



## **Notice of Extraordinary General Meeting and Explanatory Memorandum**

### **Aus Tin Mining Limited**

ACN 122 957 322

Date of Meeting: 22 June 2018

Time of Meeting: 11:00am (Brisbane time)

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

Notice is hereby given that an Extraordinary General Meeting of Shareholders (the **Meeting**) of **Aus Tin Mining Limited** ACN 122 957 322 (the **Company**) will be held at the offices of HopgoodGanim, Level 7, Waterfront Place 1 Eagle Street, Brisbane Qld 4000 on **22 June 2018**, at **11:00am** (Brisbane time).

## Agenda

### ORDINARY BUSINESS

#### **Resolution 1. Ratification of 158,000,000 Previously Issued Shares**

To consider and, if thought fit, pass the following Ordinary Resolution with or without modification:

*“That in accordance with the provisions of Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue by the Company of 158,000,000 fully paid ordinary shares (the **Placement Shares**) issued at an issue price of \$0.01 per share on 18 December 2017, to those recipients set out in, and in those proportions set out in, and otherwise on those terms set out in the Explanatory Memorandum accompanying the Notice of Meeting.”*

#### **VOTING EXCLUSION STATEMENT**

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

- the recipients of the shares the subject of this Resolution; and
- any associate of those recipients.

However, the Company need not disregard a vote if:

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

**See Explanatory Memorandum for further information.**

#### **Resolution 2. Ratification of Previously Issued 90,512,800 Shares and 31,250,000 Options to The Lind Partners**

To consider and, if thought fit, pass the following Ordinary Resolution with or without modification:

*“That in accordance with the provisions of Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issues by the Company of 90,512,800 fully paid ordinary shares (**Conversion Shares**) at an average \$0.0129 per share and 31,250,000 unlisted options (**Fee Options**) to the Australian Special Opportunities Fund LP, managed by The Lind Partners, on the terms set out in the Explanatory Memorandum accompanying the Notice of Meeting.”*

#### **NOTES**

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

**VOTING EXCLUSION STATEMENT**

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

- Australian Special Opportunities Fund LP, managed by The Lind Partners; and
- any associate of Australian Special Opportunities Fund LP, managed by The Lind Partners.

However, the Company need not disregard a vote if:

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

See Explanatory Memorandum for further information.

**Resolution 3. Approval for the Conversion of Debt Owed to DGR Global Limited Through the Issue of Shares to DGR Global Limited**

*“That in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the conversion of up to \$450,000 in indebtedness owed to DGR Global Limited, at its election, through the issue of fully paid ordinary Shares in the Company, at an issue price per Share calculated in accordance with the formula set out in, and otherwise issued on the terms and conditions contained in, the Explanatory Memorandum accompanying the Notice of Meeting.”*

**VOTING EXCLUSION STATEMENT**

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

- DGR Global Limited; and
- any associate of DGR Global Limited.

However, the Company need not disregard a vote if:

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

See Explanatory Memorandum for further information.

**Resolution 4. Approval of the Issue of Equity Securities to Australian Special Opportunities Fund LP, managed by The Lind Partners**

To consider and, if thought fit, pass the following Ordinary Resolution with or without modification:

*“That in accordance with the ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve:*

- a. *the issue of further equity securities (being a convertible security, 41,250,000 options and 15 million fully paid ordinary shares), to Australian Special Opportunities Fund LP, managed by The Lind Partners, or its nominee; and*
- b. *the convertibility in whole or in part of a convertible security with a face value of \$1.8 million into fully paid ordinary shares in the Company,*

*in each case pursuant to the terms of a Convertible Security Funding Agreement and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of Meeting.”*

#### **VOTING EXCLUSION STATEMENT**

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

- Australian Special Opportunities Fund LP, managed by The Lind Partners; and
- any associate of Australian Special Opportunities Fund LP, managed by The Lind Partners.

However, the Company need not disregard a vote if:

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

**See Explanatory Memorandum for further information.**

#### **GENERAL BUSINESS**

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

By Order of the Board



Karl Schlobohm  
Company Secretary  
23 May 2018

## Explanatory Memorandum

This Explanatory Memorandum is provided to the Shareholders of the Company to explain the Resolutions to be put to Shareholders at the Extraordinary General Meeting to be held at HopgoodGanim, Level 7, Waterfront Place 1 Eagle Street, Brisbane Qld 4000 on 22 June 2018 at 11:00am (Brisbane time).

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions to be put to the Meeting as contained in the Notice of Meeting material. The Directors recommend that Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum are defined in the **Interpretation** section of the Explanatory Memorandum.

## ORDINARY BUSINESS

### Resolution 1. Ratification of 158,000,000 Previously Issued Shares

Resolution 1 seeks Shareholder approval to ratify the previous issue by the Company of 158,000,000 fully paid ordinary Shares to the persons and corporations listed hereunder on 18 December 2017.

#### Listing Rule 7.4

As noted above, in accordance with ASX Listing Rule 7.4, the Company is seeking Shareholders to ratify the previous issue of the Placement Shares as outlined below, being issues of securities made by the Company on 18 December 2017 for which Shareholders' approval has not been obtained.

ASX Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders. The Company seeks Shareholder approval to ratify the issue of the Placement Shares in accordance with ASX Listing Rule 7.4 in order to refresh the Company's ability to issue up to 15% of its share capital (in a 12 month period) under ASX Listing Rule 7.1.

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

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

#### Terms of the Placement Shares

For the purpose of ASX Listing Rule 7.5 the Company advises as follows:

- 1) The 158,000,000 Placement Shares were issued to the various parties on 18 December 2017 noted in Table 1 below.
- 2) The 158,000,000 Placement Shares were issue to the recipients at \$0.01 per Share, as specified in Table 1 below.
- 3) The Placement Shares rank *pari passu* with the Company's existing Shares on issue, are not subject to escrow restrictions and are subject to the rights and obligations set out in the Company's Constitution.
- 4) The recipients of the Placement Shares, and the number of Placement Shares issued to each, are as set out in Table 1 below.
- 5) The funds raised from this issue have and will continue to be used to accelerate development and exploration Company's projects notably Granville and Mt Cobalt, and provide general working capital for the Company.
- 6) A Voting Exclusion Statement in relation to this Resolution is set out in the Notice of Meeting.

For the purpose of ASX Listing Rules 7.4 and 7.5 the Company advises that the Placement Shares were issued to the investors, and in each case in the numbers, at the issue prices and on the date indicated in the table immediately below:

**Table 1:**

<b>Subscriber</b>	<b>Price</b>	<b>Number</b>	<b>Amount</b>
HSBC Custody Nominees (Australia) Limited	\$ 0.01	20,000,000	\$ 200,000
MGL Corp Pty Ltd	\$ 0.01	5,000,000	\$ 50,000
New Medical Enterprises Pty Ltd	\$ 0.01	10,000,000	\$ 100,000
Queensland MM Pty Ltd <Superannuation A/C>	\$ 0.01	5,000,000	\$ 50,000
Challand Pty Ltd <Chaldjian Family A/C>	\$ 0.01	2,800,000	\$ 28,000
Mr Matthew Dean Quinn	\$ 0.01	5,000,000	\$ 50,000
Bodie Investments Pty Ltd	\$ 0.01	10,000,000	\$ 100,000
Beaummy Pty Ltd <Robert Frost Family A/C>	\$ 0.01	10,000,000	\$ 100,000
Robert William Proe	\$ 0.01	11,270,000	\$ 112,700
Aequus Capital Pty Ltd <Sterling Super A/C>	\$ 0.01	6,930,000	\$ 69,300
Northern Star Nominees Pty Ltd	\$ 0.01	10,000,000	\$ 100,000
Chifley Portfolio Retirement Fund	\$ 0.01	15,000,000	\$ 150,000
1215 Capital Pty Ltd	\$ 0.01	13,000,000	\$ 130,000
14Oil Pty Ltd <14Oil Super Fund /C>	\$ 0.01	1,500,000	\$ 15,000
Mega Hills Limited	\$ 0.01	500,000	\$ 5,000
Grapevine Information Technologies Pty Ltd <Allen S/F A/C>	\$ 0.01	300,000	\$ 3,000
Neil Stuart	\$ 0.01	2,500,000	\$ 25,000
Westglade Pty Ltd	\$ 0.01	1,500,000	\$ 15,000
P Ewart Investments Pty Ltd	\$ 0.01	500,000	\$ 5,000
Mr David Michael John Bennett	\$ 0.01	1,000,000	\$ 10,000
Harvest Services Aust Pty Ltd	\$ 0.01	2,000,000	\$ 20,000
Media Down Under Pty Ltd <Media Down Under S/F A/C>	\$ 0.01	500,000	\$ 5,000
Multipack Pty Ltd	\$ 0.01	1,000,000	\$ 10,000
MPS Staff Super Pty Ltd <MPSSF Investments A/C>	\$ 0.01	2,000,000	\$ 20,000
Milray Superannuation Pty Ltd <Milray Super Fund A/C>	\$ 0.01	650,000	\$ 6,500
Martin Place Securities Nominees Pty Ltd	\$ 0.01	2,500,000	\$ 25,000
Martin Place Securities Nominees Pty Ltd <Crown Credit A/c>	\$ 0.01	1,500,000	\$ 15,000
Nelson Enterprises Pty Ltd <Cavan Street A/C>	\$ 0.01	2,000,000	\$ 20,000
Majors Goroke Pty Ltd <Super Fund A/C>	\$ 0.01	250,000	\$ 2,500
Noonameena Enterprises Pty Ltd <PKF Ventures A/C>	\$ 0.01	300,000	\$ 3,000
Mr FC Micale & Mrs NM Micale <FC & NM Micale S/FA/C>	\$ 0.01	500,000	\$ 5,000
William Peter Williams	\$ 0.01	8,500,000	\$ 85,000
Millbohm Consulting Group Pty Ltd	\$ 0.01	4,500,000	\$ 45,000
<b>Total Shares allotted on 18 December 2017</b>		<b>158,000,000</b>	<b>\$ 1,580,000</b>

### **Directors Recommendation**

The Directors recommend that Shareholders vote in favour of this Resolution.

## **Resolution 2. Ratification of Previously Issued 90,512,800 Shares and 31,250,000 options to The Lind Partners**

Resolution 2 seeks Shareholder approval to ratify the previous issues by the Company of the Conversion Shares (being 90,512,800 fully paid ordinary shares issued at an average \$0.0129 per share), and the Fee Options (being 31,250,000 unlisted options exercisable at 1.35 cents each and expiring on 3 November 2020) to the Australian Special Opportunities Fund LP, managed by The Lind Partners (together **The Lind Partners**). The Conversion Shares were issued pursuant to the Convertible Security Funding Agreement (the **Initial CSFA**), and the Fee Options were issued in partial satisfaction of the fees owing to The Lind Partners upon the parties entering into a Deed of Variation to the Initial CSFA on 31 October 2017.

### **Background**

On 15 June 2017, the Company announced that it had entered into the \$3.25 million Initial CSFA with The Lind Partners. The Initial CSFA provided a source of capital enabling the Company to pursue its program of project development and exploration across a portfolio of tin and cobalt assets. On 31 October 2017, the Company announced an increase in total funding from AU \$3.25 million to AU\$3.5 million, with the additional financing component increasing from AU\$250,000 to AU\$500,000 under the revised Initial CSFA. All other terms and conditions of the Initial CSFA remained unchanged. On 31 January 2018, the Company announced that it had extinguished liability for all amounts previously drawn under the Initial CSFA via a mixture of cash repayment and equity conversions.

### **Listing Rule 7.4**

As noted above, in accordance with Listing Rule 7.4, the Company is seeking Shareholders to ratify the previous issues of 90,512,800 Conversion shares and 31,250,000 Fee Options to The Lind Partners, being issues of securities made by the Company during the previous 12 months, for which Shareholder approval has not already been obtained. Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders. Listing Rule 7.1A provides the ability for a company to place up to an additional 10% of its share capital without shareholder approval where, at an AGM convened within the previous 12 months, approval for such capacity was granted by shareholders pursuant to a special resolution. Such approval was obtained by Aus Tin Mining at its 27 November 2017 AGM.

The Company now seeks Shareholder approval to ratify the previous issues of 90,512,800 Conversion shares and 31,250,000 Fee Options to The Lind Partners in accordance with Listing Rule 7.4 in order to refresh the Company's ability to issue up to 15% of its share capital (in a 12 month period) under Listing Rule 7.1 and up to an additional 10% of its share capital pursuant to Listing Rule 7.1A. Of the 90,512,800 Conversion Shares issued, 67,948,692 were issued pursuant to Listing Rule 7.1 and 22,564,108 were issued pursuant to Listing Rule 7.1A.

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

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

Listing Rule 7.4 provides that a Company may reinstate its additional placement capacity under Listing Rule 7.1A where any securities issued during the relevant period are subsequently ratified by the Company's Shareholders.

### Terms of the Conversion Shares

For the purpose of ASX Listing Rules 7.4 and 7.5 the Company advises that the Conversion Shares were issued to The Lind Partners, and in each case in the numbers, at the issue prices and on the dates indicated in the table 2 immediately below:

Table 2

The Australian Special Opportunities Fund LP	Price	Number	Amount
Shares allotted on 27 December 2017	\$0.009	55,555,556	\$ 500,000
Shares allotted on 31 January 2018	\$0.009	12,393,111	\$ 111,538
Shares allotted on 31 January 2018	\$0.015	12,564,133	\$ 188,462
Shares allotted on 31 January 2018	\$0.015	10,000,000	\$ 150,000
<b>TOTAL SHARES ALLOTTED</b>	<b>Avg \$0.0129</b>	<b>90,512,800</b>	<b>\$ 950,000</b>

The Conversion Shares rank *pari passu* with the existing shares on issue. All of the shares are subject to the rights and obligations set out in the Company's Constitution.

No funds were raised at the time of the allotment of the above noted Conversion Shares. However, the Conversion Shares extinguished \$950,000 of funds previously drawn by the Company as debt funding and used for project related expenditures and for working capital purposes.

### Terms of the Fee Options

For the purposes of Listing Rule 7.4 and 7.5 the Company advises as follows:

- A total of 31,250,000 Fee Options were issued on 3 November 2017.
- The Fee Options were issued for nil monetary consideration, but as part of the Company's obligations under the Initial CSFA.
- The Fee Options were issued with a strike price of 1.35 cents each expiring to 3 November 2020.
- The Fee Options were issued to The Lind Partners.
- No funds were raised via the issue of the options. Funds raised from any subsequent exercise of the options will be used by the Company for project expenditure, corporate costs and general working capital purposes.

A Voting Exclusion Statement in relation to this Resolution is set out in the Notice of Meeting.

### Directors Recommendation

The Directors recommend that Shareholders vote in favour of this Resolution.

## **Resolution 3. Approval for the Conversion of Debts Owed to DGR Global Limited Through the Issue of Shares to DGR Global Limited**

Resolution 3 seeks the approval of Shareholders for the issue of up to \$450,000 worth of fully paid ordinary Shares in the Company to DGR Global Limited, at its election (the **DGR Conversion Shares**). DGR Global Limited (**DGR**) does not control the Company for the purposes of Chapter 2E of the Corporations Act. Accordingly, Shareholder approval will not be required for the issue of the DGR Conversion Shares for the purposes of those provisions.

An amount of \$50,000 is owed by the Company to DGR, being part of the consideration unpaid for the transfer of land from DGR to the Company on or about 8 March 2017 (the **Consideration for Transfer of Land**). In addition, DGR is also owed accrued and unpaid management fees, which as at the date of this Notice of Meeting amount to \$358,583 (the **Management Fees**). The Consideration for Transfer of Land and the Management Fees together currently total \$408,583 (the **DGR Loan**). The terms of the DGR Loan were that the Company would repay it at a time to be agreed between the parties, having regard to the Company's treasury and ongoing funding requirements.

The Company and DGR have now agreed that DGR may elect to accept the issue of the DGR Conversion Shares in partial or full satisfaction of the amount of the DGR Loan.

If the issue of the DGR Conversion Shares is approved by Shareholders, the DGR Conversion Shares will be issued at the price per Share determined in accordance with the formula set out below in paragraph (b) of the section headed **Information required by Listing Rule 10.13**. On the basis of the amount owed to DGR as at the date of this Notice of Meeting (A\$408,583 loan) and on the basis of 60 day VWAP being 2.4 cents per share on 11 May 2018, DGR would be issued 377,858,007 shares in full satisfaction of the DGR Loan.

### **Listing Rules 7.1 and 10.11**

Listing Rule 10.11 requires shareholder approval for a company to issue equity securities to a related party, or a person whose relationship with the entity is such that in ASX's opinion, shareholder approval should be obtained. A "related party" for the purposes of the Listing Rules is defined widely and includes an entity controlled by a director of the public company.

As noted above DGR does not control the Company for the purposes of the Corporations Act. However, for the purpose of the ASX Listing Rules the issue of Shares to DGR may require approval under Listing Rule 10.11. While DGR Global Limited does not control the Company for the purposes of Chapter 2E of the Corporations Act, the Company notes that DGR is a significant Shareholder in the Company (currently holding 18.38 % of the ordinary fully paid Shares of the Company) and has two (2) nominee Directors on the Board, being Messrs Mather and Moller. Accordingly, Shareholder approval for the issue of the DGR Conversion Shares is sought in accordance with the provisions of Listing Rule 10.11.

Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders (the 7.1 Capacity). If approval is required and given under Listing Rule 10.11, approval will not be required under Listing Rule 7.1. By obtaining approval under Listing Rule 10.11, the Company will be able to issue the DGR Conversion Shares while preserving its 7.1 Capacity.

### **Takeover Provisions**

Subject to certain exceptions, section 606 of the Corporations Act prohibits a person from acquiring a relevant interest in the issued voting shares of a listed company where as a result, that person's voting power in the company increases:

- (a) from 20% below to more than 20%; or
- (b) from a starting point that is above 20% and below 90%.

Where the issue of the DGR Conversion shares would result in DGR breaching section 606 of the Corporations Act (**Breaching section 606**), the Directors will have the discretion to limit the number of DGR Conversion Shares to be issued, to that number which will not result in DGR Breaching section 606. Where the Directors exercise this discretion, some amount of the DGR Loan may remain outstanding following the issue of the DGR Conversion Shares.

### **Information required by Listing Rule 10.13**

For the purposes of Listing Rule 10.13 the Company advises as follows:

- (a) The DGR Conversion Shares are being issued to DGR.
- (b) The number of DGR Conversion Shares being issued will be determined in accordance with the following formula:

Number of DGR Conversion Shares = DGR Loan Amount Outstanding / DGR Conversion Share Issue Price,

where:

- the **Number of DGR Conversion Shares** is the number of DGR Conversion Shares to be issued pursuant to Resolution 3;

- the **DGR Amount Outstanding** is the amount of the DGR Loan owing to the Company as at the date of issue of the DGR Conversion Shares; and
  - the **DGR Conversion Share Issue Price** shall be the VWAP for the 60 trading days immediately prior to the date on which the DGR Conversion Shares are issued.
- c) If approval is given, and to the extent that DGR elects to convert the DGR Amount Outstanding, the Company intends to issue and allot the DGR Conversion Shares within one (1) month the date of the Meeting.
- d) As noted above, DGR is a substantial Shareholder in the Company (currently holding 18.38 % of the ordinary fully paid Shares of the Company), and has two (2) nominee Directors on the Board, being Messrs Mather and Moller.
- e) The DGR Conversion Shares will be issued at the DGR Conversion Share Issue Price as noted in paragraph (2) above, and on the same terms as and rank *pari passu* with, the existing Shares on issue in the capital of the Company. The rights and liabilities of Shareholders are set out in the Constitution of the Company. The Constitution can be obtained from the Company's website at the following link [http://www.austinmining.com.au/site/PDF/1280\\_0/consitution](http://www.austinmining.com.au/site/PDF/1280_0/consitution). Any Conversion Shares issued will be listed on the ASX (Code: ANW).
- f) A Voting Exclusion Statement in relation to this Resolution is set out in the Notice of Meeting.
- g) The DGR Loan is primarily comprised of unpaid management and administrative fees, and an amount owing for an historical transfer of land.

The Company believes that all information required pursuant to Listing Rule 10.13 is contained in the Notice of Meeting and this Explanatory Memorandum.

### Dilutionary Effect

It is not possible to state definitively what the dilutionary effect of the issue of the DGR Conversion Shares (the **Dilutionary Effect**) will be until such time as the DGR Conversion Share Issue Price is determined. However, for illustrative purposes only, Table 3 immediately below sets out the likely Dilutionary Effect given a variety of different DGR Conversion Share Issue Prices, as a result of varying market prices of Shares.

**Table 3**

Total \$ DGR Loan Converted	Total number of Shares on issue post Meeting date	Percentage of total Shares held by DGR Global Limited	Percentage of total Shares issued held by Shareholders other than DGR Global Limited
Number of Shares on issue if Resolution 2 is passed, and the DGR Conversion Share Issue Price is 1.5 cents	388,072,582	19.50%	80.50%
Number of Shares on issue if Resolution 2 is passed, and the DGR Conversion Share Issue Price is 1.8 cents.	383,532,771	19.31%	80.69%
Number of Shares on issue if Resolution 2 is passed, and the DGR Conversion Share Issue Price is 2.0 Cents	381,262,865	19.22%	80.78%
Number of Shares on issue if Resolution 2 is passed, and the DGR Conversion Share Issue Price is 2.5 cents.	377,177,035	19.05%	80.95%
Number of Shares on issue if Resolution 2 is passed, and the DGR Conversion Share Issue Price is 3.0 cents.	374,453,148	18.94%	81.06%

**Notes:**

1. This ignores the effect of any exercise of existing options and with no further securities are allotted.
2. This assumes that there are currently 1,963,170,746 Shares on issue.

### Directors' Recommendation

Messrs Bovard and Wilson recommend that Shareholders vote in favour of this resolution. As Messrs Mather and Moller are also Directors of DGR, they have abstained from making a recommendation.

## **Resolution 4. Approval of the Issue of Equity Securities to Australian Special Opportunities Fund LP, managed by The Lind Partners**

Resolution 4 seeks Shareholder approval for:

- 1) the issue of the following (the **Equity Securities**) to The Lind Partners pursuant to the terms of a new Convertible Security Funding Agreement dated 20 April 2018 (the **New CSFA**):
  - a. a zero-coupon convertible security (the **Additional Convertible Security**) with a face value of AU\$1.2 million (the **Additional Security Face Value**);
  - b. 41,250,000 options (the **New Fee Options**); and
  - c. 15 million (the **Collateral Shareholding Number**) fully paid ordinary shares (the **Collateral Shares**); and
- 2) the convertibility from time to time of all or some of the face value of a AU\$1.8 million (the **First Security Face Value**) zero-coupon convertible security (the **First Convertible Security**) that was issued to The Lind Partners on or about 23 April 2018 pursuant to the terms of the New CSFA.

### **Background**

Pursuant to the terms of the New CSFA, The Lind Partners is to provide \$2,500,000 (the **Funded Amount**) over the next 24 months facilitated by the issue of the First Convertible Security, and subject to Shareholder approval, the issue of the Equity Securities. In addition the obligations of the Company under the New CSFA will be secured by general security deed granted by the Company and each of its subsidiaries, as well as deeds of guarantee and indemnity granted by each of the Company's subsidiaries.

### **Summary of the Terms of the New CSFA**

The following is a comprehensive summary of the material terms and conditions of the New CSFA:

- 1) The Funded Amount will be used to meet exploration, general corporate and working capital costs. The Company anticipates that this will include providing funding to (level 2) production at the Company's proposed tin mine at Granville, preconstruction activities at the Company's proposed tin mine at Taronga, and further exploration at Mount Cobalt.

### **First Convertible Security**

- 2) The Lind Partners advanced the First Closing Price amount of \$1.5 million (the **First Closing Price**) on or about 23 April 2018 (the **First Closing Date**), in consideration for which the Company issued to The Lind Partners the First Convertible Security with the First Security Face Value of \$1.8 million. The maturity date of the First Convertible Security shall be the latter of a) the date which is 24 months after the First Closing Date, and b) 30 days after all of the obligations of the Company in respect of the First Convertible Security have been satisfied (the **First Maturity Date**).
- 3) The right of The Lind Partners to convert (the **Conversion Right**) any or all of the amount of the First Security Face Value into fully paid ordinary shares in the Company (the **First Conversion Shares**), is subject to Shareholders approving Resolution 4.
- 4) Where Shareholders don't approve Resolution 4, then the First Security Face Value must be paid to Lind Partners on or before 19 July 2018 (being 90 calendar days of the 20 April 2018, the date of execution of the New CSFA).

### **Additional Convertible Security**

- 5) If Shareholders pass Resolution 4, then on the date ten (10) Business Days after the date of the Meeting (the **Additional Closing Date**), The Lind Partners will advance the Company a further AU\$1 million (the **Additional Closing Price**), in consideration for which the Company will issue to The Lind

Partners the Additional Convertible Security with the Additional Security Face Value of AU\$1.2 million. The maturity date of the Additional Convertible Security shall be the latter of a) the date which is 24 months after the Additional Closing Date, and b) 30 days after all of the obligations of the Company in respect of the First Convertible Security have been satisfied (the **Additional Maturity Date**).

#### ***Additional Funding***

- 6) For each AU\$1.2 million worth of the Face Value of a Convertible Security that The Lind Partners convert, the Company has the right to request The Lind Partners to advance a further AU\$1 million (up to a maximum of AU\$2 million), on similar terms and conditions as the Funding Amount was advanced.

#### ***The Company's Buy-Back Rights***

- 7) The Company may elect to buy back the outstanding Face Value of either Convertible Security at any time at no premium or penalty (the **Buy-Back Right**). If the Company exercises its Buy-Back Right in respect of the First Convertible Security within 180 days of the issue First Closing Date, its Face Value will be reduced by AU\$100,000. Should the Company exercise its Buy-Back Right in respect of the outstanding amount of either Face Value (the **Buy Back Amount**), then The Lind Partners may instead elect to have the Company issue Conversion Shares equal to 25% of the Buy Back Amount at the Conversion Price.

#### ***The Lind Partner's Conversion Rights***

- 8) The Lind Partners may exercise its rights to convert the Face Value of either Convertible Security, in whole or in increments of not less than AU\$50,000, by The Lind Partners by giving one (1) Business Days' notice to the Company (**Conversion Notice Date**).
- 9) The issue price of either First Conversion Shares or Additional Conversion Shares (the **Conversion Price**) shall be:
  - a. where those Conversion Shares are issued less than 11 months after the First Closing Date then AU\$0.035; and
  - b. where those Conversion Shares are issued at later than 11 months after the First Closing Date then the lesser of:
    - i. AU\$0.035; and
    - ii. 90% of the average of five (5) consecutive daily VWAPs, chosen by The Lind Partners from amongst the 20 Trading Days immediately prior to the Conversion Notice Date. If the resultant Conversion Price contains five or more decimal places, the number will be rounded down to the next lowest number containing four decimal places.
- 10) If the Conversion Price is less than AU\$0.012 (the **Floor Price**), then the Company will have the right not to issue the relevant Conversion Shares, but rather to pay the Conversion Price to The Lind Partners in cash.

#### ***Security Interest***

- 11) The following security interests were granted by the Company and its subsidiaries to The Lind Partners on or about 20 April 2018:
  - a. General Security Deeds (the **GSDs**) in favour of The Lind Partners over the assets and undertakings of the Company and each of its wholly owned subsidiaries, New England Tin Pty Ltd (**New England**), Ten Star Mining Pty Ltd (**Ten Star**) and Taronga Mines Pty Ltd (**Taronga**); and
  - b. Deeds of Guarantee and indemnity (the **Guarantees**) in favour of The Lind Partners granted by each of New England, Ten Star and Taronga.

### **Commitment Fees**

- 12) The Company will pay to The Lind Partners a commitment fee equal to AU\$75,000 (equalling 3% of the Funded Amount) upon the Funded Amount being advanced to the Company. The Parties acknowledge that this amount has in fact been paid by the Company to The Lind Partners.

### **New Fee Options**

- 13) The Company will issue the New Fee Options to The Lind Partners upon receipt of the Funding Amount. The New Fee Options are exercisable at any time within 36 calendar months after the date of their issue (the **Options Expiration Date**), at an issue price of AU\$0.035 (the **Strike Price**).
- 14) The terms upon which the New Fee Options will be issued are set out in Annexure A (the **New Fee Options Terms**).
- 15) At any time prior to the Options Expiration Date the Company may give notice in writing (the **Put Notice**) to The Lind Partners to exercise the New Fee Options provided that there is no Face Value of either Convertible Security outstanding as at that time, and the average daily VWAP for the 30 consecutive Trading Days immediately preceding the Options Expiration Date are greater than or equal to AU\$0.07.

### **Collateral Shares**

- 16) If Shareholders pass Resolution 4, then within five (5) Business Days after the date of the Meeting the Company will issue the Collateral Shares to The Lind Partners for nil cash, but In consideration for The Lind Partners entering into the New CSFA and agreeing to purchase the Convertible Securities.
- 17) Notwithstanding that the Collateral Shares are issued for nil cash consideration, where the Company is obliged to issue any Conversion Shares to The Lind Partners (whether due to conversion or buy back of the Face Value of either Convertible Security), The Lind Partners may permit that obligation to be satisfied in whole or in part by a reduction in a notional Collateral Share Number (the **Collateral Share Offset**). For example, if The Lind Partners elect to convert part or all of the Face Value of a Convertible Security, then instead of being issued all or some of the relevant number of Conversion Shares, The Lind Partners may elect to reduce the number of Conversion Shares by the number determined in accordance with the following formula:

$$A = B/C$$

Where

A = the number by which the Conversion Shares to be issued are reduced;

B = the Face Value to be Converted (or paid in cash by the Company to The Lind Partners as the case maybe); and

C = the Collateralisation Price (which is defined in paragraph 20) below).

On each occasion of a Collateral Share Offset, the notional Collateral Share Number shall be reduced accordingly. The remaining Collateral Share Number is referred to as the **Outstanding Collateral Shareholding Number**.

- 18) At any time prior to and including the last of the First Maturity Date and the Additional Maturity Date to occur, The Lind Partners may issue a notice to the Company to reduce the Collateral Shareholding Number (the **Collateralisation Election Notice**). Upon provision of the Collateralisation Election notice:

- a. The Lind Partners shall pay the Company an amount in immediately available funds which is equal to the Outstanding Collateral Share Number multiplied by the Collateralisation Price; and
  - b. the Outstanding Collateral Share Number shall be reduced accordingly.
- 19) If after the last of the First Maturity Date and the Additional Maturity Date to occur, the Outstanding Collateral Shareholding Number is greater than zero, then at the election of the Company, The Lind Partners must within ten (10) Business Days either:
- a. transfer a number of the Collateral Shares as equals the Outstanding Collateral Shareholding Number in accordance with the direction of the Company; or
  - b. pay the Company an amount in immediately available funds which is equal to the Outstanding Collateral Share Number multiplied by the Collateralisation Price.
- 20) The Collateralisation Price will be:
- a. where the Company is given a written notice by The Lind Partners at any time during the Term, then equal to 90% of the average daily VWAPs calculated over a period of five consecutive days chosen by The Lind Partners, from the period of 20 trading days ending on the day immediately prior to the date of the Collateralisation Election Notice; and
  - b. at any other time, then 90% of the average daily VWAPs calculated over a period of five consecutive days chosen by The Lind Partners, from the period of 20 trading days ending on the day immediately prior to the date of issue of the Collateral Shares.

#### ***Adjustments to Conversion Price and Collateral Shareholding Number***

- 21) Each time a consolidation, subdivision or *pro rata* cancellation of the Company's issued capital takes place, or there is any payment of a dividend or distribution of ordinary shares to Shareholders (but excluding a rights offering or a bonus issue), then the Conversion Price and the Collateral Shareholding Number will be reduced or increased to reflect the payment of the dividend, the distribution of shares, the consolidation, the subdivision or the cancellation of the issued capital of the Company as the case may be.

#### **Listing Rule 7.1**

ASX Listing Rule 7.1 prohibits a listed company from issuing, or agreeing to issue, equity securities (which includes the Convertible Securities, the New Fee Options, the Collateral Shares, and any Conversion Shares) that exceed 15% of the total number of fully paid ordinary securities on issue in any 12 month period (the **Annual Placement Capacity**), unless approval is obtained from the shareholders of the company's ordinary securities.

The effect of Resolution 4 if passed, will be to allow the Company to issue:

- 1) the Equity Securities during the period of 3 months after the Meeting; and
- 2) any Conversion Shares,

and in each case these issues will be excluded by the Company when calculating its Annual Placement Capacity from time to time.

#### **Information required by ASX Listing Rule 7.3**

Pursuant to ASX Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- 1) If Resolution 4 is passed, the maximum number of securities that will be issued by the Company, or the formula for calculating the maximum number of securities that will be issued by the Company are as follows:

- a) The Company will issue the number of Conversion Shares (**The Relevant Number of Conversion Shares**), as is determined in accordance with the following formula (the **Conversion Formula**):

The Relevant Number of Conversion Shares = Amount of Face Value/Conversion Price

where:

- the **Relevant Number of Conversion Shares** is the number of Conversion Shares to be issued on conversion of any amount of the Face Value of either Convertible Security;
- the **Amount of Face Value** is the amount of the Face value of either Convertible Security being converted; and
- the **Conversion Price** shall be as determined in accordance item (9) of the **Summary of the Terms of the New CSFA** set out above.

Until the relevant Conversion Price has been determined, the Company will not be able to quantify the maximum number of Conversion Shares that may be issued. The actual number of Conversion Shares that may be issued will depend upon the total Face Value which is converted, the relevant Conversion Price on the occasion of each conversion, and the application of the Conversion Formula. However, for the illustrative purpose, the Company has prepared Table 4 below to provide an *indication* of the possible number of Conversion Shares (amongst other equity securities) that may be issued and the dilutionary impact on Shareholders.

- b) The Company will issue one (1) Additional Security with an Additional Security Face Value of AU\$1.2 million to The Lind Partners.
- c) The Company will issue 41,250,000 New Fee Options to The Lind Partners.
- d) The Company will issue 15,000,000 Collateral Shares to The Lind Partners.
- 2) The issue prices of each of the securities to be issued by the Company if Resolution 4 is passed are:
- a) The Additional Convertible Security will be issued in consideration for the Additional Closing Price of A\$1 million.
  - b) The New Fee Options will be issued in consideration for The Lind Partners entering into the New CSFA and agreeing to purchase the Convertible Securities, at a strike price of A\$0.035 per option.
  - c) The Collateral Shares will be issued in consideration for The Lind Partners entering into the New CSFA and agreeing to purchase the Convertible Securities.
  - d) Any Conversion Shares will be issued for the Conversion Price set out above in item 9) under the Summary of the Terms of the New CSFA.
- 3) The proposed allottee of each of the Equity Securities, and any Conversion Shares or Shares issued upon the exercise of any New Fee Options is The Lind Partners or its nominee.
- 4) Each of the Equity Securities will be issued on the terms set out above (and in the case of the New Fee Options on the terms set out in Attachment A). Any Conversion Shares or Shares issued on the exercise of the New Fee Options, will be issued on the same terms as and rank *pari passu* with the Shares. The rights and liabilities of Shareholders are set out in the Constitution of the Company, which can be accessed on the Company's website at [http://www.austinmining.com.au/site/PDF/1280\\_0/constitution](http://www.austinmining.com.au/site/PDF/1280_0/constitution). Any Conversion Shares or Shares issued on the exercise of the New Fee Options will be listed on the ASX (Code: ANW).
- 5) The funds raised will be used to meet exploration, general corporate and working capital costs and is anticipated to provide funding to production at Granville and Mt Cobalt, and provide general working capital for the Company.

6) The dates by which the Company will issue the various securities are:

a) In respect of the Equity Securities

- the Additional Convertible Security will be issued on the date which is ten (10) Business Days after the date of the Meeting; and
- the New Fee Options and the Collateral Shares will be issued on the date which is five (5) Business Days after the date of the Meeting.

b) In respect of any Conversion Shares or any Shares upon the exercise of the New Fee Options, then from time to time in satisfaction of conversion notices or notices of exercise of New Fee Options.

7) A voting exclusion statement is included in this Notice.

### **Dilutionary Effect**

It is not possible to state definitively what the combined dilutionary effect of the issue of the Equity Securities, any Conversion Shares and any Shares issued on the exercise of any New Fee Options (the **Dilutionary Effect**) will be, until the Relevant Number of Conversion Shares and the Conversion Share Price are determined. However for illustrative purposes only, the Company has prepared Table 4 below to provide the likely Dilutionary Effect of the combined issue of the securities at varying Conversion Share Prices.

### **Directors' Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 4 as the effect of this approval will be that the Company's capacity to issue additional equity securities in the next 12 months up to 15% of its Share capital in accordance with ASX Listing Rule 7.1 will not be diminished by the proposed issue of the Equity Securities, any Conversion Shares, and any shares on the exercise of any New Fee Options.

**Table 4 – Dilution Effect of the various issues of Equity Securities following the passing of Resolution 4**

	The Lind Partners	%	Other Holders	%	No of New Shares to be issued	Total IC <sup>2</sup>	%
<b>Current shareholding position plus collateral Shares to be issued immediately following shareholder approval</b>	78,862,800 <sup>1</sup>	4.02%	1,899,307,946	95.98%	nil	1,978,170,746	100.00%
<b>Conversion Shares for the 1st Convertible Security Issued at Various Prices Excluding Collateral Shares &amp; Exercise of any New Fee Options</b>							
- Conversion Shares issued at \$0.015 per share	183,862,800	8.83%	1,899,307,946	91.17%	105,000,000	2,083,170,746	100.00%
- Conversion Shares issued at \$0.02 per share	153,862,800	7.49%	1,899,307,946	92.51%	75,000,000	2,053,170,746	100.00%
- Conversion Shares issued at \$0.035 per share	115,291,371	5.72%	1,899,307,946	94.28%	36,428,571	2,014,599,317	100.00%
- Conversion Shares issued at \$0.04 per share	108,862,800	5.42%	1,899,307,946	94.58%	30,000,000	2,008,170,746	100.00%
<b>Conversion Shares for the 1st &amp; Additional Convertible Security Issued at Various Prices Excluding Collateral Shares &amp; Exercise of any New Fee Options</b>							
- Conversion Shares issued at \$0.015 per share	263,862,800	12.20%	1,899,307,946	87.80%	185,000,000	2,163,170,746	100.00%
- Conversion Shares issued at \$0.02 per share	213,862,800	10.12%	1,899,307,946	89.88%	135,000,000	2,113,170,746	100.00%
- Conversion Shares issued at \$0.035 per share	149,577,086	7.30%	1,899,307,946	92.70%	70,714,286	2,048,885,032	100.00%
- Conversion Shares issued at \$0.04 per share	138,862,800	6.81%	1,899,307,946	93.19%	60,000,000	2,038,170,746	100.00%
<b>Exercise of the New Fee Options as at \$0.035 per share</b>	120,112,800	5.95%	1,899,307,946	94.05%	41,250,000	2,019,420,746	100.00%
<b>Conversion Shares for the 1st &amp; Additional Convertible Security issued at various Prices Excluding Collateral Shares, including exercise of any New Fee Options</b>							
- Conversion Shares issued at \$0.015 per share	252,612,800	11.74%	1,899,307,946	88.26%	173,750,000	2,151,920,746	100.00%
- Conversion Shares issued at \$0.02 per share	202,612,800	9.64%	1,899,307,946	90.36%	123,750,000	2,101,920,746	100.00%
- Conversion Shares issued at \$0.035 per share	138,327,086	6.79%	1,899,307,946	93.21%	59,464,285	2,037,635,032	100.00%
- Conversion Shares issued at \$0.04 per share	127,612,800	6.30%	1,899,307,946	93.70%	48,750,000	2,026,920,746	100.00%

**Note**

1. The Lind Partners hold 63,862,800 shares at the date of this Notice. The 15,000,000 collateral shares to be issued immediately following shareholder approval at the EGM have been added, given an interest of 4.02% of the issued ordinary capital of the Company.
2. This ignores the effect of the exercise of any existing options and assumes that there are no further equity securities are allotted other than provided for in the Notice of Meeting.

## Annexure A – New Fee Option Terms

### 1.1 Nature of Options

- (a) Each Option will grant the holder of that Option the right and in the event the Company exercises its right under clause 1.1(b), the obligation to be issued by the Company one Share at the Options Exercise Price.
- (b) The Company shall have the right, but not the obligation, on the Options Expiration Date to give notice in writing to the Investor (**Put Notice**) to exercise such of the Options that have not been exercised by the Investor at that date as set forth by the Company in the Put Notice. The Company may give a Put Notice to the Investor at any time during the term subject to: there is no Amount Outstanding and the daily VWAPs for each of the 30 consecutive Trading Days immediately prior to the Options Expiration Date are greater than or equal to A\$0.07.
- (c) Each Option will be exercisable by either:
  - (1) the Option holder; or
  - (2) the Company under clause 1.1(b).(whereupon the Option holder shall comply with its obligations under this clause 1.1), at any time after the time of its grant and prior to the date that is thirty-six (36) calendar months after its date of issue (the **Options Expiration Date**), after which time it will lapse.

### 1.2 Exercise of Options

- (a) Without limiting the generality of, and subject to, the other provisions of the Convertible Security Funding Agreement (the **Agreement**), an Option holder may exercise any of its Options at any time prior to their expiration, by delivery of:
  - (1) a copy, whether facsimile or otherwise, of a duly executed Option exercise form substantially in the form attached to the Agreement in Annexure A (the **Exercise Form**), to the Company during normal business hours on any Business Day at the Company's principal executive offices (or such other office or agency of the Company as it may designate by notice to the Option holder);
  - (2) a copy, whether facsimile or otherwise, of any exercise form required by the share registrar; and
  - (3) payment of an amount equal to the Options Exercise Price multiplied by the number of Shares in respect of which the Options are being exercised at the time by wire transfer to the account specified by the Company from time to time or by bank draft delivered to the Company during normal business hours on any Business Day at the Company's principal executive offices (or such other office or agency of the Company as it may designate by notice to the Option holder).
- (b) Upon receipt of a valid Put Notice the Option holder shall ;
  - (1) deliver a copy whether facsimile or otherwise, of the Put Notice to the share registrar; and
  - (2) make payment of an amount equal to the Options Exercise Price multiplied by the number of Shares in respect of which the Options are being exercised at the time by wire transfer to the account specified by the Company from time to time or by bank draft delivered to the Company during normal business hours on any Business Day at the Company's principal executive offices (or such other office or agency of the Company as it may designate by notice to the Option holder).
- (c) As soon as reasonably practicable, but in any event no later than two (2) Business Days after receipt of a duly completed Exercise Form and/or a Put Notice, as the case may be, and the payment referred to in clause 1.2(a)(3) and/or clause 1.2(b)(2) , the Company must cause its securities registrar to:
  - (1) issue and Electronically Deliver the Shares in respect of which the Options are so exercised by the Option holder and/or the Company, as the case may be; and
  - (2) provide to the Option holder holding statements evidencing that such Shares have been recorded on the Share register.

### **1.3 Bonus Issues**

If prior to an exercise of an Option, but after the issue of the Option, the Company makes an issue of Shares by way of capitalisation of profits or out of its reserves (other than pursuant to a dividend reinvestment plan), pursuant to an offer of such Shares to at least all the holders of Shares resident in Australia, then on exercise of the Option, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the date on which entitlements to the issue were calculated.

### **1.4 Rights Issues**

If prior to an exercise of an Option, but after the issue of the Option, any offer or invitation is made by the Company to at least all the holders of Shares resident in Australia for the subscription for cash with respect to Shares, options or other securities of the Company on a pro rata basis relative to those holders' Shareholding at the time of the offer, the Options Exercise Price will be reduced as specified in the Listing Rules in relation to pro-rata issues (except bonus issues).

### **1.5 Reconstruction of Capital**

In the event of a consolidation, subdivision or similar reconstruction of the issued capital of the Company, and subject to such changes as are necessary to comply with the Listing Rules applying to a reconstruction of capital at the time of the reconstruction:

- (a) the number of the Shares to which each Option holder is entitled on exercise of the outstanding Options will be reduced or increased in the same proportion as, and the nature of the Shares will be modified to the same extent that, the issued capital of the Company is consolidated, subdivided or reconstructed (subject to the same provisions with respect to rounding of entitlements as sanctioned by the meeting of Shareholders approving the consolidation, subdivision or reconstruction);
- (b) an appropriate adjustment will be made to the Options Exercise Price of the outstanding Options, with the intent that the total amount payable on exercise of the Options will not alter; and
- (c) An appropriate adjustment will be made to the minimum VWAP requirement to exercise the Put Option under clause 1.1(b).

### **1.6 Cumulative Adjustments**

Full effect will be given to the provisions of clauses 1.3 to 1.5, as and when occasions of their application arise and in such manner that the effects of the successive applications of them are cumulative, the intention being that the adjustments they progressively effect will be such as to reflect, in relation to the Shares issuable on exercise of the Options outstanding, the adjustments which on the occasions in question are progressively effected in relation to Shares already on issue.

### **1.7 Notice of Adjustments**

Whenever the number of Shares over which an Option is exercisable, or the Options Exercise Price, is adjusted pursuant to the Agreement, the Company must give notice of the adjustment to all the Option holders as soon as reasonably practicable and in any event, within three (3) Business Days.

### **1.8 Rights Prior to Exercise**

Prior to its exercise, an Option does not confer a right on the Option holder to participate in a new issue of securities by the Company.

### **1.9 Redemption**

The Options will not be redeemable by the Company.

### **1.10 Assignability and Transferability**

The Options will be freely assignable and transferable, subject to the provisions of Chapter 6D of the Corporations Act and the applicable Law.

## Interpretation

**ASX** means the ASX Limited ACN 008 624 691;

**ASX Listing Rules** of the ASX;

**Board** means the board of Directors of the Company;

**Company** means Aus Tin Mining Limited ACN 122 957 322;

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended, varied or replaced from time to time;

**Director** means a director of the Company;

**Explanatory Memorandum** means this explanatory memorandum accompanying the Notice of Meeting;

**Meeting** or **Extraordinary General Meeting** means the extraordinary general meeting to be held on 22 June 2018;

**Notice of Meeting** or **Notice** means this Notice of Meeting convening the Meeting and the Explanatory Memorandum;

**Ordinary Resolution** means a Resolution passed by more than 50% of the votes cast at a general meeting of Shareholders;

**Resolution** means a resolution proposed at the Meeting;

**Share** means an ordinary fully paid share in the issued capital of the Company;

**Shareholder** means a holder of Shares in the Company;

**Trading Days** has the meaning given to that term in Listing Rule 19.12 of the ASX Listing Rules; and

**Volume weighted average market price** has the meaning given to that term in Listing Rule 19.12 of the ASX Listing Rules.

## ENQUIRIES

Any enquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Karl Schlobohm (the **Company Secretary**), at Level 27, 111 Eagle Street Brisbane QLD 4000, or on (07) 3303-0620 or [kschlobohm@austinmining.com.au](mailto:kschlobohm@austinmining.com.au)

## Notes

### ***Entitlement to Vote***

The Board has determined in accordance with the *Corporations Regulations 2001*, that those Shareholders in the Company entitled to attend and vote at the Meeting, shall be those persons recorded in the register of Shareholders as at 6:00pm (Brisbane Time) on 20 June 2018. Accordingly, transactions to transfer Shares in the Company registered after that time will be disregarded for the purposes of determining entitlements to attend and vote at the Meeting.

### ***How to Vote***

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

### ***Voting in Person***

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

### ***Voting by Proxy***

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to vote on their behalf (the **Proxy**). Where a Shareholder is entitled to cast two or more votes, they may appoint two Proxies and may specify the proportion or number of votes each Proxy is appointed to exercise. Where the appointment does not specify the proportion or number of votes each Proxy may exercise, each Proxy may exercise half of the votes. A Proxy need not be a Shareholder of the Company. Shareholders who are a body corporate are able to appoint representatives to attend and vote at the Meeting under Section 250D of the Corporations Act.

If a representative of the Company is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

### ***Signing instructions***

You must sign the Proxy Form provided with this Notice as follows in the spaces provided:

- Individual:** Where the holding is in one name, the holder must sign.
- Joint Holding:** Where the holding is in more than one name, either security holder may sign.
- Power of Attorney:** To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.

Please indicate the office held by signing in the appropriate place.

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

**Completed Proxy Forms can be returned to the Company Secretary by either mail to GPO Box 5261, Brisbane, Qld 4001; facsimile to (07) 3303-0681; or scanned and emailed to [kschlobohm@austinmining.com.au](mailto:kschlobohm@austinmining.com.au).**

**PROXY FORM**

**STEP 1: APPOINTMENT OF PROXY**

<u>Name</u>	<b>No. of Shares</b>

I/We being Shareholder(s) of Aus Tin Mining Limited ACN 122 957 322 (the **Company**) hereby appoint as my proxy for the General Meeting of the Company to be held at 11:00 am (Brisbane time) on 22 June 2018 (the **Meeting**) and any adjournment thereof (the **Proxy**):

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

*Note: write here the name of the person you are appointing as Proxy if this person is someone other than the Chairman of the Meeting. Leave this box blank if you have selected the Chairman to be your Proxy. **Do not insert your own name.***

or failing the individual body corporate named, or if no individual body corporate is named, then the Chairman of the Meeting (the **Chairman**), to act generally at the Meeting on my/our behalf, and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the Proxy sees fit).

**IMPORTANT NOTE**

Where I/we have appointed the Chairman as our in Proxy (or he becomes our Proxy by default), we acknowledge that the Chairman intends to vote undirected proxies in favour of each Resolution. We also acknowledge and accept that in exceptional circumstances the Chairman of the Meeting may change his / her voting intention for any Resolution, in which case an ASX announcement will be made.

If no directions are given, we acknowledge and accept that the Proxy may vote as the Proxy thinks fit or may abstain from voting at all, subject to compliance with the Corporations Act. By signing this appointment, we acknowledge that the Proxy (whether voting in accordance with our directions or voting in their discretion under an undirected Proxy) may exercise our proxy even if he/s he has an interest in the outcome of the Resolution and even if votes cast by him/her other than as proxy holder will be disregarded because of that interest, subject to compliance with the Corporations Act. If two proxies are appointed, the proportion of voting rights this Proxy is authorised to exercise is .....%. (An additional proxy form will be supplied by the Company on request). If we wish to appoint the Proxy to exercise voting power over only some of our Shares, the number of Shares in respect of which this Proxy is to operate is ..... Shares (Note: the Proxy will be over all Shares if left blank).

**STEP 2: VOTING DIRECTIONS**

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

Resolutions	For	Against	Abstain
1. Ratification of 158,000,000 Previously Issued Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of 90,512,800 Conversion Shares and 31,250,000 Fee Options previously issued to The Lind Partners	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval for the conversion of debts owed to DGR Global Limited through the issue of Shares to DGR Global Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the Issue of Equity Securities to Australian Special Opportunities Fund LP, managed by The Lind Partners	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Individual or Security holder 1

Sole Director and Secretary

Security holder 2

Director

Security holder 3

Director/Company Secretary

\_\_\_\_\_  
Contact Name

\_\_\_\_\_  
Contact Daytime Telephone

\_\_\_\_\_  
Date

**Shareholders are encouraged to receive the Company's communication electronically, simply complete and return the attached Communication Form or provide your email address as below.**

**Email Address** \_\_\_\_\_

## **How to Complete this Proxy Form**

### **1 Your Name and Address**

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your shares in the Company (your Shares) by using this form.

### **2 Appointment of a Proxy**

If you wish to appoint the Chairman of the Meeting as your Proxy, mark the box in "STEP 1: APPOINTMENT OF PROXY" of the Proxy Form. If the person you wish to appoint as your Proxy is someone other than the Chairman of the Meeting please write the name of that person in "STEP 1: APPOINTMENT OF PROXY" of this Proxy Form. If you leave this section blank, or your named Proxy does not attend the Meeting, the Chairman of the Meeting will be your Proxy. A Proxy need not be a Shareholder of the company. A Proxy may be an individual or a body corporate.

### **3 Votes on Items of Business**

You should direct your Proxy how to vote by placing a mark in one of the boxes opposite each Resolution/item of business in STEP 2: VOTING DIRECTIONS of the Proxy Form. All your Shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution/item of business by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolution/item of business, your Proxy may vote as he or she chooses. If you mark more than one box on a Resolution/item of business, your vote on that Resolution/item of business will be invalid.

### **4 Exercise of undirected proxies by the Chairman**

The Chairman of the Meeting intends to vote undirected proxies in favour of all Resolutions/items of business. If you do not wish to authorise the Chairman to vote your Proxy in this way, you should direct your Proxy in accordance with the instructions in this Proxy Form.

### **5 Appointment of a Second Proxy**

You are entitled to appoint up to two persons as Proxies to attend the Meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy Form may be obtained by telephoning the Company or you may copy this form.

To appoint a second Proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of Shares applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### **6 Signing Instructions**

You must sign this form as follows in the spaces provided:

<b>Individual:</b>	where the holding is in one name, the holder must sign.
<b>Joint Holding:</b>	where the holding is in more than one name, all security holders should sign.
<b>Power of Attorney:</b>	to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

### **7 Lodgement of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below by 11:00am on 20 June 2018, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy forms may be lodged using the reply paid envelope or posting as follows:

Aus Tin Mining Limited  
GPO Box 5261  
Brisbane QLD 4001

or by facsimile to (07) 3303-0681, or by scanning and emailing it to [kschlobohm@austinmining.com.au](mailto:kschlobohm@austinmining.com.au)