



NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

AND PROXY FORM

**ANNUAL GENERAL MEETING OF
STAVELY MINERALS LIMITED**

**TO BE HELD AT FIRST FLOOR, 168 STIRLING HIGHWAY
NEDLANDS, WESTERN AUSTRALIA**

**WEDNESDAY 28 NOVEMBER 2018
COMMENCING AT 10.30AM (WST)**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9287 7630.

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NOTICE OF ANNUAL GENERAL MEETING

**Notice is given that the Annual General Meeting of Stavely Minerals Limited will be held at First Floor,
168 Stirling Highway, Nedlands, Western Australia on
28 November 2018 at 10.30 am (WST)**

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IMPORTANT INFORMATION

Your Vote is Important

The business of the Meeting affects your shareholding and your vote is important.

How to Vote

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

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 10.30am (WST) on 26 November 2018. Any proxy form received after that time will not be valid for the scheduled meeting.

Online	www.investorvote.com.au
By mail	Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
By fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
By mobile	Scan the QR Code on your proxy form and follow the prompts
Custodian voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm (WST) on 26 November 2018.

Voting in Person

To vote in person, attend the Annual General Meeting at the time, date and place set out above.

Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form enclosed and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Your proxy form is enclosed.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they apply to this Annual General Meeting. Broadly, the sections mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair 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.

**BUSINESS OF THE MEETING
AGENDA**

ORDINARY BUSINESS

1. Financial Statements and Reports – Agenda Item

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution with or without amendment, as a **non-binding resolution**:

"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2018."

Note: In accordance with section 250R(3) of the Corporations Act, this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

3. Resolution 2 – Re-election of Ms Amanda Sparks as a Director

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

"That, for the purposes of clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Ms Amanda Sparks, a director who was appointed as an additional director on 14 September 2018, retires, and being eligible, is re-elected as a Director."

4. Resolution 3 – Re-election of Ms Jennifer Murphy as a Director

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

"That, for the purposes of clause 13.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Ms Jennifer Murphy, a director, retires, and being eligible, is re-elected as a Director."

5. Resolution 4 – Enable the issue of Securities under Employee Incentive Plan

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

"That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Employee Incentive Plan and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Statement. "

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any Director, except one who is ineligible to participate in any employee incentive scheme in relation to the Company, or any associates of those Directors. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

Voting Prohibition statement:

A person appointed as a proxy must not vote, on the basis of that appointment on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; 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:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

6. Resolution 5 – Issue of Director Options – Mr Christopher Cairns

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

"That, subject to the passing of Resolution 4, for the purposes of ASX Listing Rule 10.14 and Section 195(4) and Chapter 2E of the Corporations Act, and for all other purposes, approval is given for the Company to issue 3,000,000 Options to Mr Christopher Cairns (or his nominee), under the Employee Incentive Plan, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement - Resolution 5

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Christopher Cairns (or his nominees) who is eligible to participate in the Employee Incentive Plan in respect of which the approval is sought, or any associates of Mr Christopher Cairns (**Resolution 5 Excluded Party**). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 5 Excluded Party, 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.

Voting Prohibition Statement - Resolution 5

A person appointed as a proxy must not vote, on the basis of that appointment on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; 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 these Resolutions.

Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though these resolutions are connected directly or indirectly with remuneration of a member of the Key Management Personnel.

7. Resolution 6 – Issue of Director Options – Ms Jennifer Murphy

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

"That, subject to the passing of Resolution 4, for the purposes of ASX Listing Rule 10.14 and Section 195(4) and Chapter 2E of the Corporations Act, and for all other purposes, approval is given for the Company to issue 2,200,000 Options to Ms Jennifer Murphy (or her nominee), under the Employee Incentive Plan, on the terms and conditions set out in the Explanatory Statement."

8. Resolution 7 – Issue of Director Options – Mr William Plyley

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

"That, subject to the passing of Resolution 4, for the purposes of ASX Listing Rule 10.14 and Section 195(4) and Chapter 2E of the Corporations Act, and for all other purposes, approval is given for the Company to issue 1,500,000 Options to Mr William Plyley (or his nominee), under the Employee Incentive Plan, on the terms and conditions set out in the Explanatory Statement."

9. Resolution 8 – Issue of Director Options – Mr Peter Ironside

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

"That, subject to the passing of Resolution 4, for the purposes of ASX Listing Rule 10.14 and Section 195(4) and Chapter 2E of the Corporations Act, and for all other purposes, approval is given for the Company to issue 1,500,000 Options to Mr Peter Ironside (or his nominee), under the Employee Incentive Plan, on the terms and conditions set out in the Explanatory Statement."

10. Resolution 9 – Issue of Director Options – Ms Amanda Sparks

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

"That, subject to the passing of Resolution 4, for the purposes of ASX Listing Rule 10.14 and Section 195(4) and Chapter 2E of the Corporations Act, and for all other purposes, approval is given for the Company to issue 1,500,000 Options to Ms Amanda Sparks (or her nominee), under the Employee Incentive Plan, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement - Resolutions 6 to 9

The Company will disregard any votes cast in favour of these Resolutions by or on behalf of any Director (or their nominees) who is eligible to participate in the Employee Incentive Plan in respect of which the approval is sought, or any associates of those persons (**Resolution 6 - 9 Excluded Party**). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 6 - 9 Excluded Party, 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.

Voting Prohibition Statement - Resolutions 6 to 9

A person appointed as a proxy must not vote, on the basis of that appointment on these Resolutions if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; 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 these Resolutions.

Provided the Chair is not a Resolution 6 - 9 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though these resolutions are connected directly or indirectly with remuneration of a member of the Key Management Personnel.

11. Resolution 10 - Ratification of Prior Issue of Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 2,284,099 Shares to Titeline Drilling Pty Ltd issued as follows:

- a. On 13 April 2018, 493,776 Shares issued at 28.7 cents;*
- b. On 19 July 2018, 500,000 Shares issued at 28.1 cents; and*
- c. On 6 September 2018, 1,290,323 Shares issued at 31 cents.*

on the basis set out in the Explanatory Statement."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the resolutions by, or on behalf of, a person or any associates of the person who participated in the issue of Equity Securities under this resolution.

However, the Company need not disregard a vote if:

- 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.

12. Resolution 11 – Approval of 10% Placement Capacity – Equity Securities

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

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

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this special resolution by or on behalf of a person who may participate, or is expected to participate, in the proposed issue of Equity Securities under this special resolution and any associates of those persons, including Titeline Drilling Pty Ltd, Greenstone Property Pty Ltd as trustee for Titeline Property Trust and any of their associates; or who might obtain a material benefit as a result of the proposed issue of Equity Securities under this special resolution and any associates of those persons, except a benefit solely in their capacity as a holder of Shares if the resolution is passed.

However, the Company need not disregard a vote if:

- 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.

13. General

To transact any other business as may be brought before the Meeting in accordance with the Constitution of the Company, the Corporations Act, or otherwise.

BY ORDER OF THE BOARD



CHRISTOPHER CAIRNS
EXECUTIVE CHAIRMAN
4 October 2018

EXPLANATORY STATEMENT

This Explanatory Statement and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

1. Financial Statement and Reports – Agenda Item

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

The Company will not provide a hard copy of the Company's financial report to Shareholders unless specifically requested to do so. The Company's financial report is available on its website at www.stavely.com.au.

2. Resolution 1 – Adoption of Remuneration Report

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution to shareholders that the remuneration report be adopted must be put to shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

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

The Remuneration Report sets out the Company's remuneration arrangements for the directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company. The chair of the Meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

The Remuneration Report is set out in the Company's Annual Report which:

- outlines the Board's policy for determining the nature and amount of remuneration of Directors and other Key Management Personnel of the Company;
- discusses the relationship between the Board's remuneration policy and the Company's performance;
- details and explains any performance condition applicable to the remuneration of a Director or other Key Management Personnel;
- details the remuneration (including options) of each Director and other Key Management Personnel of the Company for the period; and
- summarises the terms of any contract under which any Director or other Key Management Personnel is engaged, including the period of notice required to terminate the contract and any termination payments provided for under the contract.

As set out in Section D of the Remuneration Report contained in the Company's Annual Report for the year ended 30 June 2018, in March 2015, all Directors agreed to reduce their salaries / fees in order to maximise cash for exploration expenditure. Mr Christopher Cairns and Ms Jennifer Murphy reduced their salaries by 40% (\$100,000 and \$60,000 reductions respectively) and Mr William Plyley and Mr Peter Ironside reduced their fees to nil (reduction from \$75,000 and \$30,000 respectively). On 1 November 2017, remuneration was partly increased, with Mr Christopher Cairns and Ms Jennifer Murphy receiving remuneration at a 20% reduction from their employment contracts. From 1 October 2018, Ms Jennifer Murphy's remuneration was increased to \$150,000 pa. Mr William Plyley is receiving 67% of his original

director fees (effective 1 October 2017). For the period 1 March 2015 to 14 September 2018, Mr Peter Ironside was not receiving any director fees (now \$36,000 pa). The current amounts payable to the Directors are:

	Base annual remuneration exclusive of statutory superannuation
William Plyley	\$50,000
Christopher Cairns	\$200,000
Jennifer Murphy	\$150,000
Peter Ironside	\$36,000
Amanda Sparks	\$36,000

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report) for the previous financial year was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Previous voting results

The Company received 99.45% of votes for its Remuneration Report for the 2017 financial year and no specific feedback at the annual general meeting or throughout the year on its remuneration policies. Accordingly, the Spill Resolution is not relevant for this annual general meeting.

3. Resolution 2 – Re-election of Ms Amanda Sparks as a Director

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 13.4 of the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Ms Amanda Sparks having been appointed to the Board on 14 September 2018 will retire in accordance with clause 13.4 of the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from shareholders.

Ms Sparks has a Bachelor of Business Degree, is a Chartered Accountant and a Fellow of the Financial Services Institute of Australasia. Amanda has over 30 years of resources related financial experience, both with explorers and producers. Amanda brings a range of important skills to the Board with her extensive experience in financial management, corporate governance and compliance for listed companies.

Ms Sparks is a member of the Company's Audit and Risk Committee. Ms Sparks is not considered an independent director due to her additional role as Company Secretary.

The Board of Directors (other than Ms Sparks) recommend that shareholders vote in favour of Resolution 2.

4. Resolution 3 – Re-election of Ms Jennifer Murphy as a Director

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer.

Clause 13.2 of the Constitution provides that:

- (a) at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;
- (b) The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;
- (c) A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election; and
- (d) In determining the number of Directors to retire, no account is to be taken of:
 - (i) a Director who only holds office until the next annual general meeting pursuant to clause 13.4 of the Constitution; and/ or
 - (ii) a Managing Director,

each of whom are exempt from retirement by rotation. However, if more than one Managing Director has been appointed by the Directors, only one of them (nominated by the Directors) is entitled to be excluded from any determination of the number of Directors to retire and/or retirement by rotation.

The Company currently has 5 Directors, 4 of whom are included for the purpose of the calculation in paragraph (d) above.

Ms Jennifer Murphy, the Director longest in office since her last election, retires by rotation and seeks re-election.

Ms Murphy completed a First Class Honours Degree in Geology in 1989, and subsequently a Master of Science Degree in 1993 at the University of Witwatersrand in South Africa. Ms Murphy joined Anglo American Corporation in 1993 as an exploration geologist working in Tanzania and Mali. In 1996, she immigrated to Australia and joined Normandy Mining Limited, working initially as a project geologist in the Eastern Goldfields and Murchison Greenstone Provinces and afterwards was responsible for the development and management of the GIS and administration of the exploration database.

Between 2004 and 2007, Ms Murphy provided contract geological services to a range of junior exploration companies. Ms Murphy joined Integra Mining Limited in 2007, initially as an administration geologist, and in 2010 the role was expanded to that of corporate geologist. In 2013 Ms Murphy joined Stavely Minerals as part of the management team to provide technical and geological expertise. Ms Murphy is a member of the Australian Institute of Geoscientists and has a broad range of geological experience ranging from exploration program planning and implementation, GIS and database management, business development, technical and statutory, and ASX reporting, as well as corporate research and analysis and investor liaison.

Ms Murphy is a member of the Company's Audit and Risk Committee. The Board considers that Ms Murphy is not an independent Director due to her executive role with the Company.

The Board of Directors (other than Ms Murphy) recommend that shareholders vote in favour of Resolution 3.

5. Resolution 4 – Enable the issue of Securities under Employee Incentive Plan

Resolution 4 seeks Shareholder approval for the adoption of the employee incentive scheme titled Employee Incentive Plan (**Plan**) and to enable the Company to issue Securities under the Plan, in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

The objective of the Plan is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the Plan and the future issue of securities under the Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. ASX Listing Rule 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to issue shares, options or performance rights under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period. In the case of a Director, no equity securities may be issued to the Director without Shareholder approval of the number and terms of the proposed issue.

The Plan was last approved by Shareholders on 18 November 2015, which allowed the Company to, for a 3 year period, issue securities pursuant to the Plan without those securities being included when calculating the 15% limit imposed by ASX Listing Rule 7.1. Since 18 November 2015, a total of 40,887,500 Options have been issued (30,000,000 Options to the Directors and 10,887,500 Options to employees and consultants) under the Plan (**Plan Options**). Since that date, and as at the date of this Notice, no Plan Options have been exercised and 24,250,000 Plan Options have lapsed (19,100,000 Options to Directors have lapsed, and 5,150,000 Options to employees and consultants have lapsed).

Any future issues of securities under the Plan to a Director, an associate of a Director or a person whose relation with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time. For this reason, the Company is also seeking approval under Resolutions 5 to 9 for the issue of Options to the Directors pursuant to the Plan.

A summary of the key terms and conditions of the Plan is set out in Schedule 1. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary (Amanda Sparks). Shareholders are invited to contact the Company if they have any queries or concerns.

A voting exclusion statement is included in this Notice of Meeting in connection with Resolution 4.

6. Resolutions 5 to 9 - Issue of Related Party Options

6.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 9,700,000 Options (**Related Party Options**) to Mr Christopher Cairns, Ms Jennifer Murphy, Mr William Plyley, Mr Peter Ironside and Ms Amanda Sparks (together, the **Related Parties**) under the Company's Employee Incentive Plan.

For a public company or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

The grant of the Related Party Options constitutes giving a financial benefit and Mr Christopher Cairns, Ms Jennifer Murphy, Mr William Plyley, Mr Peter Ironside and Ms Amanda Sparks are related parties of the Company by virtue of being Directors.

The purpose of the grant of the Related Party Options to the Directors is to recognise the contribution made by the Directors, by the Directors agreeing to reduce their salaries / fees in order to maximise cash for exploration expenditure from March 2015. These Related Party Options also provide an incentive component in the remuneration package for the Related Parties to motivate and reward the performance of the Related Parties in their respective roles as Directors, which adds value for Shareholders. By offering these incentives in the form of Related Party Options, rather than cash, the Company can maximise the availability of cash for the Company's future exploration activities.

It should be noted that in March 2015, all Directors agreed to reduce their salaries / fees in order to maximise cash for exploration expenditure. Mr Christopher Cairns and Ms Jennifer Murphy reduced their salaries by 40% (\$100,000 and \$60,000 reductions respectively) and Mr William Plyley and Mr Peter Ironside reduced their fees to nil (reduction from \$75,000 and \$30,000 respectively). On 1 November 2017, remuneration was partly increased, with Mr Christopher Cairns and Ms Jennifer Murphy receiving remuneration at a 20% reduction from their employment contracts. From 1 October 2018, Ms Jennifer Murphy's remuneration was increased to \$150,000 pa. Mr William Plyley is receiving 67% of his original director fees (effective 1 October 2017). For the period 1 March 2015 to 14 September 2018, Mr Peter Ironside was not receiving any director fees (now \$36,000 pa). Ms Amanda Sparks receives director fees of \$36,000 pa. These options are being granted to provide a retention incentive to all Directors.

The Company also notes that the short-term incentive Options approved by Shareholders and issued on 20 October 2017 (being, the unlisted Options exercisable at 19 cents each on or before 31 December 2018) will expire shortly and accordingly, the Related Party Options are intended to replace the expiring 31 December 2018 Options. The Related Party Options will vest immediately upon grant.

In addition, ASX Listing Rule 10.14 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

As all of the Directors are receiving Related Party Options pursuant to Resolutions 5 to 9, the Directors are unable to give a view as to whether the exceptions set out in sections 210 to 216 of the Corporations Act apply. Accordingly, the Company seeks Shareholder approval for the purpose of Chapter 2E of the Corporations Act for the grant of Related Party Options to the Related Parties.

6.2 Shareholder Approval (Chapter 2E of the Corporations Act and ASX Listing Rule 10.14)

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act and ASX Listing Rule 10.15, the following information is provided in relation to the proposed grant of Related Party Options:

- (a) the related parties are Mr Christopher Cairns, Ms Jennifer Murphy, Mr William Plyley, Mr Peter Ironside and Ms Amanda Sparks and they are related parties by virtue of being Directors;
- (b) the maximum number of Related Party Options (being the nature of the financial benefit being provided) to be granted to the Related Parties is:

	Total Options
Mr Cairns	3,000,000
Ms Murphy	2,200,000
Mr Plyley	1,500,000
Mr Ironside	1,500,000
Ms Sparks	1,500,000
	9,700,000

- (c) the Related Party Options will be granted to the Related Parties no later than 12 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Options will be issued on one date;
- (d) the Related Party Options will be granted for nil cash consideration, accordingly no funds will be raised;
- (e) no loan has been provided to any of the Related Parties in relation to the proposed issue of the Related Party Options;
- (f) the Employee Incentive Plan was previously adopted by Shareholders on 18 November 2015, and is subject to Shareholder approval at the Meeting, which is to be held on 28 November 2018, pursuant to Resolution 4;
- (g) all Directors are entitled to participate in the Employee Incentive Plan;

- (h) The following unlisted options have been issued to the Directors under the Employee Incentive Plan since it was last adopted by Shareholders on 18 November 2015. All options were granted for nil consideration:

	Issued 18/11/2015 # Options (all since lapsed unexercised)	Issued 30/11/2016 # Options (all since lapsed unexercised)	Issued 20/11/2017 # Options (exercisable at 19 cents by 31/12/2018)	Issued 20/11/2017 # Options (exercisable at 21 cents by 31/12/2020)
Mr Cairns	4,500,000	3,500,000	2,500,000	2,500,000
Ms Murphy	2,000,000	2,100,000	1,800,000	1,800,000
Mr Plyley	2,500,000	2,500,000	750,000	300,000
Mr Ironside	1,000,000	1,000,000	950,000	300,000
	10,000,000	9,100,000	6,000,000	4,900,000

- (i) the Related Party Options will be granted under the Company's Employee Incentive Plan, the terms and conditions of which are set out in Schedule 1, with specific terms of the Related Party Options set out in Schedule 2;
- (j) the value of the Related Party Options and the pricing methodology is set out in Schedule 3;
- (k) the relevant interests of the Related Parties in securities of the Company are set out below:

Related Party	Number of Shares	Number of Options
Mr Christopher Cairns	15,007,419	5,000,000 (includes 2,500,000 remuneration options lapsing 31/12/18)
Ms Jennifer Murphy	3,487,097	3,600,000 (includes 1,800,000 remuneration options lapsing 31/12/18)
Mr William Plyley	22,000	1,050,000 (includes 750,000 remuneration options lapsing 31/12/18)
Mr Peter Ironside	30,295,361	1,250,000 (includes 950,000 remuneration options lapsing 31/12/18)
Ms Amanda Sparks	435,942	1,700,000 (includes 1,075,000 remuneration options lapsing 31/12/18)

Note

The short-term remuneration options approved by Shareholders in October 2017 (exercise price of 19 cents) will expire on 31 December 2018 and the new short-term options are intended to replace those expiring retention incentive options.

- (l) the remuneration and emoluments (including share-based payments) from the Company to the Related Parties for the previous two financial years and the proposed remuneration and emoluments for the current financial year ending 30 June 2019 are set out below:

Related Party		Estimate for Financial Year Ending 30 June 2019 \$	Financial Year Ended 30 June 2018 \$	Financial Year Ended 30 June 2017 \$
Mr Christopher Cairns	Cash *	219,000	212,927	182,362
Mr Christopher Cairns	Share-Based (options)	178,004**	345,306	246,276
Mr Christopher Cairns	Total	397,004	558,233	428,638
Ms Jennifer Murphy	Cash	156,038	122,451	105,269
Ms Jennifer Murphy	Share-Based (options)	130,536**	248,621	147,766

Ms Jennifer Murphy	Total	286,574	371,072	253,035
Mr William Plyley	Cash	54,750	41,061	-
Mr William Plyley	Share-Based (options)	89,002**	64,978	175,911
Mr William Plyley	Total	143,752	106,039	175,911
Mr Peter Ironside	Cash	31,208	-	-
Mr Peter Ironside	Share-Based (options)	89,002**	75,441	70,365
Mr Peter Ironside	Total	120,210	75,441	70,365
Ms Amanda Sparks***	Cash	56,008	19,200	3,975
Ms Amanda Sparks***	Share-Based (options)	89,002**	109,946	106,113
Ms Amanda Sparks***	Total	145,010	129,146	110,088

* Cash includes cash salary, director's fees, superannuation, insurances and movements in leave provisions.

** Assumes the Related Party Options proposed under this Notice of Meeting (Resolutions 5 to 9) are approved and issued.

***Appointed as a Director on 14 September 2018.

It should be noted that in March 2015, all Directors agreed to reduce their salaries / fees in order to maximise cash for exploration expenditure. Mr Christopher Cairns and Ms Jennifer Murphy reduced their salaries by 40% (\$100,000 and \$60,000 reductions respectively) and Mr William Plyley and Mr Peter Ironside reduced their fees to nil (reduction from \$75,000 and \$30,000 respectively). On 1 November 2017, remuneration was partly increased, with Mr Christopher Cairns and Ms Jennifer Murphy receiving remuneration at a 20% reduction from their employment contracts. From 1 October 2018, Ms Jennifer Murphy's remuneration was increased to \$150,000 pa. Mr William Plyley is receiving 67% of his original director fees (effective 1 October 2017). For the period 1 March 2015 to 14 September 2018, Mr Peter Ironside was not receiving any director fees (now \$36,000 pa). Ms Amanda Sparks receives director fees of \$36,000 pa. The options are being granted to provide a retention incentive to all Directors.

It should also be noted that the short-term remuneration options approved by Shareholders in October 2017 (exercise price of 19 cents) will expire on 31 December 2018 and the new short-term options are intended to replace those expiring retention incentive options.

- (m) if the Related Party Options granted to the Related Parties are exercised, a total of 9,700,000 Shares would be issued. This will increase the number of Shares on issue from 151,658,640 to 161,358,640 (assuming that no other Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 6.01%, comprising approximately 1.86% by Mr Cairns, 1.36% by Ms Murphy, 0.93% by Mr Plyley, 0.93% by Mr Ironside and 0.93% by Ms Sparks.

The market price for Shares during the term of the Related Party Options would normally determine whether or not the Related Party Options are exercised. If at any time any of the Related Party Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Related Party Options, there may be a perceived cost to the Company.

- (n) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	51 cents	28 January 2018
Lowest	13.5 cents	12 October 2017
Last	20 cents	3 October 2018

- (o) the primary purpose of the grant of the Related Party Options to the Related Parties is to recognise the contribution made by the Directors, by the Directors agreeing to reduce their salaries / fees in order to maximise cash for exploration expenditure from March 2015. These Related Party Options also provide an incentive component in the remuneration package for the Related Parties to motivate and reward the performance of the Related Parties in their respective roles as Directors;

- (p) Mr Cairns declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the resolution on the basis that Mr Cairns is to be granted Related Party Options in the Company should Resolution 5 be passed. However, in respect of Resolutions 6 to 9, Mr Cairns recommends that Shareholders vote in favour of those resolutions for the following reasons:
- (i) the grant of Related Party Options to the Related Parties will align the interests of the Related Parties with those of Shareholders;
 - (ii) the grant of the Related Party Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and
 - (iii) it is not considered that there are any significant costs to the Company or benefits foregone by the Company in granting the Related Party Options upon the terms proposed;
- (q) Ms Murphy declines to make a recommendation to Shareholders in relation to Resolution 6 due to her material personal interest in the outcome of the Resolution on the basis that Ms Murphy is to be granted Related Party Options in the Company should Resolution 6 be passed. However, in respect of Resolutions 5 and 7 to 9, Ms Murphy recommends that Shareholders vote in favour of those resolutions for the reasons set out in paragraph (p);
- (r) Mr Plyley declines to make a recommendation to Shareholders in relation to Resolution 7 due to his material personal interest in the outcome of the Resolution on the basis that Mr Plyley is to be granted Related Party Options in the Company should Resolution 7 be passed. However, in respect of Resolutions 5, 6, 8 and 9, Mr Plyley recommends that Shareholders vote in favour of those resolutions for the reasons set out in paragraph (p);
- (s) Mr Ironside declines to make a recommendation to Shareholders in relation to Resolution 8 due to his material personal interest in the outcome of the Resolution on the basis that Mr Ironside is to be granted Related Party Options in the Company should Resolution 8 be passed. However, in respect of Resolutions 5 to 7 and 9, Mr Ironside recommends that Shareholders vote in favour of those resolutions for the reasons set out in paragraph (p) ;
- (t) Ms Sparks declines to make a recommendation to Shareholders in relation to Resolution 9 due to her material personal interest in the outcome of the Resolution on the basis that Ms Sparks is to be granted Related Party Options in the Company should Resolution 9 be passed. However, in respect of Resolutions 5 to 8, Ms Sparks recommends that Shareholders vote in favour of those resolutions for the reasons set out in paragraph (p) ;
- (u) in forming their recommendations, each Director considered the experience of each other Related Party, the current market price of Shares, the current market practices when determining the number of Related Party Options to be granted as well as the exercise price and expiry date of those Related Party Options; and
- (v) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 5 to 9.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Options to the Related Parties as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of Related Party Options to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

7. Resolution 10 – Ratification of the Prior Issues of Shares

7.1 General

In October 2014, the Company entered into a subscription agreement with its existing drilling contractor, Titeline Drilling Pty Ltd and Greenstone Property Pty Ltd as trustee for the Titeline Property Trust (who are not related parties of the Company) (**Titeline**) (**Subscription Agreement**). Pursuant to the Subscription Agreement, Titeline agreed to subscribe for up to \$2 million worth of Shares, with the Company having the option to settle monthly drilling charges provided by Titeline pursuant to a drilling services agreement (**Drilling Services Agreement**) by way of cash payment and by way of an offset of the price of a subscription application for Shares.

Both the Subscription Agreement and the Drilling Services Agreement are arm's length agreements, and the costs of drilling services provided to the Company are charged at a market price. The number of the Shares issued is determined in accordance with the terms of the Subscription Agreement, by dividing the relevant amount of the drilling invoice by the lower of:

- (a) the 5-day volume weighted average price of Shares trading on the ASX up to and including the Business Day prior to the Completion Date; and
- (b) the 10-day volume weighted average price of Shares trading on the ASX up to and including the Business Day prior to the Completion Date,

Since the previous general meeting held on 5 April 2018, the following Shares were issued under the Subscription Agreement:

- (a) 493,776 Shares were issued to Greenstone Property Pty Ltd as trustee for Titeline Property Trust on 13 April 2018, pursuant to the Subscription Agreement;
- (b) 500,000 Shares were issued to Greenstone Property Pty Ltd as trustee for Titeline Property Trust on 19 July 2018, pursuant to the Subscription Agreement; and
- (c) 1,290,323 Shares were issued to Greenstone Property Pty Ltd as trustee for Titeline Property Trust on 6 September 2018, pursuant to the Subscription Agreement.

Resolution 10 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Equity Securities (**Ratification**).

A summary of ASX Listing Rule 7.1 is set out in Section 5 above.

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

ASX Listing Rule 7.4 provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period the approval is valid a number of securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E", until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issues the subject of Resolution 10, the base figure (ie variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval. Although, it is noted that the Company's use of the additional 10% annual placement capacity following this Meeting remains conditional on Resolution 11 being passed by the requisite majority.

7.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 2,284,099 Shares were issued on the following basis:

- (i) 493,776 Shares were issued pursuant to ASX Listing Rule 7.1A;
 - (ii) 500,000 Shares were issued pursuant to ASX Listing Rule 7.1A; and
 - (iii) 1,290,323 Shares were issued pursuant to ASX Listing Rule 7.1;
- (b) 493,776 Shares were issued at a deemed issue price of 28.7 cents per Share with a Directors' valuation (calculated on the basis described above) as announced on 13 April 2018 of \$141,714;
 - (c) 500,000 Shares issued at a deemed issue price of 28.1 cents per Share with a Directors' valuation (calculated on the basis described above) as announced on 19 July 2018 of \$140,500;
 - (d) 1,290,323 Shares were issued at a deemed issue price of 31 cents per Share (\$400,000);
 - (e) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
 - (f) the Shares were issued to Greenstone Property Pty Ltd as trustee for Titeline Property Trust who is not a related party of the Company; and
 - (g) No funds were raised from the issues as the shares were issued for nil cash consideration as an offset payment for drilling services provided by Titeline.

8. Resolution 11 – Approval of 10% Placement Capacity – Equity Securities

8.1 Introduction

The Company is seeking Shareholder approval to issue an additional 10% of issued capital over a 12 month period pursuant to ASX Listing Rule 7.1A.

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek Shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$30.33 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 3 October 2018).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: SVY).

If Shareholders approve Resolution 11, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Resolution 11 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 11 for it to be passed.

8.2 Technical Information required by ASX listing Rule 7.1A.

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 11:

(a) Minimum Issue Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (1) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (2) if the Equity Securities are not issued within 5 ASX trading days of the date in (1) above, the date on which the Equity Securities are issued.

(b) Date of Issue

Assuming Resolution 11 is passed, the Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (1) 12 months after the date of this Meeting; and
- (2) the date of the approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under ASX Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) Risk of economic and voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will have a dilutive effect on the interests of existing Shareholders who do not receive any Shares under the issue.

If Resolution 11 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at 17 September 2018.

The table below also shows:

- (1) the hypothetical voting dilution impact where the number of Shares on issue (variable 'A' in the formula) changes. Specifically, the table shows three examples where variable 'A' has increased by 25%, 50% and 100%. These examples of a 25%, 50% and 100% increase in variable 'A' are provided as required under Listing Rule 7.3A.2. We note however that, even in the event Resolution 11 is passed, it is not possible for the Company to issue additional Shares in excess of 25% of its current issued capital without Shareholder approval, unless the Share issue is as a result of an issue that falls within an exemption within Listing Rule 7.2 (such as a pro rata entitlements issue or a share purchase plan); and
- (2) the hypothetical economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Issued Share Capital (Number of Shares on issue - variable 'A' in Listing Rule 7.1A2)	50% decrease in current Market Price \$0.10		Current Market Price (as at 17 September 2018) \$0.20		100% increase in current Market Price \$0.40	
	10% Voting Dilution	Capital Raised \$	10% Voting Dilution	Capital Raised \$	10% Voting Dilution	Capital Raised \$
Current variable 'A'						
151,658,640	15,165,864	1,516,586	15,165,864	3,033,173	15,165,864	6,066,346
25% Increase in current variable 'A'						
189,573,300	18,957,330	1,895,733	18,957,330	3,791,466	18,957,330	7,582,932
50% Increase in current variable 'A'						
227,487,960	22,748,796	2,274,880	22,748,796	4,549,759	22,748,796	9,099,518

100% Increase in current variable 'A'							
303,317,280	30,331,728	3,033,173	30,331,728	6,066,346	30,331,728	12,132,691	

Assumptions and explanations

- There are currently 151,658,640 Shares on issue as at the date of this Notice of Meeting.
- The issue price set out above is the closing price of the Shares on the ASX on 17 September 2018.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued either under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a specific risk that:

- (1) the market price for the Company's Shares may be significantly lower on the date of the issue than it is on the date of the Meeting; and
- (2) the Shares may be issued at a price that is at a discount to the market price for those Shares on the issue date.

(d) Purpose of issue of 10% Placement Capacity

The Company may issue Equity Securities for non-cash consideration, such as for the acquisition of new assets or investments. If the Company issues Equity Securities for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the Equity Securities complies with ASX Listing Rule 7.1A.3.

Funds raised from the issue of Equity Securities for cash consideration, if undertaken, would be applied towards funding expenditure associated with the exploration and development of the Company's gold and copper assets within Australia, acquisitions of new assets or investments and/or general working capital.

The Company intends to issue securities under the 10% Placement Capacity pursuant to the Subscription Agreement. Under the Subscription Agreement, the Company may set-off the subscription amount against amounts due to Titeline for drilling services (refer to Stavely's ASX announcement on 7 October 2014).

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) Allocation under the 10% Placement Capacity

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the Equity Securities. The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet all been determined.

One of the allottees will be Greenstone Property Pty Ltd as trustee for Titeline Property Trust ('Greenstone'). Under the Subscription Agreement, the Company may set-off the subscription amount against amounts due to Titeline for drilling services (refer to Stavely's ASX announcement on 7 October 2014). The number of Shares that will be issued to Greenstone in the next twelve months will depend on the drilling services yet to be performed by Titeline. Under the Subscription Agreement, the maximum amount of subscription is \$2 million, with \$1,675,194 utilised for the period October 2014 to September 2018, resulting with an amount remaining of \$0.32 million.

Additional allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The identity of the additional allottees of Equity Securities will be determined on a case-by-case basis having regard to a number of factors including but not limited to the following:

- (1) the purpose of the issue;
- (2) the alternative methods for raising funds available to the Company at that time, including but not limited to, rights issue or other offer where existing Shareholders may participate;
- (3) the effect of the issue of the Equity Securities on the control of the Company;
- (4) the circumstances of the Company, including but not limited to, the financial situation and solvency of the Company;
- (5) prevailing market conditions; and
- (6) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new assets or investments for which placement securities are issued as consideration, it is possible that the allottees of some of the placement securities will be the vendors of the new assets or investments.

(f) Previous approval under ASX Listing Rule 7.1A.

The Company has previously obtained Shareholder approval under ASX Listing Rule 7.1A at its annual general meeting held on 18 October 2017.

During the 12 month period preceding the date of this Meeting, being on and from 28 November 2017, the Company issued a total of 29,107,137 Shares and nil options which represents 19.2% of the total diluted number of Equity Securities on issue in the Company on 18 October 2017, which was 151,835,486 (122,685,486 Shares, 29,150,000 unlisted Options). Of these 29,107,137 Shares and nil options issued, 1,427,842 Shares were issued under rule 7.1A, 21,290,323 Shares were issued under rule 7.1 and 6,388,972 Shares were issued under an exception in rule 7.2.

Details of the issues of Equity Securities by the Company during the 12 month period preceding the date of this annual general meeting are set out in the table below:

Date of Issue	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to Market Price on the trading day prior to the issue	If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds ¹ . If issued for non-cash consideration – a description of the consideration and the current value of the consideration (Current valued based on Closing Price on 2 October 2018 of 20.5 cents)
13-Dec-17	434,066	Ordinary Shares (issued under Listing Rule 7.1A)	Issued to drilling contractor	\$ 0.191 No discount to market price.	Non-Cash consideration of \$82,907 (current value \$88,984). Issued pursuant to share subscription agreement.
8-Feb-18	20,000,000	Ordinary Shares (issued under Listing Rule 7.1)	Issued to sophisticated and institutional investors pursuant to a placement	\$ 0.340 Market Price day before issue was \$0.37. Discount of 8%.	Cash \$6,800,000 Funds raised to be primarily used to accelerate drilling programmes in western Victoria.
23-Feb-18	5,888,972	Ordinary Shares (issued under exception in Rule 7.2)	Issued to eligible shareholders pursuant to the share purchase plan announced on 5 February 2018	\$ 0.340 Market Price day before issue was \$0.345. Discount of 1%.	Cash \$2,002,250 Issued pursuant to share purchase plan. Funds raised to be primarily used to accelerate drilling programmes in western Victoria.

11-Apr-18	100,000	Ordinary Shares (issued under exception in Rule 7.2)	Issued upon exercise of unlisted options	\$ 0.190 Market Price day before issue was \$0.28. Discount of 32%.	Cash \$19,000 Funds used for exploration and working capital.
13-Apr-18	493,776	Ordinary Shares (issued under Listing Rule 7.1A)	Issued to drilling contractor	\$ 0.287 Market Price day before issue was \$0.32. Discount of 10%.	Non-Cash consideration of \$141,714 (current value \$101,224). Issued pursuant to share subscription agreement.
13-Jun-18	400,000	Ordinary Shares (issued under exception in Rule 7.2)	Issued upon exercise of unlisted options	\$ 0.190 Market Price day before issue was \$0.305. Discount of 38%.	Cash \$76,000 Funds used for exploration and working capital.
19-Jul-18	500,000	Ordinary Shares (issued under Listing Rule 7.1A)	Issued to drilling contractor	\$ 0.281 No discount to market price.	Non-Cash consideration of \$140,500 (current value \$102,500). Issued pursuant to share subscription agreement.
6-Sep-18	1,290,323	Ordinary Shares (issued under Listing Rule 7.1)	Issued to drilling contractor	\$ 0.310 No discount to market price.	Non-Cash consideration of \$400,000 (current value \$264,516). Issued pursuant to share subscription agreement.
TOTAL EQUITY ISSUED	29,107,137				

(g) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (1) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- (2) the information required by ASX Listing Rule 3.10.5A for release to the market.

8.3 Voting Exclusion Statement

A voting exclusion statement is included in the Notice of Meeting. At the date of this Notice, the proposed allottees of any Equity Securities are not as yet known or identified and the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. It is probable that an issue of Equity Securities under this special resolution may be made to Titeline Drilling Pty Ltd, Greenstone Property Pty Ltd as trustee for Titeline Property Trust and any of their associates, therefore, these Shareholders will be excluded from voting on Resolution 11.

Recommendations for All Resolutions

The Board believes that the Resolutions to be proposed at the Company's Annual General Meeting are in the best interests of the Company and (except where otherwise stated) unanimously recommends that Shareholders vote in favour of each Resolution.

Enquiries

Shareholders are invited to contact the Company Secretary, Ms Amanda Sparks, on (08) 9287 7630 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in section 8 of the Explanatory Statement which accompanies the Notice.

Annual General Meeting or Meeting means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (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)*.

Company means Stavely Minerals Limited (ABN 33 119 826 907).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting is not included in the S&P/ASX 300 Index; and has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice or Notice of Meeting means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option which enables the holder to subscribe for one Share.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Directors' Report of the Company's annual financial report for the period ended 30 June 2018.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

Variable A means "A" as set out in the calculation in section 8.2 of this Notice.

WST means Western Standard Time as observed in Perth, Western Australia.

Schedule 1 – Key Terms and Conditions of the Employee Incentive Plan

Outlined below is a summary of the key terms of the Company's Employee Incentive Plan.

- (a) **Eligibility:** Eligible Employees include Directors (both executive and non-executive), full time and part time employees and casual employees and contractors of the Company (to the extent permitted by ASIC Class Order 14/1000). Subject to the Board's consent, an Eligible Employee may nominate another person to participate in the Plan in their place.
- (b) **Administration of Plan:** The Board is responsible for the operation of the Plan and has a broad discretion to determine which Eligible Employees will be offered Awards under the Plan.
- (c) **Invitation:** The Board may issue an invitation to an Eligible Employee to participate in the Plan (**Invitation**). The Invitation will specify:
 - (i) the number and type of Awards (being Options, Performance Rights and/or incentive Shares) specified in the Invitation;
 - (ii) any vesting conditions, performance hurdles, performance period, exercise conditions and/or restriction conditions attaching to the Awards;
 - (iii) the issue price or exercise price of the Awards (as applicable);
 - (iv) an acceptance period;
 - (v) any other terms and conditions attaching to the Awards; and
 - (vi) any other information required by ASIC Class Order 14/1000, the Listing Rules or any law to be included in the invitation.
- (d) **Issue and exercise price:**
 - (i) Options shall be issued for nil cash consideration, and the Board may determine the exercise price in its absolute discretion (including whether to offer the Eligible Employee a cashless exercise facility which will entitle the Eligible Employee to set-off the exercise price against the number of Shares which the Eligible Employee is entitled to receive upon exercise of the Eligible Employee's Options));
 - (ii) Performance Rights shall be issued for nil cash consideration, and Shares issued upon the conversion of Performance Rights shall be issued for nil cash consideration;
 - (iii) The Board shall determine the issue price of any Shares issued under the Plan, which may be nil.
- (e) **Quotation on ASX:** The Company will apply for Shares issued under the Plan and upon the exercise of Options and Performance Rights to be admitted to trading on ASX upon issue of the Share. Quotation will be subject to the ASX Listing Rules and any holding lock applying to the Shares. Options and Performance Rights issued under the Plan shall not be quoted.
- (f) **Rights attaching to Shares:** Each Share issued under the Plan or on the exercise of an Award shall be issued on the same terms and conditions as the Company's issued Shares (other than in respect of transfer restrictions imposed by the Plan) and it will rank equally with all other issued Shares from the issue date except for entitlements which have a record date before the issue date. The holder of a Share issued under the Plan shall be entitled to receive notice of, and attend and vote at, shareholder meetings, and to receive any dividends declared by the Company.
- (g) **Rights attaching to Options and Performance Rights:** Subject to the terms of the Plan, the Board may determine the rights attaching the Options and Performance Rights issued under the Plan. The holder of an Option or Performance Right issued under the Plan shall not be entitled to receive notice of, and attend and vote at, shareholder meetings, nor to receive any dividends declared by the Company.
- (h) **Restriction Conditions:** Shares may be subject to restriction conditions (such as a period of employment or a performance hurdle) which must be satisfied before the Shares can be sold, transferred, or encumbered (**Restriction Condition**). The Board may waive Restriction Conditions in its absolute discretion, including where a holder dies or is a good leaver. The Company is authorised to impose a holding lock on the Shares to implement these restrictions.

- (i) **Forfeiture of Shares:** Where a Restriction Condition in relation to Shares is not satisfied by the due date, or becomes incapable of satisfaction (as determined by the Board in its reasonable opinion), and is not waived by the Board, the holder of those Shares forfeits its right, entitlement and interest in and to the Shares and the Company must, unless the Restriction Condition is waived by the Board, either:
- (i) arrange to buy back and cancel the relevant Shares within 6 months of the date the Restriction Condition was not satisfied (or became incapable of satisfaction) under the Corporations Act at a price equal to the cash consideration paid by the holder for the Shares; or
 - (ii) arrange to sell the Shares on behalf of the holder (using a power of attorney) as soon as reasonably practicable after the Restriction Condition was not satisfied (or became incapable of satisfaction) on the ASX or to an investor who falls within an exemption under Section 708 of the Corporations Act (provided that the sale must be at a price that is no less than 80% of the volume weighted average price of Shares on ASX over the 10 trading days before the sale date), and apply the sale proceeds in the following priority:
 - (A) firstly, to use towards repaying any cash consideration paid by the holder for the Shares; and
 - (B) secondly, any remainder to the Company to cover its costs of managing the Plan.
- (j) **Power of Attorney:** The holder irrevocably appoints each of the Company and each director of the Company severally as his or her attorney to do all things necessary to give effect to the buy back or sale of the holder's Shares in accordance with the Plan.
- (k) **Ceasing to be an Eligible Executive:** If an Eligible Employee ceases to be an employee or director of the Company and:
- (i) at that time there are unfulfilled Restriction Conditions in relation to Shares under the Plan held by the Eligible Employee or his or her nominee, the Shares are forfeited and the Company must either buy back or sell the Shares in accordance with the Plan;
 - (ii) the termination of employment is due to wilful misconduct, gross negligence or material breach of employment contract (**Misconduct**), then unvested Awards shall lapse and the Board may determine that vested Awards that have not been exercised shall also lapse; and
 - (iii) the termination of employment is not due to Misconduct, then vested awards may be exercised within 3 months from the date of termination of employment, and the Board may in its discretion determine whether to waive any vesting conditions, exercise conditions or restriction conditions to permit the Eligible Employee to exercise Awards or sell or retain Plan Shares.
- (l) **Change of control events:** Unvested Awards shall become exercisable if:
- (i) (**Takeover**) a takeover bid for the Company's issued Shares is declared unconditional;
 - (ii) (**Compromise or Arrangement**): a court approves under Section 411(4)(b) of the Corporations Act a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
 - (iii) (**Sale of Main Business**): the Company enters into an agreement to sell its main business undertaking or principal assets and that agreement becomes unconditional.
- (m) **Plan limit:** The Company must take reasonable steps to ensure that the number of Shares to be received on the exercise of Awards, when aggregated with:
- (i) the number of Shares that would be issued if each outstanding offer made or Award granted under the Plan or any other employee incentive scheme of the Company were to be exercised or accepted; and
 - (ii) the number of Shares issued during the previous 3 years under the Plan (or any other employee share scheme extended only to eligible employees),
- does not exceed 5% of the total number of Shares on issue at the time of an offer (but disregarding any offer of Shares or Awards that can be disregarded in accordance with relevant ASIC Class Orders).

Schedule 2 – Specific Terms and Conditions of Related Party Options

Note - the Related Party Options will be granted under the Company's Employee Incentive Plan.

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price

Subject to paragraph (j), the amount payable upon exercise of each Option will be set at a 30% premium to the volume weighted average share price (**VWAP**) over the five trading days prior to the issue of the Options (**Exercise Price**). The Cashless Exercise Facility will be offered.

(c) Expiry Date

Each Option will expire at 5:00 pm (WST) on 31 December 2019 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) Timing of issue of Shares on exercise

Within 10 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) Quotation of Shares issued on exercise

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) Unquoted

The Company will not apply for quotation of the Options on ASX.

(n) Transferability

The Options are only transferable in accordance with the terms of the Employee Incentive Plan.

Schedule 3 - Valuation of Related Party Options

The Related Party Options to be issued to the Related Parties pursuant to Resolutions 5 to 9 have been valued by internal management.

Using the Black Scholes option pricing model and based on the assumptions set out below, the Related Party Options were ascribed the following value:

Assumptions:	Short-Term Options
Valuation date	14 September 2018
Market price of Shares *	20 cents
5 Day VWAP of Market price of Shares (used in the calculation of exercise price)	20.57 cents
Exercise price at 130% x 5 Day VWAP	27 cents
Expiry date (length of time from issue)	13.05 months
Risk free interest rate	2.0%
Volatility (discount)	95.19%
Indicative value per Related Party Option	5.93346 cents
Total Value of Related Party Options	\$ 575,546
- Mr Cairns	\$ 178,004
- Ms Murphy	\$ 130,536
- Mr Plyley	\$ 89,002
- Mr Ironside	\$ 89,002
- Ms Sparks	\$ 89,002

* Note: The valuations noted above will be adjusted for the actual variables, including market price and the exercise price will be adjusted using the premium x 5 Day VWAP at the time of grant.

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Stavelly Minerals Limited
ABN 33 119 826 907

SVY

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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

XX



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: 9999999

SRN/HIN: I9999999999 PIN: 99999

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 10.30am (WST) Monday, 26 November 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** ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



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.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Stavelly Minerals 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 Stavelly Minerals Limited to be held at First Floor, 168 Stirling Highway, Nedlands, Western Australia on Wednesday, 28 November 2018 at 10.30am (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 Resolutions 1 and 4 - 9 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 4 - 9 are 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 Resolutions 1 and 4 - 9 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			For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 7	Issue of Director Options – Mr William Plyley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Ms Amanda Sparks as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Issue of Director Options – Mr Peter Ironside	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Ms Jennifer Murphy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9	Issue of Director Options – Ms Amanda Sparks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Enable the Issue of Securities under Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10	Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Director Options – Mr Christopher Cairns	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 11	Approval of 10% Placement Capacity – Equity Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Director Options – Ms Jennifer Murphy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

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

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

SVY

999999A

Computershare +