
ERIN RESOURCES LIMITED

ACN 116 800 269

NOTICE OF GENERAL MEETING

General Meeting of the Company will be held at Level 21, Allendale Square, 77 St Georges Tce Perth WA 6000 on Thursday 12 September 2013 at 11.00 am (WST).

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 8) 9389 2000.

CONTENTS PAGE

Business of the Meeting (setting out the proposed resolutions)	4
Explanatory Statement (explaining the proposed resolutions)	6
Glossary	9
Schedule 1	11
Schedule 2	12
Proxy Form	13

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.00 am (WST) on Thursday 12 September 2013 at:

Level 21 Allendale Square
77 St Georges Terrace
Perth WA 6000

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00 pm (EST) on Tuesday 10 September 2013.

VOTING IN PERSON

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

VOTING BY PROXY

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

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

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

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

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

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

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

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

Transfer of non-chair proxy to chair in certain circumstances

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

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

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

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders will be held at Level 21, Allendale Square, 77 St Georges Tce Perth WA 6000 on Thursday 12 September 2013 at 11.00 am (WST).

The Explanatory Statement provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice 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 General Meeting are those who are registered Shareholders of the Company at 5.00pm (EST) on Tuesday 10 September 2013.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

AGENDA

1. RESOLUTION 1 – PLACEMENT – SHARES

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

*"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to issue up to 30,000,000 Shares with one (1) free attaching listed option exercisable at \$0.02 (**New Options**) expiring 30 June 2015 for every one (1) New Share subscribed for on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO MR PAUL CRANNEY

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,000,000 Options to Mr Paul Cranney, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. RESOLUTION 3 – ELECTION OF DIRECTOR – NICHOLAS POLL

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

"That in accordance with article 13.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Nicholas Poll, a Director who was appointed on 4 April 2013, retires, and being eligible, is elected as a Director."

4. RESOLUTION 4 – ELECTION OF DIRECTOR – BRETT MITCHELL

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

"That in accordance with article 13.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Brett Mitchell, a Director who was appointed on 4 April 2013, retires, and being eligible, is elected as a Director."

DATED: 9 AUGUST 2013

BY ORDER OF THE BOARD



BRETT MITCHELL
CHAIRMAN

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at Level 21, Allendale Square, 77 St Georges Tce Perth WA 6000 on Thursday 12 September 2013 at 11.00 am (WST).

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

1. RESOLUTION 1 – PLACEMENT - SHARES

1.1 GENERAL

Resolution 1 seeks Shareholder approval for the issue of up to 30,000,000 Shares at an issue price of \$0.01 per share with one (1) free attaching listed option exercisable at \$0.02 (**New Options**) expiring 30 June 2015 for every one (1) New Share subscribed for to raise up to \$300,000 (**Share Placement**).

None of the subscribers pursuant to this issue will be related parties of the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 1 will be to allow the Directors to issue the Shares pursuant to the Share Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

1.2 TECHNICAL INFORMATION REQUIRED BY ASX LISTING RULE 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Share Placement:

- (a) the maximum number of Shares to be issued is 30,000,000 and New Options to be issued is 30,000,000;
- (b) the Shares and Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares and Options will occur on the same date;
- (c) the issue price will be \$0.01 per Share;
- (d) the Shares and Options will be issued to professional and sophisticated investors of the Company to whom the issue of securities does not require a disclosure document under Section 708 of the Corporations Act. None of the subscribers, will be related parties of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the terms of the free attaching options are set out in Schedule 1; and
- (g) the Company intends to use the funds raised from the Share Placement towards general working capital.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO MR PAUL CRANNEY

2.1 GENERAL

On 23 January 2013, the Company issued 2,000,000 Options to Mr Paul Cranney a consultant to the Company (**Cranney Options**).

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Cranney Options (**Ratification**).

A summary of ASX Listing Rule 7.1 is set out in section 1.1 above.

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

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

The Cranney Options are subject to vesting conditions agreed between the Company and Mr Paul Cranney for the provision of services by Mr Paul Cranney. The below table shows the exercise prices and vesting dates for the options:

Tranche	Exercise Price per Option	Amount of Options	Vesting Date
Tranche 1	\$0.30	1,000,000	Immediately
Tranche 2	\$0.35	500,000	27 August 2013
Tranche 3	\$0.40	500,000	27 August 2014

2.2 TECHNICAL INFORMATION REQUIRED BY LISTING RULE 7.4

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

- (a) 2,000,000 Cranney Options were issued;
- (b) Each Cranney Option was issued for nil consideration;
- (c) The Cranney Options are subject to vesting conditions agreed between the Company and Mr Paul Cranney for the provision of services by Mr Paul Cranney. The Cranney Options will vest as follows:
 - (i) 1,000,000 immediately;
 - (ii) 500,000 on 27 August 2013; and
 - (iii) 500,000 on 27 August 2014.
- (d) Each Cranney Option entitles the holder to subscribe for one (1) Share at an exercise price of \$0.30, \$0.35 and \$0.40 (as shown in the above table) and has an expiry date of 23 January 2018. Upon exercise of the Cranney Options, the Shares issued will rank pari passu with the Company's existing Shares on issue. Further terms and conditions of the Cranney Options are in Schedule 2;

- (e) The Cranney Options were issued to Mr Paul Cranney (or nominee) who is not a related party of the Company in recognition of services provided to the Company; and
- (f) A voting exclusion statement is included in the Notice.

3. RESOLUTIONS 3 AND 4 – ELECTION OF DIRECTORS – MR NICHOLAS POLL AND MR BRETT MITCHELL

Article 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 13.4 of the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Nicholas Poll and Mr Brett Mitchell having been appointed on 4 April 2013 will retire in accordance with article 13.4 of the Constitution and ASX Listing Rule 14.4 and being eligible, seek re-election.

Resolutions 3 and 4 are ordinary resolutions. The Chairman intends to exercise all available proxies in favour of Resolutions 3 and 4.

3.1 MR NICHOLAS POLL

Mr Poll is a geologist with over 25 years of experience in the geological and business development of mining projects. Most recently, he was co-founder and Managing Director of Mirabela Nickel Limited and led the discovery, development and construction of the Santa Rita nickel project. Santa Rita is the largest nickel sulphide discovery in over a decade and was built within 5 years - from first drill hole to first nickel production. The mine now produces about 20,000t of nickel a year at a cash cost below US\$6.00/lb of nickel.

Mr Poll held various positions in exploration and mining projects for gold and nickel over a long career with WMC Resources Limited. During this time, he established and managed WMC's early stage gold exploration program in French Guiana.

Mr Poll has a BSc (Hons) from the University of Western Australia, an MSc in geology from the Colorado School of Mines and an MSc in business from the London Business School. He speaks fluent French and Portuguese and is a member of the Australian Institute of Mining and Metallurgy (AIMM) and the Australian Institute of Company Directors (AICD).

Mr Poll is also non-executive director of Fraser Range Metals Pty Ltd.

3.2 MR BRETT MITCHELL

Mr Mitchell is a corporate finance professional with over 20 years of experience in the finance and resource industries. He has been involved in the founding, financing and management of private and publicly-listed companies in both executive and non-executive directorship roles. He has held various roles as an executive of the Verona Capital group, over the last 9 years.

Mr Mitchell holds a Bachelor of Economics from the University of Western Australia. He is currently a Director of Transerv Energy Ltd, Citation Resources Ltd, Tamaska Oil and Gas Ltd and Wildhorse Energy Ltd. He is also a member of the Australian Institute of Company Directors (AICD).

4. ENQUIRIES

Shareholders are requested to contact Rachel Jelleff on (+ 61 8) 9389 2000 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Company means Erin Resources Limited (ACN 116 800 269).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Cranney Option means an option to acquire a Share with the terms and conditions set out in Schedule 2.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

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

Notice or **Notice of Meeting** or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement and the Proxy Form.

Optionholder means a holder of an Option.

Placement Options means an option to acquire a Share with the terms and conditions set out in Schedule 2.

Proxy Form means the proxy form accompanying the Notice.

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

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

Shareholder means a holder of a Share.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS

The Listed Options entitle the holder to subscribe for Shares on the following terms and conditions:

1. Each Listed Option entitles the holder to subscribe for one ordinary share in the capital of Erin Resources Limited (“**the Company**”).
2. Each Listed Option is exercisable at \$0.02 and will expire at 5.00pm (WST) on 30 June 2015 (“**Expiry Date**”). A Listed Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
3. The Listed Options are exercisable at any time on or prior to the Expiry Date (“**Exercise Period**”).
4. The Listed Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Listed Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Listed Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
5. A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Listed Option being exercised in cleared funds (**Exercise Date**).
6. Timing of issue of shares Within 15 Business Days after the later of the following:
 - (i) the Exercise Date; and
 - (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,but in any case no later than 20 Business Days after the Exercise Date, the Company will:
 - (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Listed Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Listed Options.

If a notice delivered under 6(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
7. Shares issued on exercise of the Listed Options rank equally with the then issued shares of the Company.
8. If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
9. There are no participation rights or entitlements inherent in the Listed Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Listed Options without exercising the Listed Options.
10. A Listed Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Listed Option can be exercised.
11. The Listed Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
12. The Company will apply for quotation of the Listed Option on ASX.

SCHEDULE 2 – TERMS AND CONDITIONS OF MR PAUL CRANNEY OPTIONS

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

1. Each Option entitles the holder to subscribe for one ordinary share in the capital of Erin Resources Limited (“the Company”).
2. The Options are exercisable at any time on or prior to the day being 5 years from the date of issue (the “Expiry Date”) by notice in writing to the Directors of the Company accompanied by payment of the exercise price.
3. The below table shows the exercise prices and vesting dates for the Options:

Tranche	Exercise Price per Option	Amount of Options	Vesting Period
Tranche 1	\$0.30	1,000,000	Immediately
Tranche 2	\$0.35	500,000	27 August 2013
Tranche 3	\$0.40	500,000	27 August 2014

4. The Options are not transferable other than to a related entity (as defined by the Corporations Act) and no application will be made to Australia Stock Exchange Limited for Official Quotation of the Options issued.
5. All Shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then existing ordinary fully paid shares. The Company will apply for Official Quotation by Australian Securities Exchange of all shares issued upon exercise of the Options.
6. A holding statement will be issued for the Options. The statement will be accompanied by a notice that is to be completed when exercising the Options. If prior to the Expiry Date those Options are exercised in part, the Company will issue another holding statement for the balance of the Options held and not yet exercised.
7. Exercise of the Options is affected by completing the notice of exercise of Options and surrendering the notice to the Company together with the requisite application monies.
8. There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options. The Company, however, will ensure that for the purposes of determining entitlements to any such issue, the books closing date will be at least 6 business days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
9. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, the number of options or the exercise price of the options or both shall be reconstructed (as appropriate) in a manner which will not result in any benefits being conferred on Optionholders which are not conferred on shareholders and (subject to such provisions with respect to the rounding of entitlements as sanctioned by the meeting of shareholders approving the reconstruction of capital) in all other respects the terms for the exercise of the Options shall remain unchanged subject to the Listing Rules of Australian Stock Exchange Limited as if the Options were subject to Official Quotation but only for the purposes of this clause.
10. The Optionholder has no right to a change in the exercise price of the Options or a change to the number of underlying securities over which the Options can be exercised unless required under the Listing Rules upon a reorganization of capital.
11. Cheques/drafts should be made payable to Erin Resources Limited and marked "Not Negotiable" and must be expressed in Australian currency.
12. Options not exercised by the Expiry Date will automatically expire.
13. Shares issued pursuant to the exercise of an Option will be issued not more than 14 days after the receipt of a properly exercised notice of exercise of option and the application monies in respect to the exercise of an Option.

PROXY FORM

APPOINTMENT OF PROXY
ERIN RESOURCES LIMITED
ACN 116 800 269

GENERAL MEETING

I/We []

of []

being a Shareholder entitled to attend and vote at the General Meeting, hereby

Appoint []

Name of proxy

OR [] the Chair of the General Meeting as my/our proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the General Meeting to be held at Level 21, Allendale Square, 77 St Georges Tce Perth WA 6000, on Thursday 12 September 2013 at 11.00am (WST), and at any adjournment thereof.

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

Voting on Business of the General Meeting

Table with 4 columns: Resolution, FOR, AGAINST, ABSTAIN. Rows include Resolution 1 - Placement - Shares, Resolution 2 - Ratification of Prior Issue of Options to Mr Paul Cranney, Resolution 3 - Election of Director - Nicholas Poll, and Resolution 4 - Election of Director - Brett Mitchell.

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

Important for Resolutions 1 and 2

If you have not directed your proxy how to vote as your proxy in respect of Resolutions 1 and 2 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

[] I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolutions 1 and 2 (except where I/we have indicated a different voting intention above) and acknowledge that the Chair may exercise my/our proxy even if the Chair has an interest in the outcome of Resolutions 1 and 2 and that votes cast by the Chair for Resolutions 1 and 2, other than as proxy holder, will be disregarded because of that interest.

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolutions 1 and 2 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 and 2.

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

Signature of Member(s):

Date: _____

Individual or Shareholder 1

Shareholder 2

Shareholder 3

[]

[]

[]

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint of a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to Vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of Attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Erin Resources Limited, PO Box Z5446, St Georges Tce, Perth WA 6831; or
 - (b) facsimile to the Company on facsimile number +61 8 9389 2099; or
 - (c) email to info@erinresources.com.au

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy forms received later than this time will be invalid.