
ANTARES MINING LIMITED

ACN 119 047 693

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11:00 am (WST)

DATE: 30 November 2015

PLACE: BDO Level 1, 38 Station Street Subiaco WA 6008.

This Notice of Annual General Meeting is an important document and requires your immediate attention. Please read it carefully. If you are in doubt as to what you should do, please consult your professional adviser.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

The Annual General Meeting of the Shareholders of Antares Mining Limited which this Notice of Annual General Meeting relates to will be held at 11:00 am (WST) on 30 November 2015 at:

BDO, Level 1, 38 Station Street
Subiaco, WA 6008

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 11:00am (WST) on 28 November 2015.

VOTING IN PERSON

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

VOTING BY PROXY OR CORPORATE REPRESENTATIVE

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

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

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

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

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

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

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

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

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

Transfer of non-chair proxy to chair in certain circumstances

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

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

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Lodgement of proxies

The proxy form (and other power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be deposited at or posted to, the Share Registry at the below address or sent by facsimile to the Company on +61 8 9381 2330 not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy proposes to vote.

<u>Delivery Address</u>	<u>Postal Address</u>
Automic Registry Services	Automic Registry Services
Suite 1a, Level 1, 7 Ventnor Avenue	PO Box 223
West Perth WA 6005	West Perth WA 6872

A form is attached to this notice

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. A form of the certificate may be obtained from the Company share registry.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2015 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That for the purposes of Section 250R(2) of the Corporations Act, and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2015.."

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

Voting Prohibition Statement:

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

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

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

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

2. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – MR DAVID WHEELER

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

"That, for the purpose of clause 74.2 of the Constitution and for all other purposes, Mr David Wheeler retires, and, being eligible for re-election, is re-elected as a Director of the Company."

3. RESOLUTION 3 – RE-ELECTION OF A DIRECTOR – MR FRANCESCO LICCIARDELLO

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

"That, for the purpose of clause 74.2 of the Constitution and for all other purposes, Mr Francesco Licciardello retires, and, being eligible for re-election, is re-elected as a Director of the Company."

4. RESOLUTION 4 – RE-ELECTION OF A DIRECTOR – MR LAY ANN ONG

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

"That, for the purpose of clause 74.2 of the Constitution and for all other purposes, Mr Lay-Ann Ong retires, and, being eligible for re-election, is re-elected as a Director of the Company."

5. RESOLUTION 5 – FIXING OF CAP ON REMUNERATION OF NON-EXECUTIVE DIRECTORS

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 10.17 of the Listing Rules of ASX Limited and Clauses 90.1 and 94.1 of the Company’s Constitution, the maximum annual aggregate remuneration that non-executive directors of the Company may be paid out of the funds of the Company for their ordinary services as non-executive directors be increased by \$150,000 and fixed at \$300,000.”

Voting Prohibition Statement:

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

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

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

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

Voting Exclusion: The Company will disregard any votes cast on this resolution by any director of the Company and their associates. 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 directors 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.

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF 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 ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 107,200,000 Shares on the terms and conditions set out in the Explanatory Statement”.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. 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.

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF 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 ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 26,800,000 Shares on the terms and conditions set out in the Explanatory Statement”.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. 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.

8. RESOLUTION 8 – ISSUE OF SHARES TO UNRELATED LENDERS

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 116,000,000 Shares to the unrelated lenders on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates 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.

DATED: 14 October 2015

BY ORDER OF THE BOARD

PETER TORRE
COMPANY SECRETARY
ANTARES MINING LIMITED

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at Level 1, 38 Station Street, Subiaco, Western Australia 6008 at 11:00 am (WST) on 30 November 2015.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

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 period ended 30 June 2015 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company is not 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.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at www.antareshmining.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

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 a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

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

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

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

2.3 Previous voting results

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.

2.4 Proxy restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member).

You **do not** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you **must** mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

If you appoint any other person as your proxy

You **do not** need to direct your proxy how to vote on this Resolution, and you **do not** need to mark any further acknowledgement on the Proxy Form.

3. RESOLUTIONS 2, 3 AND 4 – RE-ELECTION OF DIRECTORS – MR DAVID WHEELER, MR FRANCESCO LICCIARDELLO AND MR LAY ANN ONG

Clause 74.2 of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election.

Mr David Wheeler, Mr Francesco Licciardello and Mr Lay Ann Ong will retire in accordance with clause 74.2 of the Constitution and being eligible seek re-election pursuant to Resolutions 2, 3 and 4 respectively.

Mr David Wheeler

Mr. Wheeler has more than 30 years executive management experience, through general management, CEO and managing director roles across a range of companies and industries. He has worked on business projects in the USA, UK, Europe, New Zealand, China, Malaysia, and the Middle East (Iran). David has been a Fellow of the Australian Institute of Company Directors (FAICD) since 1990.

Mr. Wheeler is currently a director of ASX listed Oz Brewing Limited (appointed 15 April 2011), Eumeralla Resources Limited (appointed 1 October 2014), TW Holdings Limited (appointed 18 November 2014), Castillo Copper Limited (appointed 13 August 2015) and Premier Eastern Energy Limited (appointed 22 August 2014).

Mr Francesco Licciardello

Mr. Licciardello is an experienced executive, having held senior executive positions with both public and private companies globally over the last 15 years in diversified industries. Mr. Licciardello has held CFO, CEO and Secretarial positions for companies listed on the ASX, AIM and AMEX. Most recently he was chairman of Frontier Capital Group Ltd and is currently a director of Rio Perdidio Gold Limited and Elk Orthobiologics Limited and several other private companies. In addition, Mr. Licciardello has extensive experience in the corporate finance sector, being co-owner and executive director of Sanston Securities Australia Pty Ltd, a boutique corporate advisory firm headquartered from Melbourne specializing in capital raising, IPO's, RTO's and mergers and acquisition advisory work.

Mr Lay Ann Ong

Mr. Lay Ann Ong is an experienced entrepreneur and executive, having held senior executive positions with both public and private companies globally over the last 16 years. Mr. Ong founded West Star Group in 2000. The West Star family office has interest in various listed and unlisted companies in the property development, technology, commodities, energy, construction, and food and beverage sector. Mr Ong has held Chairman, CEO and director positions within the West Star Group and is also director of ISDN Investments a wholly owned subsidiary of ISDN Holdings Limited, listed on the SGX. Mr. Ong holds a degree in Law from University of Manchester and a Master in Business Administration from Manchester Business School.

4. RESOLUTION 5 – FIXING OF CAP ON REMUNERATION OF NON-EXECUTIVE DIRECTORS

ASX Listing Rule 10.17 provides that a company must not increase the total amount of directors' fees payable by it or any of its subsidiaries without approval of shareholders. ASX Listing Rule 10.17 does not apply to the salary of executive directors of a company.

Clause 90.1 of the Company's current Constitution provides that the aggregate remuneration of non-executive directors must not be more than the aggregate fixed sum which is from time to time approved by the Company in general meeting. Clause 94.1 of the Company's current Constitution provides that notice of any proposed increase in the remuneration of Directors and the total amount of the remuneration payable to them as a result of the proposed increase, shall be given to Members in the notice convening the general meeting at which the increase is to be proposed.

Currently, the maximum annual aggregate remuneration that may be paid to non-executive directors of the Company for their services as director out of the funds of the Company is \$150,000. Details regarding the remuneration of directors for the year ended 30 June 2015 are set out in the Remuneration Report contained in the 2015 Annual Report.

Pursuant to ASX Listing Rule 10.17, the Company advises that a total of 56,026,259 Shares have been issued by the Company to non-executive directors within the preceding 3 years. This issue occurred in December 2014 in satisfaction of an amount owing to the non-executive director. The non-executive director has since resigned as a director of the Company. There have been no further securities issued to non-executive directors in the preceding 3 years.

The current directors of the Company were appointed subsequent to 30 June 2015. The current level of non-executive director's fees for each director is currently \$48,000 per annum.

Resolution 5 seeks shareholder approval for the maximum annual aggregate remuneration payable to non-executive directors to be fixed at \$300,000, thereby increasing the maximum annual aggregate remuneration that may be paid to non-executive directors by \$150,000.

The directors of the Company believe that the proposed increase to the maximum annual aggregate remuneration payable to non-executive directors of the Company will allow for the appointment of any additional non-executive directors in the future. It is not the current intention of the directors to increase the current level of director fees payable to each director.

5. RESOLUTION 6 AND 7 – RATIFICATION OF PRIOR ISSUE OF SHARES

5.1 Background

On 26 August 2015 the Company announced that it had signed a mandate with CPS Capital Group Pty Ltd (CPS) for CPS to seek to issue a loan / convertible note facility to the Company of up to \$100,000.

The Company was subsequently lent \$100,000 pursuant to the mandate with CPS via two unrelated lenders as follows:

- | | |
|---------------------------|----------|
| • Celtic Capital Pty Ltd | \$80,000 |
| • Vermont Capital Pty Ltd | \$20,000 |

Pursuant to the special conditions contained within the loan facilities entered into with each of the above named unrelated lenders, the Company was required to issue, free of consideration, the following Shares:

- | | |
|---------------------------|--|
| • Celtic Capital Pty Ltd | 107,200,000 fully paid ordinary shares |
| • Vermont Capital Pty Ltd | 26,800,000 fully paid ordinary shares |

The above Shares were issued by the Company on 3 September 2015 and 25 September 2015 respectively.

The loan facilities provide for interest payable at 10% per annum and a general security agreement over all the assets of the Company.

The loan facilities also provide for the Company to issue, subject to shareholder approval (the subject of Resolution 8 below), the following additional Shares to the unrelated lenders:

- | | |
|---------------------------|---------------------------------------|
| • Celtic Capital Pty Ltd | 92,800,000 fully paid ordinary shares |
| • Vermont Capital Pty Ltd | 23,200,000 fully paid ordinary shares |

Subject to the additional shares being issued, the loan facilities provide that the unrelated lenders will treat the additional shares as full satisfaction of the Company's obligation to repay the \$100,000 loan amounts and all other monies payable associated with the loan.

Resolutions 6 and 7 seek Shareholder approval for ratification of the issue of the first tranche of Shares for the purpose of refreshing the Company's annual 15% placement capacity for the purpose of ASX Listing Rule 7.4 (**Share Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

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

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

5.2 Technical Information Required by ASX Listing Rule 7.4

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

- (a) A total of 134,000,000 Shares were allotted and issued to the parties noted in section 5.1 above prior to the date of this Annual General Meeting;
- (b) the issue price was nil per Share, although, as set out in section 6.2 below, the deemed issue price is \$0.0004 per share once the additional shares the subject of Resolution 8 are issued;
- (c) the subscribers pursuant to this issue were the unrelated lenders being Celtic Capital Pty Ltd and Vermont Capital Pty Ltd who are not related parties of the Company;
- (d) Celtic Capital Pty Ltd and Vermont Capital Pty Ltd are either sophisticated or professional investors in accordance with the Corporations Act.
- (e) the Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the funds raised relating to the issue were used for general working capital purposes.

6. RESOLUTION 8 – ISSUE OF SHARES TO UNRELATED LENDERS

6.1 General

Resolution 8 seeks Shareholder approval for the issue of 116,000,000 Shares to the unrelated lenders named in Section 5.1 as follows:

- | | |
|---------------------------|---------------------------------------|
| • Celtic Capital Pty Ltd | 92,800,000 fully paid ordinary shares |
| • Vermont Capital Pty Ltd | 23,200,000 fully paid ordinary shares |

Refer to section 5.1 for further details in respect to the proposed issued of Shares. ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 8 will be to allow the Company to issue the Shares to the unrelated lenders during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), in full satisfaction of the loan amounts and all other monies associated with the loan facilities, without using the Company's 15% annual placement capacity.

6.2 Technical information required by ASX Listing Rule 7.1

Under and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of Shares to the unrelated lenders:

- (a) the maximum number of Shares to be issue 116,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Shares will be issued on the same day as the Annual General Meeting;
- (c) the shares will be issued at a deemed issue price of \$0.0004 per Share (being the total loan funds divided by the total amount of shares to be issued under the loan facility) refer to Section 5.1 for further details);
- (d) the Shares will be issued to Celtic Capital Pty Ltd and Vermont Capital Pty Ltd, who are not related parties of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from the issue of the Shares as the Shares are being issued in consideration for amounts owing to the unrelated lenders.

7. RECOMMENDATIONS

The Directors believe that the above proposals are in the best interest of the Company and, save where otherwise stated, unanimously recommend that shareholders vote in favour of the resolutions to be proposed at the Company's annual general meeting.

8. ENQUIRIES

Shareholders are required to contact the Company Secretary on +61 8 6143 4100 if they have any queries in respect of the matters set out in this Notice.

GLOSSARY

\$ means Australian dollars.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

Board means the board of directors of the Company.

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

Chair means the chair of the Meeting.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company or **Antares** means Antares Mining Limited (ACN 119 047 693).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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.

Managing Director means the managing director of the Company.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2014.

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

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

Shareholder means a holder of a Share.

Spill Meeting has the meaning given in section 2.2 of the Explanatory Statement.

Spill Resolution has the meaning given in section 2.2 of the Explanatory Statement.

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

Holder Number

Security Holder Appointment of Proxy – Annual General Meeting

I/We being a Shareholder entitled to attend and vote at the Meeting, hereby appoint

OR

The Chair as my/our proxy

(Name of Proxy)

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Annual General Meeting to be held at 11:00am (WST) on 30 November 2015 at BDO Level 1, 38 Station Street, Subiaco WA 6008 and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

VOTING ON BUSINESS OF THE MEETING

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Fixing of Cap on Remuneration of Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of a Director – Mr David Wheeler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-Election of a Director – Mr Francesco Licciardello	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-Election of a Director – Mr Lay Ann Ong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Issue of Shares to Unrelated Lenders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDER(S):

Individual or Shareholder 1

Sole Director / Company Secretary

Shareholder 2

Director

Shareholder 3

Director / Company Secretary

INSTRUCTIONS FOR COMPLETING 'APPOINTMENT OF PROXY' FORM

APPOINTING A PROXY

A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. The appointed proxy may be an individual or body corporate.

If a Body Corporate is appointed to act as your proxy then a representative of that Body Corporate must be appointed to act as its representative. When attending the meeting, the representative must bring a formal notice of appointment as per section 250D of the Corporations Act. Such notice must be signed as required by section 127 of the Corporations Act or the Body Corporate's Constitution.

If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll.

The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.

Note: If you wish to appoint a second proxy, you may copy this form but you must return both forms together.

VOTING ON BUSINESS OF MEETING

A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the number of votes that the proxy may exercise by writing the number of Shares next to the box marked for the relevant item of business.

Where a box is not marked the proxy may vote as they choose subject to the relevant laws.

Where more than one box is marked on an item the vote will be invalid on that item.

SIGNING INSTRUCTIONS

- **Individual:** Where the holding is in one name, the Shareholder must sign.
- **Joint holding:** Where the holding is in more than one name, all of the Shareholders should sign.
- **Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
- **Companies:** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

ATTENDING THE MEETING

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.

LODGE MENT OF VOTES

To be effective, a validly appointed proxy must be received by the Company **not less than 48 hours** prior to commencement of the Meeting.

Proxy appointments can be lodged by:

- a) **Hand Delivery** – Automic Registry Services Suite 1a, Level 1 7 Ventnor Avenue West Perth WA 6005; or
- b) **Post** - to Automic Registry Services, PO Box 223, West Perth WA 6872; or
- c) **Facsimile** - to the Company on facsimile number +61 8 9381 2330.

Proxy Forms received later than this time will be invalid