclusion statement	A voting exclusion is included in the Notice in relation to Resolution 5.

Recommendation

For the reasons outlined above, the Board unanimously recommends that Shareholders vote in favour of Resolution 5.

Resolution 6 – Approval of Additional 10% Placement Capacity

Background

In addition to a company's 15% placement capacity under Listing Rule 7.1, an "eligible entity" which has obtained Shareholder approval for the purposes of Listing Rule 7.1A via a special resolution may issue, or agree to issue, Equity Securities up to 10% of its issued share capital over a 12-month period after the annual general meeting at which the approval is sought (**Additional 10% Placement Capacity**).

An entity will be an "eligible entity" able to seek approval under Listing Rule 7.1A if:

- (a) the entity has a market capitalisation of \$300 million or less; and
- (b) the entity is not included in the S&P ASX 300 Index.

The Company has a market capitalisation of approximately \$119 million as at the date of this Notice and is an eligible entity for the purposes of Listing Rule 7.1A.

Resolution 6 seeks Shareholders' approval to issue additional Equity Securities under the Additional 10% Placement Capacity. The approval of the Additional 10% Placement Capacity provides greater flexibility for the Board to issue, or agree to issue, Shares in the 12-month period following the Meeting. It is anticipated that funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity would be applied towards advancement of the Company's projects in Mali and general working capital.

If passed, Resolution 6 will allow the Company to issue, or agree to issue, Equity Securities under Listing Rule 7.1A during the Additional Placement Period (as defined below) in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Listing Rule 7.1A

Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice, the Company has quoted Shares on issue.

As at the date of this Notice, the Company has 230,560,704 Shares on issue. Therefore, based on the number of Shares on issue as at the date of this Notice and subject to Shareholders approving Resolution 6, the Company may issue 23,056,070 Equity Securities in accordance with Listing Rule 7.1A. Shareholders should note that the calculation of the number of Equity Securities that may be issued under the Additional 10% Placement Capacity is a moving calculation and will be based the formula set out in Listing Rule 7.1A.2 at the time of issue, or the agreement to issue, the Equity Securities. That formula is:

$$(A \times D) - E$$

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (a) plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (b) plus the number of partly paid Shares that became fully paid in the 12 months;
 - (c) plus the number of fully paid Shares issued in the 12 months with approval of Shareholders under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid Shares under the Company's 15% placement capacity without Shareholder approval; and
 - (d) less the number of fully paid Shares cancelled in the 12 months.

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

D is 10%.

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

Shareholders will be informed of any issue of Equity Securities under the Additional 10% Placement Capacity as the Company will disclose to the market at the time of issue the specific information required by Listing Rule 3.10.5A (such as details of dilution of existing Shareholders) in addition to information required by Listing Rule 7.1A.4, Appendix 3B and any other applicable Listing Rules. The table below demonstrates various examples as to the number of Equity Securities that may be issued using the Additional 10% Placement Capacity.

	Number of Shares issued and funds raised under the Additional 10% Placement Capacity and dilution effect	Dilution		
		Issue Price at half the current market price \$0.24	Issue Price at current market price \$0.48	Issue Price at double the current market price \$0.96
Current Variable 'A' 230,560,704 Shares	Shares issued	23,056,070	23,056,070	23,056,070
	Funds raised	\$5,533,457	\$11,066,914	\$22,133,827
	Dilution	10%	10%	10%
50% increase in current Variable 'A' 345,841,056 Shares	Shares issued	34,584,105	34,584,105	34,584,105
	Funds raised	\$8,300,185	\$16,600,370	\$33,200,741
	Dilution	10%	10%	10%
100% increase in current variable 'A' 461,121,408 Shares	Shares issued	46,112,140	46,112,140	46,112,140
	Funds raised	\$11,066,914	\$22,133,827	\$44,267,654
	Dilution	10%	10%	10%

Note: The table above assumes:

- (a) No Options are exercised before the date of the issue of the Equity Securities.

- (b) The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares.
- (c) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

Resolution 6 is a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) to be passed.

Specific information required by Listing Rule 7.3A

The following information in relation to the Shares proposed to be issued is provided to Shareholders for the purposes of Listing Rule 7.3A:

Minimum price	<p>The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days on which trades in the class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the Equity Securities are to be issued is agreed; or (b) if the Equity Securities are not issued within five Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.
Potential risk of economic and voting dilution	<p>If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Capacity, Shareholders who do not participate (either because they are not invited to participate or because they elect not to participate) in any such issue, will have their existing interest and voting power in the Company diluted. There is also a risk that:</p> <ul style="list-style-type: none"> (a) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; (b) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities; or (c) the Equity Securities may be issued for non-cash consideration, which may have an effect on the amount of funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity. <p>The table above on page 5 shows the dilution of existing Shareholders upon the issue of the maximum number of Equity Securities under the Additional 10% Placement Capacity, using different variables for the number of ordinary securities for variable 'A' (as defined in Listing Rule 7.1A) and the market price of Shares. It is noted that variable 'A' is based on the number of ordinary securities the Company has on issue at the time of the proposed issue of Equity Securities.</p> <p>The table shows:</p> <ul style="list-style-type: none"> (a) examples of where variable 'A' is at its current level, and where variable 'A' has increased by 50% and by 100%; (b) examples of where the issue price of ordinary securities is the current market price as at close of trade on 17 April 2018, being \$0.48 (current market price), where the issue price is halved, and where it is doubled; and (c) that the dilutionary effect will always be 10% if the maximum number of Equity Securities that may be issued under the Additional 10% Placement Capacity are issued.
Timing of potential issues	<p>Approval of the Additional 10% Placement Capacity will be valid during the period (Additional Placement Period) from the date of the Meeting and will expire on the earlier of:</p>

	<p>(a) the date that is 12 months after the date of the Meeting; and</p> <p>(b) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).</p>
Purpose of potential issues	<p>The Company may seek to issue the Equity Securities to raise funds for the advancement of the Company's projects in Mali and general working capital. The Company does not intend to issue Equity Securities under Listing Rule 7.1A for non-cash consideration. The Company will comply with the disclosure obligations under Listing Rules 7.1A.3 and 3.10.5A upon issue of any Equity Securities.</p>
Allocation policy	<p>The identity of the persons to whom Equity Securities will be issued is not yet known and will be determined on a case by case basis having regard to market conditions at the time of the proposed issue of Equity Securities, including consideration of matters including, but not limited to:</p> <p>(a) the ability of the Company to raise funds at the time of the proposed issue of Equity Securities and whether the raising of any funds under such placement could be carried out by means of an entitlement offer, or a placement and an entitlement offer;</p> <p>(b) the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of proposed issued of Equity Securities;</p> <p>(c) the financial situation and solvency of the Company; and</p> <p>(d) advice from its professional advisers, including corporate, financial and broking advisers (if applicable).</p> <p>The persons to whom Equity Securities will be issued under the Additional 10% Placement Capacity have not been determined as at the date of this Notice, but will not include related parties (or their Associates) of the Company.</p>
Previous approval under Listing Rule 7.1A	<p>The Company previously obtained Shareholder approval under Listing Rule 7.1A on 29 November 2017. In the 12 months preceding the date of the Meeting, the Company has issued 43,629,211 Equity Securities which represents 19.97% of the total number of Equity Securities on issue at the commencement of that 12-month period. Annexure A sets out information in relation to each issue of Equity Securities in the 12 months preceding the date of the Meeting.</p>
Voting exclusion statement	<p>A voting exclusion statement is included in the Notice in relation to Resolution 6. The Company has not approached, and has not yet determined to approach, any particular existing security holders or an identifiable class of existing security holders to participate in an offer under the Additional 10% Placement Capacity, therefore no existing security holders' votes would be excluded under the voting exclusion statement included in this Notice.</p>

Glossary

\$ means Australian dollars.

7.1A Placement has the meaning set out on page 3 of the Explanatory Memorandum.

7.1 Placement has the meaning set out on page 3 of the Explanatory Memorandum.

Accounting Standards has the meaning given to that term in the Corporations Act.

Additional 10% Placement Capacity has the meaning set out on page 4 of the Explanatory Memorandum.

Additional Placement Period has the meaning set out on page 6 of the Explanatory Memorandum.

Annual Report means the annual report of the Company for the six-month period ended 31 December 2017.

Associate has the meaning given in the Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Auditor means the Company's auditor from time to time.

Auditor's Report means the report of the Auditor contained in the Annual Report for the six-month period ended 31 December 2017.

Board means the Directors.

Chairman means the individual elected to chair any meeting of the Company from time to time.

Child Entity has the meaning given to that term in the Listing Rules.

Closely Related Party has the meaning given to that term in the Corporations Act.

Company means Birimian Limited ABN 11 113 931 105.

Constitution means the Company's constitution, as amended from time to time.

Corporations Act means *Corporations Act 2001* (Cth).

Directors means the directors of the Company.

Directors' Report means the directors' report set out in the Annual Report for the six-month period ended 31 December 2017.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Key Management Personnel has the meaning given to that term in the Accounting Standards.

Listing Rules means the ASX Listing Rules.

Meeting means the annual general meeting convened by the Notice.

Notice means this Notice of Annual General Meeting.

Option means an option to acquire a Share.

Placement has the meaning set out on page 3 of the Explanatory Memorandum.

Remuneration Report means the remuneration report set out in the Annual Report for the six-month period ended 31 December 2017.

Resolution means a resolution contained in the Notice.

Restricted Voter means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

Shareholder means a member of the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

Spill Meeting has the meaning set out on page 1 of the Explanatory Memorandum.

Spill Resolution the meaning set out on page 1 of the Explanatory Memorandum.

WST means Australian Western Standard time.


Annexure A – Equity Securities issued by the Company during the 12 months preceding the Meeting

Issue Date	Type of Equity Securities	No. issued	Summary of terms	Names of persons who received securities or basis on which those persons were determined	Issue price	Discount to market price on the date of issue (if any)	Amount of cash consideration, amount of cash spent, use of cash and intended use for remaining amount of cash (if any)	Non-cash consideration and current market value of non-cash consideration
05/10/2017	Shares	350,000	The Shares rank equally with all other fully paid ordinary shares on issue.	The Shares were issued upon the exercise of options by: Azalea Family Holdings Pty Ltd <No.2 A/C> – 50,000 Milagro Ventures Pty Ltd <Milagro Investment A/C> – 300,000	\$0.21	22.22%	\$73,500 The funds will be spent on exploration activities on the Company's projects in Mali and working capital.	N/A
20/10/2017	Shares	300,000	The Shares rank equally with all other fully paid ordinary shares on issue.	The Shares were issued upon the exercise of performance rights by: B Nichols – 100,000 Sidi Haidara – 200,000	Nil	100%	Nil	N/A
20/10/2017	Shares	300,000	The Shares rank equally with all other fully paid ordinary shares on issue.	The Shares were issued upon the exercise of options by: Azalea Family Holdings Pty Ltd <No.2 A/C> – 250,000 B Nichols – 50,000	\$0.21	44%	\$63,000 The funds will be spent on exploration activities on the Company's projects in Mali and working capital.	N/A
20/10/2017	Shares	200,000	The Shares rank equally with all other fully paid ordinary shares on issue.	The Shares were issued upon the exercise of options by: B Nichols – 100,000 Sidi Haidara – 100,000	\$0.104	72.27%	\$20,800 The funds will be spent on exploration activities on the Company's projects in Mali and working capital.	N/A
20/10/2017	Options	7,500,000	Unlisted options exercisable at \$0.45 and expiring on 19 October 2019. The options will be exercisable at any time after the	2,500,000 options were issued to each of the current directors, Ms Swaby, Mr McKay and Mr	N/A	N/A	N/A	The options were issued as an incentive to directors with shareholder approval.

Issue Date	Type of Equity Securities	No. issued	Summary of terms	Names of persons who received securities or basis on which those persons were determined	Issue price	Discount to market price on the date of issue (if any)	Amount of cash consideration, amount of cash spent, use of cash and intended use for remaining amount of cash (if any)	Non-cash consideration and current market value of non-cash consideration
			<p>following:</p> <p>(a) the Company has demonstrated a Mineral Resource (inferred or greater) of at least 70Mt within the Goulamina Lithium Project;</p> <p>(b) completion by the Company of a DFS on the Goulamina Lithium Project;</p> <p>(c) the granting of an exploitation licence for the Goulamina Lithium Project; or</p> <p>(d) a Change of Control Event.</p>	Walker (or their nominees).				The current value of the options are 19.24 cents per option (\$1,443,000 in total) based on a Black -Scholes valuation conducted on 18 March 2018.
08/11/2017	Shares	800,000	The Shares rank equally with all other fully paid ordinary shares on issue.	The Shares were issued upon the exercise of options by Wavecape Holdings Pty Ltd.	\$0.21	42.46%	\$168,000 The funds will be spent on exploration activities on the Company's projects in Mali and working capital.	N/A
24/11/2017	Shares	7,895,000	The Shares rank equally with all other fully paid ordinary shares on issue.	Institutional and sophisticated investors who participated in the Placement.	\$0.38	16.48%	\$3,000,100 All funds have been spent on exploration and evaluation of the Goulamina Lithium Project.	N/A
04/12/2017	Shares	23,784,211	The Shares rank equally with all other fully paid ordinary shares on issue.	Institutional and sophisticated investors who participated in the Placement.	\$0.38	32.14%	\$9,038,000 \$2,000,000 has been spent. \$500,000 has been spent on administration and corporate costs. \$1,500,000 has been spent on exploration and evaluation of the Goulamina Lithium Project. The remaining funds will be	N/A

Issue Date	Type of Equity Securities	No. issued	Summary of terms	Names of persons who received securities or basis on which those persons were determined	Issue price	Discount to market price on the date of issue (if any)	Amount of cash consideration, amount of cash spent, use of cash and intended use for remaining amount of cash (if any)	Non-cash consideration and current market value of non-cash consideration
							spent on exploration activities on the Company's projects in Mali and working capital.	
05/02/2018	Shares	1,000,000	The Shares rank equally with all other fully paid ordinary shares on issue.	The Shares were issued upon the exercise of options by Zenix Nominees Pty Ltd.	\$0.336	43.05%	\$336,000 The funds will be spent on exploration activities on the Company's projects in Mali and working capital.	
05/02/2018	Shares	1,500,000	The Shares rank equally with all other fully paid ordinary shares on issue.	The Shares were issued upon the exercise of options by Mr David Robinson.	\$0.316	46.44%	\$474,000 The funds will be spent on exploration activities on the Company's projects in Mali and working capital.	

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 181567

SRN/HIN:

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

 **For your vote to be effective it must be received by 9:30am (WST) Sunday, 27 May 2018**

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

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

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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

I/We being a member/s of Birimian Limited 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 Annual General Meeting of Birimian Limited to be held in the Hay/Rokeby Room at BDO (WA) Pty Ltd, 38 Station Street, Subiaco, Western Australia on Tuesday, 29 May 2018 at 9:30am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

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
Resolution 1	Non-Binding Resolution to adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr James McKay as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr Noel O'Brien as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Placement under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of Placement under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

We encourage you to elect to receive Shareholder communications electronically. Please go to www.computershare.com.au/easyupdate/BGS to update your details.

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.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

