

**NOTICE OF ANNUAL GENERAL MEETING  
AND  
EXPLANATORY MEMORANDUM TO SHAREHOLDERS**

A PROXY FORM IS ATTACHED

Date of Meeting  
**19 November 2015**

Time of Meeting  
**10am WST**

Place of Meeting  
**ANZAC House  
Gallipoli Room  
28 St Georges Terrace, Perth  
Western Australia**



**A R A F U R A  
R E S O U R C E S L I M I T E D**

ABN 22 080 933 455

Please read the Notice and Explanatory Memorandum carefully.  
If you are unable to attend the meeting please complete and return the enclosed proxy form in accordance with the specified instructions.

# NOTICE OF ANNUAL GENERAL MEETING

**Notice is given that the 2015 Annual General Meeting of the Company will be held at ANZAC House, Gallipoli Room, 28 St Georges Terrace, Perth, Western Australia, on 19 November 2015 at 10 a.m. WST.**

## Agenda

### Ordinary Business

An Explanatory Memorandum containing information in relation to each of the following resolutions accompanies the Notice of Annual General Meeting.

#### Annual Report

To receive and consider the consolidated financial statements of the Company and its controlled entities for the year ended 30 June 2015 and the reports of the Directors and auditors for the financial year ended 30 June 2015.

### RESOLUTION 1: Remuneration Report

The Company's board is submitting its Remuneration Report to shareholders for consideration and adoption by way of a non-binding resolution.

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

*"That the Remuneration Report for the year ended 30 June 2015 be adopted."*

### RESOLUTION 2: Re-election of Chris Tonkin as Director

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

*"That Chris Tonkin, being a Director of the Company who retires by rotation under rule 7.1(d) of the Company's constitution, and being eligible, is re-elected as a Director of the Company with effect from the close of this meeting."*

### RESOLUTION 3: Re-election of Ian Kowalick as Director

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

*"That Ian Kowalick, being a Director of the Company who retires by rotation under rule 7.1(d) of the Company's constitution, and being eligible, is re-elected as a Director of the Company with effect from the close of this meeting."*

### RESOLUTION 4: Election of Cungen Ding as Director

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

*"That Cungen Ding, having been appointed as a Director of the Company since the last Annual General Meeting and who retires under rule 7.1(c) of the Company's constitution and being eligible, is elected as a Director of the Company with effect from the close of this meeting."*

#### Other business

To deal with any other business which may be brought forward in accordance with the Company's constitution or the Corporations Act.

### Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

Capitalised terms which are not defined in this Notice of Meeting and Explanatory Memorandum are defined in **Annexure A** to the Explanatory Memorandum.

# NOTICE OF ANNUAL GENERAL MEETING

## Resolutions are not inter-dependent

The resolutions are not inter-dependent. This means that a resolution may be passed notwithstanding that one or more of the other resolutions are not passed.

## Entitlement to vote

### Snapshot date

It has been determined that in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), for the purposes of the Annual General Meeting, Shares will be taken to be held by the persons who are the registered holders at **5.00 pm WST on 17 November 2015**. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

### Voting Exclusions

The Company will disregard:

1. In relation to Resolution 1, a vote on Resolution 1 must not be cast in any capacity by, or on behalf of, either of the following persons:
  - (a) a member of the Key Management Personnel for the company, details of whose remuneration are included in the remuneration report; or
  - (b) a Closely Related Party of such a member.

However a person described above (the "voter") may cast a vote on Resolution 1 as a Proxy if the vote is not cast on behalf of a person described in paragraph (a) or (b) above and either:

- (a) the voter is appointed as a Proxy by writing that specifies the way the Proxy is to vote on the resolution; or
  - (b) the voter is the chair of the meeting and the appointment of the chair as Proxy:
    - (1) does not specify the way the Proxy is to vote on the resolution; and
    - (2) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the company.
2. any votes cast on Resolution 2 by Mr Chris Tonkin and any of his Associates;
  3. any votes cast on Resolution 3 by Mr Ian Kowalick and any of his Associates;
  4. any votes cast on Resolution 4 by Mr Cungen Ding and any of his Associates.

### Voting exclusions in relation to proxy voting by Key Management Personnel or Closely Related Parties where they hold an undirected proxy

Furthermore, under Section 250BD(1) of the Corporations Act, a person appointed as proxy must not vote, on the basis of that appointment, on a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, being Resolution 1 if:

- (a) the person is either a member of the Key Management Personnel for the Company, or a Closely Related Party of the member of the Key Management Personnel for the Company; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

Under Section 250BD(2) of the Corporations Act the Company need not disregard a vote because of Section 250BD(1) of the Corporations Act if:

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

### Chairman and Chairman's voting intentions for undirected proxies

It is proposed that the Chairman of the Meeting be the Chairman of the Board of Directors, Mr. Ian Kowalick. It is the Chairman's intention to vote undirected proxies which he holds as proxy in favour of all resolutions where possible.

### How to vote

You may vote by attending the meeting in person, by proxy or by authorised representative. A corporate shareholder may also appoint a corporate 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 **10.00am WST on 19 November 2015**.

# NOTICE OF ANNUAL GENERAL MEETING

## Voting by proxy

A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative.

If such evidence is not received, then the body corporate (through its representative) will not be permitted to act as a proxy.

A shareholder that 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 no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

## Lodgement of proxy forms

To be effective, completed proxy forms must be returned by:

- Mail to the Company's registered post-office at PO Box 5773, St Georges Terrace, Perth WA 6831;
- Scan and Email to [aru.proxy@arultd.com](mailto:aru.proxy@arultd.com); or
- Hand delivered to Level 3, 263 Adelaide Terrace, Perth, WA, 6000

so that they are received no later than **10.00am WST on 17 November 2015**.

Proxy forms or proxy voting instruction received after this time will be invalid.

Where the proxy form is executed under power of attorney, the power of attorney must be lodged in like manner as the proxy.

## Voting by corporate representative

To appoint a corporate representative contact the Company's share registry and obtain an Appointment of Corporate Representative form.

## Questions and comments by shareholders at the meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to shareholders to ask questions about or make comments on the management of the Company at the meeting.

Similarly, a reasonable opportunity will be given to shareholders to ask the Company's external auditor, BDO Audit (WA) Pty Ltd, questions relevant to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit written questions to BDO Audit (WA) Pty Ltd if the questions are relevant to the content of the BDO audit report or the conduct of its audit of the Company's financial report for the period ended 30 June 2015. Relevant written questions for BDO Audit (WA) Pty Ltd must be received by mail at the PO Box of the Company (PO Box 5773, St Georges Terrace, Perth WA 6831) or by facsimile, facsimile number +61 8 9221 7966 no later than the fifth business day before the date of the Meeting.

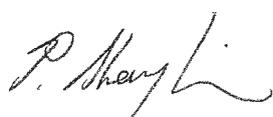
A list of the relevant written questions together with responses will be made available to shareholders attending the meeting. They will also be placed on the Company's website.

The following details should be included with written questions:

- the **Shareholder's Name**; and
- either the Shareholder's **Security Reference Number (SRN) or Holder Identification Number (HIN)**.

## By order of the Board

Dated this 9th day of October 2015.



Peter Sherrington  
Company Secretary

# EXPLANATORY MEMORANDUM

## Introduction

This Explanatory Memorandum has been prepared to assist shareholders to understand the business to be put to shareholders at the forthcoming annual general meeting.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting. Please refer to **Annexure A** of this Explanatory Memorandum for definitions of capitalised terms in this Notice of Meeting and Explanatory Memorandum.

## Business

The Annual Report 2015 (including the financial statements, Directors' report and Auditor's report for the financial year ended 30 June 2015) is available for review by members at [www.arultd.com](http://www.arultd.com) and will be tabled at the Meeting. There is no formal resolution to accept the financial statements and reports, but provision will be made to members to question the Directors and the Auditor should they wish to do so.

### 1: Financial Report

The Corporations Act requires the following reports in respect of the year ended 30 June 2015 to be laid before the Annual General Meeting:

- (a) the reports of the Directors and auditors; and
- (b) the annual financial report, including the Company's financial statements.

Neither the Corporations Act nor the Company's constitution requires a vote of shareholders on the reports or statements.

The financial report for consideration at the meeting will be the full financial report. Each shareholder is sent the full financial report as part of the Annual Report.

Members will have a reasonable opportunity at the meeting to ask questions and make comments on these Reports and on the business and operations of the Company. Members will also be given a reasonable opportunity to ask the auditor questions about the Auditor's Report and the conduct of the audit of the Financial Report.

### 2: Resolution 1 – Remuneration Report

The Remuneration Report of the Company for the financial year ending 30 June 2015 is set out in the Directors' Report on pages 27-42 of the Company's Annual Report 2015, which was released to the market on 17 September 2015.

The Remuneration Report sets out the Company's remuneration arrangements for the Executive and Non-Executive Directors and Executive employees of the Company.

Members attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory only and the resolution itself does not bind the Directors of the Company. However, whilst the resolution itself does not bind the Directors of the Company, if at least 25% of the votes cast on Resolution 1 are against the resolution in two consecutive years, starting at this 2015 AGM, shareholders will be required to vote at the second of those AGM's on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director / Chief Executive Officer) must stand for re-election. The Company encourages all shareholders to cast their votes on Resolution 1 (Adoption of Remuneration Report).

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the meeting is appointed as your proxy and you have not directed the Chairman how to vote on Resolution 1 by marking "X" in the box in the Proxy Form, then the terms of the Proxy Form state that you provide an express authorisation for the Chairman of the meeting to vote the proxy in accordance with the Chairman's intention.

# EXPLANATORY MEMORANDUM

## 3: Resolution 2 – Re-election of Chris Tonkin as Director

Chris Tonkin retires by rotation in accordance with rule 7.1(d) of the Company's constitution and the provisions of the Corporations Act and, being eligible, offers himself for re-election.

The experience, qualifications and other information about Mr. Tonkin appears below:

Mr Tonkin was first appointed as Non-Executive Director on 1 January 2011. He is currently a member of the Audit and Risk Committee and the Remuneration and Nomination Committee.

Mr Tonkin's qualifications are listed as: BSc (Hons) Metallurgy and Chemistry, BA Economics and Politics, MBA.

Mr Tonkin's has over 25 years experience as a senior business executive with a broad industry background in business generation, management and strategy development. He has a substantial track record in structuring and arranging complex financings for companies and projects, in Australia and internationally, across all major industry sectors and particularly the resources, power and telecommunications sectors.

He began his career as a metallurgist and environmental specialist, diversifying into commercial roles at several major industrial companies and subsequently project finance, corporate and project advisory roles at AIDC, The Chase Manhattan Bank. KPMG Corporate Finance and ANZ, where his most recent role was Head of Natural Resources, Project and Structured Finance.

Mr Tonkin's is a Graduate of the Australian Institute of Company Directors and a Member of the Finance and Treasury Association, and also a Director of Lakes Oil NL.

The Directors (excluding Mr Tonkin) recommend that Shareholders vote in favour of Resolution 2.

## 4: Resolution 3 – Re-election of Ian Kowalick as Director

Ian Kowalick retires by rotation in accordance with rule 7.1(d) of the Company's constitution and the provisions of the Corporations Act and, being eligible, offers himself for re-election.

The experience, qualifications and other information about Mr. Kowalick appears below:

Mr Kowalick was first appointed as Non-Executive Director of Arafura on 19 December 2002 and first appointed as Chairman on 1 February 2012. He is currently the Chairman of Arafura's Remuneration and Nomination Committee and a Member of the Audit and Risk Committee.

Mr Kowalick has qualifications in science, engineering, economics and finance. Ian has worked in technical and project consulting, economic and business analysis for resource companies, banking and investment. From 1995 to 2000, he held the most senior management position in the South Australian public sector, and is currently the Chairman of the South Australian Forestry Corporation Board and Director of the NT Power and Water Corporation.

The Directors (excluding Mr Kowalick) recommend that Shareholders vote in favour of Resolution 3.

## 5: Resolution 4 – Election of Cungen Ding as Director

Cungen Ding was appointed as a Non-Executive Director on 3 March 2015, which was after the Company's last Annual General Meeting. Accordingly, under rule 7.1(c) of the Company's constitution, Mr Ding holds office until the conclusion of this Meeting and therefore offers himself for election.

The experience, qualifications and other information about Mr Ding are set out below:

Mr Ding was appointed as Non-Executive Director on 3 March 2015.

Mr Ding is based in Nanjing in the Peoples Republic of China and is the Chief Geologist and Chairman of Jiangsu Eastern China Non-ferrous Metals Investment Holding Co., Ltd a subsidiary of Eastern China Geological & Mining Bureau for Non-Ferrous Metals (ECE). Mr Ding has over 30 years of mineral prospecting and exploration experience, and expertise in mineral resource surveys with extensive experience in titanium and iron. Mr Ding also has overseas experience having completed survey and exploration work in Asia and Africa.

Mr Ding holds a Bachelor of Geological Survey and Exploration from the Central South University and is a member of AusIMM and is currently Chairman of China Africa Resources PLC.

The Directors (excluding Mr Ding) recommend that the Company's shareholders vote in favour of Resolution 4.

# ANNEXURE A - DEFINITIONS

## Annexure A - Definitions

The meanings of capitalised terms used in this Notice of Meeting and Explanatory Memorandum are set out below:

**ASIC** means the Australian Securities and Investments Commission.

**Associate** has the meaning given to the term "associate" in Chapter 19 of the Listing Rules.

**ASX** means the ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.

**Board** means the board of Directors.

**Closely Related Parties ('CRP')** of a KMP means; spouse or child of the KMP, a child of the KMP's spouse, a dependent of the KMP or KMP's spouse, anyone else who is a member of the KMP's family and may be expected to influence the KMP or be influenced by the KMP, in the KMP's dealing with the Company, a company the KMP controls or a person prescribed by the Corporations Regulations.

**Company** or **Arafura** means Arafura Resources Limited ABN 22 080 933 455.

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

**Director** means a Director of the Company.

**Explanatory Memorandum** means the explanatory memorandum to the Notice.

**Key Management Personnel ('KMP')** has the meaning given under the Accounting Standards, namely 'key management personnel' are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly and includes any Director (whether executive or otherwise) of the Company.

**Listing Rules** means the listing rules of ASX.

**Meeting** means the Company's annual general meeting to be held on 19 November 2015 at 10 a.m. WST.

**Notice** means this Notice of Annual General Meeting.

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the report commencing on page 27 of the Company's 2015 Annual Report, which was released to the market on 17 September 2015.

**Resolution** means a resolution contained in the Notice.

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

**Shareholder** means a shareholder of the Company.

**WST** means Western Australian Standard Time.

## ANNEXURE B - Summary of Related Party Options Terms and Conditions

### Instructions For Appointment Of Proxy

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this Annual General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed under either the common seal of the corporation or under the hand of an officer of the Company or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by at least one of the joint shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this Meeting, that is by **10 a.m WST on 17 November 2015** by post or email to the respective addresses stipulated in this proxy form.
6. If a person present at a general meeting represents personally or by proxy, attorney or representative more than one member, on a show of hands the person is entitled to one vote only even though he or she represents more than one member.
7. A joint holder may vote at a meeting either personally or by proxy, attorney or representative as if that person was the sole holder. If more than one joint holder tenders a vote in respect of the relevant shares, the vote of the holder named first in the register who tenders a vote, whether in person or by proxy, attorney or representative, must be accepted to the exclusion of the votes of the other joint holders.
8. Unless the proxy form provides differently, the proxy has the same rights to speak, demand a poll, join in demanding a poll or act generally at the meeting as the member would have had if the member was present.
9. Unless otherwise provided in the proxy form, an appointment will be taken to confer authority:
  - (a) even though the instrument may refer to specific resolutions and may direct the proxy, attorney or representative how to vote on those resolutions, to do any of the following acts:
    1. to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
    2. to vote on any procedural motion, including any motion to elect the chairperson, to vacate the chair or to adjourn the meeting; and
    3. to act generally at the meeting; and
  - (b) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the re-scheduled or adjourned meeting or at the new venue.



#### REGISTERED OFFICE

LEVEL 3, 263 ADELAIDE TERRACE  
PERTH WA 6000

TEL +61 8 6210 7666

ARAFURA@ARULTD.COM

[www.arultd.com](http://www.arultd.com)

## LODGE YOUR VOTE

 **BY MAIL**  
Arafura Resources Limited  
PO Box 5773, St Georges Terrace  
Perth WA 6831  
Australia

 **BY EMAIL**  
Scan and email to: aru.proxy@arultd.com

 **BY HAND**  
Arafura Resources Limited  
Level 3, 263 Adelaide Terrace  
Perth WA 6000

 **ALL ENQUIRIES TO**  
Telephone: +61 8 6210 7666

## PROXY FORM

I/We being a member(s) of Arafura Resources Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

the Chairman of the Meeting (*mark box*)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (WST) on Thursday, 19 November 2015 at ANZAC House, Gallipoli Room, 28 St Georges Terrace, Perth, Western Australia** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .**

#### Resolutions

For Against Abstain\*

Resolutions	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Chris Tonkin as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Ian Kowalick as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Cungun Ding as Director	<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 your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (WST) on Tuesday, 17 November 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### BY MAIL

Arafura Resources Limited  
PO Box 5773, St Georges Terrace  
Perth WA 6831  
Australia



#### BY EMAIL

Scan and email to: [aru.proxy@arultd.com](mailto:aru.proxy@arultd.com)



#### BY HAND

delivering it to:  
Arafura Resources Limited  
Level 3, 263 Adelaide Terrace  
Perth WA 6000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**