



Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Aurora Minerals Limited will be held at the Company's office at 271 Great Eastern Highway Belmont on Tuesday 19 November 2013 commencing at 10.00 am Western Standard Time to conduct the following business:

1. Financial Report

To receive and consider the Annual Financial Report of the Company together with the declaration of the directors, the Directors Report and the Auditors Report for the year ended 30 June 2013.

2. Resolution 1 - Re-election of the Chairman, Mr Phillip Jackson, as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Phillip Jackson, a Director of the Company, retires by rotation in accordance with the Company's Constitution and, being eligible for re-election, be re-elected as a Director of the Company."

3. Resolution 2 – Remuneration Report – Non binding advisory vote

To consider and, if thought fit, to pass the following non-binding resolution as an ordinary resolution:

"That Shareholders' adopt the Remuneration Report for the year ended 30 June 2013 as disclosed in the 2013 Annual Report."

The vote on this resolution is advisory only and does not bind the Directors of the Company.

Voting Prohibition Statement

The Company will disregard any votes cast on this resolution 2 by Key Management Personnel or their Closely Related Parties. The Key Management Personnel of the Company are set out in the Remuneration Report in the Annual Report of the Company.

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

- (a) The voter is appointed as a proxy in writing that specifies the way the proxy is to vote on the Resolution; or
- (b) The voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on the Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

The Explanatory Memorandum that accompanies and forms part of this Notice describes in more detail the matters to be considered in making a decision on how to vote in relation to each Resolution. As such, this Notice of Meeting and the Explanatory Statement should be read in their entirety.

AURORA MINERALS LIMITED

ABN 46 106 304 787

PROXIES

A form for appointing a proxy is enclosed herewith. A member who is entitled to attend and vote at a meeting is entitled to appoint a proxy (and a member who is entitled to cast 2 or more votes may appoint not more than two proxies) to attend and vote at the meeting. A proxy need not be a member of the Company. Where a member appoints two proxies, the proportion of the member's voting rights given in favour of each proxy must be specified. Proxies forms must be received by the Company not later than 48 hours before the meeting. Proxies forms may be lodged post or by fax to the following fax number:

Fax number for proxy forms: +61 8 6162 9079

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

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).

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the Chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

ENTITLEMENT TO VOTE

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company determines that members holding ordinary shares held as at 10.00 am Perth Western Standard Time on 17 November 2013 will be entitled to attend and vote at the Annual General Meeting.

BY ORDER OF THE BOARD



E G Moore
Company Secretary
15 October 2013

AURORA MINERALS LIMITED

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Notice of Annual General Meeting

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of the Shareholders of Aurora Minerals Limited (**Aurora Minerals** or the **Company**) in connection with the business to be conducted at the Annual General Meeting of Shareholders to be held at 271 Great Eastern Highway, Belmont on 19 November 2013, commencing at 10.00 am Western Standard Time.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting.

The following matters should be noted in respect of the Resolutions in the Notice:

1. Financial Report

Appropriate time at the Annual General Meeting will be devoted to the consideration of the Financial Report of the Company and its controlled entities for the year ended 30 June 2013 and the Directors' and Auditors' reports thereon.

A printed hard copy of the Annual Report which includes the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2013 has been sent to all Shareholders who requested it. The Annual Report is available on the Company's website at www.auroraminerals.com

2. Resolution 1- Re-election of Mr Phillip Jackson as a Director

Clause 11.3 of the Company's Constitution provides that in every year one-third of the Directors for the time being, and any Director who has held office for more than 3 years since his election or last re-election, must submit themselves for re-election. The managing Director is not subject to this requirement.

The Company currently has 3 Directors and accordingly 1 must retire. As such, Mr Phillip Jackson, who has been a director of the Company since its incorporation, will retire by rotation at this Annual General Meeting pursuant to Clause 11.3 of the Company's Constitution and, being eligible for re-election, offers himself for re-election as a director of the Company.

Details regarding Mr Jackson's qualifications are set out in the Company's 2013 Annual Report.

3. Resolution 2 - Approval of Remuneration Report

In accordance with section 250R(2) of the Corporations Act the Company presents to Shareholders for their consideration and adoption by way of non-binding resolution the Company's Remuneration Report as disclosed in the Directors' Report in the Company's 2013 Annual Report. The Company's 2013 Annual Report has been sent to Shareholders who have made an election to receive the Annual Report. Copies are available by contacting the Company's share register or visiting the Company's web site www.auroraminerals.com

The Remuneration Report includes all of the information required by section 300A of the Corporations Act, including:

- (a) board policy for determining, or in relation to, the nature and amount (or value, as appropriate) of remuneration of the Key Management Personnel of the Company;
- (b) discussion of the relationship between such policy and the Company's performance; and
- (c) the prescribed details in relation to the remuneration of each director and certain executives.

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3.1 Voting on the Remuneration Report

In accordance with section 250R(4) of the Corporations Act, a vote on the Remuneration Report Resolution must not be cast (in any capacity) by or on behalf of either the following persons:

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

However, a person described above may cast a vote on the Resolution acting as proxy if the vote is not cast on behalf of a person described in (a) or (b) above and:

- (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on the Remuneration Report Resolution; or
- (b) the voter is the Chair of the meeting and the appointment of the Chair as proxy:
 - (i) does not specify how the proxy is to vote; and
 - (ii) 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 or if the Company is part of a consolidated entity for the entity.

Please note that the form of proxy attached to this notice of meeting expressly authorises the Chair to exercise the proxy where no voting instructions are given even if a Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or if the Company is part of a consolidated entity for the entity.

The Chair intends to cast undirected proxies in favour of Resolution 2.

Shareholders may choose to direct the Chair to vote for or against Resolution 2 or to abstain from voting.

Under the Corporations Act, if 25% or more of the votes that are cast are voted against the adoption of the remuneration report at two consecutive Annual General Meetings (**AGM**), Shareholders will be required to vote at the second of those AGM's on a resolution ("a spill resolution") that another Shareholders' meeting be held within 90 days at which all of the Company's directors (other than the managing director and CEO) must go up for re-election.

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

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

IMPORTANT NOTE FOR SHAREHOLDERS APPOINTING A PROXY FOR THE MEETING

The form of proxy accompanying the notice of meeting specifies that if you appoint the Chair of the meeting as your proxy and do not specifically instruct him how to vote then you expressly authorise the Chair to exercise the proxy even though Resolution 2 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or if the Company is part of a consolidated entity, for the entity.

Accordingly, if the Chair of the meeting is appointed as your proxy and you **do not** wish the him to cast your vote in favour of Resolution 2, **you will need to tick the "Against" or "Abstain" box next to Resolution 2 in the voting instructions section on the proxy form.**

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Glossary

In the Notice and the Explanatory Memorandum, the following terms have the following meanings unless the context otherwise requires:

ASX	ASX Limited ABN 98 008 624 691 and where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	The Board of Directors of the Company.
Business Day	For determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent.
Chair	The chairman of the Meeting.
Closely Related Party	Means in relation to a member of the Key Management Personnel as defined in section 9 of the Corporations Act and includes: <ul style="list-style-type: none">(a) A spouse or child of the member;(b) A child of the members spouse;(c) A dependent of the member or the member's spouse;(d) Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;(e) A company the member controls; or(f) A person prescribed by the Corporations Regulations.
Company or Aurora	Aurora Minerals Limited ABN 46 106 304 787.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Explanatory Memorandum	The Explanatory Memorandum to this Notice of Meeting.
Key Management Personnel	Has the same meaning as in the accounting standards (as that term is defined in the Corporations Act) and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, directly or indirectly, including any director (whether executive or non executive) of the Company or if the Company is part of a consolidated entity of an entity within the consolidated group.
Listing Rules	The Listing Rules of the ASX.
Meeting or Annual General Meeting	The Annual General Meeting of the Company to be held on 19 November 2013.
Notice	Means this Notice of Meeting.
Resolution	A resolution contained in this Notice of Meeting.
Share	A fully paid ordinary share in the capital of the Company.
Shareholders	Holders of Shares in the Company.

AURORA MINERALS LIMITED

ABN 46 106 304 787

271 Great Eastern Highway
Belmont WA 6104
PO Box 707
Belmont WA 6984

Telephone: 61 (8) 6143 1840
Facsimile: 61 (8) 6162 9079
Email: contact@auroraminerals.com
Website: www.auroraminerals.com

Proxy Form

I/we.....(full name, block letters)

of.....

being a member of **Aurora Minerals Limited** hereby appoint as my proxy at the Annual General Meeting:

.....
(Print name of Proxy)

or, failing him, the Chair of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 10.00 am on 19 November 2013 and at any adjournment thereof. My/our proxy is directed to vote on each of resolutions 1 and 2 as specified below in the voting instructions section (or if no instructions have been given the proxy is hereby authorised to vote as the proxy thinks fit).

CHAIR'S VOTING INTENTIONS AS PROXY HOLDER –AUTHORITY TO EXERCISE PROXY

Resolutions 1-2: The Chair of the meeting intends to vote undirected proxies FOR the resolutions to which they apply (assuming the Chair is entitled to vote the proxies – see the additional instructions below).

I/we direct my/our proxy to vote in the following manner:

ORDINARY AND SPECIAL BUSINESS- VOTING INSTRUCTIONS

		For	Against	Abstain
Resolution 1	To re-elect Mr Phillip Jackson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To adopt the Remuneration Report as set out in the 2013 Annual Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Additional Instructions

- Resolution 2:** By marking this box I/we expressly authorise the Chair to exercise my/our proxy in relation to Resolution 2 even though Resolution 2 is connected directly or indirectly with the remuneration of the Key Management Personnel of the Company, or if the Company is part of a consolidated entity, the entity and acknowledge that the Chair may exercise my /our proxy even if the Chair is or may be prohibited from voting on that Resolution 2 other than in his capacity as proxy holder. Where I/we do not mark this box, and I/we have not directed my/our proxy how to vote, I/we understand that the Chair is or may be prohibited from casting my/our votes on Resolution 2 in which case my/our votes will not be counted in calculating the required majority if a poll is called on the Resolution.

*This Proxy is appointed to represent _____% of my voting right,
or if 2 proxies are appointed Proxy 1 represents _____% and Proxy 2 represents _____% of my total votes
My total voting right is _____ shares*

If the shareholder(s) is an individual(s), every shareholder is to sign:

If the shareholder is a company, sign in accordance with Section 127(1) of Corporations Act or affix common seal (if required by your constitution).

Signed: _____

Director or Sole Director and Secretary

Director / Secretary

Dated: _____

2013

Dated: _____

2013

This form is to be used in accordance with the directions overleaf.

AURORA MINERALS LIMITED

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Instructions for completing and lodging this Proxy Form

1. A shareholder who is entitled to attend and vote at a meeting is entitled to appoint a proxy (and a shareholder who is entitled to cast two or more votes may appoint not more than two proxies) to attend and vote at the meeting.
2. Where two proxies are appointed each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. Where two proxies for a shareholder are present at the meeting, neither proxy shall be entitled to vote on a show of hands, and on a poll the appointment shall be of no effect, unless each proxy is appointed to represent a specified proportion of the shareholder's voting rights, not exceeding 100% in aggregate.
3. A proxy need not himself be a shareholder of the Company.
4. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed in accordance with section 127 of the Corporations Act or by its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by at least one of the joint shareholders, personally or by a duly authorised attorney.
5. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the company, must accompany the proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) 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
 - (c) if the proxy is Chairman, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairman, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in anyway that the proxy sees fit.

7. The Proxy Form (and any power of attorney or other authority pursuant to which the Proxy Form has been signed) must either:
 - be deposited at the registered office of the Company, 271 Great Eastern Highway, Belmont Western Australia; or
 - if sent by post to Aurora Minerals Limited, PO Box 707, Belmont, WA 6984; or
 - be sent by facsimile to Aurora Minerals Limited at (08) 6162 9079; or
 - be emailed to Aurora Minerals Limited at contact@auroraminerals.com.au

so as to be received not later than 48 hours before the time fixed for the holding of the meeting - that is to be received by 10.00 am Western Standard Time on 17th November 2013.

Change of Address

Should your address have changed please use this section to advise the Company and, if faxing your proxy form, or emailing your proxy form as an attachment, please fax or attach as an email this side of the proxy form as well.

My new address is:

My email address is: _____

My phone number is: _____