



Notice of Annual General Meeting and Explanatory Memorandum

Aus Tin Mining Limited (ACN 122 957 322)

Date of Meeting: 20 November 2014

Time of Meeting: 10.00am (Brisbane time)

Place of Meeting: Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Qld, 4000

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of shareholders of **Aus Tin Mining Limited ACN 122 957 322 (Company)** will be held at the offices of HopgoodGanim, Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Qld, 4000, on 20 November 2014 at 10.00am (Brisbane time).

AGENDA

ORDINARY BUSINESS

Annual Financial Report

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, Statement of Cash Flows and notes to and forming part of the financial statements for the Company for the financial year ended 30 June 2014.

See Explanatory Statement below for further information.

Resolution 1 – Remuneration Report

To consider and, if thought fit, pass the following Advisory Resolution:

"That, the Remuneration Report for the year ended 30 June 2014 (as set out in the Directors' Report) is adopted."

The vote on Resolution 1 is advisory only and does not bind the Directors of the Company.

VOTING RESTRICTION PURSUANT TO SECTION 250(R) OF THE CORPORATIONS ACT

Terms used in this Notice of Meeting are defined in the Interpretation section of the accompanying Explanatory Memorandum.

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

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

However, a vote **may** be cast on Resolution 1 by a KMP or a Closely Related Party of a KMP, if:

- the KMP or a Closely Related Party of a KMP does so as a proxy appointed in writing;
- the vote is not cast on behalf of a member of the KMP details of whose remuneration are included in the Remuneration Report or a Closely Related Party of a KMP; and
- either:
 - the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
 - the voter is the Chairman of the meeting and the appointment of the Chairman as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP for the Company or, if the Company is part of a consolidated entity, for the entity.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions the subject of this Meeting, including Resolution 1.

Resolution 2 - Re-election of Brian Moller as a Director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

"That in accordance with Article 38.1(a) of the Company's Constitution, Brian Moller, who retires in accordance with the Company's Constitution and, being eligible for re-election offers himself for re-election, be re-elected as a Director of the Company."

See Explanatory Statement below for further information.

Resolution 3 – Ratification of March 2014 Placement Shares Issue

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company, with or without amendment:

"That in accordance with the provisions of Listing Rule 7.4, and for all other purposes, Shareholders ratify the previous issue by the Company of 41,949,943 Shares on 19 March 2014 at an issue price of \$0.007 per Share (March Placement Shares) to those recipients set out in the Explanatory Memorandum accompanying this Notice of Meeting, in those proportions and otherwise on terms set out in the Explanatory Memorandum accompanying this Notice of Meeting."

NOTES:

- The rights attaching to the March Placement Shares are identical in all respects to the existing ordinary shares on issue in the Company.
- The funds raised by the issue of the March Placement Shares have and will continue to be used by the Company for the progression of its business and exploration plans.
- The March Placement Shares were issued to investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporation Act 2001(Cth).
- Further details of the March Placement Shares are contained in the Explanatory Memorandum accompanying this Notice of Meeting.

VOTING EXCLUSION STATEMENT FOR RESOLUTION 3

The Company will disregard any votes cast on this Resolution by:

- a person who participated in the issue; and
- an associate of that person (or persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 4 – Ratification of September 2014 Placement Shares Issue

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company, with or without amendment:

"That in accordance with the provisions of Listing Rule 7.4, and for all other purposes, Shareholders ratify the previous issue by the Company of 117,136,250 Shares on 5 September 2014 at an issue price of \$0.004 per Share (September Placement Shares) to those recipients set out in the Explanatory Memorandum accompanying this Notice of Meeting, in those proportions and otherwise on terms set out in the Explanatory Memorandum accompanying this Notice of Meeting."

NOTES:

- The rights attaching to the September Placement Shares are identical in all respects to the existing ordinary shares on issue in the Company.
- The funds raised by the issue of the September Placement Shares have and will continue to be used by the Company for the progression of its business and exploration plans.
- The September Placement Shares were issued to investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporation Act 2001(Cth).
- Further details of the September Placement Shares are contained in the Explanatory Memorandum accompanying this Notice of Meeting.

VOTING EXCLUSION STATEMENT FOR RESOLUTION 4

The Company will disregard any votes cast on this Resolution by:

- a person who participated in the issue; and
- an associate of that person (or persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 5 – Approval of Directors’ Fee Plan

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution of the Company:

“That for the purposes of Listing Rule 7.2 exception 9 and all other purposes, the Company be authorised to issue up to a maximum amount of 60,000,000 fully paid ordinary shares to executive and non-executive directors of the Company under the Directors’ Fee Plan (for the issue of shares to Directors in lieu of fees) detailed in the Explanatory Memorandum as an exception to Listing Rule 7.1 of the ASX Listing Rules”

NOTES:

- A summary of the terms of the Directors’ Fee Plan is set out in Schedule 1.
- Since the date of last approval, 26,304,500 Shares have been issued under the plan which received Shareholder approval at the 2013 AGM. The rights attaching to the Directors’ Shares which may be issued will be identical in all respects to the existing ordinary shares on issue in the Company.

VOTING EXCLUSION STATEMENT FOR RESOLUTION 5

The Company will disregard any votes cast on this Resolution by:

- a director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company); and
- an associate of that person (or persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

PROXY APPOINTMENT RESTRICTION

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 5 by a member of the KMP or their Closely Related Parties who has been appointed as a proxy unless:

- the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the proxy form (directed proxy); or
- the appointed proxy is the Chairman and the appointment of the Chairman as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 6 - Issue of Director Shares in Lieu of Director Fees

*“That in accordance with Listing Rule 10.14 and for all other purposes, subject to approval of Resolution 5, the Company be authorised to issue fully paid ordinary shares to Mr Nicholas Mather, Mr Brian Moller, Mr John Bovard and Mr Richard Willson (or their nominees) (**Participating Directors**) under the Directors’ Fee Plan (for the issue of shares to Directors in lieu of fees) detailed in the Explanatory Memorandum over the course of the period that is 12 months from the date of the meeting (**Directors’ Shares**)”.*

NOTES:

- The maximum number of Directors’ Shares which may be issued under this resolution is 60,000,000.
- No funds will be raised by the issue of any Directors’ Shares as they will be issued in lieu of fees owing from time to time to Participating Directors.
- Since the existing plan received shareholder approval at the 2013 AGM, shares have been issued to Brian Moller, Nicholas Mather, John Bovard, and Richard Willson under the existing plan.
- Directors Shares will only be issued to the Participating Directors (that is, Nicholas Mather, Brian Moller, John Bovard and Richard Willson) under any approval obtained and will not be issued to any person not named in this Notice of Meeting without obtainment of further Shareholder approval to any such issue under Listing Rule 10.14.
- There is no loan attaching to the issue of the Directors Shares.
- The Company intends to issue the Directors’ Shares only to the Participating Directors as and when elections are made by Participating Directors under the Directors’ Fee Plan during each quarter, the intention being that Directors’ Shares would be issued to the Participating Directors in 4 tranches on the ending of each quarter (December 2014, March, June and September 2015) but in any event by no later than any event no later than twelve (12) months from the date of the Meeting.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on this Resolution by:

- a Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and, if ASX has expressed an opinion under rule 10.14.3 that approval is required for participation in an employee incentive scheme by anyone else, that person; and
- an associate of that person (or persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

PROXY APPOINTMENT RESTRICTION

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 6 by a member of the KMP or their Closely Related Parties who has been appointed as a proxy unless:

- the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the proxy form (directed proxy); or
- the appointed proxy is the Chairman and the appointment of the Chairman as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 7 – Approval of Employee Share Option Plan

To consider and, if thought fit, pass the following Ordinary Resolution, without amendment:

"That for the purpose Exception 9(b) of Listing Rule 7.2 of the ASX Listing Rules and for all other purposes, the Company be authorised to issue securities under the Aus Tin Mining Ltd Employee Share Option Plan (ESOP) as an exception to Listing Rule 7.1 of the ASX Listing Rules."

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on this Resolution by:

- a Director of the entity (except one who is ineligible to participate in any employee incentive scheme in relation to the entity); and
- an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction.

PROXY APPOINTMENT RESTRICTION

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 7 by a member of the KMP or their Closely Related Parties who has been **appointed as a proxy** unless:

- the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the proxy form (directed proxy); or
- the appointed proxy is the Chairman and the appointment of the Chairman as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP

SPECIAL BUSINESS

Resolution 8 – Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

To consider and, if thought fit, pass the following resolution as a **Special Resolution** of the Company:

*“That, pursuant to and in accordance with Listing Rule 7.1A, and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions described in the Explanatory Memorandum (**Placement Securities**).”*

IMPORTANT NOTE

The proposed allottees of any Placement Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Placement Securities), shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

VOTING EXCLUSION STATEMENT FOR RESOLUTION 8

The Company will disregard any votes cast on Resolution 8 by a person and an associate of that person (or persons) who:

- may participate in the proposed issue; and
- might obtain a benefit, except a benefit solely in the capacity as a holder of ordinary securities, if the Resolution is passed.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By Order of the Board



Karl Schlobohm
Company Secretary
14 October 2014

EXPLANATORY MEMORANDUM

EXPLANATORY STATEMENT

This Explanatory Memorandum is provided to Shareholders of Aus Tin Mining Ltd ACN 122 957 322 (**Company**) to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held at HopgoodGanim, Level 7, Waterfront Place, 1 Eagle Street on Thursday 20 November 2014 at 10.00am (Brisbane time).

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of Resolutions 1 to 8 contained in the Notice of Meeting material.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

ORDINARY BUSINESS

Consider the Company's 2014 Annual Report

The Corporations Act requires the Company's Annual Report comprising the Directors' Report, the Auditor's Report, Directors' Declaration, Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, Statement of Cash Flows and notes to and forming part of the financial statements to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the Company's Annual Report. The Company's 2014 Annual Report is placed before the Shareholders for discussion. No voting is required for this item.

Shareholders can obtain a copy of the Company's 2014 Annual Report by sending a request to info@austinmining.com.au or by downloading a copy from the Company's website: www.austinmining.com.au

Resolution 1 - Remuneration Report

In accordance with section 250R of the Corporations Act, the Board has submitted its Remuneration Report (included in the 2014 Annual Report) to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the 2014 Annual Report. The Report, amongst other things:

- explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executives of the Company; and
- details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

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

Voting restrictions on Key Management Personnel and their proxies and Closely Related Parties

Members of the Key Management Personnel (**KMP**) and their proxies and Closely Related Parties are restricted from voting on a resolution (**Voting Restriction**) put to Shareholders that the remuneration report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where:

- the Chairman or any other KMP is appointed in writing (by a Shareholder who is not a KMP or a Closely Related Party of a KMP) as a proxy with specific instructions on how to vote on a resolution to adopt the remuneration report of the Company; or
- the Chairman is appointed in writing (by a Shareholder who is not a KMP or a Closely Related Party of a KMP) as a proxy with no specific instructions on how to vote on a resolution to adopt the remuneration report, where the Shareholder provides express authorisation for the Chairman to vote on the resolution.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions the subject of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act and Listing Rules.

Resolution 2 – Re-election of Brian Moller as a Director

Mr Moller was originally appointed as a Director of Aus Tin Mining on 1 December 2006. Mr Moller is currently a Non-Executive Chairman of the Company, and brings a wealth of experience and expertise to the Board particularly in relation to corporate regulatory and governance areas with an emphasis on capital raising, mergers and acquisitions.

Mr Moller acts for many publicly listed resource and industrial companies and he is currently a Non-Executive Director of ASX-listed DGR Global Ltd, Navaho Gold Ltd, Platina Resources Ltd, Aguiar Resources Ltd and SolGold plc, which is listed on AIM.

The Directors (with Mr Moller abstaining) recommend that you vote in favour of this Ordinary Resolution.

Resolution 3 – Ratification of March 2014 Placement Shares Issue

Resolution 3 seeks Shareholder approval to ratify the previous issue of 41,949,943 Shares (**March Placement Shares**) to those investors identified in the table below (**March Placement Recipients**), each being an investor that falls within one or more of the classes of exemptions specified in section 708 of the Corporation Act.

Listing Rule 7.4

As noted above, in accordance with Listing Rule 7.4, the Company is seeking Shareholders to ratify the previous issue of the March Placement Shares, being issues of securities made by the Company during the previous 12 months for which Shareholder approval has not already been obtained.

Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders.

The Company seeks Shareholder approval to ratify the previous issue of the March Placement Shares in accordance with Listing Rule 7.4 in order to refresh the Company's ability to issue up to 15% of its share capital (in a 12 month period) under Listing Rule 7.1.

Under Listing Rule 7.4, an issue of securities made without approval under Listing Rule 7.1 is treated as having been made with approval if the issue:

- did not breach Listing Rule 7.1 (i.e. the issue did not exceed the 15% limit under Listing Rule 7.1); and
- holders of the ordinary securities subsequently approve the issue.

Terms of the Previous Issue of Shares

For the purposes of Listing Rule 7.5 the Company advises as follows:

- (1) 41,949,943 March Placement Shares were issued on 19 March 2014.
- (2) The March Placement Shares were issued to the March Placement Recipients at a price of \$0.007 per Share.
- (3) The March Placement Shares rank pari passu with the existing Shares on issue, are not subject to escrow restrictions and are subject to the rights and obligations set out in the Company's Constitution.
- (4) The March Placement Recipients, and the number of shares issued to each, are as follows:

	Allottee / Subscriber	Price	Number	Amount
1	Jones Org Pty Ltd <Jones Org A/C>	\$0.007	7,142,857	\$50,000
2	Guy Jones Pty Ltd <The Guy Jones Family S/F A/C>	\$0.007	7,142,857	\$50,000
3	Mr William Peter Williams & Mrs Donna Adele Williams <Williams S/F A/C>	\$0.007	3,571,429	\$25,000
4	Rinara Limited	\$0.007	513,229	\$3,593
5	Pinegold Pty Ltd <The Greg Runge Family Super Fund A/C>	\$0.007	1,225,000	\$8,575
6	Sandberg Pty Ltd <Clarence Super Fund A/C>	\$0.007	2,000,000	\$14,000
7	Alberona Pty Ltd	\$0.007	1,000,000	\$7,000
8	Mr Mark Edward Hayden & Mrs Kristie Paige Hayden <MKH Family Super Fund A/C>	\$0.007	2,142,857	\$15,000
9	Kram Nominees Pty Ltd	\$0.007	5,000,000	\$35,000
10	Paisley Superannuation Nominees Pty Ltd <Kevin Paisley S/Fund A/C>	\$0.007	2,142,857	\$15,000
11	Bizzell Nominees Pty Ltd <Bizzell Family A/C>	\$0.007	7,142,857	\$50,000
12	Peter Ashley James Bubendorfer	\$0.007	432,143	\$3,025
13	Brian Lionel Roach	\$0.007	785,714	\$5,500
14	Ascry Pty Ltd	\$0.007	510,286	\$3,572
15	Millbohm Consulting Group Pty Ltd	\$0.007	1,197,857	\$8,385
			41,949,943	\$293,650

None of March Placement Recipients are related parties of the Company.

The March Placement Shares represent a total of 3.47% of the Company's current issued capital.

A Voting Exclusion Statement in relation to this Resolution is set out above.

Resolution 4 – Ratification of September 2014 Placement Shares Issue

Resolution 4 seeks Shareholder approval to ratify the previous issue of 117,136,250 Shares (**September Placement Shares**) to those investors identifies in the table below (**September Placement Recipients**), each being an investor that falls within one or more of the classes of exemptions specified in section 708 of the Corporation Act.

Listing Rule 7.4

As noted above, in accordance with Listing Rule 7.4, the Company is seeking Shareholders to ratify the previous issue of the September Placement Shares, being issues of securities made by the Company during the previous 12 months for which Shareholder approval has not already been obtained.

Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders.

The Company seeks Shareholder approval to ratify the previous issue of the September Placement Shares in accordance with Listing Rule 7.4 in order to refresh the Company's ability to issue up to 15% of its share capital (in a 12 month period) under Listing Rule 7.1.

Under Listing Rule 7.4, an issue of securities made without approval under Listing Rule 7.1 is treated as having been made with approval if the issue:

- did not breach Listing Rule 7.1 (i.e. the issue did not exceed the 15% limit under Listing Rule 7.1); and
- holders of the ordinary securities subsequently approve the issue.

Terms of the Previous Issue of Shares

For the purposes of Listing Rule 7.5 the Company advises as follows:

- (1) 117,136,250 September Placement Shares were issued on 5 September 2014.

- (2) The September Placement Shares were issued to the September Placement Recipients at a price of \$0.004 per Share.
- (3) The September Placement Shares rank pari passu with the existing Shares on issue, are not subject to escrow restrictions and are subject to the rights and obligations set out in the Company's Constitution.
- (4) The September Placement Recipients, and the number of shares issued to each, are as follows:

	Allottee / Subscriber	Price	Number	Amount
1	Rytech Pty Ltd <Rytech Super Fund>	\$0.004	5,000,000	\$20,000
2	Mr Water Graham	\$0.004	1,250,000	\$5,000
3	Jones Org Pty Ltd	\$0.004	3,750,000	\$15,000
4	Guy Jones Pty Ltd	\$0.004	3,750,000	\$15,000
5	Mr Kevin John Cairns <Cairns Family A/C>	\$0.004	5,000,000	\$20,000
6	Jontra Holdings Pty Ltd	\$0.004	5,000,000	\$20,000
7	Nosnar Enterprises Pty Ltd < Nosnar Entprs Super A/C>	\$0.004	2,500,000	\$10,000
8	Vanbrogue Investments Pty Ltd	\$0.004	5,000,000	\$20,000
9	Prof Robert Llewellyn Clancy & Mrs Christine Mary Clancy	\$0.004	750,000	\$3,000
10	Media Down Under Pty Ltd	\$0.004	750,000	\$3,000
11	Mr Vernon Ross Jackson & Mrs Lynne Shaun Jackson	\$0.004	750,000	\$3,000
12	Sinedie Pty Ltd	\$0.004	750,000	\$3,000
13	Penelope Mcphillips Pty Ltd	\$0.004	500,000	\$2,000
14	Milray Superannuation Pty Ltd	\$0.004	3,500,000	\$14,000
15	Martin Place Securities Pty Ltd	\$0.004	3,500,000	\$14,000
16	Alcardo Investments Limited	\$0.004	2,500,000	\$10,000
17	Sofew Assets Pty Ltd	\$0.004	2,500,000	\$10,000
18	The Hon Annabelle Claire Bennett & Dr David Michael John Bennett	\$0.004	1,250,000	\$5,000
19	M.J.Lyons Properties Pty Ltd	\$0.004	1,250,000	\$5,000
20	Dronkay Pty Ltd	\$0.004	750,000	\$3,000
21	Success Investments Pty Ltd	\$0.004	2,500,000	\$10,000
22	Mr Kenneth Yu	\$0.004	2,500,000	\$10,000
23	Williams Family Trust	\$0.004	21,600,000	\$86,400
24	Millbohm Consulting Group Pty Ltd	\$0.004	2,400,000	\$9,600
25	Vitalstatistix Pty Ltd <Obelix A/C>	\$0.004	10,786,250	\$43,145
26	Mr Priyanka Jayasuriya & Mrs Shaniya Jayasuriya	\$0.004	2,400,000	\$9,600
27	Mr Matthew John Cave	\$0.004	1,200,000	\$4,800
28	GML Pastoral Pty Ltd	\$0.004	18,750,000	\$75,000
29	DGR Global Ltd	\$0.004	5,000,000	\$20,000
			117,136,250	\$248,545

None of September Placement Recipients are related parties of the Company.

The September Placement Shares represent a total of 9.68% of the Company's current issued capital.

A Voting Exclusion Statement in relation to this Resolution is set out above.

Resolutions 5 – Approval of Directors' Fee Plan

Pursuant to Resolution 5, the Company is seeking Shareholder approval for the Directors' Fee Plan for the purpose of Listing Rule 7.2 exception 9 and for all other purposes. The Plan has previously been approved by shareholders at the 2012 and 2013 AGMs.

The Directors wish to implement an employee incentive scheme in the form of a Director's Fee Plan which will allow for the issue of Shares to all Directors in lieu of fees. All Directors have previously expressed their willingness to have approximately 50% of their remuneration paid in cash and approximately 50% payable in Shares (pending this approval) should that become necessary for the preservation of the Company's working capital.

Listing Rule 7.1

Subject to certain exemptions (none of which are relevant here) Listing Rule 7.1 restricts a listed company from issuing or agreeing to issue equity securities (including shares or options) in any 12 month period which amounts to more than 15% of the Company's ordinary securities on issue without shareholder approval.

As a result, any issue of securities by the Company under the Directors' Share Plan would reduce the Company's 15% capacity to issue Shares under Listing Rule 7.1.

Exception 9 of Listing Rule 7.2 however, allows a company to issue securities without specific shareholder approval and without reducing the 15% capacity under Listing Rule 7.1 where shareholders of a company have approved the issue of securities as an exception to Listing Rule 7.1 within three (3) years prior to the issue of the securities. Resolution 5 is being put to the Shareholders for this purpose and will allow the Company to utilise Exception 9 to Listing Rule 7.2 12 months from the date of the Resolution being passed.

ASX Listing Rule 7.2 Exception 9

In accordance with Listing Rule 7.2 Exception 9 and for the benefit of Shareholders in considering this Resolution, the Company advises as follows:

- a summary of the terms of the Plan are set out in Schedule 1;
- 8,709,571 ordinary shares have been issued under the Director Fee Plan approved by Shareholders since the 2013 AGM, as individually outlined in Schedule 2.
- a voting exclusion statement is included for Resolution 5 in the Notice of Meeting accompanying the Explanatory Memorandum.

Under the Director's Fee Plan all Shares which may be issued to a Director shall be issued at the Market Price for Shares as at the business day prior to the issue of Directors Shares.

Because the trading price for the Shares of the Company on ASX may fluctuate over the 12 month period, approval is sought for the issue of a maximum of 60,000,000 shares (**Maximum Shares**). If the Maximum Shares are issued then this would represent approximately 6.9% of the issued Share capital of the Company, assuming no other Shares were issued.

Resolution 6 – Approval of Issue of Director Shares in Lieu of Director Fees

Subject to Resolution 5 receiving Shareholder approval, the Directors have resolved to refer to Shareholders for approval for the future allotment of up to a maximum of 60,000,000 fully paid ordinary shares to Mr Nicholas Mather, Mr Brian Moller, Mr John Bovard and Mr Richard Willson, Directors of the Company, or their nominee (**Participating Directors**) under the Directors' Fee Plan. The terms of the Shares to be issued to the Participating Director (**Director Shares**) are set out in more detail below.

Because each of the Participating Directors is a related party of the Company for the purposes of Listing Rule 10.11, the proposed issue of Directors Shares to Participating Directors under the Plan must be approved under Listing Rule 10.14.

In the event that Resolution 5 obtains Shareholder approval, the issue of the Directors Shares to the Participating Directors would be in lieu of their Director's fees and salary sacrifice for the previous year and for potential issues to be made in the forthcoming year pursuant to the Plan. As such any Directors Shares issued in the forthcoming year will be granted for nil cash consideration and no funds will be raised from their issue.

If approved, the issue of any Directors Shares pursuant to Listing Rule 10.14 (and for the purposes of Listing Rule 7.2 exception 9) will not be counted towards the Company's 15% for the purpose of Listing Rule 7.1. As a result, the Directors of the Company will be able to consider additional funding initiatives consistent with the provisions of ASX Listing Rule 7.1 without diminishing its issue capacity under Listing Rule 7.1.

Directors' Recommendation

The Participating Directors, being Directors of the Company, have a material personal interest in the outcome of this Resolution, as it is proposed that Director Shares be allotted to them (or their nominee).

Each of Mr Nicholas Mather, Mr Brian Moller, Mr John Bovard and Mr Richard Willson, having a material personal interest in the Resolution, abstain and do not make any recommendations in respect of this Resolution.

Directors' Interest and Other Remuneration

Excluding the Director Shares, details of the Shares and Options held by the Directors in the Company are set out in the table below.

Details of the Director's remuneration for each of the Directors (inclusive of superannuation) per annum (total cost to the Company) is set out in the following table:

Directors	Short term benefits Salary & fees \$	Post- employment Superannuation \$	Share based payments Equity settled		Total \$
			Options \$	Shares \$	
Brian Moller					
- 2014	50,000	-	-	-	50,000
- 2013	24,167	-	-	-	24,167
Nicholas Mather					
- 2014	100,000	-	-	-	100,000
- 2013	19,167	-	10,433	-	29,600
John Bovard					
- 2014	43,200	-	-	-	43,200
- 2013	18,172		5,216		23,388
Richard Willson					
- 2014	40,000				18,172
- 2013	19,172		5,216		23,388

At the time of writing this Notice, there is approximately \$80,875 unpaid fees owing to the Directors. If each of the Directors participated in an allotment of shares via the conversion of 50% their Director Fees under the Director Fee Plan, proportional to their total remuneration over a 12 month period, and taking into account the balance above, then the following will be the effect on the holding of each of the Directors in the Company:

Director	Current Holding ¹	Share % of Total Share Capital ²	Director Issued ³	Shares Share Holding Upon Issue of Maximum Shares ³	% of Total Share Capital
Nicholas Mather	63,287,785	7.8%	15,833,328	79,121,113	8.4%
Brian Moller	10,526,236	1.3%	12,760,503	23,286,739	2.7%
John Bovard	10,724,881	1.3%	9,983,330	20,708,211	2.4%
Richard Willson	4,066,750	0.5%	6,625,000	10,691,750	1.2%

Notes:

1. This assumes that none of the current options on issue in the Company are exercised and no further securities are issued.
2. This assumes that there are currently 807,056,584 Shares on issue.
3. This assumes the Shares would be issued at an issue price of \$0.004 per Share, and includes any amount owing at the date of this Notice of Meeting.

ASX Listing Rule 10.15

In accordance with ASX Listing Rule 10.15 and for the benefit of Shareholders in considering this Resolution, the Company advises as follows:

- Each of the persons to whom Directors Shares are proposed to be issued under this Resolution is Directors of the Company.
- Details of any Shares issued under the Directors' Fee Plan will be published in the Annual Report in respect of the period in which shares under the plan are issued.
- The maximum number of securities that may be acquired by all persons for whom approval is required is 60,000,000 Directors' Shares.
- No funds are being raised by the grant of the Director Shares.
- Directors Shares will only be issued to the Participating Directors (that is, Nicholas Mather, Brian Moller, John Bovard and Richard Willson) under any approval obtained and will not be issued to any person not named in this Notice of Meeting without obtainment of further Shareholder approval to any such issue under Listing Rule 10.14.
- A voting exclusion statement accompanies that Notice of Meeting in respect of Resolution 6.
- There is no loan attaching to the issue of the Directors Shares.
- The Director Shares are intended to be issued as and when elections are made by Participating Directors under the Directors' Fee Plan, the intention being that Directors' Shares would be issued to the Participating Directors in a maximum of 4 tranches on the ending of each quarter (December 2014, March, June and September 2015) and in any event no later than twelve (12) months of the date of the Meeting.
- Under the Plan, all Shares which may be issued to a Director shall be issued at the Market Price for Shares as at the business day prior to the issue of Directors Shares.

Save as set out in this Explanatory Statement, the Directors are not aware of any other information that will be reasonably required by Shareholders to make a decision in relation to benefits contemplated by this Resolution.

Resolution 7 – Approval of Employee Share Option Plan

Background

Pursuant to Resolution 7 the Company is seeking Shareholder approval for the potential future issue of securities under the Company's Employee Share Option Plan (**ESOP**) as an exception to Listing Rule 7.1.

The intention of the Board of the Company adopts the ESOP, as a means of rewarding its key employees. A summary of the terms of the ESOP are set out in Schedule 3 of this Explanatory Memorandum.

Listing Rule 7.1

Subject to certain exemptions (none of which are relevant here) Listing Rule 7.1 restricts a listed company from issuing or agreeing to issue equity securities (including shares or options) in any 12 month period which amounts to more than 15% of the Company's ordinary securities on issue without shareholder approval.

As a result, any issue of securities by the Company to eligible employees under the ESOP would reduce the Company's 15% capacity to issue Shares under Listing Rule 7.1.

Exception 9 of Listing Rule 7.2 however, allows a company to issue securities without specific shareholder approval and without reducing the 15% capacity under Listing Rule 7.1 where shareholders of a company have approved the issue of securities under an ESOP as an exception to Listing Rule 7.1 within three (3) years prior to the issue of the securities. Resolution 7 is being put to the Shareholders for this purpose and will allow the Company to utilise Exception 9 to Listing Rule 7.2 for three (3) years from the date of the Resolution being passed.

Information for Shareholders

In accordance with Exception 9 of Listing Rule 7.2 the Company advises as follows:

- A summary of the terms of the ESOP are set out in Schedule 3;
- There are currently no options on issue pursuant to the ESOP.

As Directors are eligible to participate in the ESOP, a voting exclusion statement is included in the Notice of Meeting in relation to Directors and KMP and their associates.

Participation of Directors

Whilst under the provisions of the ESOP Directors are eligible to participate in the plan, no Options will be issued to Directors (or their nominees) unless further specific approval for the issue of those Options is obtained pursuant to the provisions of Listing Rule 10.11.

Due to a potential interest in the outcome of this Resolution 7, the Directors make no recommendation as to how you should vote on this Ordinary Resolution.

SPECIAL BUSINESS

Resolution 8 - Approval to Issue an Additional 10% of the Issued Capital of the Company over a 12 Month Period Pursuant to Listing Rule 7.1A

Introduction

Pursuant to Resolution 8, the Company is seeking Shareholder approval to issue an additional 10% of its issued capital over a 12 month period pursuant to Listing Rule 7.1A. If passed, this Resolution will allow the Company to allot and issue up to the number of new Equity Securities calculated in accordance with Listing Rule 7.1A.2 (**Placement Securities**) each at an issue price of at least 75% of the volume weighted average price (**VWAP**) for the Company's Equity Securities in that class (calculated over the last 15 days on which trades in the Equity Securities are recorded immediately before the date on which the price at which the Placement Securities are to be issued is agreed, or if the Placement Securities are not issued within five trading days of that date, the date on which the Placement Securities are issued) (**Issue Price**).

Pursuant to Listing Rule 7.1A, small and mid cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by special resolution at the annual general meeting, are permitted to issue an additional 10% of issued capital over a 12 month period from the date of the annual general meeting (**Additional 10% Placement**). The Additional 10% Placement under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without shareholder approval over a 12 month period pursuant to Listing Rule 7.1. The Company may issue the Placement Securities to raise funds for the Company and as non-cash consideration (further details of which are set out below).

Funds raised from the issue of Placement Securities, if undertaken, would be applied towards the acquisition of new assets or investments (including expenses associated with such acquisitions), continued exploration and feasibility study expenditure on the Company's current assets and general working capital.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.

Listing Rule 7.1A

Eligibility

An entity is eligible to undertake an Additional 10% Placement if at the time of its annual general meeting it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index.

For illustrative purposes only, on 13 October 2014, the Company's market capitalisation was approximately \$3.2million based on the last trading price on that date. The calculation of market capitalisation will be based on the last trading price of the shares, on the last trading day on which trades in the shares were recorded before the date of the Annual General Meeting, multiplied by the number of Shares on issue (excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is also not included in the S&P/ASX300 Index as at the time of this Annual General Meeting, however, it should be noted that the S&P/ASX300 Index is rebalanced twice a year in March and September.

The Company is therefore an Eligible Entity and able to undertake an Additional 10% Placement under Listing Rule 7.1A.

In the event that the Company for any reason ceases to be an Eligible Entity after the Company has already obtained Shareholder approval pursuant to this Resolution, the approval obtained will not lapse and the Company will still be entitled to issue the Placement Securities during the 12 month period following this Annual General Meeting.

Special Resolution

Listing Rule 7.1A requires this Resolution to be passed as a Special Resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the Resolution. Pursuant to Listing Rule 7.1A, no Placement Securities will be issued until and unless this Special Resolution is passed at the Meeting.

Shareholder Approval

The ability to issue the Placement Securities is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution at the Meeting.

Listing Rules 7.1 and 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% capacity under Listing Rule 7.1.

At the date of this Notice of Meeting, the Company has on issue 807,056,584 Shares. The Company will have the capacity to issue the below Equity Securities immediately following the Meeting:

- 121,058,488 Equity Securities under Listing Rule 7.1; and
- Subject to Shareholder approval being obtained under this Resolution, a further 80,705,658 Placement Securities under Listing Rule 7.1A

The actual number of Placement Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Placement Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as described above).

Formula for calculating 10% Placement Facility

Listing Rule 7.1A2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

Specific Information Required by Listing Rule 7.3A

Minimum price of securities issued under Listing Rule 7.1A - Listing Rule 7.3A.1

Pursuant to and in accordance with Listing Rule 7.1A.3, the Placement Securities issued pursuant to approval under Listing Rule 7.1A must have an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 trading days immediately before:

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

The Company will disclose to the ASX the issue price on the date of issue of the Placement Securities.

Risk of Economic and Voting Dilution - Listing Rule 7.3A.2

As provided by Listing Rule 7.3A.2, if this Resolution is passed and the Company issues the Placement Securities, there is a risk of economic and voting dilution to the existing Shareholders. The Company currently has on issue 807,056,584 Shares. The Company could issue 201,764,146 Shares immediately following the Meeting (however, it is important to note that the exact number of Placement Securities which may be issued will be calculated in accordance with the formula contained in Listing Rule 7.1A.2, details of which are set out above). Any issue of Placement Securities will have a dilutive effect on existing Shareholders.

There is a specific risk that:

- the Market Price for the Company's Equity Securities may be significantly lower on the date of the issue of any Placement Securities than it is on the date of the meeting; and
- the Placement Securities may be issued at a price that is at a discount to the Market Price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue or the value of the Placement Securities.

As required by Listing Rule 7.3A.2, Table 1 below shows the potential economic and voting dilution effect, in circumstances where the issued share capital has doubled and the Market Price of the shares has halved. Table 1 also shows additional scenarios in which the issued share capital has increased (by both 50% and 100%) and the Market Price of the shares has:

- (1) decreased by 50%; and
- (2) increased by 100%.

Table 1

Issued Share Capital	Share Capital	50% decrease in Market Price \$0.002		Current Market Price \$0.004		100% increase in Market Price \$0.008	
		10% Voting Dilution	Capital Raised	10% Voting Dilution	Capital Raised	10% Voting Dilution	Capital Raised
Present Issued Share Capital = 807,056,584 Shares		80,705,658	\$161,411	80,705,658	\$322,823	80,705,658	\$645,645
50% Increase in Share Capital = 1,210,584,876 Shares		121,058,488	\$242,117	121,058,488	\$484,234	121,058,488	\$968,468
100% Increase in Share Capital = 1,614,113,168 Shares		161,411,317	\$322,823	161,411,317	\$645,645	161,411,317	\$1,291,291

Assumptions and Explanations

- The Market Price is \$0.004, based on the last trading price of the Shares on ASX on 13 October 2014.
- The above table only shows the dilutionary effect based on the issue of the Placement Securities (assuming only Shares are issued), and not any Shares issued under the 15% capacity under Listing Rule 7.1.
- The above table assumes that the Shares previously issued and to be ratified under Resolution 3 & 4 have been issued, and that the Shares to be issued subject to receiving Shareholder approval under Resolutions 5 -6 have not yet been issued.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue.
- The Company issues the maximum number of Placement Securities.
- The issued Share capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 13 October 2014.
- The issue price of the Placement Securities used in the table is the same as the Market Price and does not take into account the discount to the Market Price (if any).

Final Date for Issue - Listing Rule 7.3A.3

As required by Listing Rule 7.3A.3, the Company will only issue and allot the Placement Securities during the 12 months after the date of this Meeting which the Company anticipates will end on 20 November 2015. The approval under this Resolution for the issue of the Placement Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (the disposal of the main undertaking of the Company) before the anniversary of the Annual General Meeting.

Purpose - Listing Rule 7.3A.4

As noted above, the purpose for which the Placement Securities may be issued include to raise funds for the Company and as non-cash consideration (further details of which are set out below). Funds raised from the issue of Placement Securities, if undertaken, would be applied towards the acquisition of new assets or investments (including expenses associated with such acquisitions), continued exploration and feasibility study expenditure on the Company's current assets and general working capital.

Shares Issued for Non-Cash Consideration - Listing Rule 7.3A.4

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

Company's Allocation Policy - Listing Rule 7.3A.5

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the Placement Securities. The identity of the allottees of Placement Securities will be determined on a case-by-case basis having regard to a number of factors including but not limited to the following:

- (1) the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which existing shareholders can participate;
- (2) the effect of the issue of the Placement Securities on the control of the Company;
- (3) the financial situation and solvency of the Company; and
- (4) advice from corporate, financial and broking advisers (if applicable).

The allottees of the Placement Securities have not been determined as at the date of this Notice but may include existing substantial Shareholders and new Shareholders who are not related parties or associates of a related party of the Company.

Furthermore, if the Company is successful in acquiring new assets or investments for which Placement Securities are issued as consideration, it is likely that the allottees of some of the Placement Securities will be the vendors of the new assets or investments.

Equity Issues over Last 12 Months – Listing Rule 7.3A.6

As this is the Company's third year seeking approval for the additional placement capacity under Listing Rule 7.1A, and specifically pursuant to the requirements of Listing Rule 7.3A.6 (b), all of the cash and non-cash equity issues made by the Company since the date of the last AGM are detailed in Schedule 2.

For the purpose of Listing Rule 7.3A.6(a), the Company advises as follows:

Number of equity securities on issue on at commencement of 12 month period	606,587,987
Equity securities issued in prior 12 month period*	200,468,597
Percentage share issues represent of total number of equity securities on issue at commencement of 12 month period	33%

*A portion of the equity securities issued in the past 12 months were issued pursuant to an exception to Listing Rule 7.1 (or 7.1A) and therefore were not issued under (and did not reduce) the Company's 15% Capacity (or additional 10% Capacity). For full details of the issues of equity securities made by the Company since the date of the last AGM, see Schedule 2.

Voting Exclusion Statement

A voting exclusion statement is included for this Resolution in the Notice of Meeting accompanying the Explanatory Memorandum. At the date of the Notice of Meeting, the proposed allottees of any Placement Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Placement Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

The Directors recommend that you vote in favour of this Special Resolution.

INTERPRETATION

Additional 10% Placement means the additional 10% of issued capital over a 12 month period from the date of the Annual General Meeting under Listing Rule 7.1A.

Annual General Meeting or Meeting means this meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ABN 98 008 624 691.

Board means the board of Directors of the Company.

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- a spouse or child of the member; or
- a child of the member's spouse; or
- a dependant of the member or the member's spouse; or
- 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 dealings with the entity; or
- a company the member controls; or
- a person prescribed by the regulations for the purposes of this paragraph.

Company means Aus Tin Mining Limited ACN 122 957 322.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company.

Directors' Fee Plan has the meaning given to that term in the Explanatory Memorandum in respect of Resolutions 5 and 6.

Director Shares has the meaning given to that term in the Explanatory Memorandum in respect of Resolutions 5 and 6.

ESOP means the Company's Employee Share Option Plan (**ESOP**) as an exception to Listing Rule 7.1.

Issue Price means price per security the Placement Securities may be issued.

Key Management Personnel or **KMP** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

Maximum Shares means the maximum amount of Director Shares which may be issued under the Directors' Fee Plan (being 60,000,000).

Meeting means this meeting.

Notice means the notice of meeting which accompanies this Explanatory Memorandum.

Participating Director has the meaning given to that term in the Explanatory Memorandum in respect of Resolutions 5 and 6.

Placement Securities means the new Equity Securities for the purposes of Listing Rule 7.1A.

Shareholder means a holder of ordinary Shares in the Company.

Shares means ordinary fully paid shares in the issued capital of the Company.

Voting Restriction has the meaning given to that term in the Explanatory Memorandum in respect of Resolution 1.

VWAP means volume weighted average price.

ENQUIRIES

Any Enquires in relation to Resolutions or the Explanatory Memorandum should be directed to Karl Schlobohm (Company Secretary), at Level 27, 111 Eagle Street Brisbane QLD 4000, or on (07) 3303-0661.

**SCHEDULE 1
DIRECTORS' FEE PLAN**

TREMS FOR ISSUE OF SHARES IN LIEU OF DIRECTORS' FEES

1. All executive and Non-executive Directors of the Company shall be entitled during the term of the Directors' Fee Plan (Plan) to elect by notice in writing to the Company (Election Notice) to be paid some or all of the remuneration due and owing to them by the Company from time to time as fees for services (Outstanding Remuneration) by way of an issue of ordinary shares. (Plan Shares)
2. An Election Notice may be given by an Executive and/or Non-executive Director (Participating Director) within 10 Business Days after each Quarter during the Plan and shall specify:
 - The amount of any Outstanding Remuneration that a Participating Director wishes to be paid by way of Plan Shares under the Plan; and
 - Whether the Participating Director wishes to have the Plan Shares issued in his or her own name or in the name of a nominee (**Recipient**)
3. An Election Notice may be given to the Company in any manner permitted under the Constitution for service by the Company of notices.
4. Upon receipt of an Election Notice, Plan Shares may be issued to each Participating Director who elects to be issued Plan Shares in lieu of any Outstanding Remuneration.
5. The obligation of the Company to issue any Plan Shares is subject to obtainment of any approvals which may be required under:
 - the Listing Rules; and
 - the Corporations Act 2001 (Cth).
6. The issue price of each Plan Share will be the Market Price of ordinary shares in the Company on the Business Day before an Election Notice is given by a Participating Director and any fractional entitlement to be issued Plan Shares shall be rounded up to the nearest whole number.
7. The Company shall:
 - issue the Plan Shares to a Recipient within three 3 Business Days of receipt of an Election Notice;
 - forthwith deliver a statement of holding to the Recipient in respect of the Plan Shares; and
 - cause the Plan Shares to be listed on ASX as soon as reasonable practicable at the Company's cost and expense.
8. Unless otherwise approved by shareholders of the Company, the maximum number of Plan Shares which may be issued by the Company in each 12 months during the term of the Plan shall be 60,000,000 Plan Shares.
9. For the purposes of interpretation of this Plan:

Constitution means the Constitution of the Company;

Quarter means a period of three months commencing on 1 January, 1 April, 1 July or 1 October;

Listing Rules means the Listing Rules of ASX Limited;

Shares means ordinary shares in the Company; and

Terms used herein shall have the meanings ascribed to them in the Listing Rule.

SCHEDULE 2 – EQUITY ALLOTMENTS SINCE THE 2013 7.1A APPROVAL

CASH ISSUES

Date	Number of Securities	Security Type	Terms	Description	Party or Basis	Price	Discount	Total Consideration	Use of Consideration
19.03.2014	41,949,943	FPO	FPO	Placement Shares	Sophisticated Investors	\$0.07	nil	\$293,650	Working Capital & Exploration

NON-CASH ISSUES

Date	Number of Securities	Security Type	Terms	Description	Party or Basis	Price	Discount	Non-Cash Consideration	
21.11.2013	4,967,738	FPO	FPO	Board Fee Conversion	Sterling Mining Group Pty Ltd	\$0.07	Nil	\$24,839	Allotment approved by shareholders @AGM 21.11.2013
16.01.2014	2,973,200 ¹	FPO	FPO	CEO Performance Share Conversion	Peter Williams	Nil	N-A	\$50,544	Approved by shareholders @ EGM 11.12.2012
19.03.2014	1,190,571	FPO	FPO	Director Fee Plan	Plutus Capital Pty Ltd	\$0.07		\$8,334	Directors Plan approved by shareholders @AGM 21.11.2013
19.03.2014	2,083,286	FPO	FPO	Director Fee Plan	Brian Moller	\$0.07		\$14,583	Directors Plan approved by shareholders @AGM 21.11.2013
19.03.2014	1,150,000	FPO	FPO	Director Fee Plan	Red Dog #1 Pty Ltd <Red Dog A/C>	\$0.07		\$8,050	Directors Plan approved by shareholders @AGM 21.11.2013
19.03.2014	1,428,571	FPO	FPO	Director Fee Plan	Samuel Holdings Pty Ltd	\$0.07		\$10,000	Directors Plan approved by shareholders @AGM 21.11.2013
19.03.2014	2,857,143	FPO	FPO	Director Fee Plan	Sterling Mining Group Pty Ltd	\$0.07		\$20,000	Directors Plan approved by shareholders @AGM 21.11.2013
04.04.2014	5,946,395 ¹	FPO	FPO	CEO Performance Share Conversion	Peter Williams	Nil	N-A	\$101,089	Approved by shareholders @ EGM 11.12.2012

Footnote 1:

Full terms and conditions included in Annexure 2 of the Appendix 3B lodged 16.01.2013.

The allotment of Performance Shares to Peter Williams was specifically approved by shareholders in the EGM of 11.12.2012

SCHEDULE 3
AUS TIN MINING LTD
EMPLOYEE SHARE OPTION PLAN
SUMMARY OF TERMS AND CONDITIONS OF THE PLAN

1. The Plan is to extend to Eligible Employees of Aus Tin Mining Limited (the Company) or an associated body corporate of the Company as the Board may in its discretion determine.
2. The total number of Shares to be issued by the Company to Eligible Employees in respect of which Options have been issued under the Plan shall not at any time exceed five percent (5%) of the Company's total issued ordinary Share capital in that class at that time when aggregated with:
 - (a) the number of Shares in the same class which would be issued were each outstanding offer with respect to Options under any share option plan of the Company accepted and exercised; and
 - (b) the number of Shares in the same class issued during the previous five (5) years pursuant to:
 - (1) the Plan to an Eligible Employee; or
 - (2) any employee share option plan of the Company,but excluding for the purposes of the calculation, any offer made or Option acquired by way of or as a result of:
 - (c) any offer to a person situated at the time of receipt of the offer referred to in paragraph 2(a) and (b) outside of this jurisdiction; or
 - (d) an offer that did not require disclosure to investors because of Section 708 of the *Corporations Act 2001 (Cwlth)*; or
 - (e) an offer that did not require the giving of a product disclosure statement because of Section 1012D of the *Corporations Act 2001 (Cwlth)*; or
 - (f) an offer made under a disclosure document or product disclosure statement within the meaning of those terms in the *Corporations Act 2001 (Cwlth)*.
3. The Options are to be issued for no consideration.
4. The exercise price of an Option is to be determined by the Board at its sole discretion.
5. The Vesting Date will be any such date or dates with respect to the Options or tranches of Options (as the case may be) as may be determined by the Board from time to time.
6. The Option Commencement Date will be the later of:
 - (a) the Issue Date; and
 - (b) the Vesting Date;
7. The Option Exercise Period commences on the Option Commencement Date and ends on the earlier of:
 - (1) three (3) years from the date on which the Options are issued; or
 - (2) the Business Day after the expiration of ninety days, or any other period which the Board may determine, after the Eligible Employee ceases to be employed or ceases to be a Director (if the Eligible Employee is not also employed) by the Company or an associated body corporate of the Company; or
 - (3) the Eligible Employee ceasing to be employed by the Company or an associated body corporate of the Company due to fraud or dishonesty;

8. Eligibility to participate is determined by the Board. Eligibility is restricted to Eligible Employees of the Company or an associated body corporate of the Company. The Board is entitled to determine:
 - (a) subject to paragraph 2, the total number of Options to be offered in any one (1) year to Eligible Employees;
 - (b) the Eligible Employees to whom offers will be made; and
 - (c) the terms and conditions of any Options granted, subject to the Plan.
9. Participants do not participate in dividends or in bonus issues unless the Options are exercised.
10. While the Option holders do not have any participating rights in new issues of securities in the Company during the term of any Options held, the Option holders shall be afforded a period of at least five (5) Business Days before the record date to determine entitlements to the issue, to exercise the Options and it shall be a condition of the Options that any entitlements to bonus issues of securities are only available to Option holders in the event of a prior exercise of the Options.
11. In the event that a rights issue is made by the Company during the term of the Options at a discount to the independently ascertained value of the Shares, then the Company shall be obliged to adjust the exercise price for the Options in accordance with a specific formula.
12. The Board has the right to vary the entitlements of all participants to take account of the effective capital reconstructions, bonus issues or rights issues.
13. The Board may vary the Plan.
14. At any time from the date of an Offer until the Acceptance Date of that Offer, the Board undertakes that it shall provide information as to:
 - (a) the Current Market Price of the Shares; and
 - (b) the Exercise Price of the Shares were this calculated as at the date of the Offer,to any Participant by mail (or such other form of notification as agreed by the Company and the Participant) within five (5) Business Days of a written request to the Company from that Participant to do so.

Entitlement to Vote

The Board has determined, in accordance with the Corporations Regulations 2001 that for the purposes of determining those Shareholders entitled to attend and vote at the Annual General Meeting of the Company, shall be those persons recorded in the register of Shareholders as at 7.00pm (Brisbane Time) on 18 November 2014. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

How to Vote

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

Voting in Person

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

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to vote on their behalf. Where a member is entitled to cast two or more votes, they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a member of the Company.

Members who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the Corporations Act 2001 (Cth).

If a representative of the Company 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's share registry.

Signing instructions

You must sign the proxy 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, all of the security holders should sign.
Power of Attorney:	To sign under Power of Attorney, you must have already lodged this document 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.

To vote by proxy, the proxy form provided with this notice (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company not less than forty eight (48) hours before the scheduled time for the meeting. Any proxy form received after that time will not be valid for the scheduled meeting.

Completed proxies can be returned to the Company Secretary by either mail to GPO Box 5261, Brisbane, Queensland 4001; or facsimile to (07) 3303-0681, or scanned and emailed to kschlobohm@austinmining.com.au

Proxy Form

STEP 1: APPOINTMENT OF PROXY

I/We being Shareholder(s) of Aus Tin Mining Limited (Company) hereby appoint:

☐

the Chairman of the Meeting **OR**
(mark with an "X")

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting

IMPORTANT NOTE

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

If the Chairman of the Meeting is your proxy (or may be appointed your proxy by default), and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box. ☐

By marking this box you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chairman of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolutions. Further, if the Chairman of the meeting is your proxy (or may be appointed your proxy by default), you authorise the Chairman to exercise your proxy on Resolution 1 (that the Remuneration Report for the year ended 30 June 2014 (as set out in the Directors' Report) be adopted), Resolution 5 (approval of Director's Fee Plan) and Resolution 6 (Issue of Director Shares in lieu of Director Fees), even though the Resolutions are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman. If you do not wish to authorise the Chairman to vote in this way, you should direct your vote in accordance with Step 2 below.

If no directions are given, the Proxy may vote as the Proxy thinks fit or may abstain. By signing this appointment you acknowledge that the Proxy (whether voting in accordance with your directions or voting in their discretion under an undirected Proxy) may exercise your proxy even if he/s he has an interest in the outcome of the resolution and even if votes cast by him/her other than as proxy holder will be disregarded because of that interest.

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is%. (An additional proxy form will be supplied by the Company on request). If you wish to appoint the proxy to exercise voting power over only some of your Shares, the number of Shares in respect of which this proxy is to operate is Shares (Note: proxy will be over all Shares if left blank).

STEP 2: VOTING DIRECTIONS

Resolution	For	Against	Abstain
1. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Brian Moller as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of March 2014 Placement Shares Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of September 2014 Placement Shares Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of Directors' Fee Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Issue of Director Shares in Lieu of Director Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Adoption of ESOP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Special Approval for Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Individual or Security holder 1

Sole Director and Secretary
(if appointed)

Security holder 2

Director

Security holder 3

Director/Company Secretary

I/we direct my/our proxy to vote as indicated below:

Contact Name

Contact Daytime Telephone

Date

How to complete this Proxy Form

1 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.

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in section A. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in section A. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a Shareholder of the company. A proxy may be an individual or a body corporate.

3 Votes on Items of Business

You should 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.

4 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 or you may copy this form.

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.
- (b) Return both forms together.

5 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 security holder may sign.
- Power of Attorney:** To sign under Power of Attorney, you must have already lodged 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.

6 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below by 10.00am on 18 November 2014, 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 posting as follows:

Aus Tin Mining Ltd
GPO Box 5261
Brisbane QLD 4001

or facsimile to (07) 3303-0681 or scanned and emailed to kschlobohm@austinmining.com.au