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**WELCOME STRANGER MINING LIMITED**

**ABN 69 007 670 386**

**NOTICE OF 2015 ANNUAL GENERAL MEETING**

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**TIME:** 2.00pm (AEST)

**DATE:** Tuesday, 24 November 2015

**PLACE:** Offices of Walker Wayland, Level 11, 60 Castlereagh Street, Sydney NSW

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 9571 8300*

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**II. IMPORTANT INFORMATION**

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**A. TIME AND PLACE OF MEETING AND HOW TO VOTE**

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The Annual General Meeting of the Shareholders of Welcome Stranger Mining Limited ("the Meeting") to which this Notice of Meeting relates will be held at 2.00pm (AEST) on Tuesday, 24 November 2015 at the offices of Walker Wayland, Level 11, 60 Castlereagh Street, Sydney New South Wales.

**B. YOUR VOTE IS IMPORTANT**

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

**C. VOTING IN PERSON**

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

**D. VOTING BY PROXY**

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You may appoint any person to attend the Meeting and vote as your proxy, including the Chair. A proxy is not required to be a shareholder of the company. A proxy form is enclosed with this Notice.

Unless the proxy is required by law to vote, the proxy may decide whether or not to vote on any particular item of business. If the appointment of proxy directs the proxy to vote on an item of business in a particular way, the proxy may only vote on that item as directed. Any undirected proxies on a given resolution may be voted by the appointed proxy as they choose, subject to the voting exclusions described after each resolution.

A shareholder entitled to cast two or more votes may appoint two proxies. If you appoint two proxies, you may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number of votes is specified, each proxy may exercise half of your votes (disregarding fractions).

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

- (a) post to Welcome Stranger Mining Limited, Level 6, Suite 8, 55 Miller Street, Pyrmont, NSW 2009;
- (b) facsimile to the Company on facsimile number (+61 2) 9571 8200; or
- (c) email to the Company at [info@wsmining.com.au](mailto:info@wsmining.com.au),

so that it is received not later than 2.00pm (AEST) on Friday, 20 November 2015.

**Proxy forms received later than this time will be invalid.**

If the proxy form is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

### **Chair's intention**

The Chair intends to vote all valid undirected proxies received in favour of each resolution subject to the voting exclusions after each resolution.

### **Privacy**

Chapter 2C of the Corporations Act requires information about you (including your name, address and details of the shares you hold) to be included in the company's public register of members. This information must continue to be included in the public register if you cease to hold shares. These statutory requirements are not altered by the *Privacy Act 1988 (Cth)*. Information is collected to administer your shareholding by Security Transfer Registrars on behalf of the Company. Security Transfer Registrars privacy policy is available at [www.securitytransfer.com.au](http://www.securitytransfer.com.au)

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### III. NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders of Welcome Stranger Mining Limited will be held at the offices of Walker Wayland, Level 1, 60 Castlereagh Street, Sydney at 2.00 pm (AEST) on Tuesday, 24 November 2015.

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 7.00pm (AEST) on Friday, 20 November 2015.

#### A. AGENDA

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##### ORDINARY BUSINESS

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report, the directors' report and the auditor's report for the Company for the financial year ended 30 June 2015.

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#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2015

To consider the Remuneration Report as it appears in the Annual Financial Report of the Company for the financial year ended 30 June 2015 and, if thought fit, to pass the following non-binding resolution as an ordinary resolution:

*“That, the Company’s Remuneration Report for the year ended 30 June 2015 is adopted.”*

**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 any of the following persons:

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

A Closely Related Party of a member of the KMP means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or of the member's spouse;
- 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 Company; or
- a company the member controls.

However, a person described above may vote on this Resolution if:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (b) the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.

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### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR POAY MENG (JOEY) TAN

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

*“That Mr Poay Meng Tan, a Director retiring by rotation in accordance with the Company's Constitution, and being eligible for re-election, is elected as a director of the Company.”*

**BY ORDER OF THE BOARD**

**GRAEME HOGAN  
COMPANY SECRETARY**

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## **IV. EXPLANATORY STATEMENT**

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This Explanatory Statement forms part of the notice convening the Annual General Meeting of Welcome Stranger Mining Limited to be held at the offices of Walker Wayland, Level 11, 60 Castlereagh Street, Sydney at 2.00pm (AEST) on Tuesday, 24 November 2015.

Information relevant to the business to be considered at the Meeting is provided in this Explanatory Statement and shareholders should read this document in full.

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### **1. FINANCIAL STATEMENTS AND REPORT FOR THE YEAR ENDED 30 JUNE 2015**

In accordance with the Corporations Act, the annual financial report, directors' report and auditor's report for the Company for the financial year ended 30 June 2015 will be put before the Meeting.

Shareholders will have a reasonable opportunity at the Meeting to ask questions or make comments on these reports and on the business, operations and management of the Company.

The Company's auditor, Walker Wayland, will be present and will be provided with a reasonable opportunity to answer written questions to the auditor submitted to the Company no later than five business days before the Meeting. A reasonable opportunity will also be provided for shareholders at the Meeting to ask the auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

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.wsmining.com.au](http://www.wsmining.com.au).

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### **2. RESOLUTIONS 1 – ADOPTION OF REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2015**

#### **2.1 General**

The Company's Remuneration Report for the financial year ended 30 June 2015, which commences on page 5 of the Annual Financial Report 2015, has been submitted to Shareholders for consideration and adoption.

The Board believes the Company's remuneration policies as outlined in the Remuneration Report are appropriate relative to the size of the Company, its business and strategic objectives and current and emerging market practices.

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 Directors or the Company.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than a managing director who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office) must be re-elected.

## 2.2 Proxy Restrictions

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of that member as your proxy to vote on this Resolution 1, **you must direct the proxy how they are to vote**. Where you do not direct the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or Closely Related Party of that member on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to Resolution 1.

The Directors recommend this resolution is passed.

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## 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR POAY MENG (JOEY) TAN

In accordance with the ASX Listing Rules and Clause 53.1 of the Company's Constitution, Mr Poay Meng Tan retires from office and offers himself for re-election.

Mr Tan has over 30 years experience in corporate finance, project management, due diligence, legal review and in house legal advice for public company clients in Malaysia, Indonesia, Thailand and China. Mr Tan's qualifications are an LLB (Honours), University of London (External).

The Board supports the re-election of Mr Poay Meng (Joey) Tan.

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## 4. ENQUIRIES

Shareholders are required to contact the Company Secretary on +61 2 9571 8300 if they have any queries in respect of the matters set out in these documents.

**V. PROXY FORM**

**APPOINTMENT OF PROXY  
WELCOME STRANGER MINING LIMITED  
ABN 69 007 670 386**

**2015 ANNUAL GENERAL MEETING**

I/We

of

being a member of Welcome Stranger Mining Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR

the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Annual General Meeting to be held at 2.00pm (AEST), on Tuesday, 24 November 2015 at the offices of Walker Wayland, Level 11, 60 Castlereagh Street, Sydney, NSW, 2000 and at any adjournment thereof.

**Important Proxy Notice for Resolution 1:** Where your proxy is the Chair of the Meeting, or any member of the Key Management Personnel of the Company whose remuneration details are included in the Remuneration Report, or a Closely Related Party of that member:

- (a) if you have not directed your proxy to vote on Resolution 1, your proxy will be prevented from casting your votes on Resolution 1; and
- (b) in order for your votes to be counted on Resolution 1, **you must direct your proxy how to vote** on Resolution 1.

If the Chair of the Annual General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy please place a mark in this box.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 1.

**Voting on Business of the Annual General Meeting**

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report – June 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Poay Meng Tan	<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.

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

Signature of Member(s): \_\_\_\_\_ Date: \_\_\_\_\_

Individual or Member 1

Member 2

Member 3

Sole  
Secretary

Director/Company

Director

Director/Company Secretary

Contact Name: \_\_\_\_\_ Contact Ph (daytime): \_\_\_\_\_

**WELCOME STRANGER MINING LIMITED**  
**ABN 69 007 670 386**

**Instructions for Completing 'Appointment of Proxy' Form**

1. **(Appointing a Proxy):** A Shareholder entitled to attend and cast a vote at the meeting is entitled to appoint a proxy. A proxy need not be a Shareholder and may be an individual or body corporate. If a body corporate is appointed as a proxy it must appoint a corporate representative to exercise its powers as proxy at the meeting. A Shareholder who is entitled to cast two or more votes may appoint two proxies to attend the meeting and vote on their behalf and may specify the proportion or a number of votes each proxy is appointed to exercise. If a Shareholders appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). If you wish to appoint a second proxy, you may copy the enclosed proxy form or obtain a form from the Company's share registry. The chairman of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him for that purpose. The Chairman of the meeting or any other director appointed as proxy intends to vote discretionary proxies in favour of the relevant resolution. To do this enter "the Chairman" or the name of your proxy in the space allocated in this form. The Chairman will vote all undirected proxies in favour of resolutions.
2. **(Voting of your holding):** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.
3. **(Signing Instructions):**
  - **(Individual):** Where the holding is in one name, the member must sign.
  - **(Joint Holding):** Where the holding is in more than one name, all of the members must sign.
  - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, 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, 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.
4. **(Attending the Meeting):** Shareholders who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting if possible, so that their holding may be checked against the Company's register of members and attendances recorded. Bring this form to assist registration. If a representative of a corporate Securityholder or proxy id=s to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

1. (a) post to Welcome Stranger Mining Limited, Level 6, Suite 8, 55 Miller Street, Pyrmont, NSW 2009;
2. (b) facsimile to the Company on facsimile number (+61 2) 9571 8200; or
3. (c) email to the Company at [info@wsmining.co.au](mailto:info@wsmining.co.au)

so that it is received not later than 2.00pm (AEST) on Friday, 20 November 2015.

**Proxy forms received later than this time will be invalid.**