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# ERRAWARRA RESOURCES LTD

ACN 155 472 834

## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders will be held at 9.30am (WST) on Friday, 23 November 2018 at The London House Conference Room, Ground floor, London House, 216 St Georges Terrace, Perth, Western Australia.

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 4.00pm (WST) on 21 November 2018.

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

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### VOTING

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#### YOUR VOTE IS IMPORTANT

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

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#### VOTING IN PERSON

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

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#### VOTING BY PROXY

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

- (a) **post** to PO Box 1227, West Perth, Western Australia 6872; or
- (b) **email** to the Company at [info@errawarra.com](mailto:info@errawarra.com).

so that it is received not later than 9.30am (WST) on 21 November 2018.

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

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### AGENDA

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#### ORDINARY BUSINESS

##### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report (available on [www.errawarra.com](http://www.errawarra.com)).

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##### 2. RESOLUTION 1 – RE-ELECTION OF MR MARKUS BACHMANN


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

*"That, for the purposes of clause 11.3 of the Company's constitution and for all other purposes, Mr Markus Bachmann retires by rotation, and being eligible, is re-elected as a Director."*

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**DATED: 18 OCTOBER 2018**

**BY ORDER OF THE BOARD**



**DAMIAN HICKS  
EXECUTIVE DIRECTOR  
ERRAWARRA RESOURCES LTD**

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### EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the 2018 Annual General Meeting.

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether to pass the Resolutions in the Notice of Meeting.

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#### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

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#### 2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR

Clause 11.3 of the Constitution requires that if the Company has three or more Directors, one third (or the number nearest one-third) of those Directors must retire at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period more than 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.

The Company currently has three Directors and accordingly one must retire. A Director who retires by rotation under clause 11.3 of the Constitution is eligible for re-election.

The Board considers that the Director seeking re-election demonstrate commitment to his role, that the Director continues to make a valuable contribution to the Board and that the Board as a whole has an appropriate mix of skills, backgrounds, knowledge, experience and diversity to operate effectively. **Accordingly, the Board recommends to shareholders the re-election of the retiring Director who offers himself for re-election.**

The biographical details, skills and experience of the Directors standing for re-election is set out below.

**Mr Markus Bachmann** retires by rotation and seeks re-election.

Mr Bachmann was a founding Director of Errawarra Resources Ltd and appointed to the position of Director on 2 February 2012.

Mr Markus Bachmann holds a Master (MA) in Business and Economics (cum laude) from the University of Berne, Switzerland. Markus started his career in the corporate finance department of the Credit Suisse Group, before joining SBC Brinson Asset Management Emerging Markets team in 1997. There he was assigned responsibility for the analysis and portfolio management for the equity markets of Greece, Portugal, the Middle East (including Israel) and Africa. In 2000 he joined Coronation Fund Managers in Cape Town, South Africa, as a senior manager for various retail products and institutional mandates. In 2001 he received the S&P Award for the best performing large cap equity unit trust in South Africa. Markus co-funded Craton Capital in 2003. He is the Manager of the Craton Capital Precious Metal Fund and the Global Resources Fund. Under his management, the Craton Capital funds received a number of prestigious industry awards for management and performance excellence, including Sauren Golden Award, Euro am Sonntag and Mining Journal Outstanding Achievement.

The Board recommends the re-election of Mr Bachmann.

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### GLOSSARY

**\$** means Australian dollars.

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

**ASIC** means the Australian Securities and Investments Commission.

**Board** means the current board of directors of the Company.

**Company** means Errawarra Resources Ltd (ACN 155 472 834).

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

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

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

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

**Proxy Form** means the proxy form accompanying the Notice of Meeting.

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

**Shareholder** means a holder of a Share.

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

# ERRAWARRA RESOURCES LTD

## PROXY FORM

### 2018 ANNUAL GENERAL MEETING

Shareholder name and address

**Change of address.** If incorrect, mark this box and make the correction in the space to the left.

#### Appoint a Proxy to Vote on Your Behalf

I/We being a Member of Equity & Royalty Investments Ltd entitled to attend and vote at the Meeting, hereby appoint

the Chairman of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at The London House Conference Room, Ground floor, London House, 216 St Georges Terrace, Perth Western Australia on Friday, 23 November 2018 at 9.30am (WST) and at any adjournment thereof.

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

**NOTE:** If you mark the **ABSTAIN** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Resolution 1

Re-Election of Mr Markus Bachmann

FOR

AGAINST

ABSTAIN

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

%

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

#### Signature of Shareholder(s)

**NOTE:** This section must be completed.

Individual or Shareholder 1

Sole Director and  
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact  
name

\_\_\_\_\_

Contact  
number

\_\_\_\_\_

Date

\_\_\_\_\_

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

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
  - 2 directors of the company;
  - a director and a company secretary of the company; or
  - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.