
CAENEUS MINERALS LTD

ACN 082 593 235

NOTICE OF GENERAL MEETING

TIME: 10.00am WST

DATE: Friday, 12 April 2019

PLACE: BGC Conference Centre
Ground Floor
28 The Esplanade
Perth WA 6000

This Notice of Meeting and accompanying Explanatory Statement 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 6165 8858.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Caeneus Minerals Ltd (**Company**) will be held at **10.00am WST on Friday, 12 April 2019 at BGC Conference Centre, Ground Floor, 28 The Esplanade, Perth.**

The Explanatory Statement provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 10.00am WST on Wednesday, 10 April 2019.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

AGENDA

1. RESOLUTION 1 – CONSOLIDATION OF CAPITAL

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

"That pursuant to section 254H of the Corporations Act, the issued capital of the Company be consolidated on the basis that every ten Shares be consolidated into one Share with such consolidation to take effect on [18] April 2019 and where this consolidation results in a fraction of a Share, the Company be authorised to round that fraction up to the nearest whole Share."

DATED: 11 MARCH 2019

BY ORDER OF THE BOARD

**JOHNATHON BUSING
COMPANY SECRETARY
CAENEUS MINERALS LTD**

HOW TO VOTE

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

You can appoint a proxy to attend and vote on your behalf as an alternative to attending the meeting in person or casting a direct vote.

A proxy need not be a Shareholder and may be an individual or a company. If you are entitled to cast two or more votes at the Meeting, you may appoint up to two proxies, and may specify the proportion or number of votes each proxy is appointed to exercise.

If you do not specify a proportion or number, each proxy may exercise half of the votes. To vote by proxy, please complete and sign the enclosed Proxy Form in accordance with the instructions set out on the form and send the Proxy Form:

(a) by post, to

Caeneus Minerals Limited
Suite 29
117 Brisbane Street
Perth WA 6000

or

(b) by email, to the Company at info@caeneus.com.au,

so that it is received not later than **10.00am WST on Wednesday, 10 April 2019.**

Proxy forms received later than this time will be invalid.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding how to vote on the Resolution. The Directors recommend that Shareholders read this Explanatory Statement in full, together with the accompanying Notice.

1. RESOLUTION 1 – CONSOLIDATION OF CAPITAL

1.1 General

Section 254H of the Corporations Act provides that a company may, by resolution in a general meeting, convert all or any of its shares into a larger or smaller number.

Resolution 1 seeks Shareholder approval to consolidate the number of Shares the Company has on issue on a one for ten basis.

Under the terms of issue of the other Securities in the Company in the event that the Consolidation proceeds these other Securities will also be consolidated on the same basis.

The reason the Company is seeking Shareholder approval for the Consolidation is because since July 2018 the Company's Shares have not traded above \$0.001 per Share, being the lowest price Shares can trade on ASX. The Company's most recent capital raising has also been undertaken at a price below \$0.001 per Share, but the ASX Listing Rules do not permit the Company to offer Shares to its existing Shareholders pursuant to a pro rata offer at a price below \$0.001 per Share. Accordingly, the Directors believe that it is in the interests of all Shareholders for the Consolidation to be undertaken to increase the flexibility for the Company to raise capital in the future (including by way of a pro rata offer) and also to assist in increasing the liquidity of the Company's Shares traded on ASX.

If the Resolution is passed, assuming no new Securities are issued before the Consolidation takes effect:

- (a) Shares on issue will be reduced from 18,619,643,391 to 1,861,964,339 (subject to rounding);
- (b) listed options exercisable at \$0.003 each and expiring 31 December 2020 will be reduced from 3,491,280,030 to 349,128,003 (subject to rounding) and the exercise price will be increased to \$0.03;
- (c) unlisted options exercisable at \$0.005 each and expiring 30 June 2021 will be reduced from 1,150,233,917 to 115,023,391 (subject to rounding) and the exercise price will be increased to \$0.05;
- (d) options exercisable at \$0.0015 each and expiring 30 June 2023 will be reduced from 750,000,000 to 75,000,000 (subject to rounding) and the exercise price will be increased to \$0.015;
- (e) listed options exercisable at \$0.0015 each and expiring 31 December 2023 will be reduced from 9,163,537,341 to 916,353,734 (subject to rounding) and the exercise price will be increased to \$0.015.

Not all Securityholders will hold that number of Securities which can be evenly divided by ten. Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole Security.

From the date of the Consolidation, all holding statements for Securities will cease to have any effect except as evidence of entitlement to a certain number of Securities on a post-consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities. It is the responsibility of each Securityholder to check the number of Securities held prior to disposal or exercise (as the case may be).

If Resolution 1 is passed the Consolidation will take effect in accordance with the following timetable (as set out in Appendix 7A (paragraph 8) of the ASX Listing Rules):

Action	Date	Business Day
Company announces consolidation and sends out Notice of General Meeting	11 March 2019	N/A
Company tells ASX its Shareholders have approved the Consolidation	12 April 2019	0
Last day for pre-consolidation trading	15 April 2019	1
Post-consolidation trading starts on a deferred settlement basis	16 April 2019	2
Last day for Company to register transfers on a pre-Consolidation basis	17 April 2019	3
Consolidation takes effect	18 April 2019	4
First day for Company to send notice to each holder of the change in their details of holding	18 April 2019	4
First day for the Company to register securities on a post-consolidation basis and first day for issuing of holding statements	18 April 2019	4
Issue date. Deferred settlement market ends	29 April 2019	8
Last day for securities to be entered into holders' security holdings	29 April 2019	8
Last day for the Company to send notice to each holder of the change in their details of holdings	29 April 2019	8

GLOSSARY

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

ASX means ASX Limited (ACN 008 724 791).

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

Board means the Board of Directors of the Company.

Company means Caeneus Minerals Ltd (ACN 082 593 235).

Consolidation means a consolidation of Shares on a ten for one basis and an equivalent Consolidation of the Company's other Securities.

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

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

Notice means the notice of meeting accompanying this Explanatory Statement.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying this Explanatory Statement.

Resolution means the resolution set out in the Notice of Meeting, or any one of them, as the context requires.

Security means a Share or an Option.

Securityholder means the holder of a Share or an Option.

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

Shareholder means a shareholder of the Company.

WST means Western Standard Time.

PROXY FORM

APPOINTMENT OF PROXY
CAENEUS MINERALS LTD
ACN 082 593 235

GENERAL MEETING

I/We

of

being a member of Caeneus Minerals Ltd entitled to attend and vote at the General Meeting,
hereby Appoint

Name of proxy

OR

☐

the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at BGC Conference Centre, Ground Floor, 28 The Esplanade, Perth at 10.00am WST on Friday, 12 April 2019, and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of Resolution 1.

Voting on Business of the General Meeting

Resolution 1 Consolidation of Capital

FOR AGAINST ABSTAIN

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Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will 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 _____%

Signature of Member(s): _____ **Date:** _____

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

E-mail Address: _____ **Consent for contact by e-mail** YES ☐ NO ☐

Instructions for Completing 'Appointment of Proxy' Form

1. A Shareholder entitled to attend and vote at a meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a 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 the votes.
2. A duly appointed proxy need not be a Shareholder 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:
 - 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 Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 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 Section 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. To vote by proxy, please complete and sign the Proxy Form enclosed and send the Proxy Form:

(a) by post, to

Caeneus Minerals Limited
Suite 29
117 Brisbane Street
Perth WA 6000

or

(b) by email, to the Company at info@caeneus.com.au,

so that it is received not later than **10.00am WST on Wednesday, 10 April 2019**.

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