
AUROCH MINERALS NL

ACN 148 966 545

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10:00am (WST)

DATE: 28 November 2014

PLACE: Amberley Business Centre
3/1060 Hay St
West Perth WA 6005

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) 9486 4036

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am WST on 28 November 2014 at:

Amberley Business Centre
3/1060 Hay St
West Perth WA 6005

YOUR VOTE IS IMPORTANT

The business of the Annual General 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 Annual General Meeting are those who are registered Shareholders at 4:00pm (WST) on 26 November 2014.

VOTING IN PERSON

To vote in person, attend the Annual General 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.
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Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 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.

Voting Prohibition

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment on Resolution 1 if the person is either:

- a member of the Key Management Personnel of the Company; or
- a Closely Related Party of such a member, and

the appointment does not specify the way the proxy is to vote on Resolution 1.

However, the prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with remuneration of a member of the Key Management Personnel of the Company.

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2014 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2014.”

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.

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

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

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR JAN NELSON

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

“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Jan Nelson, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR NICHOLAS ONG

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

"That Mr Nicholas Ong, a Director, who retires in accordance with clause 13.4 of the Constitution and, having offered himself for re-election and being eligible, is re-elected as a Director."

4. RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY– SHARES

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

"That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital (at the time of the issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and 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 issue of Equity Securities under this Resolution 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 will 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.

5. RESOLUTION 5 – APPROVAL OF ACQUISITION OF ASMOZ

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

"That, for the purposes of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 6,538,462 Shares and 6,538,462 Acquisition Options to Republic Gold in accordance with the Acquisition of ASMOZ pursuant to the Sale and Purchase Agreement on the terms and conditions set out in the Explanatory Memorandum"

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Republic Gold 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 will not disregard a vote if:

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

6. RESOLUTION 6 – ISSUE OF SHARES TO DEAN CUNNINGHAM

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,015,766 Shares to Dean Cunningham or his nominee on the terms set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Dean Cunningham and his nominee and any of their associates.

However, the Company will not disregard a vote if:

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

7. RESOLUTION 7 – APPROVAL OF PLACEMENT FACILITY

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Directors, if they think fit, to issue up to 80,000,000 Shares (Placement Shares) at an issue price that is at least 80% of the average market price for Shares in the Company over the last five days on which sales of the Company's Shares are recorded before the issue of the Placement Shares, and otherwise 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 may participate in the proposed issue of the Placement Shares 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 will not disregard a vote if:

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

DATED: 27 OCTOBER 2014

BY ORDER OF THE BOARD

**MR MATTHEW FOY
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2014 together with the declaration of the directors, the Directors' Report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at aurochminerals.com or by contacting the Company on (08) 9486 4036.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

The Remuneration Report sets out the Company's remuneration arrangements for the directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ended 30 June 2014.

The Chair of the meeting will allow a reasonable opportunity for Shareholders to ask questions about or make comments on the Remuneration Report at the Meeting.

2.2 Voting consequences

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

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

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will

cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

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

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2.4 Chair voting undirected proxies

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR JAN NELSON

Clause 13.2 of the Constitution provides that:

- (a) at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;
- (b) The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;
- (c) A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election; and
- (d) In determining the number of Directors to retire, no account is to be taken of:
 - (i) a Director who only holds office until the next annual general meeting pursuant to clause 13.4 of the Constitution; and/ or
 - (ii) a Managing Director,

each of whom are exempt from retirement by rotation. However, if more than one Managing Director has been appointed by the Directors, only one of them (nominated by the Directors) is entitled to be excluded from any determination of the number of Directors to retire and/or retirement by rotation.

Mr Jan Nelson, the Director longest in office since his last election, retires by rotation at this Meeting and, being eligible seeks re-election.

After obtaining his Honours degree in Geology, Jan embarked on a career in gold exploration and mining in South Africa, Zimbabwe and Tanzania. He has over 15 years' experience in the mining industry more recently as CEO of Pan African Resources plc where he was responsible for transforming the company from an exploration vehicle with little cash resources to a 200,000oz per annum low cost, high grade precious metals dividend paying mining company. Prior to this Jan held positions in mine management and operations with Harmony Gold Mining Company Limited and Gold Fields Limited. Jan is currently Chief Executive Officer of Xstract Energy plc.

The Board (other than Mr Nelson) unanimously supports the re-election of Mr Nelson.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR NICHOLAS ONG

Clause 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 so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Ong, who was appointed to the Board on 31 May 2014 retires at this Annual General Meeting in accordance with clause 13.4 of the Constitution, and being eligible, seeks re-election at the Meeting.

Mr Ong spent seven years as a Principal Adviser at the ASX overseeing the listings of over a hundred companies. He has since worked as a director and company secretary to listed companies and has developed a wide network of private client advisers, high net worth individuals and sovereign fund managers. Nicholas currently holds the position of Executive Director of Excelsior Gold Limited (ASX:EXG).

The Board (other than Mr Ong) unanimously supports the re-election of Mr Ong.

5. RESOLUTION 4 - APPROVAL OF 10% PLACEMENT CAPACITY– SHARES

5.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital over a period of up to 12 months after the annual general meeting (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 4, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in Section 5.2 below).

The effect of passing Resolution 4 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting,

without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

5.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300,000,000.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: AOU).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated as at the date of issue of the Equity Securities according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;
 - (iii) plus the number of Shares issued in the previous 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; and
 - (iv) less the number of Shares cancelled in the previous 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 ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

5.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 4:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in Section 5.3(a)(i), the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A cease to be valid),

(10% Placement Capacity Period).

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic

dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.021 50% decrease in Issue Price	\$0.042 Current Issue Price	\$0.084 100% increase in Issue Price
58,310,015 (Current)	10% voting dilution	5,831,001 Shares	5,831,001 Shares	5,831,001 Shares
	Funds raised	\$122,451.02	\$244,902.04	\$489,804.08
87,465,022 (50% increase)	10% voting dilution	8,746,502 Shares	8,746,502 Shares	8,746,502 Shares
	Funds raised	\$183,676.54	\$367,353.08	\$734,706.17
116,620,030 (100% increase)	10% voting dilution	11,662,003 Shares	11,662,003 Shares	11,662,003 Shares
	Funds raised	\$244,902.06	\$489,804.13	\$979,608.25

*The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. The current shares on issue are the Shares on issue as at 20 October 2014.
2. The issue price set out above is the closing price of the Shares on the ASX on 4 August 2014 (the last trading day prior to suspension).
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1 or 7.1A.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares.
6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
7. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised towards the ongoing costs associated with either the exploration of its existing projects, pursuing other acquisitions that have a strategic fit or otherwise add value to Shareholders (including expenses associated with such acquisitions) and for general working capital; or
- (ii) as non-cash consideration for the acquisition of new projects or otherwise as consideration for services rendered by non-related third parties to the Company, where it is considered appropriate by the board to do so. In such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation under the 10% Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) Previous Approval under ASX Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its 2013 Annual General Meeting. The Company has not issued any Equity Securities pursuant to that Listing Rule 7.1A approval.

During the 12 month period preceding 28 November 2014, being the date of the Meeting, the Company otherwise issued a total of 4,217,500 Equity Securities Shares which represents 5.19% of the total number of Equity Securities on issue at 28 November 2013.

Information relating to issues of Equity Securities by the Company in the 12 months prior to 28 November 2014 is as follows:

Date of Appendix 3B	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to Market Price ¹ on the trading day prior to the issue	If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds If issued for non-cash consideration – a description of the consideration and the current value of the consideration
18 July 2014	1) 217,500 2) 4,000,000	1) Note 1 2) Options exercisable at \$0.15 on or before 18 July 2016	Convertible Note subscribers ²	Nil	1) Facility Fee shares issued as part of fee for Convertible Note facility ² Current value: \$9,135 2) Facility Fee options issued as part of fee for Convertible Note facility ² Black and Scholes valuation - \$90,920.

Notes:

1. Fully paid ordinary shares in the capital of the Company, ASX Code: AOU (terms are set out in the Constitution).
2. Refer to the notice of meeting dated 20 May 2014 for full details of the Convertible Note facility.

(g) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give ASX:

- (i) A list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) The information required by Listing Rule 3.10.5A for release to the market.

5.4 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 4.

6. RESOLUTION 5 – APPROVAL OF ACQUISITION OF ASMOZ

6.1 Background

As announced to ASX on 11 June 2014, the Company has entered into a binding Sale and Purchase Agreement with ASX listed company Republic Gold Limited, and its wholly owned subsidiary Republic Hong Kong, to acquire ASMOz, a company incorporated in Mozambique. ASMOz holds three prospecting licences and four prospecting licence applications in the Manica and Sofala Provinces of Mozambique.

6.2 Prospecting Licences Background

Mucurumadzi Project (5026L)

Republic Gold (and its subsidiary, Republic Hong Kong) acquired ASMOz in April 2013 and has since completed an 8-hole drill programme intersecting high-grade gold mineralisation at the Mucurumadzi Project, located directly along strike to Auroch's 73,600oz Guy Fawkes Project (**Figure 1**). The mineralised zone is located at the sheared contact of a talc-chlorite schist and meta-sediment unit. The mineralised zone strikes north-northwest to northwest and dips vertically. The zone is thought to be hosted within the sheared out hinge zone of a tightly folded structure. Disseminated sulphides and fracture-hosted sulphide mineralisation occurs predominantly within the competent folded meta-sediment unit.

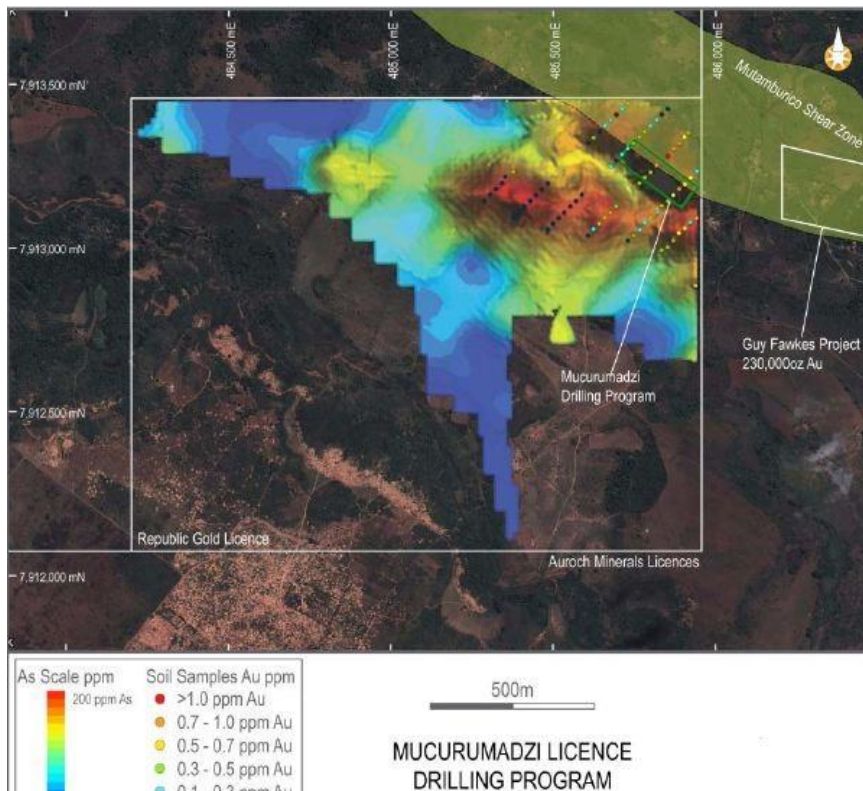


Figure 1: Republic Gold's soil sampling and 8-hole Mucurumadzi drill program

(Source: RAU.ASX Release 3 December 2013)

Republic Gold recently conducted a preliminary assessment of the alluvial potential of the auriferous cobble-gravel (i.e. "alluvial gold") deposit located along the southern bank of the Revue River within the south-western corner of the Mucurumadzi licence (5026L) (**Figure 2**). Selected grab sampling has been conducted in 25 shafts from the base of the cobble-boulder unit and show grades as high as 4.46 grams per loose cubic metre (RAU ASX Announcement 21 January 2014).

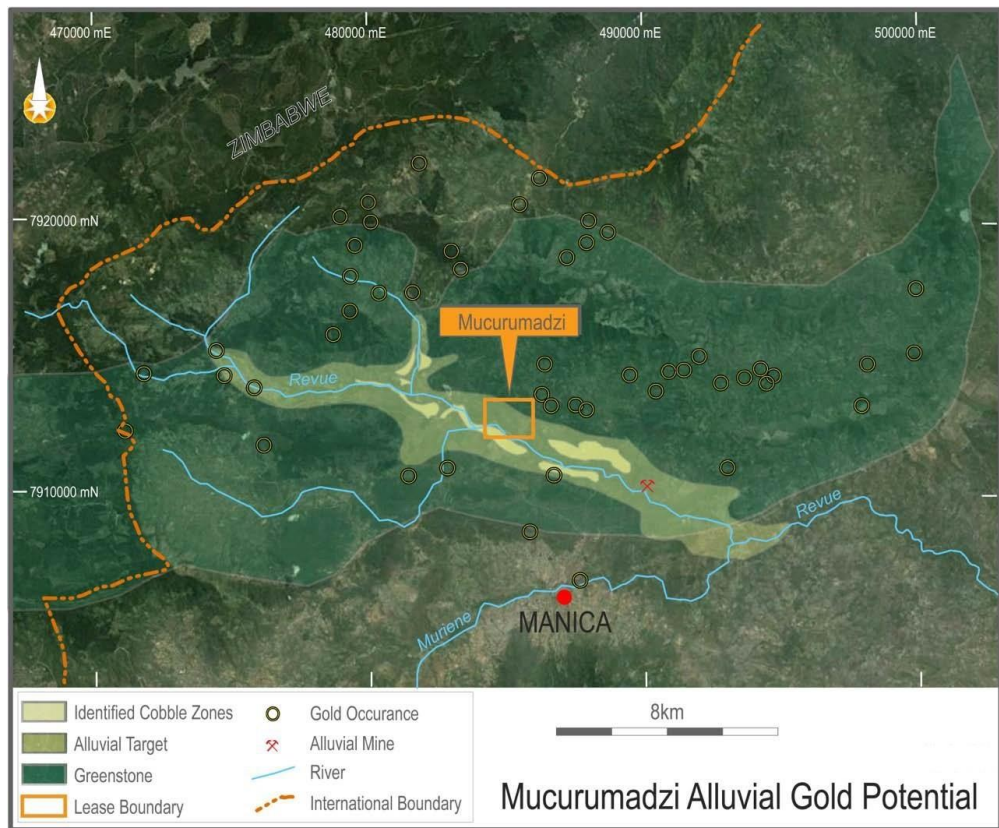


Figure 2: Mucurumadzi Project Licence (5026L)
(Source: RAU.ASX Release 21 January 2014)

Gondola Project (5000L)

The geology of the Gondola Licence area presents mobile belt associated grass roots lode gold target possibilities. An unusual pegmatite-associated native gold occurrence is reportedly being mined at present by artisanal miners on this licence.

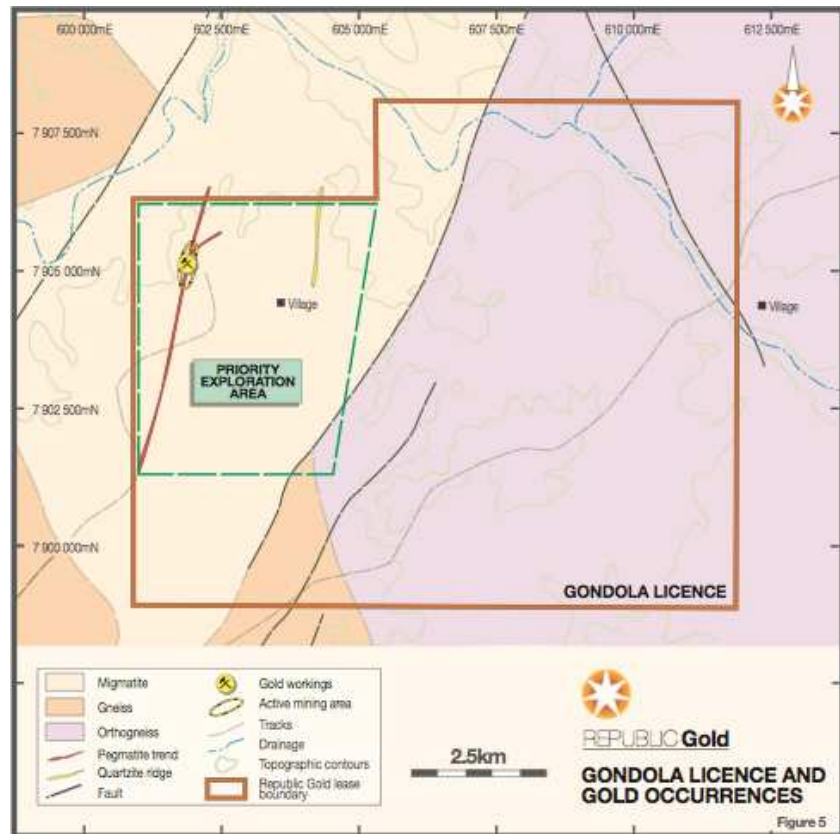


Figure 3: Gondola Licence
 (Source: RAU.ASX Release 25 November 2013)

Sussundenga Project (4800L)

Republic Gold targeted this licence for near surface, bulk tonnage gold targets. The total licence area is 245km² covering a regional contact margin between the Zimbabwe Craton and adjacent Mozambique Belt. The gold deposit model is thought to be an intrusive related gold style with gold hosted within the vein segregations in the gneiss. (RAU ASX Announcement 25 November 2013). While a first-pass exploration program has been completed over a small area, minimal exploration activity has occurred at the Sussundenga Licence (**Figure 4**). Auroch management believe the licence represents a reasonably high level grass roots exploration opportunity over a large area.

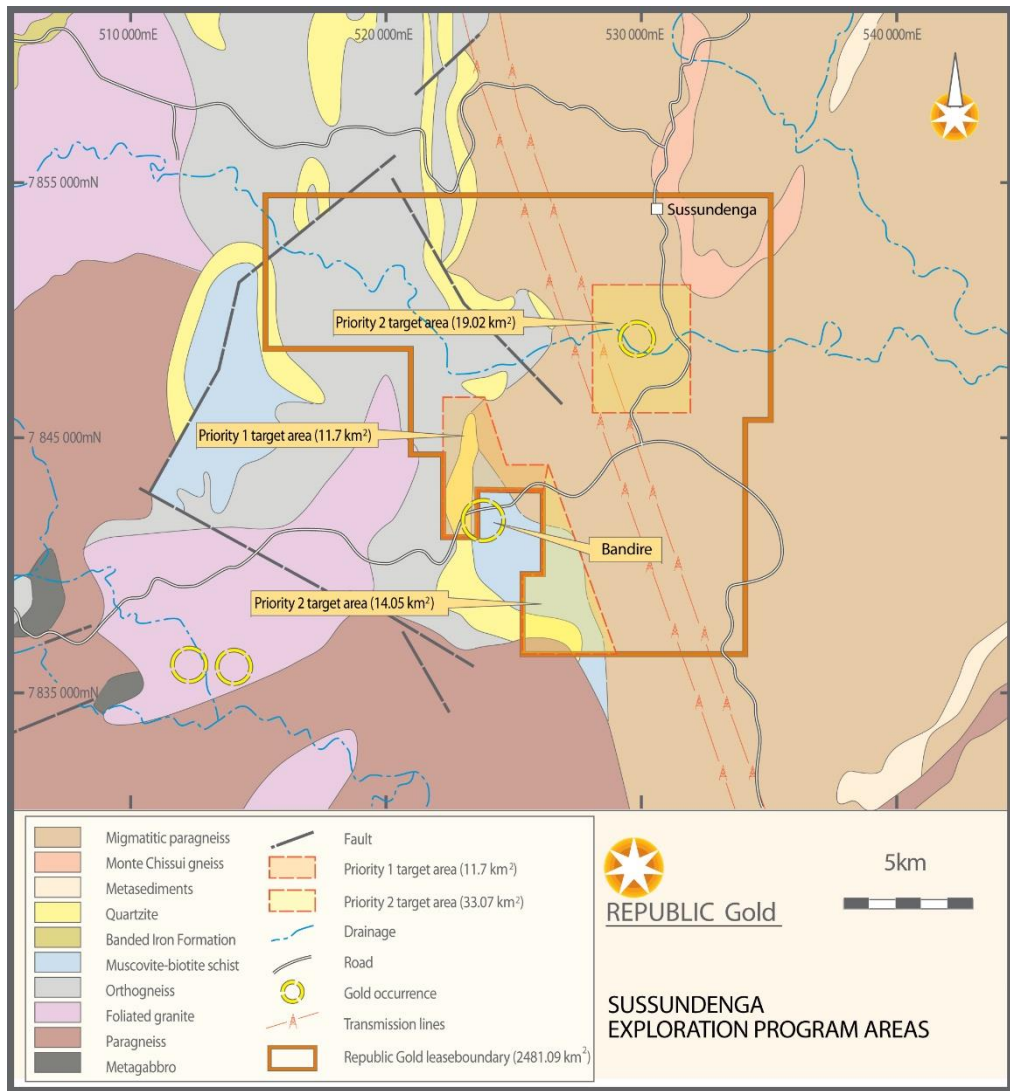


Figure 4: Sussundenga Licence showing mineral occurrences in the vicinity
 (Source: RAU.ASX Release 25 November 2013)

The Sussundenga and Gondola Project areas are largely underexplored and their potential will be assessed, starting with reconnaissance field mapping in association with satellite imagery interpretation in order to develop specific target areas.

Further details regarding the ASMOZ Projects and the Acquisition are set out in the Company's announcement released to ASX on 11 June 2014.

The consideration to be paid to Republic Gold for the Acquisition of ASMOZ is 6,538,462 Shares and 6,538,462 Acquisition Options.

Competent Person Statements

The information in this report that relates to Exploration Targets and Exploration Results is based on information compiled by Mr Gordon Koll who is a registered professional natural scientist (Pr.Sci.Nat.) under the South African Council for Natural Scientific Professions (SACNASP) and is a Fellow of the Geological Society of South Africa, which is a recognised professional organisation by the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code). Mr Koll is a full-time employee of the Company. Mr Koll has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of The JORC Code. Mr Koll consents to the inclusion in this presentation of the matters based on the information in the form and context in which it appears.

Completion of the Acquisition of ASMOz by the Company pursuant to the Sale and Purchase Agreement is conditional on satisfaction of the following conditions precedent:

- (i) completion of legal due diligence on ASMOz and the ASMOz Projects by Company (this condition has been satisfied);
- (ii) there being no material adverse change in the business, operations, properties, prospects, assets or condition of either Republic Gold or Auroch;
- (iii) the novation of the two existing loan agreements between Republic Gold and ASMOz and the continuation of the existing loan arrangements of the execution by Auroch of a new loan agreement between Auroch and ASMOz;
- (iv) all necessary governmental and regulatory approvals and consents in Mozambique, Hong Kong and Australia being obtained; and
- (v) all necessary approvals of the Shareholders of Auroch and the shareholders of Republic Gold being obtained.

If the conditions have not been satisfied or waived by 30 June 2015 then either party may terminate the Sale and Purchase Agreement. The Sale and Purchase Agreement also require the parties to comply with certain obligations prior to completion including an obligation on Republic Gold and its subsidiary to ensure that ASMOz carries out its business in the ordinary and normal course and with all due care and diligence.

The Sale and Purchase Agreement contains standard commercial warranties about ASMOz and its assets and limits of vendor liability that are usual for a transaction of this type.

(b) Listing Rule 7.1

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

Given the Consideration Securities to be issued under Resolution 5 will exceed the 15% threshold and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required under Listing Rule 7.1.

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Consideration Securities to Republic Gold. Resolution 5 is an ordinary resolution.

6.3 Listing Rule 7.3 Disclosure

The following information is provided pursuant to and in accordance with Listing Rule 7.3:

- (a) The maximum number of securities to be issued to Republic Gold is 6,538,462 Shares and 6,538,462 Acquisition Options.

- (b) The Consideration Securities 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 Listing Rules) and it is intended that the Consideration Securities will be issued on the same date.
- (c) The Consideration Securities will be issued for nil cash consideration as they are being issued as the consideration for the Acquisition. Accordingly no funds will be raised from the issue of the Consideration Securities.
- (d) The Company will issue the Consideration Securities to Republic Gold.
- (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 Acquisition Options will each be exercisable at \$0.15 on or before 31 December 2016 and otherwise have the terms and conditions set out in Schedule 1.
- (g) A voting exclusion statement is included in the Notice.

7. RESOLUTION 6 – ISSUE OF SHARES TO DEAN CUNNINGHAM

7.1 Introduction

- (a) The Company proposes to issue a total of 1,015,766 Shares to Dean Cunningham, who is a related party of the Company having served as a Director of the Company within the preceding 6 month period. The Shares are being issued to Mr Cunningham in settlement of outstanding deferred employee entitlements totalling approximately \$103,095 which comprised two months of salary and three months of termination notice pay at a rate of ZAR200,000 per month.
- (b) The proposed issue of securities to Dean Cunningham or his nominees requires Shareholder approval under the Listing Rules.

7.2 Requirement for Shareholder approval

- (a) Listing Rule 10.11 requires a listed company to obtain Shareholder approval by ordinary resolution prior to the issue of securities to a related party. If shareholder approval is obtained under Listing Rule 10.11, shareholder approval is not required under Listing Rule 7.1 and the proposed issue will not be included in the Company's 15% annual limit permitted by Listing Rule 7.1.
- (b) The Directors consider the issue of Shares to Mr Cunningham to be reasonable in the circumstances as if the Company and Mr Cunningham were dealing at arm's length, so that Shareholder approval is not required under Chapter 2E of the Corporations Act.

7.3 Information required by Listing Rule 10.13

- (a) For the purposes of Listing Rule 10.13, the following information is provided about the proposed issue:
 - (i) The Shares will be issued to Mr Cunningham or his nominees.

- (ii) The maximum number of Shares to be issued is 1,015,766.
- (iii) The Shares will be issued no later than 1 month after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue will occur on the same date.
- (iv) Mr Cunningham is a related party of the Company because he was a director of the Company in the preceding 6 months.
- (v) The Shares will be issued for nil cash consideration.
- (vi) The Shares will be fully paid ordinary Shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares.
- (vii) A voting exclusion statement is included in the Notice.
- (viii) No funds will be raised from the issue as the Shares will be issued in settlement of deferred employee entitlements.

7.4 Directors' recommendation

The Directors, unanimously recommend that Shareholders vote in favour of Resolution 6.

8. RESOLUTION 7 – PLACEMENT FACILITY

8.1 Background

The Company seeks prior Shareholder approval under Listing Rule 7.1 for the issue of up to 80,000,000 Shares (**Placement Shares**) at an issue price that is at least 80% of the average market price of the Company's Shares over the last 5 days on which sales of the Company's Shares are recorded before the date of issue of the Placement Shares (or, if a prospectus or offer information statement is issued in relation to the placement, before the date of signing of that document). "Market price" means the closing price for the Company's Shares on ASX (excluding special crossings and overnight sales) on the relevant five trading days.

The Directors believe that Resolution 7 is in the best interests of the Company and recommend that Shareholders vote in favour of it.

Resolution 7 is an ordinary resolution.

8.2 Listing Rule 7.3 Disclosure

For the purposes of Listing Rule 7.3, information regarding the placement facility is provided as follows:

- (a) The maximum number of securities that the Company may issue under the proposed placement facility is 80,000,000 Shares.
- (b) The Placement Shares may be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).
- (c) The Placement Shares will be issued at an issue price per Share calculated in accordance with Listing Rule 7.3.3 of at least 80% of the

average market price of the Company's Shares over the last 5 days on which sales of the Company's Shares are recorded before the day of issue of the Placement Shares (or, if a prospectus or offer information statement is issued in relation to the issue, before the date of signing of that document).

- (d) The identities of the persons to whom the Company proposes issuing the Placement Shares are not currently known and have not been ascertained. It is expected that the Placement Shares, if the placement proceeds, will be issued at the discretion of the Directors to institutional, professional and sophisticated investors. None of these persons will be related parties of the Company.
- (e) The Placement Shares will comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.
- (f) The funds raised by the issue of Placement Shares will be used towards completing the definitive feasibility work currently underway on the Manica Gold Project, Mozambique and to provide working capital.
- (g) The issue of the Placement Shares may occur progressively.
- (h) A voting exclusion statement is included in the Notice.

9. ENQUIRIES

Shareholders are required to contact the Company Secretary, Mr Matthew Foy, on (+61 8) 9486 4036 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given to that term in section 5.1 of the Explanatory Statement.

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

Acquisition means the acquisition of ASMoz by the Company pursuant to the Sale and Purchase Agreement.

Acquisition Option means an Option exercisable at \$0.15 on or before 31 December 2016 and otherwise with the terms and conditions in Schedule 1.

ASIC means the Australian Securities and Investments Commission.

ASMoz means African Stellar Mozambique Limitada.

ASMoz Projects means the three prospecting licences and four prospecting licence applications held by ASMoz, further details of which are set out in Section 6.1.

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.

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

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

Company means Auroch Minerals NL (ACN 148 966 545).

Consideration Securities means the Shares and Options to be issued pursuant to Resolution 5.

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

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

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Placement Shares has the meaning given in Resolution 7 and Section 8.1.

Proxy Form means the proxy form accompanying the Notice.

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

Republic Gold means Republic Gold Limited ACN 106 399 311.

Republic Hong Kong means Republic East Africa Limited, a company incorporated in Hong Kong which is a wholly owned subsidiary of Republic Gold.

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

Sale and Purchase Agreement means the quota sale and purchase agreement between the Company, Republic Gold and Republic Hong Kong under which the Company is acquiring ASMOz.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a holder of a Share.

Variable A means "A" as set out in the calculation in section 5.2 of the Explanatory Statement.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

(a) **Entitlement**

The Options entitle the holder to subscribe for one Share upon the exercise of each Option.

(b) **Exercise price**

The exercise price of each Option is \$0.15 (**Exercise Price**).

(c) **Expiry date**

The expiry date of each Option is 31 December 2016 (**Expiry Date**).

(d) **Exercise period**

The Options are exercisable at any time on or prior to the Expiry Date.

(e) **Notice of exercise**

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

(f) **Shares issued on exercise**

Shares issued on exercise of the Options will rank equally with the then issued Shares of the Company.

(g) **Options not quoted**

The Company will not apply to ASX for quotation of the Options.

(h) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

(i) **Timing of issue of Shares**

After a Option is validly exercised, the Company must as soon as possible:

(i) issue the Share;

(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 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) do all such acts, matters and things to obtain:

(A) the grant of quotation for the Share on ASX no later than 5 days from the date of exercise of the Option; and

(B) receipt of cleared funds equal to the sum payable on the exercise of the Option.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

(k) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of a Option will be increased by the number of Shares which the option holder would have received if the option holder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(l) **Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price of an Option.

(m) **Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the option holder may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(n) **Options transferable**

The Options are transferable, subject to compliance with the Corporations Act.

(o) **Lodgement instructions**

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's share registry.

PROXY FORM

**APPOINTMENT OF PROXY
AUROCH MINERALS NL
ACN 148 966 545**

ANNUAL GENERAL MEETING

I/We

of

being a member of Auroch Minerals NL 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, and subject to the relevant laws as the proxy sees fit, at the Annual General Meeting to be held at 9:30am (WST), on 28 November 2014 at the Amberley Business Centre, 3/1060 Hay St West Perth WA 6005 and at any adjournment thereof.

Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Director – Jeremy Bond	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Re-election of Director – Jeremy Bond	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Approval of 10% Placement Capacity – Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Approval of acquisition of ASMOz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Issue of Shares to Dean Cunningham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7- Approval of Placement Facility	<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 to be counted in computing the required majority on a poll.

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

Important for Resolution 1

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 1. If the Chair of the Meeting is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolution 1, you will be authorising the Chairman to vote in accordance with the Chairman's voting intentions on Resolution 1 even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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 Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

AUROCH MINERALS NL
ACN 148 966 545

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and cast a vote at an Annual General Meeting is entitled to appoint a proxy to attend and vote on their behalf at the meeting. If the member is entitled to cast 2 or more votes at the meeting, the member may appoint a second proxy to attend and vote on their behalf at the meeting. However, where both proxies attend the meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A member who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and the appointments do not specify the proportion or number of the member'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 member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. 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 member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members 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 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):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Auroch Minerals NL, PO Box 7653, Cloisters Square Perth WA 6850;
or
 - (b) facsimile to the Company on facsimile number (+61 8) 9486 4799,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.