

# Aurora Uranium Limited

## Notice of Annual General Meeting

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Notice is hereby given for an Annual General Meeting of **Aurora Uranium Limited** (the Company) to be held at Suite 1, 245 Churchill Ave, Subiaco, Western Australia on Tuesday, 22 November 2016 at 10:00am Perth Time (Meeting).

The Explanatory Statement and Proxy Form accompanying this Notice of Annual General Meeting are hereby incorporated in and comprise part of this Notice of Meeting.

### Ordinary Business

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#### Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the directors' report and the auditor's report.

#### Resolution 1 – Re-Election of Director – Steven Jackson

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

*"That Mr Steven Jackson, who retires by rotation in accordance with clause 7.3 of the Constitution of the Company, and being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company."*

#### Resolution 2 – Appointment of Auditor

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

*"That for the purposes of section 327B(1) of the Corporations Act 2001 (Cth) and for all other purposes, BDO Audit (WA) Pty Ltd, having consented in writing to act as auditors of the Company, be re-appointed as auditors of the Company."*

### Voting and Proxies

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1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the 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. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 20 November 2016 at 4.00pm (WST).

#### By order of the Board

Mr Steven Jackson  
Company Secretary  
Dated: 21 October 2016

## **Explanatory Statement**

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### **Financial Statements and Reports**

The business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the directors' report and the auditor's report.

The Company is not required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. Shareholders may view the Company annual financial report on its website at [www.aurorauranium.com.au](http://www.aurorauranium.com.au)

Shareholders will be offered the following opportunities:

- a) discuss the Annual Financial Report for the financial period ended 30 June 2016;
- b) ask questions and make comment on the management of the Company; and
- c) ask the auditor questions about the conduct of the audit and preparation and content of the auditor's report.

### **Resolution 1 – Re-Election of Director – Steven Jackson**

Under clause 7.3 of the Company's constitution one-third of the Directors, or the number nearest to one-third of the longest serving Directors since the last election or re-election, and not including a Director appointed by the remaining Directors either to fill a vacancy or as an addition to the existing Directors, must retire unless re-elected. Each retiring Director is eligible for re-election in accordance with the Company's constitution.

Resolution 1 provides for the re-election of Mr Steven Jackson as a Director in accordance with the Company's constitution. A summary of Mr Jackson's qualifications and experience is provided in the Company's Annual Report.

The Board recommends the re-election of Steven Jackson as a Director.

### **Resolution 2 – Appointment of Auditor**

Section 327A of the Corporations Act provides that an auditor appointed by the Directors of the Company on incorporation only holds office until the first Annual General Meeting of the Company. In addition, Section 327B of the Corporations Act requires that a public company must appoint an auditor at its first Annual General Meeting.

Accordingly, the Company seeks the appointment of BDO Audit (WA) Pty Ltd as auditor for the Company in accordance with the Corporations Act.

As required by Section 328B of the Corporations Act, a member of the Company has nominated BDO Audit (WA) Pty Ltd as auditor of the Company. A copy of this nomination is annexed to this Explanatory Statement.

BDO Audit (WA) Pty Ltd has consented to act as the Company's auditor in accordance with the Corporations Act and has not withdrawn that consent.

The Directors recommend you vote in favour of this resolution.

## Annexure A

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30 September 2016

The Directors  
Aurora Uranium Limited  
Suite 1  
245 Churchill Ave  
Subiaco WA 6008

Dear Sirs

### **Nomination of Company Auditor**

Pursuant to section 328B(1) of the Corporations Act 2001 (Cth) (Act), I, Gregory Fry, being a member of Aurora Uranium Limited (the Company) hereby nominate BDO Audit (WA) Pty Ltd, for appointment as auditor of the Company at the next annual general meeting of the Company to be held on or about 22 November 2016 and at any adjournment thereof.

Please distribute copies of this notice in accordance with section 328B(3) of the Act.

Yours sincerely



Gregory Fry

## Proxy Form

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I/We

Shareholder name

### Appointment of Proxy

I/We appoint as proxy to vote in accordance with the following directions (or if no directions have been given, as the proxy or Chairperson see fit) at the Annual General Meeting of Aurora Uranium Limited to be held on 22 November 20016 at 10.00 am (Perth time) at Suite 1, 245 Churchill Ave, Subiaco, Western Australia (and at any adjournment thereof) (Meeting):

Name of proxy (if not the Chairperson)

		For	Against	Abstain
Resolution 1	Re-election of Director – Steven Jackson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your Shares are not to 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(s)

Shareholder 1

Director

Shareholder 2

Director/Secretary

Shareholder 3

Sole Director and Secretary

### Proxy Form Instructions

- In accordance with section 249L of the Corporations Act, a Shareholder of the Company who is entitled to attend and cast two or more votes at a general meeting of Shareholders is entitled to appoint two proxies. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
- A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
- Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a Company may execute a document without using its common seal if the document is signed by:
  - 2 Directors of the Company;
  - a Director and a Company Secretary of the Company; or
  - for a proprietary Company that has a sole Director who is also the sole Company Secretary – that Director.
- Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
- Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.

In accordance with section 250BA of the Corporations Act the Company specifies the following for the purposes of receipt of proxy appointments:

Registered Office: Suite 1, 245 Churchill Avenue, Subiaco, Western Australia, 6008  
Postal address: PO Box 162, Subiaco PO, Western Australia, 6904  
Email: info@aurorauranium.com.au  
Fax Number: +61 8 6465 5599

by no later than 48 hours prior to the time of commencement of the Meeting.