

# **ARUMA RESOURCES LIMITED**

ACN 141 335 364

## **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT**

**For the Annual General Meeting to be held  
on 28 November 2018 at 1:15pm (Western Standard Time) at  
The Celtic Club  
48 Ord Street  
West Perth, Western Australia**

***This is an important document. Please read it carefully.***

***If you are unable to attend the Meeting, please complete the form of proxy enclosed  
and return it in accordance with the instructions set out on that form.***

## TIME AND PLACE OF ANNUAL GENERAL MEETING AND HOW TO VOTE

### Venue

The Annual General Meeting of Aruma Resources Limited will be held at:

The Celtic Club	Commencing
48 Ord Street	at 1:15pm (Western Standard Time)
West Perth	on Wednesday
WA 6005	28 November 2018.

### How to Vote

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

#### Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 1:15pm (Western Standard Time).

#### Voting by Proxy

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

- Hand to the Company's registered office at 108 Forrest Street, Cottesloe, Western Australia, 6011;
- Facsimile to number +61 (8) 9226 3764;
- Post to PO Box 152, West Perth, Western Australia, 6872; or
- Email to [pmacleod@gapcs.com.au](mailto:pmacleod@gapcs.com.au),

so that it is received not later 1:15pm (WST) on 26 November 2018.

---

### Voting and Proxies

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the person who is entitled to vote in accordance with the directions on the proxy form or it is cast by 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.
3. The Chairman of the Meeting will vote undirected proxies in favour of all Resolutions.

In relation to Resolution 1 the proxy form expressly authorises the Chairman to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Any undirected proxies held by a Director, any member of the Key Management Personnel or any of their Closely Related Parties (who are not the Chairman of the Meeting) will not be voted on Resolution 1.

4. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 26 November 2018 at 5:00pm (Western Standard Time).
5. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions on that form.

# ARUMA RESOURCES LIMITED

ACN 141 335 364

## NOTICE OF ANNUAL GENERAL MEETING

---

Notice is hereby given that the Annual General Meeting of the Shareholders of Aruma Resources Limited will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Wednesday, 28 November 2018 at 1:15pm (Western Standard Time) for the purpose of transacting the following business.

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

### AGENDA

#### **BUSINESS**

---

##### **Financial Statements and Reports**

To receive and consider the annual financial report of the Company, the Directors' Report and the Independent Audit Report for the year ended 30 June 2018.

---

##### **Resolution 1 – Adoption of Remuneration Report**

To consider and, if thought fit, to pass, with or without amendment, the following in accordance with section 250R(2) of the Corporations Act:

*"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 set out in the Annual Report for the year ended 30 June 2018."*

Note: the vote on this resolution is advisory only and does not bind the Directors or the Company.

##### **Voting Exclusion:**

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

- (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, the voter 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 by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair of the meeting 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 if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

---

## **Resolution 2 - Re-election of Director – Mark Elliott**

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

*" That Mark Elliott, who retires by rotation in accordance with rule 7.3(a) of the Constitution of the Company, and being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company."*

---

## **Resolution 3 – Ratification of Shares under the Controlled Placement Agreement**

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

*"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,000,000 Shares on the terms and conditions set out in the Explanatory Statement."*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an associate of those persons. 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.

---

## **Resolution 4 – Ratification of Placement Shares**

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

*"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Shares on the terms and conditions set out in the Explanatory Statement."*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an associate of those persons. 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.

---

## **Resolution 5 – Ratification of Placement Shares**

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

*"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 40,000,000 Shares on the terms and conditions set out in the Explanatory Statement."*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an associate of those persons. 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.

---

## **Resolution 6 – Ratification of Options for Capital Raising Fee**

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

*"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,000,000 Options on the terms and conditions set out in the Explanatory Statement."*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an associate of those persons. 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.

---

## **Resolution 7 – Ratification of Shares to Acquire the Trojan Tenement**

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

*"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,000,000 Shares on the terms and conditions set out in the Explanatory Statement."*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an associate of those persons. 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.

---

## **Resolution 8 – Ratification of Shares to Acquire the Transville Tenement**

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

*"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,000,000 Shares on the terms and conditions set out in the Explanatory Statement."*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an associate of those persons. 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.

---

## **Resolution 9 – Ratification of Shares to Acuity Capital**

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

*"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,000,000 Shares on the terms and conditions set out in the Explanatory Statement."*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an associate of those persons. 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.

---

### **Resolution 10 – Ratification of Shares to Drilling Contractor**

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

*"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,000,000 Shares on the terms and conditions set out in the Explanatory Statement."*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an associate of those persons. 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.

---

### **Resolution 11 – Approval of Additional Placement Capacity**

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

*"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, to be issued on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder) or an associate of those persons. 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.

---

#### **By order of the Board**



Phillip MacLeod  
Company Secretary  
Dated: 23 October 2018

## **EXPLANATORY STATEMENT**

---

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

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

---

### **1. Financial Statements and Reports**

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.

In accordance with amendments to the Corporations Act the Company is no longer required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. Shareholders may view the Company annual financial report on its website at [www.arumaresources.com](http://www.arumaresources.com).

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Financial Report for the financial period ended 30 June 2018;
  - (b) ask questions and make comment on the management of the Company; and
  - (c) ask the auditor questions about the conduct of the audit, preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.
- 

### **2. Resolution 1 – Adoption of Remuneration Report**

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 for the financial year ending 30 June 2018.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting. Shareholders should note that the vote on this Resolution is advisory only and does not bind the Company or the Directors.

#### **Voting Consequences**

Under the Corporations Act, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "Spill Resolution") that another general meeting be held within 90 days at which all of the Directors (other than the Managing Director) must go up for re-election.

#### **Previous Voting Results**

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

#### **Proxy Restrictions**

Pursuant to the Corporations Act, if you appoint a member of the Key Management Personnel (other than the Chair) or any Closely Related Party as your proxy to vote on this Resolution 1, **you must direct the proxy how they are to vote**. Where you do not direct such a person on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to Resolution 1.

If you appoint the Chair as your proxy, and you do not direct the Chair on how to vote on this Resolution 1, then by signing and returning the proxy form you are giving express authorisation for the Chair to vote all undirected proxies **FOR Resolution 1** even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

---

---

### 3. Resolution 2 – Re-election of Director – Mark Elliott

Pursuant to rule 7.3(a) of the Company's Constitution, Dr Mark Elliott, being a Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as a Director of the Company.

Dr Elliott has been a Director since 1 July 2017 and was last re-elected on 30 November 2017.

#### Qualifications

Dr Elliott (Dip App Geol, PhD FAICD, FAusIMM(CPGeo), FAIG) is a chartered practising geologist with expertise in multiple mineral commodities and energy sectors. Dr Elliott has a proven track record in corporate management and growing successful businesses in the resource sector.

#### Other Material Directorships

Dr Elliott is Non-Executive Chairman of Mako Gold Limited and a Non-executive director of Nexus Minerals Limited.

#### Independence

Dr Elliott is a Non-Executive Director of the Company. The Board considers that Dr Elliott is an independent director.

#### Board Recommendation

The Directors (apart from Dr Elliott) recommend that Shareholders vote in favour of the election of Dr Elliott.

---

### 4. Resolution 3 – Ratification of Shares under the Controlled Placement Agreement

#### 4.1 Background

On 31 January 2018, the Company announced that it had entered into a Controlled Placement Agreement (CPA) with Acuity Capital. The CPA provides Aruma with up to \$2 million of standby equity capital over a 24-month period. Aruma retains control of all aspects the placement process: having sole discretion as to whether or not to utilise the CPA facility, the quantum of issued shares, the minimum issue price of shares and the timing of each placement tranche (if any). There are no requirements on Aruma to utilise the CPA facility and the Company may terminate the CPA at any time, without cost or penalty. Acuity Capital and the CPA do not place any restrictions at any time on Aruma raising capital through other methods. If Aruma does decide to utilise the CPA facility, the Company is able to set a floor price (at its sole discretion) and the final issue price will be calculated as the greater of that floor price set by Aruma and a 10% discount to a value weighted average price over a period of Aruma's choosing. As collateral for the CPA, the Company issued 20,000,000 Shares from its Listing Rule 7.1 capacity, at nil consideration to Acuity Capital (Collateral Shares). The Company may, at any time, cancel the CPA and buy back the Collateral Shares for no consideration (subject to shareholder approval). The Collateral Shares were issued on 2 February 2018.

Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 20,000,000 Collateral Shares.

#### 4.2 General

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.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 and provided that the previous issue did not breach Listing Rule 7.1 (that is, the issue was within the Company's 15% placement capacity or any additional 10% placement capacity under Listing Rule 7.1A) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

#### 4.3 Technical information required by Listing Rule 7.4

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 3:

- (a) 20,000,000 Shares were issued;
- (b) the Shares were issued for a nil issue price;



- (c) the Shares are fully paid ordinary shares issued on the same terms and conditions as the Company's existing Shares on issue;
- (d) the Shares were issued to Acuity Capital Investment Management Pty Ltd who is not a related party of the Company;
- (e) no funds were raised from the issue of the Shares – the Shares were issued as collateral for the CPA as described in section 4.1; and
- (f) a voting exclusion statement is included in the Notice.

---

## **5. Resolutions 4 and 5 – Ratification of Placement Shares**

### **5.1 Background**

On 1 March 2018, the Company announced that it had agreed to issue up to 50,000,000 Shares at a price of 2 cents per Share to raise \$1,000,000 (Placement) to sophisticated and professional investors. The Company also agreed to issue 4,000,000 Options to the State One Equities Pty Ltd (or their nominees) as Lead Manager for the Placement. The funds raised from the Placement were to be used for exploration programs on the Company's Slate Dam and Beowulf gold projects near Kalgoorlie as well as costs of the issue and general working capital. The Placement Shares were issued pursuant to the Company's Listing Rule 7.1 and 7.1A placement capacity of which 10,000,000 Shares were issued under Listing Rule 7.1 and 40,000,000 Shares were issued under Listing Rule 7.1A.

On 5 March 2018, the Company announced completion of the Placement with the Shares and Options being issued on 2 March 2018.

### **5.2 General**

Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 10,000,000 Placement Shares which were issued under Listing Rule 7.1.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 40,000,000 Placement Shares that were issued under Listing Rule 7.1A.

A summary of Listing Rules 7.1 and 7.4 is outlined in section 4.2 above.

Listing Rule 7.1A 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 quoted equity 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.

Having obtained Shareholder approval at the Company's Annual General Meeting on 30 November 2017, the Company has an additional 10% placement capacity under Listing Rule 7.1A.

Issues of securities made under Listing Rule 7.1A can also, after they have been made, be ratified under Listing Rule 7.4. This has the effect of refreshing the Company's ability to issue Shares within the additional 10% limit, and restoring the Company's ability to make placements within that limit without the need for shareholder approval.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future within the full capacities under each of Listing Rule 7.1 (15%) and 7.1A (10%) without the requirement to obtain prior Shareholder approval.

### **5.3 Technical information required by Listing Rule 7.4**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 4:

- (a) The total number of securities issued was 10,000,000 Shares;
- (b) the Shares were issued at a price of 2 cents each;
- (c) the Shares are fully paid ordinary shares issued on the same terms and conditions as the Company's existing Shares on issue;
- (d) the Shares were issued to participants in the Placement, who were all sophisticated and professional investor clients of State One Equities. None of these subscribers are related parties of the Company;
- (e) the funds raised from the issue of Shares (\$200,000) are to be used for exploration programs on the Company's Slate Dam and Beowulf gold projects near Kalgoorlie as well as costs of the issue and general working capital; and

- (f) a voting exclusion statement is included in the Notice.

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 5:

- (a) The total number of securities issued was 40,000,000 Shares;
- (b) the Shares were issued at a price of 2 cents each;
- (c) the Shares are fully paid ordinary shares issued on the same terms and conditions as the Company's existing Shares on issue;
- (d) the Shares were issued to participants in the Placement, who were all sophisticated and professional investor clients of State One Equities. None of these subscribers are related parties of the Company;
- (e) the funds raised from the issue of Shares (\$800,000) are to be used for exploration programs on the Company's Slate Dam and Beowulf gold projects near Kalgoorlie as well as costs of the issue and general working capital; and
- (f) a voting exclusion statement is included in the Notice.

---

## **6. Resolution 6 – Ratification of Options as Capital Raising Fee**

### **6.1 Background**

As outlined in section 5.1 above, the Company issued 4,000,00 Options to nominees of State One Equities on 2 March 2018 for its services as lead manager to the Placement.

### **6.2 General**

Resolution 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 4,000,000 Options. These Options were issued under the Company's placement capacity under Listing Rule 7.1.

A summary of Listing Rules 7.1 and 7.4 is outlined in section 4.2 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **6.3 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 Resolution 6:

- (a) 4,000,000 Options were issued;
- (b) the Options were issued for a nil issue price;
- (c) the Options have an exercise price of 4 cents and an expiry date of 2 March 2020 and are issued on the terms set out in Schedule 1;
- (d) the Options were issued to nominees of State One Equities Pty Ltd, the lead manager to the Placement. None of the nominees are related parties of the Company. ;
- (e) no funds were raised by the issue of the Options – they were issued as a capital raising fee payable to State One Equities for its services as lead manager to the Placement.; and
- (f) a voting exclusion statement is included in the Notice.

---

## **7. Resolution 7 – Ratification Shares to Acquire the Trojan Tenement**

### **7.1 Background**

On 15 March 2018, the Company announced to ASX that it had agreed to acquire mining lease ML25/104 (the Trojan Tenement) to expand the Company's Slate Dam Gold Project located to the east of Kalgoorlie in Western Australia (refer to the announcement dated 15 March 2018 for information on the tenement and mineral resource). The Trojan Tenement was acquired from a subsidiary of Westgold Resources Limited for consideration of 6,000,000 Shares in the capital of the Company.

### **7.2 General**

Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 6,000,000 Shares issued under Listing Rule 7.1.

A summary of Listing Rules 7.1 and 7.4 are outlined in section 4.2 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### 7.3 **Technical information required by Listing Rule 7.4**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 7:

- (a) 6,000,000 Shares were issued;
- (b) the Shares were issued for nil cash consideration and at a deemed issue price of 2.3 cents each based on the closing price on the date of issue as the Shares;
- (c) the Shares are fully paid ordinary shares issued on the same terms and conditions as the Company's existing Shares on issue;
- (d) the Shares were issued to Westgold Resources Limited who is not a related party of the Company;
- (e) no funds were raised from the issue of the Shares as they were issued as consideration for the acquisition of the Trojan Tenement; and
- (f) a voting exclusion statement is included in the Notice.

---

## 8. **Resolution 8 – Ratification of Shares to Acquire the Transville Tenement**

### 8.1 **Background**

On 18 April 2018, the Company announced to ASX that it had agreed to acquire exploration licence (E25/526) (the Transville Tenement) to further expand the Company's Slate Dam Gold Project located to the east of Kalgoorlie in Western Australia. The Transville Tenement was acquired from Rare Earth Contracting Pty Ltd for total consideration of \$20,000 and 2,000,000 Shares in the capital of the Company.

### 8.2 **General**

Resolution 8 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 2,000,000 Shares issued under Listing Rule 7.1.

A summary of Listing Rules 7.1 and 7.4 is outlined in section 4.2 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### 8.3 **Technical information required by Listing Rule 7.4**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 8:

- (a) 2,000,000 Shares were issued;
- (b) the Shares were issued for nil cash consideration and at a deemed price of 2.2 cents each based on the closing price on the date of issue as the Shares ;
- (c) the Shares are fully paid ordinary shares issued on the same terms and conditions as the Company's existing Shares on issue;
- (d) the Shares were issued to the nominees of Rare Earth Contracting Pty Ltd who are not related parties of the Company;
- (e) no funds were raised from the issue of the Shares as they were issued as part consideration for the acquisition of the Transville Tenement; and
- (f) a voting exclusion statement is included in the Notice.

---

## 9. **Resolution 9 – Ratification of Shares to Acuity Capital**

### 9.1 **Background**

On 28 August 2018, the Company issued 2,000,000 Shares at a deemed price of 1 cent each to Acuity Capital as settlement of the CPA facility establishment fee of \$20,000. The CPA facility is outlined in section 4.1 above.

## 9.2 **General**

Resolution 9 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 2,000,000 Shares issued under Listing Rule 7.1.

A summary of Listing Rules 7.1 and 7.4 is outlined in section 4.2 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

## 9.3 **Technical information required by Listing Rule 7.4**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 9:

- (a) 2,000,000 Shares were issued;
- (b) the Shares were issued for nil cash consideration and at a deemed price of 1 cent each;
- (c) the Shares are fully paid ordinary shares issued on the same terms and conditions as the Company's existing Shares on issue;
- (d) the Shares were issued to Acuity Capital Investment Management Pty Ltd who is not a related party of the Company;
- (e) no funds were raised from the issue of the Shares as they were issued in settlement of the CPA facility establishment fee of \$20,000; and
- (f) a voting exclusion statement is included in the Notice.

---

## 10. **Resolution 10 – Ratification of Shares to Drilling Contractor**

### 10.1 **Background**

On 30 August 2018, the Company Issued 6,000,000 Shares at a deemed price of 1 cent each to Blue Spec Drilling Pty Ltd as settlement of \$60,000 of exploration drilling costs on the Company's Slate Dam Gold project.

### 10.2 **General**

Resolution 10 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 6,000,000 Shares issued under Listing Rule 7.1.

A summary of Listing Rules 7.1 and 7.4 is outlined in section 4.2 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### 10.3 **Technical information required by Listing Rule 7.4**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 10:

- (a) 6,000,000 Shares were issued;
- (b) the Shares were issued for nil cash consideration and at a deemed price of 1 cent each;
- (c) the Shares are fully paid ordinary shares issued on the same terms and conditions as the Company's existing Shares on issue;
- (d) the Shares were issued to Blue Spec Drilling Pty Ltd who is not a related party of the Company;
- (e) no funds were raised from the issue of the Shares as they were issued in settlement of \$60,000 of exploration drilling costs; and
- (f) a voting exclusion statement is included in the Notice.

---

## 11. **Resolution 11 – Approval for Additional Placement Capacity**

### 11.1 **General**

ASX Listing Rule 7.1 permits entities to issue 15% of its issued capital without shareholder approval in a 12-month period, subject to a number of exceptions.

ASX Listing Rule 7.1A permits eligible entities, which have obtained shareholder approval by special resolution, to issue Equity Securities up to an additional 10% of its issued capital by placements over a 12-month period after the annual general meeting ("Additional Placement Capacity").

The Company seeks Shareholder approval under this Resolution to be able to issue Equity Securities under the Additional Placement Capacity. The exact number of Equity Securities to be issued is not fixed and will be determined in accordance the formula prescribed in ASX Listing Rule 7.1A.2 (set out below).

## 11.2 Requirements of ASX Listing Rule 7.1A

### (a) Eligible entities

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. With a market capitalisation of approximately \$3.7 million based on a Share price of 0.7 cents, the Company is an eligible entity.

### (b) Shareholder approval

Shareholders must approve the Additional Placement Capacity by special resolution at the annual general meeting. A resolution for the Additional Placement Capacity under ASX Listing Rule 7.1A cannot be put at any other shareholder meeting.

### (c) Equity Securities

Equity Securities issued under the Additional Placement Capacity must be in the same class as an existing class of Equity Securities of the Company that are quoted on ASX.

As at the date of this Notice, the Company has only one class of Equity Securities quoted on ASX being fully paid ordinary Shares. The Company also has unquoted Options on issue.

### (d) Formula for calculating number of Equity Securities that may be issued under the Additional Placement Capacity

If this Resolution is passed, the Company may issue or agree to issue, during the 12-month period after this Meeting, the number of Equity Securities calculated in accordance with the following formula:

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

A	The number of shares on issue 12 months before the date of issue or agreement: <ul style="list-style-type: none"> <li>• plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;</li> <li>• plus the number of partly paid shares that became fully paid in the 12 months;</li> <li>• plus the number of fully paid shares issued in the 12 months with the approval of shareholders under ASX Listing Rules 7.1 or 7.4;</li> <li>• less the number of fully paid shares cancelled in the 12 months.</li> </ul>
D	10%
E	The number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

### (e) Interaction between ASX Listing Rules 7.1 and 7.1A

The Additional Placement Capacity under ASX Listing Rule 7.1A is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

The Company has 522,820,317 Shares on issue as at the date of this Notice. If this Resolution is passed, the Company will be permitted to issue, a maximum of (as at the date of this Notice):

- 78,423,048 Equity Securities under ASX Listing Rule 7.1; and
- 52,282,032 Equity Securities under ASX Listing Rule 7.1A.

The actual number of Equity Securities that the Company will be permitted to issue under ASX Listing Rule 7.1A will be calculated at the date of issue or agreement to issue the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out above).

The effect of this Resolution will be to allow the Company to issue securities under ASX Listing Rule 7.1A without using the Company's placement capacity under ASX Listing Rule 7.1.

### 11.3 Information for Shareholders as required by ASX Listing Rule 7.3A

#### (a) Minimum price

The issue price of the new Equity Securities will be no lower than 75% of the volume weighted average price (VWAP) for securities in the relevant quoted class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price of the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 5 trading days of the date above, the date on which the Equity Securities are issued.

#### (b) Risk of economic and voting dilution

If this Resolution is passed and the Company issues securities under the Additional Placement Facility, existing Shareholders' voting power in the Company will be diluted.

There is the risk that:

- the market price for the Company's existing Equity Securities may be significantly lower on the date of issue of the new Equity Securities than on the date of the Meeting; and
- the new Equity Securities may be issued at a price that is at a discount to the market price of the Company's existing Equity Securities (in the same class) on the issue date or the new Equity Securities may be issued as part of the consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the new Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example a pro rata entitlement issue) or future placements under ASX Listing Rule 7.1 that are approved by Shareholders in the future;
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in ASX Listing Rule 7.1A.2		Dilution		
		0.35 cents	0.7 cents	1.4 cents
		50% decrease in Issue Price	Issue Price	100% increase in Issue Price
Current Variable A 522,820,317 Shares	10% Voting Dilution	52,282,031 Shares	52,282,031 Shares	52,282,031 Shares
	Funds raised	\$182,987	\$365,974	\$731,948
50% increase in current Variable A 784,230,475 Shares	10% Voting Dilution	78,423,047 Shares	78,423,047 Shares	78,423,047 Shares
	Funds raised	\$274,481	\$548,961	\$1,097,923
100% increase in current Variable A 1,045,640,634 Shares	10% Voting Dilution	104,564,063 Shares	104,564,063 Shares	104,564,063 Shares
	Funds raised	\$365,974	\$731,948	\$1,463,897

This table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the Additional Placement Capacity.
- No Options are exercised into Shares before the date of the issue of the Equity Securities.
- 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 table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
- The issue of Equity Securities under the Additional Placement Capacity consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The issue price is 0.7 cents, being the closing price of the Shares on ASX on 22 October 2018.

The Company's ability to issue securities under ASX Listing Rule 7.1A is in addition to its ability to issue securities under ASX Listing Rule 7.1.

(c) **Placement Period**

Shareholder approval of the Additional Placement Capacity under ASX Listing Rule 7.1A is valid from 28 November 2018 (the date of this Meeting) and expires on the earlier of:

- 28 November 2019, which is 12 months after this Meeting; or
- the date that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (significant change to nature or scale of activities) or ASX Listing Rule 11.2 (disposal of the main undertaking) (the "**Placement Period**").

The Company will only issue and allot new securities during the Placement Period. The approval will cease to be valid in the event that shareholders approve a transaction under ASX Listing Rules 11.1.2 or 11.2.

(d) **Purposes for which the new Equity Securities may be issued**

The Company may seek to issue new Equity Securities for the following purposes:

- cash consideration to raise funds for the acquisition of new assets or investments (including the expenses associated with such acquisitions), continued expenditure on the Company's current assets and operations and for general working capital; or
- non-cash consideration for acquisition of new resources, assets, investments (including expenses associated with such acquisitions) or for the payment of goods or services provided to the Company. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

(e) **Allocation policy**

The Company's allocation policy for the issue of new Equity Securities under the Additional Placement Capacity will depend on the market conditions existing at the time of the proposed issue. The allottees will be determined at the relevant time having regard to factors such as:

- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- the effect of the issue of new securities on the control of the Company;
- the financial situation and solvency of the Company;
- advice from corporate, financial and broking advisers (as relevant).

As at the date of this Notice the allottees are not known but may include existing substantial Shareholders and/or new Shareholders. No recipients under the Additional Placement Capacity will be a related party or associate of a related party. Existing Shareholders may or may not be entitled to subscribe for any Equity Securities issued under the Additional Placement Capacity and it is possible that their shareholding will be diluted.

If the Additional Placement Capacity is used to acquire new assets or investments, then it is likely that the recipients will be the vendors of the new assets.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A on the issue of any new securities.

(f) **Details of Equity Securities issued in the 12 months preceding the date of Meeting**

On 30 November 2017, the Company received Shareholder approval for the Additional Placement Capacity. Pursuant to Listing Rule 7.3A.6 the following information is provided to Shareholders:

- The total number of Equity Securities issued in the 12 months before this Meeting as at the date of this Notice (that is, since 28 November 2017) is 102,000,000 (86,000,000 Shares and 12,000,000 Options). The total number of Equity Securities on issue at 28 November 2017 was 436,820,317 Shares. The total number of Equity Securities issued in the 12 months since 28 November 2017 is 23.4% of the total number of Equity Securities on issue at 28 November 2017.
- The details for each separate issue of Equity Securities issued during the 12 months preceding the date of the Meeting are:

Date of issue:	21 December 2017
Number of Equity Securities:	12,000,000
Class of Equity Security and summary of terms:	Unlisted Options exercisable at 1.9 cents each expiring 30 November 2020. The Options vest immediately from the date of issue.
Name of recipients or basis on which recipients were determined:	On 30 November 2017, Shareholders approved the issue of a total of 7,000,000 options to Directors. The options were issued to: D Schwann; P Boyatzis; and Elliott Nominees Pty Ltd. A further 5,000,000 options were issued selected staff and officers under the Company's Employee Incentive Scheme.
Price:	The Options were issued for nil consideration.
Discount to market price:	Not applicable
Total cash consideration received:	Options issued for no cash consideration.
Value of non-cash consideration:	Using the Black-Scholes method the Company has valued the Options on the date of issue at 1.21 cents each for a total value of \$145,258 and as at 22 October 2018 at 0.37 cents each for a total value of \$44,400.



Date of issue:	2 February 2018
Number of Equity Securities:	20,000,000
Class of Equity Security and summary of terms:	Fully paid ordinary shares
Name of recipients or basis on which recipients were determined:	Shares issued to Acuity Capital Investment Management Pty Ltd.
Price:	The Shares were issued for nil consideration as collateral for a CPA facility.
Discount to market price:	The shares were issued at a discount of 2.1 cents to the closing market price of 2.1 cents.
Total cash consideration received:	Nil
Value of non-cash consideration:	\$420,000 at the date of issue based on a Share price of 2.1 cents on the date of issue. \$140,000 at 22 October 2018 based on a Share price of 0.7 cents.
Date of issue:	2 March 2018
Number of Equity Securities:	50,000,000
Class of Equity Security and summary of terms:	Fully paid ordinary shares
Name of recipients or basis on which recipients were determined:	Placement made to sophisticated and professional investor clients of State One Equities.
Price:	2 cents per Share.
Discount to market price:	The shares were issued at a discount of 0.5 cents to the closing market price of 2.5 cents.
Total cash consideration received:	\$1,000,000
Amount of cash consideration spent:	\$200,000
Intended use for remaining amount of cash:	Exploration programs on the Company's Slate Dam and Beowulf gold projects and general working capital.
Date of issue:	2 March 2018
Number of Equity Securities:	4,000,000
Class of Equity Security and summary of terms:	Unlisted Options exercisable at 4 cents each expiring 2 March 2020. The Options vest immediately from the date of issue.
Name of recipients or basis on which recipients were determined:	M Levitzke – 2,000,000 Options State One Equities Pty Ltd – 2,000,000 Options Recipients are not related parties of the Company.
Price:	The Options were issued for nil cash consideration. Issued as part of the fee to the Lead Manager of a Placement.
Discount to market price:	Not applicable
Total cash consideration received:	Nil
Value of non-cash consideration:	Using the Black-Scholes method the Company has valued the Options on the date of issue at 1.61 cents each for a total value of \$64,508 and as at 22 October 2018 at 0.16 cents each for a total value of \$6,400.
Date of issue:	22 March 2018
Number of Equity Securities:	6,000,000
Class of Equity Security and summary of terms:	Fully paid ordinary shares
Name of recipients or basis on which recipients were determined:	Westgold Resources Limited who is not a related party of the Company
Price:	The Shares were issued as consideration for the acquisition of mining lease M25/104 at a deemed price of 2.3 cents each being the market price on the date of issue.
Discount to market price:	The Shares were issued for no discount as the deemed price is the market price on the date of issue.
Non-cash consideration	The Shares were issued as consideration for the acquisition of mining lease M25/104.
Value of the non-cash consideration:	\$138,000 at the date of issue based on a Share price of 2.3 cents. \$42,000 at 22 October 2018 based on a Share price of 0.7 cents.

Date of issue:	15 May 2018
Number of Equity Securities:	2,000,000
Class of Equity Security and summary of terms:	Fully paid ordinary shares
Name of recipients or basis on which recipients were determined:	1,000,000 – M Hare 1,000,000 – R Lindsay Recipients are not related parties of the Company
Price:	The Shares were issued as part consideration for the acquisition of exploration licence E25/256 at a deemed price of 2.2 cents each being the market price on the date of issue.
Discount to market price:	The Shares were issued for no discount as the deemed price is the market price on the date of issue.
Non-cash consideration	The Shares were issued as part consideration for the acquisition of mining lease M25/104.
Value of the non-cash consideration:	\$44,000 at the date of issue based on a Share price of 2.2 cents. \$14,000 at 22 October 2018 based on a Share price of 0.7 cents.

Date of issue:	28 August 2018
Number of Equity Securities:	2,000,000
Class of Equity Security and summary of terms:	Fully paid ordinary shares
Name of recipients or basis on which recipients were determined:	Acuity Capital Investment Management Pty Ltd who is not a related party of the Company
Price:	The Shares were issued as settlement of a CPA facility establishment fee of \$20,000 at a deemed price of 1 cent each.
Discount to market price:	The Shares were issued at a 0.1 cent premium to the market price of 0.9 cents on the date of issue.
Non-cash consideration	The Shares were issued as settlement of a CPA facility establishment fee of \$20,000 at a deemed price of 1 cent each.
Value of the non-cash consideration:	\$18,000 at the date of issue based on a Share price of 0.9 cents. \$14,000 at 22 October 2018 based on a Share price of 0.7 cents.

Date of issue:	30 August 2018
Number of Equity Securities:	6,000,000
Class of Equity Security and summary of terms:	Fully paid ordinary shares
Name of recipients or basis on which recipients were determined:	Blue Spec Drilling Pty Ltd who is not a related party of the Company.
Price:	The Shares were issued as settlement of \$60,000 of exploration drilling costs on the Company's Slate Dam Gold project at a deemed price of 1 cent each.
Discount to market price:	The Shares were issued at a 0.2 cent premium to the market price of 0.8 cents on the date of issue.
Non-cash consideration	The Shares were issued as settlement of \$60,000 of exploration drilling costs on the Company's Slate Dam Gold project at a deemed price of 1 cent each.
Value of the non-cash consideration:	\$48,000 at the date of issue based on a Share price of 0.8 cents. \$42,000 at 22 October 2018 based on a Share price of 0.7 cents.

(g) **Voting exclusion**

At the date of this Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in a proposed issue of Equity Securities under the proposed Additional Placement Capacity. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

---

## 12. Enquiries

Shareholders may contact Phil MacLeod on (+ 61 8) 9321 0177 if they have any queries in respect of the matters set out in these documents.

---

## GLOSSARY

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

"**Additional Placement Capacity**" means the capacity to issue Equity Securities by way of placement approved by Shareholders under Listing Rule 7.1A.

"**Annual General Meeting and Meeting**" means the meeting convened by this Notice.

"**ASX**" means the ASX Limited (ABN 98 008 624 691).

"**ASX Listing Rules**" or "**Listing Rules**" means the Listing Rules of the ASX.

"**Board**" means the Board of Directors of the Company.

"**Chairman**" or "**Chair**" means the chairman of the Company.

"**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) for the purposes of the definition of 'closely related party' in the Corporations Act.

"**Company**" or "**Aruma**" means Aruma Resources Limited (ACN 141 335 364).

"**Constitution**" means the constitution of the Company.

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

"**Directors**" mean the directors of the Company from time to time.

"**Equity Securities**" has the same meaning as in the Listing Rules.

"**Explanatory Statement**" means this Explanatory Statement.

"**Key Management Personnel**" has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

"**Meeting**" means the meeting convened by this Notice.

"**Notice**" means the notice of meeting that accompanies this Explanatory Statement.

"**Option**" means an option to acquire a Share.

"**Optionholder**" means a holder of an Option.

"**Placement Period**" means the period during which Shareholder approval under Listing Rule 7.1A is valid.

"**Resolution**" means a resolution referred to in the Notice.

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

"**Shareholder**" means a registered holder of shares in the Company.

"**WST**" or "**Western Standard Time**" means Western Standard Time, Perth, Western Australia.

"**\$**" means Australian dollars unless otherwise stated.

## SCHEDULE 1

### TERMS AND CONDITIONS OF OPTIONS (Resolution 4)

1. Each Option entitles the holder to one Share.
2. The Options are exercisable at any time prior to 5.00 pm Western Standard Time on 2 March 2020 ("**Expiry Date**"). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
3. The exercise price of the Options is 4 cents each.
4. The Options will not be listed on ASX and may only be transferred with the consent of the Board of the Company.
5. The Company will provide to each Option holder a notice that is to be completed when exercising the Options ("**Notice of Exercise**"). The Options may be exercised wholly or in part by completing the Notice of Exercise and delivering it together with payment to the secretary of the Company to be received any time prior to the Expiry Date.
6. Within 15 Business Days after the later of the following:
  - (i) the Exercise Date; and
  - (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,but in any case no later than 20 Business Days after the Exercise Date, the Company will:
  - (iii) 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; and
  - (iv) 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.
7. Shares issued on the exercise of the options rank equally with the then issued Shares.
8. There will be no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues of capital which may be offered to Shareholders during the currency of the Options without exercising the Options.
9. If there is a bonus issue ("**Bonus Issue**") to Shareholders, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue ("**Bonus Shares**"). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue, and upon issue will rank equally in all respects with the other Shares on issue as at the date of issue of the Bonus Shares.
10. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, all rights of an Optionholder are to be changed in a manner consistent with the Listing Rules.

# ARUMA RESOURCES LIMITED

ACN 141 335 364

## PROXY FORM

I/We

of

--

being a shareholder of Aruma Resources Limited and entitled to attend and vote hereby appoint:

--

the Chair of the Meeting

OR

--

(Mark box with an X)

(Insert the name of the person (or body corporate) you are appointing if this person **is someone other than** the Chair of the Meeting. Do not insert your own name.)

or failing attendance at the Meeting of the person named, or if no person is named, the Chair of the Meeting as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the directions on this proxy form or, if no directions have been given and to the extent permitted by law, as the proxy sees fit at the Meeting of Aruma Resources Limited to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on 28 November 2018 at 1:15pm (WST) and at any adjournment thereof.

### Important for Resolution 1

If you appoint a member of the Company's Key Management Personnel (other than the Chairman of the Meeting) or a closely related party of a member of the Company's Key Management Personnel as your proxy, and you do not direct your proxy how to vote in respect of Resolution 1 your proxy will NOT cast your vote on this Resolution and your votes will not be counted.

If you appoint the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default) and you do not direct your proxy how to vote in respect of Resolution 1 your vote will be cast FOR this Resolution, and you hereby expressly authorise the Chairman of the Meeting to exercise your proxy even though Resolution 1 is connected directly or indirectly with the remuneration of the members of the Company's key management personnel. **The Chair intends to vote any undirected proxies in favour of all Resolutions.**

### Voting on Business of the Annual General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mark Elliott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Shares under the Controlled Placement Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Placement Shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of Placement Shares – Listing Rules 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of Options for Capital Raising Fee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification of Shares to Acquire the Trojan Tenement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Ratification of Shares to Acquire the Transville Tenement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Ratification of Shares to Acuity Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Ratification of Shares to Drilling Contractor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	Approval of Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Please return this proxy form to the Company Secretary, Aruma Resources Limited, in accordance with the accompanying instructions.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

### Signature of Member(s):

Individual or Member 1

Member 2

Member 3

--

Sole Director/Company Secretary

--

Director

--

Director/Company Secretary

## Instructions for Completing Appointment of Proxy Form

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

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

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

Registered Office: 108 Forrest Street, Cottesloe, Western Australia, 6011

Fax Number: +61 (8) 9226 3764

Email: [pmacleod@gapcs.com.au](mailto:pmacleod@gapcs.com.au)

Postal Address: PO Box 152, West Perth, Western Australia, 6872

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