



AUTECO MINERALS LIMITED

ACN 110 336 733

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME: 10:00am WST

DATE: 29 March 2019

PLACE: Level 3, 24 Outram Street
WEST PERTH WA 6005

This Notice of Extraordinary General 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 Extraordinary General Meeting please do not hesitate to contact the Company Secretary on +61 8 8232 8320

CONTENTS PAGE

Business of the Meeting	3
Explanatory Statement	7
Glossary	17
Annexure A – Terms of Options	18

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that an Extraordinary General Meeting of the shareholders to which this Notice of Extraordinary General Meeting relates will be held at 10:00am (WST), in the Level 3, 24 Outram Street West Perth on 29 March 2019

YOUR VOTE IS IMPORTANT

The business of the Extraordinary 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 Extraordinary General Meeting are those who are registered shareholders at 7.00 pm WST on 27 March 2019

VOTING IN PERSON

To vote in person, attend the Extraordinary 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 Auteco Minerals Limited; 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.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Broadly, these sections provide 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 are 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 Auteco Minerals Limited 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.

PROXIES

A shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on the shareholder's behalf. If the shareholder is entitled to cast two or more votes at the meeting, the shareholder may appoint up to two proxies to attend and vote on the shareholder's behalf.

If a shareholder appoints two proxies, each proxy must be appointed to represent a specified proportion or number of the shareholder's votes. Absent this specification, on a poll, each proxy may exercise half the votes.

A proxy can be either an individual or a body corporate and need not be a shareholder of the Company. If a shareholder appoints a body corporate as proxy, the body corporate will need to appoint an individual as its corporate representative and provide satisfactory evidence of this appointment.

If a shareholder's instruction is to abstain from voting for a particular item of business, the shareholders' votes will not be counted in computing the required majority on a poll.

To appoint a proxy, a proxy form must be signed by the shareholder or the shareholder's attorney duly authorised in writing. If the shareholder is a corporation, the proxy form must be signed in accordance with section 127 of the Corporations Act. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the commencement of the meeting. Proxy forms and authorities may be sent to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne VIC 3001, or by facsimile to Computershare on (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555 or the Company on +61 8 8232 8811.

Shareholders who forward their proxy forms by fax must make available the original executed form of the proxy for production at the meeting, if called upon to do so.

Vote electronically by casting votes online at www.investorvote.com.au and follow the prompts. To use this facility, you will need your holder number (SRN or HIN), postcode and control number as shown on the proxy form.

Custodian voting - For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions.

DEFINED TERMS

Capitalised terms in this Notice of Extraordinary General Meeting and Explanatory Statement are defined either in the "Glossary" section or where the relevant term is first used.

ASX

A final copy of this Notice of Extraordinary General Meeting and Explanatory Statement has been lodged with ASX. Neither ASX nor any of its respective officers takes any responsibility for the contents of this document.

BUSINESS OF THE MEETING

AGENDA

1. **RESOLUTION 1 – APPROVAL TO ISSUE SHARES AS A PLACEMENT UNDER LISTING RULE 7.1**

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

“That for the purpose of ASX Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue up to 100,000,000 fully paid ordinary shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by a person (and their associates) who is expected to participate in the proposed issue and a person (and their associates) who will obtain a material benefit as a result of the proposed issue, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company need not disregard a vote if:

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

2. **RESOLUTION 2 – ISSUE OF ADVISOR OPTIONS TO MR STEVE PARSONS**

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

“That for the purpose of ASX Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue 25,000,000 options to acquire fully paid ordinary shares, exercisable at \$0.007 each to Steve Parsons (and/or his nominee(s)) at an issue price of \$0.00001 each on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by a person (and their associates) who is expected to participate in the proposed issue and a person (and their associates) who will obtain a material benefit as a result of the proposed issue, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company need not disregard a vote if:

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

3. **RESOLUTION 3 – ISSUE OF ADVISOR OPTIONS TO MR MARCUS HARDEN**

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

“That for the purpose of ASX Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue 10,000,000 options to acquire fully paid ordinary shares, exercisable at \$0.007 each to Marcus Harden (and/or his nominee(s)) at an issue price of \$0.00001 each on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by a person (and their associates) who is expected to participate in the proposed issue and a person (and their associates) who will obtain a material benefit as a result of the proposed issue, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company need not disregard a vote if:

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

4. RESOLUTION 4 – APPROVAL TO ISSUE DIRECTOR OPTIONS TO MR MICHAEL NAYLOR

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

“That, for the purposes of Chapter 2E of the Corporations Act 2001 (Cth) and ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 20,000,000 options to acquire fully paid shares with an exercise price of \$0.007 each to Mr Michael Naylor (or his nominee), at an issue price of \$0.00001 each on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by a person (and their associates) who is expected to participate in the proposed issue and a person (and their associates) who will obtain a material benefit as a result of the proposed issue, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company need not disregard a vote if:

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

Further, a vote on Resolution 4 must not be cast as a proxy by or on behalf of any of the following persons:

- (i) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- (ii) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 4 as a proxy if the vote is not cast on behalf of a person described above and either:

- (i) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (ii) the person is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

5. RESOLUTION 5 – APPROVAL TO ISSUE DIRECTOR OPTIONS TO MR SAM BROOKS

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

“That, for the purposes of Chapter 2E of the Corporations Act 2001 (Cth) and ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 options to acquire fully paid shares with an exercise price of \$0.007 each to Mr Sam Brooks (or his nominee), at an issue price of \$0.00001 each on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by a person (and their associates) who is expected to participate in the proposed issue and a person (and their associates) who will obtain a material benefit as a result of the proposed issue, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company need not disregard a vote if:

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

Further, a vote on Resolution 5 must not be cast as a proxy by or on behalf of any of the following persons:

- (i) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- (ii) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 5 as a proxy if the vote is not cast on behalf of a person described above and either:

- (i) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (ii) the person is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

6. RESOLUTION 6 – APPROVAL TO ISSUE DIRECTOR OPTIONS TO MR IAN GORDON

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

“That, for the purposes of Chapter 2E of the Corporations Act 2001 (Cth) and ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 options to acquire fully paid shares with an exercise price of \$0.007 each to Mr Ian Gordon (or his nominee), at an issue price of \$0.00001 each on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by a person (and their associates) who is expected to participate in the proposed issue and a person (and their associates) who will obtain a material benefit as a result of the proposed issue, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company need not disregard a vote if:

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

Further, a vote on Resolution 6 must not be cast as a proxy by or on behalf of any of the following persons:

- (i) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- (ii) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 6 as a proxy if the vote is not cast on behalf of a person described above and either:

- (i) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or

- (ii) the person is the chair of the meeting and the appointment of the chair as proxy:
- does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

7. **RESOLUTION 7 – RATIFICATION OF A PREVIOUS ISSUE OF SHARES**

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

“That approval be given for the purpose of ASX Listing Rule 7.4 and for all other purposes, for the issue of 180,000,000 fully paid ordinary shares at \$0.002 per fully paid ordinary share on 30 November 2018 on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this resolution by a person (and their associates) who is expected to participate in the proposed issue and a person (and their associates) who will obtain a material benefit as a result of the proposed issue, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company need not disregard a vote if:

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

Dated: 1 March 2019

By Order of the Board

Ms Kaitlin Smith
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.

8. **RESOLUTION 1 – APPROVAL TO ISSUE SHARES AS A PLACEMENT UNDER LISTING RULE 7.1**

ASX Listing Rule 7.1 sets out the basic prohibition on an entity issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the entity's ordinary securities. An issue in excess of the 15% limit can be made with the approval of holders of ordinary securities.

Resolution 1 seeks approval by shareholders under ASX Listing Rule 7.1 for the issue of up to 100,000,000 fully paid ordinary shares to sophisticated and professional investors.

The following additional information is provided pursuant to the requirements of ASX Listing Rule 7.3:

- the Company will issue up to 100,000,000 fully paid ordinary shares;
- the issue price will be \$0.005 per fully paid ordinary share;
- the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- The shares will be issued to sophisticated and professional investors;
- the shares will be issued on the same terms as the Company's existing issued fully paid ordinary shares;
- up to \$500,000 will be raised from the issue of the shares;
- Funds raised from the issue of shares will be used on follow up drilling programs at the Company's Limestone Well Project, acquisition of new projects and for working capital purposes;
- a voting exclusion statement is included in the Notice.

The Directors recommend shareholders vote in favour of this resolution.

9. **RESOLUTION 2 – ISSUE OF ADVISOR OPTIONS TO MR STEVE PARSONS**

ASX Listing Rule 7.1 sets out the basic prohibition on an entity issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the entity's ordinary securities. An issue in excess of the 15% limit can be made with the approval of holders of ordinary securities.

Resolution 2 seeks approval by shareholders under ASX Listing Rule 7.1 for the issue of 25,000,000 options exercisable at \$0.007 per option, on or before 4 years after issue to Mr Steve Parsons (and/or his nominee(s)).

Steve Parsons is a management consultant providing assistance with project generation and corporate advisory services. Mr Parsons is not a related party of the Company under S228 of the Corporations ACT 2001 (Cth)

The following additional information is provided pursuant to the requirements of ASX Listing Rule 7.3:

- the Company will issue 25,000,000 Options exercisable at \$0.007 per option;
- the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- the issue price will be \$0.00001 per option;
- the options will be issued to Mr Steve Parsons (and/or his nominee(s));
- upon exercise of the options, the shares will be issued on the same terms as the Company's existing issued fully paid ordinary shares;
- the options will be issued on the terms set out in Annexure A to this Notice;
- \$250 will be raised from the issue of the options;
- a voting exclusion statement is included in the Notice.

The Directors recommend shareholders vote in favour of this resolution.

10. **RESOLUTION 3 – ISSUE OF ADVISOR OPTIONS TO MR MARCUS HARDEN**

ASX Listing Rule 7.1 sets out the basic prohibition on an entity issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the entity's ordinary securities. An issue in excess of the 15% limit can be made with the approval of holders of ordinary securities.

Resolution 3 seeks approval by shareholders under ASX Listing Rule 7.1 for the issue of 10,000,000 options exercisable at \$0.007 per option, on or before 4 years after issue to Mr Marcus Harden (and/or his nominee(s)).

Marcus Harden is a technical consultant providing assistance with project generation and appraisal and on ground exploration. Mr Harden is not a related party of the Company under S228 of the Corporations ACT 2001 (Cth)

The following additional information is provided pursuant to the requirements of ASX Listing Rule 7.3:

- the Company will issue 10,000,000 Options exercisable at \$0.007 per option;
- the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- the issue price will be \$0.00001 per option;
- the options will be issued to Mr Marcus Harden (and/or his nominee(s));
- upon exercise of the options, the shares will be issued on the same terms as the Company's existing issued fully paid ordinary shares;
- the options will be issued on the terms set out in Annexure A to this Notice;
- \$100 will be raised from the issue of the options;
- a voting exclusion statement is included in the Notice.

The Directors recommend shareholders vote in favour of this resolution.

11. **RESOLUTION 4 – APPROVAL TO ISSUE DIRECTOR OPTIONS TO MR MICHAEL NAYLOR**
11.1 General

Resolution 4 seeks Shareholder approval for the issue of 20,000,000 Options to Mr Michael Naylor (or his nominee).

11.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Options constitutes giving a financial benefit to Mr Naylor whom is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Naylor as he has a material personal interest in Resolution 4) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is required in respect of the issue of Options to Mr Naylor (or his nominee) on the basis that this constitutes the giving of a financial benefit to Mr Naylor as a related party under section 208 of the Corporations Act by virtue of Mr Naylor being a Director..

11.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies. As resolution 4 involves the issue of Options to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

11.4 Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the issue:

- (a) the Options will be issued to Mr Michael Naylor (or his nominee/s);
- (b) the maximum number of Options to be issued is 20,000,000 Options to Mr Michael Naylor (or his nominee);
- (c) the Options 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 ASX Listing Rules);
- (d) the issue price of the Options will be \$0.00001 per Option, being the same as other Options proposed for issue contained within this Notice;
- (e) the expiry date of the Options will be 4 years after issue;
- (f) the exercise price of the Options will be \$0.007. Upon exercise of the Options, 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; and
- (g) the funds raised on issue and exercise of the options will be used towards drilling and on ground exploration at Limestone Well, project appraisal and review costs and corporate costs requirements;
- (h) a voting exclusion statement is included in the Notice.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of Options the subject of resolution 5 as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Options will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

General Information

The Company discloses the following information concerning the value of the options to be issued in relation to Resolution 4. A fair value for the options to be issued has been calculated using a Black Scholes methodology and based on a number of assumptions, set out below. The Board believes this valuation model is appropriate to the circumstances and has not used any other valuation or other models in proposing the terms of the options.

The stated valuation does not constitute and should not be taken as audited financial information. The reportable value of the employee benefit expense in subsequent financial periods may vary due to a range of timing and other factors. In particular, the figures were calculated effective as at 8 February 2019.

Underlying price (share price as at 8 th February being end of day closing price)	\$0.006
Exercise (strike)	\$0.007
Volatility	198.7%
Expiry Date	4 years
Risk free rate	1.5%
Option Value	\$0.0057
Total number of options issued	20,000,000
Total employee benefit expense	\$114,000

A significant factor in the determination of the final value of options will be the ultimate share price at the date of final option grant (which will be on or around the date of approval by the shareholders if Such approval is obtained). The following table details total employee benefit expense based on the highest and lowest closing prices of the Shares traded on the ASX over the 12 months ending on 8 February 2019

	Highest Price	Lowest Price
Closing Date (\$)	\$0.008	\$0.002
Date	19/01/2018	26/11/2018
Total employee benefits expense	\$153,200	\$36,800

As such if it is assumed all other factors are equal, where the share price increases above the \$0.006 disclosed above the final value of options granted will increase, and conversely where the share price reduces the final value of options granted will also reduce.

Remuneration

Excluding the value of the options, Mr Naylor currently receives the below emoluments for his position as non-executive Director. As at the date of this notice, the amount stated is per annum comprising salary, superannuation contributions for the 2018/2019 financial year:

- (a) Mr Naylor has not received any remuneration since his appointment in December 2018.
- (b) Apart from the options that are the subject of the Resolution, at the date of this notice, no other short or long term incentives are payable to Mr Naylor.

Additional Listing Rule 10.15 disclosures

There are no loan arrangements with the Directors in relation to the acquisition of the options.

Financial Benefit — Details and reasons

Approval has been sought for the giving of a financial benefit to Mr Naylor as a related party under section 208 Corporations Act by virtue of Mr Naylor being a Director. Section 229(3)(e) Corporations Act provides that the 'issuing of securities or granting of an option to a related party' (which includes a director of an entity) is an example of the giving of a financial benefit.

The amount, terms and value (subject to the stated assumptions) of those options are set out above.

The reasons for giving this financial benefit are:

- (a) the Company wishes to maximise the use of its cash resources towards other strategic Initiatives and equity based incentives such as options are used to supplement cash based remuneration;
- (b) the total quantum of options to be issued to Mr Naylor is moderate in number and the issue of options will act as an incentive for future growth of the business;
- (c) option terms are designed to incentivise the Directors to maximise the Company's longer term development and growth;
- (d) equity based incentives, such as options, assist in the alignment of Shareholders and directors' interests;
- (e) the Company believes the associated expense is limited and the nature of the options package proposed is commensurate with market practice.

On this basis the Company believes the giving of the benefits, as constituted by the issue of the options to Mr Naylor is in the best interests of the Company and its Shareholders.

Existing interests and the dilutionary effect on other members' interests

The effect that the exercise of the options will have on the interests of Mr Naylor relative to other members' interests is set out in the following table. The table assumes no further issues of shares in, or reconstruction of the capital of, the Company during the time between issue and exercise of the option.

The total number of shares on issue in the capital of the Company	902,464,650
Shares currently held by Mr Naylor	-
% of shares currently held by Mr Naylor	-
Options to be issued under Resolution 5	20,000,000

Existing options held by	-
Shares will be held following the exercise of all options held by Mr Naylor	20,000,000
% of Shares that would be held by Mr Naylor assuming no other options were exercised	0.02%

Directors' Recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

12. RESOLUTION 5 – APPROVAL TO ISSUE DIRECTOR OPTIONS TO MR SAM BROOKS

12.1 General

Resolution 5 seeks Shareholder approval for the issue of 10,000,000 Options to Mr Sam Brooks (or his nominee).

12.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Options constitutes giving a financial benefit to Mr Brooks whom is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Brooks as he has a material personal interest in Resolution 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is required in respect of the issue of Options to Mr Brooks (or his nominee) on the basis that this constitutes the giving of a financial benefit to Mr Brooks as a related party under section 208 of the Corporations Act by virtue of Mr Brooks being a Director.

12.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies. As resolution 4 involves the issue of Options to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

12.4 Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the issue:

- (a) the Options will be issued to Mr Sam Brooks (or his nominee/s);
- (b) the maximum number of Options to be issued is 10,000,000 Options to Mr Sam Brooks (or his nominee);
- (c) the Options 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 ASX Listing Rules);
- (d) the issue price of the Options will be \$0.00001 per Option, being the same as other Options proposed for issue contained within this Notice;
- (e) the expiry date of the Options will be 4 years after issue;

(f) the exercise price of the Options will be \$0.007. Upon exercise of the Options, 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;

(g) the funds raised on issue and exercise of the options will be used towards drilling and on ground exploration at Limestone Well, project appraisal and review costs and corporate costs requirements;

(h) a voting exclusion statement is included in the Notice.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of Options the subject of resolution 5 as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Options will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

General Information

The Company discloses the following information concerning the value of the options to be issued in relation to Resolution 5. A fair value for the options to be issued has been calculated using a Black Scholes methodology and based on a number of assumptions, set out below. The Board believes this valuation model is appropriate to the circumstances and has not used any other valuation or other models in proposing the terms of the options.

The stated valuation does not constitute and should not be taken as audited financial information. The reportable value of the employee benefit expense in subsequent financial periods may vary due to a range of timing and other factors. In particular, the figures were calculated effective as at 8 February 2019.

Underlying price (share price as at 8 th February being end of day closing price)	\$0.006
Exercise (strike)	\$0.007
Volatility	198.7%
Expiry Date	4 years
Risk free rate	1.5%
Option Value	\$0.0057
Total number of options issued	10,000,000
Total employee benefit expense	\$57,000

A significant factor in the determination of the final value of options will be the ultimate share price at the date of final option grant (which will be on or around the date of approval by the shareholders if Such approval is obtained). The following table details total employee benefit expense based on the highest and lowest closing prices of the Shares traded on the ASX over the 12 months ending on 8 February 2019

	Highest Price	Lowest Price
Closing Date (\$)	\$0.008	\$0.002
Date	19/01/2018	26/11/2018
Total employee benefits expense	\$76,600	\$18,400

As such if it is assumed all other factors are equal, where the share price increases above the \$0.006 disclosed above the final value of options granted will increase, and conversely where the share price reduces the final value of options granted will also reduce.

Remuneration

Excluding the value of the options, Mr Brooks currently receives the below emoluments for his position as non-executive Director. As at the date of this notice, the amount stated is per annum comprising salary, superannuation contributions for the 2018/2019 financial year:

- (a) Mr Brooks has not received any remuneration since his appointment in December 2018.
- (b) Apart from the options that are the subject of the Resolution, at the date of this notice, no other short or long term incentives are payable to Mr Brooks.

Additional Listing Rule 10.15 disclosures

There are no loan arrangements with the Directors in relation to the acquisition of the options.

Financial Benefit — Details and reasons

Approval has been sought for the giving of a financial benefit to Mr Brooks as a related party under section 208 Corporations Act by virtue of Mr Brooks being a Director. Section 229(3)(e) Corporations Act provides that the 'issuing of securities or granting of an option to a related party' (which includes a director of an entity) is an example of the giving of a financial benefit.

The amount, terms and value (subject to the stated assumptions) of those options are set out above.

The reasons for giving this financial benefit are:

- (a) the Company wishes to maximise the use of its cash resources towards other strategic Initiatives and equity based incentives such as options are used to supplement cash based remuneration;
- (b) the total quantum of options to be issued to Mr Brooks is moderate in number and the issue of options will act as an incentive for future growth of the business;
- (c) option terms are designed to incentivise the Directors to maximise the Company's longer term development and growth;
- (d) equity based incentives, such as options, assist in the alignment of Shareholders and directors' interests;
- (e) the Company believes the associated expense is limited and the nature of the options package proposed is commensurate with market practice.

On this basis the Company believes the giving of the benefits, as constituted by the issue of the options to Mr Brooks is in the best interests of the Company and its Shareholders.

Existing interests and the dilutionary effect on other members' interests

The effect that the exercise of the options will have on the interests of Mr Brooks relative to other members' interests is set out in the following table. The table assumes no further issues of shares in, or reconstruction of the capital of, the Company during the time between issue and exercise of the option.

The total number of shares on issue in the capital of the Company	902,464,650
Shares currently held by Mr Brooks	-
% of shares currently held by Mr Brooks	-
Options to be issued under Resolution 6	10,000,000
Existing options held by	-
Shares will be held following the exercise of all options held by Mr Brooks	10,000,000
% of Shares that would be held by Mr Brooks assuming no other options were exercised	0.01%

Directors' Recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

13. **RESOLUTION 6 – APPROVAL TO ISSUE DIRECTOR OPTIONS TO MR IAN GORDON**

13.1 General

Resolution 6 seeks Shareholder approval for the issue of 10,000,000 Options to Mr Ian Gordon (or his nominee).

13.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Options constitutes giving a financial benefit to Mr Gordon whom is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Gordon as he has a material personal interest in Resolution 6) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is required in respect of the issue of Options to Mr Gordon (or his nominee) on the basis that this constitutes the giving of a financial benefit to Mr Gordon as a related party under section 208 of the Corporations Act by virtue of Mr Gordon being a Director.

13.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies. As resolution 6 involves the issue of Options to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

13.4 Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the issue:

- (a) the Options will be issued to Mr Ian Gordon (or his nominee/s);
- (b) the maximum number of Options to be issued is 10,000,000 Options to Mr Ian Gordon (or his nominee);
- (c) the Options 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 ASX Listing Rules);
- (d) the issue price of the Options will be \$0.00001 per Option, being the same as other Options proposed for issue contained within this Notice;
- (e) the expiry date of the Options will be 4 years after issue;
- (f) the exercise price of the Options will be \$0.007. Upon exercise of the Options, 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;
- (g) the funds raised on issue and exercise of the options will be used towards drilling and on ground exploration at Limestone Well, project appraisal and review costs and corporate costs requirements;
- (h) a voting exclusion statement is included in the Notice.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of Options the subject of resolution 6 as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Options will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

General Information

The Company discloses the following information concerning the value of the options to be issued in relation to Resolution 6. A fair value for the options to be issued has been calculated using a Black Scholes methodology and based on a number of assumptions, set out below. The Board believes this valuation model is appropriate to the circumstances and has not used any other valuation or other models in proposing the terms of the options.

The stated valuation does not constitute and should not be taken as audited financial information. The reportable value of the employee benefit expense in subsequent financial periods may vary due to a range of timing and other factors. In particular, the figures were calculated effective as at 8 February 2019.

Underlying price (share price as at 8 th February being end of day closing price)	\$0.006
Exercise (strike)	\$0.007
Volatility	198.7%
Expiry Date	4 years
Risk free rate	1.5%
Option Value	\$0.0057
Total number of options issued	10,000,000
Total employee benefit expense	\$57,000

A significant factor in the determination of the final value of options will be the ultimate share price at the date of final option grant (which will be on or around the date of approval by the shareholders if Such approval is obtained). The following table details total employee benefit expense based on the highest and lowest closing prices of the Shares traded on the ASX over the 12 months ending on 8 February 2019

	Highest Price	Lowest Price
Closing Date (\$)	\$0.008	\$0.002
Date	19/01/2018	26/11/2018
Total employee benefits expense	\$76,600	\$18,400

As such if it is assumed all other factors are equal, where the share price increases above the \$0.006 disclosed above the final value of options granted will increase, and conversely where the share price reduces the final value of options granted will also reduce.

Remuneration

Excluding the value of the options, Mr Gordon currently receives the below emoluments for his position as non-executive Director. As at the date of this notice, the amount stated is per annum comprising salary, superannuation contributions for the 2018/2019 financial year:

- (a) Mr Gordon has received \$91,015.36 (Including \$7,896.33 of superannuation) remuneration since 30 June 2018.
- (b) Mr Gordon's salary up until 21 January was \$160,000 p/a where he became a Non-executive Director.
- (c) Apart from the options that are the subject of the Resolution, at the date of this notice, no other short or long term incentives are payable to Mr Gordon.

Additional Listing Rule 10.15 disclosures

There are no loan arrangements with the Directors in relation to the acquisition of the options.

Financial Benefit — Details and reasons

Approval has been sought for the giving of a financial benefit to Mr Brooks as a related party under section 208 Corporations Act by virtue of Mr Gordon being a Director. Section 229(3)(e) Corporations Act provides that the 'issuing of securities or granting of an option to a related party' (which includes a director of an entity) is an example of the giving of a financial benefit.

The amount, terms and value (subject to the stated assumptions) of those options are set out above.

The reasons for giving this financial benefit are:

- (a) the Company wishes to maximise the use of its cash resources towards other strategic Initiatives and equity based incentives such as options are used to supplement cash based remuneration;
- (b) the total quantum of options to be issued to Mr Gordon is moderate in number and the issue of options will act as an incentive for future growth of the business;
- (c) option terms are designed to incentivise the Directors to maximise the Company's longer term development and growth;
- (d) equity based incentives, such as options, assist in the alignment of Shareholders and directors' interests;
- (e) the Company believes the associated expense is limited and the nature of the options package proposed is commensurate with market practice.

On this basis the Company believes the giving of the benefits, as constituted by the issue of the options to Mr Gordon is in the best interests of the Company and its Shareholders.

Existing interests and the dilutionary effect on other members' interests

The effect that the exercise of the options will have on the interests of Mr Gordon relative to other members' interests is set out in the following table. The table assumes no further issues of shares in, or reconstruction of the capital of, the Company during the time between issue and exercise of the option.

The total number of shares on issue in the capital of the Company	902,464,650
Shares currently held by Mr Gordon	7,635,255
% of shares currently held by Mr Gordon	0.008%
Options to be issued under Resolution 7	10,000,000
Existing options held by Mr Gordon	10,000,000
Shares will be held following the exercise of all options held by Mr Gordon	27,635,255
% of Shares that would be held by Mr Gordon assuming no other options were exercised	0.02%

Directors' Recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

14. RESOLUTION 7 – RATIFICATION OF A PREVIOUS ISSUE OF SHARES

ASX Listing Rule 7.1 provides that (subject to certain exceptions) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

The issue of the shares detailed in Resolution 7 did not exceed the 15% limit referred to above. ASX Listing Rule 7.4 provides that where a company ratifies an issue of securities, the issue will be treated as having

been made with approval for the purpose of ASX Listing Rule 7.1, thereby refreshing the Company's 15% capacity and enabling it to issue further securities up to that limit.

Resolution 7 proposes the ratification and approval of the allotment and issue of shares for the purpose of satisfying the requirements of ASX Listing Rule 7.4.

In accordance with ASX Listing Rule 7.5, the following information is provided to shareholders:

- 180,000,000 ordinary fully paid shares were issued on 30 November 2018 without shareholder approval;
- the shares were issued to sophisticated and professional investors at \$0.002 per fully paid ordinary share;
- the shares rank equally in all respects with the Company's existing ordinary shares on issue;
- Fund raised from the issue of shares will be used on follow up drilling programs at the Company's Limestone Well Project, acquisition of new projects and for working capital purposes;
- a voting exclusion statement is included in the Notice.

15. ENQUIRIES

Shareholders are requested to contact Ms Kaitlin Smith on +61 8 8232 8320 if they have any queries in respect of the matters set out in this Notice.

GLOSSARY

\$ means Australian dollars.

Advisor Options means the options to acquire fully paid ordinary shares to be issued to Advisors of the Company (and/or nominee(s)) in accordance with Resolution 2 and 3, having the terms and conditions set out in Annexure A.

ASX means ASX Limited ACN 110 336 733 or the securities exchange operated by ASX Limited (as the context requires).

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of Auteco Minerals Limited.

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

Chair means the chair of the Meeting.

Company means Auteco Minerals Limited (ACN 110 336 733).

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of Auteco Minerals Limited.

Director Options means the options to acquire fully paid ordinary shares to be issued to Directors of the Company (and/or nominee(s)) in accordance with Resolution 4, 5 and 6, having the terms and conditions set out in Annexure A.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Meeting means the Extraordinary General Meeting convened by the Notice of Meeting.

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

Proxy Form means the proxy form accompanying the Notice.

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

ANNEXURE A TERMS OF OPTIONS

The Company has granted;

- a) 25,000,000 Advisor Options to Mr Steve Parsons (and/or nominee(s),
- b) 10,000,000 Advisor Options to Mr Marcus Harden (and/or nominee(s),
- c) 20,000,000 Director Options to Mr Michael Naylor (and/or nominee(s),
- d) 10,000,000 Director Options to Mr Sam Brooks (and/or nominee(s),
- e) 10,000,000 Director Options to Mr Ian Gordon (and/or nominee(s),

on the following terms and conditions;

1. Entitlement

Each Advisor and Director Option entitles the holder to subscribe for one fully paid ordinary share in the capital of the Company (Share) upon exercise of the Option. The Advisor and Director Options are issued at \$0.00001 per option.

2. Exercise Price and Expiry Date

The Advisor and Director Options have an exercise price of \$0.007 and an expiry date of 5:00pm (WST Australia) of 4 years after issue (Expiry Date).

An Advisor and Director Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

3. Exercise Period

The Advisor and Director Options are exercisable at any time and from time to time on or prior to the Expiry Date.

4. Quotation of the Advisor and Director Options

The Advisor and Director Options will be unquoted.

5. Transferability of the Advisor and Director Options

The Advisor and Director Options are transferable.

6. Notice of Exercise

The Advisor and Director Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

Any Notice of Exercise of an Option received by an Optionholder will be deemed to be a notice of the exercise of that Option as at the date of receipt.

7. 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 Advisor and Director Options with the appropriate remittance should be lodged at the Company's Registry.

8. Shares Issued on Exercise

Shares issued on exercise of the Advisor and Director Options rank equally with the then Shares of the Company.

9. Quotation of Shares on Exercise

Application will be made by the Company to ASX, on the Business Day the Shares are issued, for quotation of the Shares issued upon the exercise of the Advisor and Director Options.

10. Timing of Issue of Shares

(a) Subject to paragraph (b) below, within 3 Business Days after receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Advisor and Director Option being exercised, the Company must:

- (i) issue the Shares pursuant to the exercise of the Advisor and Director Options;
- (ii) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (iii) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Advisor and Director Options.

(b) If the Company is not then permitted to issue a cleansing notice under section 708A(5)(e) of the Corporations Act, the Company must either:

- (i) issue a prospectus on the date that the Shares are issued under paragraph (a) above (In which case the date for issuing those Shares may be extended to not more than 25 Business Days after the receipt of the Exercise Notice, to allow the Company time to prepare that prospectus); or
- (ii) issue a prospectus before the date that the Shares are issued under paragraph (a) above, provided that offers under that prospectus must still be open for acceptance on the date those Shares are issued,

in accordance with the requirements of section 708A(11) of the Corporations Act.

11. Participation in New Issues

There are no participation rights or entitlements inherent in the Advisor and Director Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Advisor and Director Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 3 Business Days after the issue is announced. This will give the holders of Advisor and Director Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

12. 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):

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


13. Adjustment for Entitlements Issue


If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a bonus issue, to which paragraph 12 will apply) there will be no adjustment of the Exercise Price of an Option or the number of Shares over which the Options are exercisable.

14. Adjustments for Reorganisation

If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholders will be varied in accordance with the Listing Rules.

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 556 161
(outside Australia) +61 3 9415 4000

Proxy Form



Vote online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 182448

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 10:00am (WST) Wednesday 27 March 2019**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged 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, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Auteco Minerals Limited 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 individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy 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) at the Extraordinary General Meeting of Auteco Minerals Limited to be held at Level 3, 24 Outram Street, WEST PERTH WA 6005 on Friday, 29 March 2019 at 10:00am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 4, 5 & 6** (except where I/we have indicated a different voting intention below) even though **Items 4, 5 & 6** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 4, 5 & 6** by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE 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.

	For	Against	Abstain
1. Approval to Issue Shares as a Placement under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Issue of Advisor Options to Mr Steve Parsons	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Issue of Advisor Options to Mr Marcus Harden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval to Issue Director Options to Mr Michael Naylor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval to Issue Director Options to Mr Sam Brooks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval to Issue Director Options to Mr Ian Gordon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Ratification of a previous Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /