

Dear Shareholders,

Notice Concerning the Company's General Meeting

Auteco Minerals Limited (ASX: AUT) (**Company**) shareholder meeting is scheduled to be held at the Ground Floor, 24 Outram Street, West Perth, Western Australia 6005 on Thursday, 13 May 2021 at 10.00am (AWST) (**Meeting**).

ASIC has adopted a temporary 'no-action' position in relation to the convening and holding of virtual meetings. The position follows on from the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020 which expired on 21 March 2021. ASIC's 'no action' policy facilitates electronic dispatch of notices of meeting. Accordingly, the Company will not be sending hard copies of the Notice of Meeting to shareholders who have not previously opted in to receiving electronic copies. Instead, the Notice of Meeting can be viewed and downloaded from the website link:

<https://www.autecominerals.com.au/investors/asx-announcements/#asx-announcements>

Based on the information available at the date of this Notice of Meeting, the Board considers it will be in a position to hold a physical meeting with appropriate measures in place to comply with Federal and State COVID-19 restrictions regarding gatherings. However, the Company strongly encourages Shareholders to submit completed Proxy Forms prior to the Meeting in accordance with the instructions set out in the Proxy Form and the Notice.

To assist the Company in ensuring that the Meeting is held in compliance with the COVID-19 restrictions, Shareholders who wish to attend the Meeting in person will need to register their attendance via cossec@autecominerals.com by no later than 10.00am (AWST) on Tuesday, 11 May 2021.

Shareholders are encouraged to vote online at www.investorvote.com.au (Control Number: 185111) or by returning the attached Proxy Form to Computershare Investor Services Pty Limited to the postal address or facsimile number indicated on the Proxy Form.

Your proxy voting instructions must be received by 10.00am (AWST) on Tuesday, 11 May 2021, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

If you have questions about your Proxy Form, please contact Computershare Investor Services on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

If the situation in relation to COVID-19 changes in a way affecting the ability to facilitate an in-person Meeting as currently proposed, the Company will provide a further update ahead of the Meeting by way of an announcement on the ASX market announcements platform.

Please contact the Company Secretary, Nicholas Katris on +61 8 9220 9030 if you require any further information.

For and on behalf of the Board.

A handwritten signature in black ink, appearing to read 'RS', followed by a horizontal line and a small 'S'.

Mr Ray Shorrock
Executive Chairman



**Auteco Minerals Limited
ACN 110 336 733**

Notice of General Meeting

A General Meeting of the Company will be held at the offices of the Company, at Ground Floor, 24 Outram Street, West Perth, Western Australia on Thursday, 13 May 2021 at 10.00am (WST).

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (08) 9220 9030.

Due to the ongoing COVID-19 pandemic, the Company is taking precautions to facilitate an in-person Meeting in accordance with COVID-19 restrictions. If the situation in relation to COVID-19 changes in a way affecting the ability to facilitate an in-person Meeting as currently proposed, the Company will provide a further update ahead of the Meeting by way of an announcement on the ASX market announcements platform.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice.

Auteco Minerals Limited
ACN 110 336 733
(Company)

Notice of General Meeting

Notice is hereby given that an General meeting of Shareholders of Auteco Minerals Limited will be held at the offices of the Company, at Ground Floor, 24 Outram Street, West Perth, Western Australia on Thursday, 13 May 2021 at 10.00am (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Tuesday, 11 May 2021 at 10.00am (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

Resolution 1 – Issue of Stage 1 Consideration Shares

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 100,000,000 Shares to First Mining Gold Corp (or its nominees) on the terms and conditions in the Explanatory Memorandum."


Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of First Mining Gold Corp (and its nominees) and any person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any of their respective associates. However, this does not apply to a vote cast in favour of a Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD



Nicholas Katris
Company Secretary
Auteco Minerals Limited
Dated: 12 April 2021

Auteco Minerals Limited
ACN 110 336 733
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of the Company, at Ground Floor, 24 Outram Street, West Perth, Western Australia on Thursday, 13 May 2021 at 10.00am (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which Resolution 1 will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on Resolution 1:

| | |
|------------|--|
| Section 2 | Action to be taken by Shareholders |
| Section 3 | Background to the Acquisition |
| Section 4 | Resolution 1 – Issue of Stage 1 Consideration Shares |
| Schedule 1 | Definitions |

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on Resolution 1.

2.1 Impact of COVID-19 on the Meeting

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19.

Based on the best information available to the Board at the time of the Notice, the Board considers it will be in a position to hold an 'in-person' meeting to provide Shareholders with a reasonable opportunity to participate in and vote at the Meeting, while complying with the COVID-19 restrictions regarding gatherings.

The Company, however, strongly encourages Shareholders to submit proxies prior to the Meeting.

If the situation in relation to COVID-19 were to change in a way that affects the position above, the Company will provide a further update ahead of the Meeting by releasing an announcement on the ASX market announcements platform.

2.2 Voting in person

Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, the Company will implement arrangements to allow Shareholders to physically attend the Meeting in accordance with COVID-19 protocols and government advice.

The Company will strictly comply with applicable limitations on indoor gatherings in force at the time of the Meeting. If you attend the Meeting in person, you will be required to adhere to COVID-19 protocols in place at the time of the Meeting.

2.3 Voting by proxy

Shareholders are encouraged to vote by completing a Proxy Form.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form to the Notice of Meeting.

| | |
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| Online: | www.investorvote.com.au |
| By mail: | Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia |
| By mobile: | Scan the QR Code on your Proxy Form and follow the prompts |

2.4 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of Resolution 1, unless the Shareholder has expressly indicated a different voting intention.

2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at **cosec@autecominerals.com** by Tuesday, 11 May 2021.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

2.6 Remote attendance via video conference

The Meeting will also be accessible to all Shareholders via a video conference, which will allow Shareholders to listen and observe the Meeting and ask questions in relation to the business of the Meeting.

Shareholders who wish to participate in the General Meeting can do so remotely by joining via teleconference using the following details:

Link: https://zoom.us/webinar/register/WN_swwbiOfATumbqag_KPksow

3. Background to the Acquisition

3.1 General background

On 28 January 2020, the Company announced that it had entered into a binding terms sheet (**Terms Sheet**) to acquire and earn up to an 80% interest in the Pickle Crow Gold Project located in north-western Ontario, Canada (**Project**) (**Acquisition**).

The Project is at present and subject to the terms of the Acquisition Agreement, 100% legally and beneficially owned by PC Gold Inc. (**PCGI**) a wholly owned subsidiary of First Mining Gold Corp (**FMGC**) and constitutes areas covered in the Unpatented Mining Claims, the Owned Patented Mining Claims and the Teck Patented Mining Claims.

Teck Resources Ltd. (**Teck**) is the legal and beneficial owner of the Teck Patented Mining Claims and PCGI has a 100% interest in a 99 year mining lease expiring 31 July 2067 granted by Teck (**Mining Lease**).

On 13 March 2020, the Company announced it and its subsidiary, Auteco Minerals (Canada) Pty Ltd and Revel Resources (JV Projects) Ltd, had entered into a formal acquisition agreement with FMGC and PCGI (**Acquisition Agreement**).

A summary of the material terms of the Terms Sheet, which are formalised in the Acquisition Agreement, is set out in the Company's notice of meeting dated 4 February 2020. The notice of meeting dated 4 February 2020 sought an approval for the issue of 25,000,000 Shares to First Mining Gold Corp (or its nominees), which, in conjunction with the payment of C\$100,000, formed an initial payment made to FMGC in respect of entry into the Acquisition.

Following the initial payment, under the Terms Sheet, the Company could earn a 51% interest in the Project through the completion of the stage 1 earn-in obligation by:

- (a) spending of C\$5,000,000 on the Project, and
- (b) issuing 100,000,000 consideration Shares to FMGC (or its nominees) (**Stage 1 Consideration Shares**), which is the subject of (Resolution 1),

(together, the **Stage 1 Earn-in Obligation**).

To date, the Company has spent in excess of C\$5,000,000 on the Project. Accordingly, the Company is seeking Shareholders' approval at the Meeting to issue 100,000,000 Stage 1 Consideration Shares in order to satisfy its Stage 1 Earn-in Obligation and earn a 51% equity interest in the Project. Under the Acquisition Agreement, the issue of the Stage 1 Consideration Shares will be made to PCGI (a wholly owned subsidiary of FMGC), via Revel Resources (JV Projects) Ltd, a subsidiary of the Company.

4. Resolution 1 – Issue of Stage 1 Consideration Shares

4.1 General

Resolution 1 seeks Shareholder approval to issue FMGC (or its nominees) 100,000,000 Stage 1 Consideration Shares as consideration for the Stage 1 Earn-in pursuant to Listing Rule 7.1.

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

4.2 Listing Rules 7.1

Broadly speaking, Listing Rule 7.1 limits the ability of a listed entity from issuing or agreeing to issue Equity Securities over a 12 month period which exceeds 15% of the number of fully paid ordinary Shares it had on issue at the start of the 12 month period.

Under the original terms of the Terms Sheet, the Company set out that the issue of the Stage 1 Consideration Shares would be subject to shareholder approval. Accordingly, the Company is seeking the approval of its Shareholders pursuant to Listing Rule 7.1 to issue the Consideration Shares.

The effect of Resolution 1 will be to allow the Company to issue the Stage 1 Consideration Shares during the period of three months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 1 is not passed, the issue of the Stage 1 Consideration Shares will not proceed, and the Company will be unable to earn a 51% equity ownership in the Project under the terms of the Acquisition Agreement and proceed with the Acquisition, as set out in Section 3.1.

4.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Stage 1 Consideration Shares:

- (a) the Stage 1 Consideration Shares will be issued to FMGC (or its nominees), which is not a related party of the Company;
- (b) up to 100,000,000 Shares are to be issued as Stage 1 Consideration Shares;
- (c) the Stage 1 Consideration Shares will be issued no later than three months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (d) the Stage 1 Consideration Shares are being issued in order to earn a 51% equity ownership in the Project;
- (e) the Stage 1 Consideration Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;
- (f) the Stage 1 Consideration Shares will be issued under the Acquisition Agreement set out in Section 3.1;

- (g) no funds will be raised from the Stage 1 Consideration Shares as they will be issued for nil cash consideration in order to earn a 51% equity ownership in the Project, as set out in Section 3.1;
- (h) should the Company receive Shareholder approval of Resolution 1, it is intended that the issue of the Stage 1 Consideration Shares will occur on a fixed date, on or around 7 days after the Meeting but in any event, in accordance with Section 4.3(c).
- (i) a voting exclusion statement is included in the Notice.

4.4 **Board recommendation**

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

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| \$ or A\$ | means Australian Dollars. |
| Acquisition | means the acquisition of the Project. |
| Acquisition Agreement | has the meaning given in Section 3.1. |
| ASX | means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited. |
| Board | means the board of Directors. |
| CAD or C\$ | means Canadian Dollars. |
| Chair | means the person appointed to chair the Meeting of the Company convened by the Notice. |
| Company | means Auteco Minerals Limited (ACN 110 336 733). |
| Corporations Act | means the <i>Corporations Act 2001</i> (Cth). |
| Director | means a director of the Company. |
| Equity Security | has the same meaning as in the Listing Rules. |
| Explanatory Memorandum | means the explanatory memorandum which forms part of the Notice. |
| FMGC | means First Mining Gold Corp. |
| Listing Rules | means the listing rules of ASX. |
| Mining Lease | means the 99 year mining lease expiring July 31, 2067 granted by Teck over the Teck Patented Mining Claims. |
| Meeting | has the meaning given in the introductory paragraph of the Notice. |
| Notice | means this notice of meeting. |
| Option | means an option to acquire a Share. |
| Owned Patented Mining Claims | means the patented mining claims of which PCGI is the registered and beneficial owner. |
| PCGI | means PC Gold Inc. a wholly owned subsidiary of FMGC. |
| Project | means Pickle Crow Project located in the area in north western Ontario approximately 400 kilometres from Thunder Bay and 11 kilometres east of the town of Pickle Lake. |

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| Proxy Form | means the proxy form attached to the Notice. |
| Resolution | means the resolution referred to in the Notice. |
| Schedule | means a schedule to the Notice. |
| Section | means a section of the Explanatory Memorandum. |
| Securities | means any Equity Securities of the Company in the form of Shares. |
| Share | means a fully paid ordinary share in the capital of the Company. |
| Shareholder | means the holder of a Share. |
| Stage 1 Consideration Shares | means up to 100,000,000 Shares to be issued to FMGC (or its nominees) pursuant to the Terms Sheet which are the subject of Resolution 1. |
| Stage 1 Earn-in Obligation | has the meaning given in Section 3.1. |
| Teck | means Teck Cominco Ltd., and its successor companies. |
| Teck Patented Mining Claims | means the patented mining claims owned by Teck. |
| Terms Sheet | means the term sheet entered into between the Company, FMGC and PCGI on 28 January 2020, of which the Company may earn up to a 80% interest in the Project by way of a three stage earn-in/buy-in agreement with FMGC and PCGI. |
| Unpatented Mining Claims | means those unpatented mining claims which form part of the Project. |
| WST | means Western Standard Time, being the time in Perth, Western Australia. |

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 AM (AWST)** on **Tuesday, 11 May 2021**.

Proxy Form

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 185111
SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

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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

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I/We being a member/s of Auteco Minerals Ltd hereby appoint

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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 General Meeting of Auteco Minerals Ltd to be held at the offices of the Company, Ground Floor, 24 Outram Street, West Perth, WA 6005 on Thursday, 13 May 2021 at 10:00 AM (AWST) and at any adjournment or postponement of that meeting.

Step 2 Item 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 Issue of Stage 1 Consideration Shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

