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Aurora Minerals Limited  
ABN 46 106 304 787

## Notice of Annual General Meeting

**TIME:** 11.00 am  
**DATE:** 30 November 2015  
**PLACE:** Suite 2, Level 2, 20 Kings Park Road, West Perth, Western  
Australia

*This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Mr Eric Moore, on +61 8 6143 1840*

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## Notice of Meeting to Shareholders

The Annual General Meeting of Shareholders in Aurora Minerals Limited (**Aurora or the Company**) will be held at the Company's office at Suite 2, Level 2, 20 Kings Park Road, West Perth, Western Australia on Monday 30 November 2015 at 11.00 am (WST).

The Explanatory Memorandum that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered.

Please note that capitalised terms contained in this Notice of Meeting have the same meaning as set out in Schedule 1 of the Explanatory Memorandum accompanying this Notice of Meeting (unless the context otherwise requires).

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### 1. Financial Report

To receive and consider the Annual Financial Report, director's report and auditor's report for the Company for the year ended 30 June 2015.

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### 2. Resolution 1 - Re-election of Mr Peter Cordin as a director of the Company

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

*"That Mr Peter Cordin, a Director of the Company, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."*

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### 3. Resolution 2 - Adoption of Remuneration Report

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 2015 as disclosed in the 2015 Annual Report."*

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

**Voting Prohibition Statement:** A vote must not be cast on this resolution 2 by Key Management Personnel details of whose remuneration are included in the Remuneration Report, and their Closely Related Parties. The Key Management Personnel of the Company are set out in the Remuneration Report in the 2015 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 of the Company or, if the Company is part of a consolidated entity, for the entity.

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### 4. Resolution 3 – Grant of Options by a controlled entity, Peninsula Mines Limited, to Holihox Pty Ltd a Related Party

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

*"That for the purpose of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, and subject to shareholder approval by Peninsula Mines Limited for the grant, approval is given for the grant by Peninsula Mines Limited (a company controlled by the Company) of 1,448,000 Peninsula Options to Holihox Pty Ltd (or its approved nominee), a company controlled by Director Mr Phillip Jackson, on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution by Holiho Pty Ltd, Mr Phillip Jackson and any of their associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or, it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy forms to vote as the proxy decides.

**Voting Prohibition Statement:** A person appointed as a proxy must not vote, on the basis of that appointment on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel for the company (or if the company is part of a consolidated entity, for the entity); or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the company or if the company is part of a consolidated entity, for the entity.

## 5. Resolution 4 – Grant of Options by a controlled entity, Peninsula Mines Limited, to Whitby 2009 Pty Ltd, a Related Party

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

*"That for the purpose of section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, and subject to shareholder approval by Peninsula Mines Limited for the grant, approval is given for the grant by Peninsula Mines Limited (a company controlled by the Company) of 4,344,000 Peninsula Options to Whitby 2009 Pty Ltd (or its approved nominee), a company controlled by Director Mr Martin Pyle, on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution by Whitby 2009 Pty Ltd, Mr Martin Pyle and any of their associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or, it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy forms to vote as the proxy decides.

**Voting Prohibition Statement:** A person appointed as a proxy must not vote, on the basis of that appointment on this Resolution if:

- (a) The proxy is either:
  - (i) a member of the Key Management Personnel for the company (or if the company is part of a consolidated entity, for the entity); or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the company or if the company is part of a consolidated entity, for the entity.

**BY ORDER OF THE BOARD**



**E G MOORE**  
**COMPANY SECRETARY**  
**DATED: 28 October 2015**

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## Information for voting shareholders

### Voting Entitlements

For the purpose of determining a person's entitlement to vote at the Annual General Meeting, and in accordance with regulation 7.11.37 and 7.11.38 of the *Corporations Regulations 2011* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at **11.00 pm (WST) on 28 November 2015**.

On a poll, Shareholders have one vote for every Share held.

### How to vote

Shareholders can vote by either:

- attending the meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, by fax or as an email attachment.

### Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting.

### Voting by proxy

In accordance with section 249L of the Corporations Act, members (i.e. Shareholders) are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; 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.

Each proxy will have the right to vote on a poll and also to speak at the meeting.

The proxy can be either an individual or a body corporate.

Any instrument appointing a proxy must in accordance with clause 10.34 of the Company's Constitution be received by the Company not less than 48 hours before the time for the meeting (i.e. it must be received by no later than 11.00 am (WST) on 28 November 2015).

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with its constituent documents and the laws of that corporation's place of incorporation. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company at the above address, or by facsimile, or as an email attachment and by no later than 11.00 am (WST) on 28 November 2015. If facsimile transmission or email together with an attachment is used, the power of attorney must be certified.

### Directed Proxies

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 if a poll is demanded.

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; or
  - 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.

A proxy form is attached to this Notice of Meeting.

### **Undirected Proxies**

If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit subject to any restrictions at law or under the ASX Listing Rules.

Should any resolution, other than those specified in this Notice of Meeting, be proposed at the General Meeting, a proxy may vote on that resolution as they think fit subject to any restrictions at law or under the Listing Rules.

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on a poll called in relation to a Resolution and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, that do not contain a direction how to vote will be used where possible to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting prohibition or exclusion laws or rules which apply to some of the proposed Resolutions (if any). These laws and rules (if any) are explained in this Notice.

### **Corporate Representatives**

Any corporation which is a Shareholder may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chair of the General Meeting) a natural person to act as its representative at the Annual General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed.

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## **Explanatory Memorandum**

### **Introduction**

This Explanatory Memorandum has been prepared for the information of Shareholders of Aurora Minerals Limited (**Aurora or the Company**) in relation to business to be conducted at the Annual General Meeting to be held at the Company's office at Suite 2, Level 2, 20 Kings Park Road, West Perth, Western Australia at 11.00 am on Monday 30 November 2015.

### **Purpose of Explanatory Memorandum**

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the Resolutions and Shareholders should seek their own financial or legal advice.

### **Notice to persons outside of Australia**

This Explanatory Memorandum has been prepared in accordance with the Corporations Act and the Listing Rules, disclosure requirements and Accounting Standards. These laws, disclosure requirements and accounting standards may be different to those in other countries.

### **Forward looking statements**

Certain statements in this Explanatory Memorandum relate to the future. These statements reflect views only as of the date of this Explanatory Memorandum. While Aurora believes that the expectations reflected in the forward looking statements are reasonable, neither Aurora nor any other person gives any representation, assurance or guarantee that the occurrence of an event expressed or implied in any forward looking statements in this Explanatory Memorandum will actually occur.

### **Disclaimer**

No person is authorised to give any information or make any representation in connection with the proposed transactions which is not contained in this Explanatory Memorandum. Any information which is not contained in this Explanatory Memorandum may not be relied on as having been authorised by Aurora or the Board in connection with the proposed transactions.

### **Responsibility for information**

The information contained in this Explanatory Memorandum has been prepared by Aurora and is the responsibility of Aurora.

### **ASX**

A copy of the Notice of Meeting and Explanatory Memorandum has been lodged with ASX pursuant to the Listing Rules. Neither ASX nor any of its officers take any responsibility for the contents of the Notice and Explanatory Memorandum.

### **Definitions**

Many capitalised terms used in this Explanatory Memorandum are defined in the Glossary in Schedule 1 unless the context otherwise requires.

### **Enquiries**

All enquiries in relation to the contents of the Notice of Meeting or Explanatory Memorandum should be directed to the Company's Company Secretary, Mr Eric Moore, telephone: +61 8 6143 1840.

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## 1. Financial Statements and Reports

The business of the Meeting will include receipt and consideration of the Annual Financial Report, the director's report and the auditor's report of the Company for the financial year ended 30 June 2015.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.auroraminerals.com](http://www.auroraminerals.com)

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## 2. Resolution 1- Re-election of Mr Peter Cordin as a Director

Clause 11.3 of the Company's Constitution provides that at the Annual General Meeting in every year one-third of the Directors for the time being, or, if their number is not 3 nor a multiple of 3, then the number nearest one-third, and any other Director not in such one-third who has held office for 3 years or more (except the Managing Director) must retire from office.

Mr Peter Cordin 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 Cordin's qualifications are set out in the Company's 2015 Annual Report.

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## 3. Resolution 2 – Approval of Remuneration Report

### General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Company or the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the company for a financial year.

The Chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

### Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

## Previous voting results

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.

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## 4. Resolutions 3 and 4 – Grant of Options by a controlled entity, Peninsula Mines Limited, to a Related Parties of the Company

### 4.1 Background

The Company currently holds over 37% of the issued shares in the capital of ASX Listed Peninsula Mines Limited (**Peninsula**). For the purposes of the Corporations Act, the Company controls Peninsula.

Peninsula has prepared a notice of meeting for a general meeting of its shareholders to approve the following grants of Peninsula Options (on the terms set out in Schedule 2) to related parties of Peninsula, Holiho Pty Ltd and Whitby 2009 Pty Ltd (or their approved nominees) (**Related Parties**), who are also related parties of the Company:

- (a) 1,448,000 Peninsula Options to Holiho Pty Ltd (or its approved nominee), a company controlled by Mr Phillip Jackson a director of Peninsula and the Company; and
- (b) 4,344,000 Peninsula Options to Whitby 2009 Pty Ltd (or its approved nominee), a company controlled by Mr Martin Pyle a director of Peninsula and the Company.

Holiho Pty Ltd and Whitby 2009 Pty Ltd have each taken reductions in their fees from Peninsula of 30% since December 2013, receiving shares in Peninsula in lieu of cash pursuant to the Director and Employee Remuneration Sacrifice Share Plan approved by Peninsula's shareholders in August 2014. From 1 April to 30 June 2015, the Related Parties opted to receive reduced cash fees. Since July 2015, the Directors associated with the Related Parties have opted to receive no cash fees.

The grant of the Peninsula Options remunerates the Related Parties for cash fees foregone by each Related Party for the six months ending 30 September 2015.

### 4.2 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.

For the purposes of Chapter 2E:

- (a) Peninsula is controlled by the Company; and
- (b) each Director of the Company is considered to be a related party of the Company.

Similarly Holiho Pty Ltd and Whitby 2009 Pty Ltd are related parties of the Company and Peninsula as both are controlled by directors of the Company and Peninsula, namely Mr Jackson and Mr Pyle (respectively).



Accordingly, the grant of the Peninsula Options to the Related Parties pursuant to proposed Resolutions 3 and 4 constitutes the provision of a financial benefit to related parties of the Company.

Although the grant of Peninsula Options may fall within one of the exceptions in sections 210 to 216 of the Corporations Act, this is not entirely certain and accordingly, in the interests of certainty it has been determined to seek shareholder approval from Peninsula's shareholders and the Company's Shareholders to the grant of the Peninsula Options to the Related Parties.

In accordance with section 219 of the Corporations Act, the following information is provided to Shareholders to allow them to assess the proposed grant of Peninsula Options by Peninsula to the Related Parties.

#### **4.2 Disclosures required by Chapter 2E of the Corporations Act**

Holihox Pty Ltd and Whitby 2009 Pty Ltd (or their approved nominees) are the related parties to whom a financial benefit would be given.

These companies are related parties by virtue of being controlled by Mr Phillip Jackson and Mr Mr Martin Pyle (respectively).

##### ***The nature of the potential financial benefit***

The proposed financial benefit to be given by Peninsula to the Related Parties is the grant of Peninsula Options for nil consideration as follows:

- Whitby 2009 Pty Ltd or Nominee - 4,344,000 Peninsula Options; and
- Holihox Pty Ltd – 1,448,000 Peninsula Options.

The Peninsula Options will be granted on the terms and conditions set out in Schedule 2.

The grant of the Peninsula Options by Peninsula remunerates the Related Parties for cash fees foregone by each Related Party for the six months ending 30 September 2015.

##### ***Directors' recommendation in respect of Resolution 3***

All Directors considered Resolution 3 except for Mr Phillip Jackson due to his material interest in the matter.

Mr Philip Jackson has a material personal interest in Resolution 3 and accordingly does not wish to make a recommendation in relation to Resolution 3.

Mr Peter Cordin recommends that Shareholders approve Resolution 3 as he is of the view that the grant by Peninsula of Peninsula Options to Holihox Pty Ltd (or its approved nominee) is appropriate remuneration for cash fees foregone by the Related Party for the for the six months ending 30 September 2015.

In making his recommendation Mr Cordin considered the value of the cash fees foregone being \$4,500 versus the theoretical value of the Options being granted as per Table 2 (\$3,663) and the benefits to the Company in maintaining its cash reserves.

Mr Tim Markwell and Mr Martin Pyle recommend that Shareholders approve Resolution 3 for the reasons given by Mr Cordin above.

##### ***Directors' recommendation in respect of Resolution 4***

All Directors considered Resolution 4 except for Mr Martin Pyle due to his material personal interest in the matter.

Mr Martin Pyle has a material personal interest in Resolution 4 and accordingly does not wish to make a recommendation in relation to Resolution 4. None of the other Directors has an interest in the outcome of Resolution 4.

Mr Peter Cordin recommends that Shareholders approve Resolution 4 as he is of the view that the grant by Peninsula of Peninsula Options to Whitby 2009 Pty Ltd (or its approved nominee) is appropriate remuneration for cash fees foregone by the Related Party for the for the six months ending 30 September 2015.

In making his recommendation Mr Cordin considered the value of the cash fees forgone being \$13,500 versus the theoretical value of the Options being granted as per Table 2 (\$10,990) and the benefits to the Company in maintaining its cash reserves.

Mr Tim Markwell and Mr Phillip Jackson recommend that Shareholders approve Resolution 4 for the reasons given by Mr Cordin above.

**4.3 Other information that is reasonably required by members to make a decision whether it is in the best interests of the Company to pass Resolutions 3, 4 and 5 that is known to the Company or any of its Directors:**

*(i) Value attributed to the proposed grant of Peninsula Options*

The Company has valued the Peninsula Options using the Black Scholes Option Pricing Model ("**Black Scholes Model**") which is one of the most widely used and recognised models for pricing options.

The Black Scholes Model calculates the expected benefit from acquiring the Peninsula Shares outright less the present value of paying the exercise price for the Peninsula Options on date of expiration. This model is considered robust and sufficiently accurate as an option pricing tool where options are not expected to be exercised until the end of the option's life. The model uses historical share price volatility measures and therefore may not approximate actual share price behaviours in the future.

The following table incorporates the assumptions used in determining values for each the Peninsula Option, and the results of the valuation methodology employed.

**Table 1:**

<b>Assumption</b>	<b>Note</b>	<b>Peninsula Options</b>
Underlying Share spot price	1	0.6 cents
Exercise Price	2	0.5 cents
Dividend rate	3	Nil
Standard deviation of returns (annualised)	4	88.3%
Risk free interest rate	5	1.845%
Valuation date	6	12 October 2015
Expiry date	7	12 October 2017
Exercise period (months)	7	From the date of issue to 24 months from the date of issue
Black Scholes Valuation (per Option)	8	\$0.00253 (discounted by 20%)

Note 1 The underlying share spot price used for the purposes of this valuation is based on the price of the Shares on the ASX at 12 October 2015.

Note 2 The exercise price for the Peninsula Options will be 0.5 cents.

Note 3 The Company has been advised that as at the date of this report the Peninsula has not forecast any future dividend payments. For the purposes

of the valuation it has therefore assumed been assumed that Peninsula's Share price is "ex-dividend". If dividend payments were forecast, the value of the Peninsula Options would be reduced.

- Note 4 The anticipated standard deviation over the life of the Peninsula Options is based on Peninsula's historical data.
- Note 5 The risk free rate is the Commonwealth Government Bond rate with a maturity date approximately that of the expiration period of the Peninsula Options.
- Note 6 The valuation date for the purposes of this report is the last traded date prior to the date of this valuation.
- Note 7 The expiration period is the difference between the issue date and expiration date in years.
- Note 8 The Company's advisers consider that a nominal 20% discount should be applied to all of the Peninsula Options, reflecting the unlisted status of the Peninsula Options.

Based on the valuation methodologies adopted and the assumptions made, the Company values the Peninsula Options, after considering the values calculated using the Binomial method, to equal \$0.00253 each after applying a 20% discount.

The value of the Peninsula Options to be issued to each Related Party is as follows:

**Table 1:**

<b>Related Party</b>	<b>Number of Peninsula Options</b>	<b>Indicative Value</b>
Holihox Pty Ltd (or its approved nominee)	1,448,000 Peninsula Options	\$3,663
Whitby 2009 Pty Ltd (or its approved nominee)	4,344,000 Peninsula Options	\$10,990

The valuation assumes that all Peninsula Options have vested to the option holder and that there are no performance hurdles that must be achieved that would otherwise potentially dilute the value of the Peninsula Options to the holder on the assumption that they may not vest.

*(ii) Remuneration from the Company*

The proposed remuneration and emoluments from the Company to the Related Parties for the current financial year are set out below:

<b>Related Party</b>	<b>Fees</b>	<b>Shares</b>	<b>Options</b>
Whitby 2009 Pty Ltd	\$182,500	Nil	Nil
Holihox Pty Ltd	\$95,800	Nil	Nil

(iii) *Remuneration from Peninsula*

The proposed remuneration and emoluments from Peninsula to the Related Parties for the current financial year are set out below:

<b>Related Party and associated Directors</b>	<b>Consulting Fees<sup>1</sup></b>	<b>Directors Fees<sup>1</sup></b>	<b>Shares</b>	<b>Options<sup>2</sup></b>
Whitby 2009 Pty Ltd – Mr Martin Pyle	\$10,025	\$8,480	Nil	4,344,000
Holihox Pty Ltd – Mr Phillip Jackson	\$16,168	Nil	Nil	1,448,000

1. The Related Parties and their associated Directors have agreed to receive no cash fees remuneration, including termination fees, since July 2015. Accordingly, the Related Parties and associated Directors will receive less than the above fees for the current financial year (if any). The resumption of the payment of these fees will be considered by the Company on an ongoing basis.
2. Consultant Options the subject of Resolutions 3 and 4 include accruals in lieu of fees not paid in the prior financial year.

(iv) *Relevant Interests in Company securities*

The relevant interests of the Related Parties in Company securities at the date of this Notice are as follows:

<b>Direct Holdings and those of Associates</b>	<b>Shares</b>	<b>Options</b>
Holihox Pty Ltd	2,050,000 <sup>1</sup>	3,500,000 <sup>2</sup>
Whitby 2009 Pty Ltd	3,537,281 <sup>3</sup>	2,500,000 <sup>4</sup>

**Note**

1. These Shares are registered in the name of Phillip S R Jackson (1,050,000) and Holihox Pty Ltd (1,000,000).
2. These Options are registered in the names of Holi Jackson (1,500,000 exercisable at \$0.50 on or before 22 November 2015), 500,000 each in the names of Holi Jackson, Sebastian Jackson and Oliver Jackson (exercisable at \$1.005 each on or before 15 November 2015, and 500,000 in the name of Holihox Pty Ltd (exercisable at \$0.0691 on or before 18 September 2017). The Options are unlisted.
3. These Shares are registered in the name of M J Pyle Super Fund.
4. These Options are registered in the name of Whitby 2009 Pty Ltd and are exercisable at \$0.0691 each on or before 18 September 2017. The Options are unlisted.

(v) *Relevant Interests in Peninsula securities*

The relevant interests of the Related Parties in Peninsula securities at the date of this Notice are as follows:

<b>Direct Holdings and those of Associates</b>	<b>Shares</b>	<b>Options</b>
Holihox Pty Ltd	3,349,844 <sup>1</sup>	4,500,000 <sup>2</sup>
Whitby 2009 Pty Ltd	2,052,337 <sup>3</sup>	1,000,000 <sup>4</sup>

**Note**

1. These shares are registered in the name of Phillip Jackson (1,895,000) and Holihox Pty Ltd Super Fund (1,454,844).
2. These options are registered in the names of Phillip Jackson (PSR Family A/C) (2,000,000 exercisable at \$0.40 each on or before 17 May 2017, Holihox Pty Ltd (PSR Super find A/C) (1,000,000 exercisable at \$0.0457 on or before 22 August 2016) and Sebastian Phillip Jackson (1,500,000 exercisable at \$0.50 on or before 22 November 2015). The options are unlisted.

3. These shares are registered in the name of M J Pyle Super Fund A/C (833,333) and Whitby 2009 Pty Ltd (1,219,004).
4. These options are registered in the name of Whitby 2009 Pty Ltd and are exercisable at \$0.0457 each on or before 22 November 2015. The options are unlisted.

*(vi) Impact on existing Peninsula shareholders*

If the Peninsula Options to be granted to Holiho Pty Ltd and Whitby 2009 Pty Ltd (or their nominees) pursuant to Resolutions 3 and 4 respectively are exercised, a total of 5,792,000 Peninsula Shares would be issued. This will increase the number of Peninsula Shares on issue from 232,026,197 to 237,818,206 (assuming that no other options to acquire Peninsula Shares are exercised and no other Peninsula Shares are issued) with the effect that the Company's shareholding in Peninsula (and to that end, other shareholders in Peninsula) would be diluted by an aggregate of 0.83%, comprising 0.21% by the conversion of 100% of the Peninsula Options to be granted to Holiho Pty Ltd (or its approved nominee) and 0.62% by the conversion of 100% of the Peninsula Options to be granted to Whitby 2009 Pty Ltd (or its approved nominee).

The market price of the Peninsula Shares during the term of the Peninsula Options will normally determine whether or not the holders of the Peninsula Options will exercise the Peninsula Options. At the time any Peninsula Options are exercised and Peninsula Shares are issued pursuant to the exercise of the Options, the Peninsula Shares may be trading on ASX at a price which is higher than the exercise price of the Peninsula Options.

*(vii) Peninsula share prices over the past 12 months*

In the 12 months ending on 12 October 2015 the highest price of shares in the Peninsula trading on the ASX was 1.0 cents, which occurred on 28 November 2014, 4 and 15 December 2014, 9 and 23 February 2015 and the lowest price was 0.5 cents on 19 November 2014, 20 March 2015 and 20 August 2015. The share price during this period has traded at various levels.

The closing price of Peninsula's shares on 12 October 2015 was 0.6 cents.

*(viii) Impact of International Financial Reporting Standards*

The Company's adoption of Australian equivalents to International Financial Reporting Standards means that, under AASB2 Share-based Payment, equity-based compensation is recognised as an expense in respect of the services received.

The Directors (in respect of each Resolution in which they do not have a material personal interest) do not consider there are any significant costs or detriments including opportunity costs or taxation consequences to Peninsula or benefits forgone by Peninsula in granting the Peninsula Options to the Related Parties except as otherwise disclosed in this Explanatory Memorandum.

Neither the Company nor the Directors are aware of any other information that would be reasonably required by shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 3 and 4.

#### **4.4 Listing Rule 10.11 – Resolutions 3 and 4**

Listing Rule 10.11 prohibits a listed company or its child entity from issuing securities to a person who is a related party of the Company without the approval of Shareholders.

The following information is provided to Shareholders in accordance with Listing Rule 10.13 in relation to Resolutions 3 and 4:

- (a) the maximum number of Peninsula Options to be granted is 5,792,000 and will be granted to the Related Parties named in (or their respective nominees) and in quantities as set out in Table 2 above;
- (b) the Peninsula Options will be granted by Peninsula as soon as practicable after the date of the Annual General Meeting (subject to approval by the shareholders of Peninsula in respect of Resolutions 3 and 4) and in any event on a date which will be no later than

one month after the date of the Meeting. It is anticipated that all Peninsula Options will be issued on the same date;

- (c) Holihox Pty Ltd is a related party of the Company by virtue of being controlled by Mr Phillip Jackson, a Director of the Company;
- (d) Whitby 2009 Pty Ltd is a related party of the Company by virtue of being controlled by Mr Martin Pyle, a Director of the Company;
- (e) the Peninsula Options will be granted for nil consideration;
- (f) no funds will be raised by the grant of the Peninsula Options; and
- (g) the terms and conditions of the Peninsula Options are set out in Schedule 2 to this Explanatory Memorandum.

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## Schedule 1 — Glossary

In this Explanatory Memorandum, unless the context otherwise requires:

<b>\$</b>	Australian dollars
<b>ABN</b>	Australian Business Number.
<b>Associate</b>	The meaning given to that term in the Corporations Act.
<b>ASX</b>	ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>Board</b>	The board of Directors.
<b>Closely Related Party</b>	Of a member of the Key Management Personnel means: <ul style="list-style-type: none"><li>(a) A spouse or child of the member;</li><li>(b) A child of the member's spouse;</li><li>(c) A dependent of the member's spouse;</li><li>(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;</li><li>(e) A company the member controls; or</li><li>(f) A person prescribed by the Corporations Regulations 2001 (Cth).</li></ul>
<b>Chair</b>	The chair of the Meeting.
<b>Company or Aurora</b>	Aurora Minerals Limited (ABN 46 106 304 787).
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	A director of Aurora.
<b>Explanatory Memorandum</b>	The Explanatory Memorandum accompanying the Notice of Meeting.
<b>Key Management Personnel</b>	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.
<b>Listing Rules</b>	The listing rules of the ASX.
<b>Notice of Meeting</b>	The notice convening the Annual General Meeting, which accompanies this Explanatory Memorandum.
<b>Meeting or Annual General Meeting</b>	The annual general meeting of Aurora called by the Notice of Meeting.
<b>Peninsula</b>	Peninsula Mines Limited (ABN 56 123 102 974)
<b>Peninsula Options</b>	Means options to acquire Peninsula Shares on the terms and conditions set out in Schedule 2.
<b>Peninsula Shares</b>	An ordinary share in the capital of Peninsula.
<b>Proxy Form</b>	Proxy Form attached to the Notice of Meeting.
<b>Related Parties</b>	Has the meaning given in section 4.1.
<b>Resolution</b>	Resolution in the Notice of Meeting.
<b>Share</b>	An ordinary share in the capital of the Company.
<b>Shareholder</b>	The registered holder of a Share.

## Schedule 2 — Terms and Conditions of the Peninsula Options

The Options will entitle the Option Holders to subscribe for Shares in the Company on the following terms:

**(a) Issue price**

Each Option is issued for nil consideration.

**(b) Exercise price**

Each Option shall entitle the Option Holder to acquire one fully paid ordinary share in the capital of the Company upon exercise and payment of the exercise price for the Options which will be 0.5 cents (“Exercise Price”).

**(c) Expiry date**

Options will expire on the Expiry Date for that class of Options. The Expiry Date is the date which is 24 months after the date of grant of the Options unless expiry occurs earlier under these terms and conditions.

**(d) Statement**

A statement will be issued for the Options and sent to the Option Holder together with the terms and conditions of the Options and a written notice that is to be completed when exercising Options.

**(e) Options not listed**

The Options will not be listed for official quotation on the ASX.

**(f) Options not transferable**

Subject to the Listing Rules of the ASX, the Options can be transferred to a Nominee of the Option Holders (as defined in Section (p) Interpretation), but otherwise are not transferable, without the prior written approval of the Directors.

**(g) Exercise**

Subject to n) below, the Options may be exercised by notice in writing to the Company (“the Exercise Notice”), delivery of the Option certificates and payment of the Exercise Price to the Company at any time between the date of grant of such Options and the Expiry Date for the Options (“the Exercise Period”). The Options may be exercised in one or more lots on different occasions during the Exercise Period, provided that such lots are equal to or a multiple of 200,000 Options. Within 5 business days of receipt of the “Exercise Notice” and Option certificates and payment of the “Exercise Price”, the Company will allot the corresponding number of fully paid ordinary shares to the Option Holder, procure the issue a statement of holding for the shares and apply for the shares to be listed on the ASX. The shares issued as a result of exercise of the Options shall rank equally in all respects with the other issued fully paid shares in the Company.

**(h) Method of Exercise**

The Holder may exercise the Options using one of two methods:

- (i) Pay the Exercise Price in full for each lot exercised, and have the corresponding number of fully paid ordinary shares issued and
- (ii) Elect to use the Cashless Exercise Facility as defined in Section (p) Interpretation.

**(i) New share issue**

If the Options are exercised before, and the Holder is issued the underlying shares on or before, the record date of a pro rata entitlement issue of securities to shareholders in the Company, the Option Holder can participate in a pro rata issue to the holders of the shares in the Company in respect of the shares issued upon conversion of the Options. The Company must notify the Option Holder of the proposed issue at least 9 business days before the record date. Option Holders do not have a right to participate in new share issues without exercising their Options in accordance with Listing Rule 6.19.



**(j) Bonus Issue**

If, from time to time, before the expiry of the Options the Company makes a pro rata issue of Shares to Shareholders for no consideration, the number of Shares over which the Options are exercisable will be increased by the number of Shares which the Option Holder would have received if the Option had been exercised before the record date for calculating entitlements to the pro rata issue.

**(k) Reorganisations**

In the event of any reorganization of the issued capital of the Company, the Options will be reorganized by the Company in accordance with the Listing Rules (including without limitation by changing the number or exercise price for the Options in such manner as may be required by the Listing Rules.)

**(l) Change of Option's exercise price or the number of underlying securities**

(i) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Options may be reduced according to the following formula:

$$O' = O - \frac{E[P - (S + D)]}{N + 1}$$

O' = the new exercise price of the Option;

O = the old exercise price of the Option;

E = the number of underlying securities in the Company into which one option is exercisable;

P = the average market price per security (weighted by reference to volume) of the underlying securities in the Company during the five (5) trading days ending on the day before the ex rights date or ex entitlements date;

S = the Subscription price for a security under the pro rata issue;

D = the Dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue);

N = the Number of securities with rights or entitlements that must be held to receive a right to one new security in the Company.

(ii) The number of shares to be issued pursuant to the exercise of Options will be adjusted for bonus issues made prior to exercise of Options. The effect will be that upon exercise of the Options the number of shares received by the Option Holder will include the number of bonus shares that would have been issued if the Options had been exercised prior to the record date for bonus issues. The exercise price of the Options shall not change as result of any such bonus issue.

**(m) Dividends**

The Options carry no entitlement to participate in dividends until shares are allotted pursuant to the exercise of the Options.

**(n) Cessation of engagement or death of the Option Holder**

(i) In the event of the death of the Option Holder then all of the Options shall remain in full force and effect for the full term up until the Expiry Date and may be exercised at any time up to the Expiry Date by the a deceased Option Holder's legal personal representative.

(ii) In the event that that the person to whom the Options were originally offered to ceases to provide services to, or be employed by, the Company following the takeover of the Company or following a Change in Control, all of the Options shall remain in full force and effect for the full term up until the Expiry Date.

**(o) Directorships**

For the avoidance of doubt it is recorded that the terms of the Options will not be affected in the event that in the future if an Option Holder who is a director of the Company ceases to be a director of the Company.

**(p) Interpretation**

In these terms and conditions the following terms will bear the following means unless the context otherwise requires:

**“Cashless Exercise Facility”** means to exercise a number of Options and not pay an Exercise Price, and thereby receive a lesser number of shares on exercise of the Options such that the Option Holder is allotted a number of shares with an aggregate value equivalent to the net value of the shares the Option Holder would have otherwise acquired if the option holder had paid an Exercise Price, after that Exercise price is deducted from the value of those shares.

**“Change in Control”** means a change in the composition of the shareholders of the Company whereby a person who does not presently control the Company within the meaning of section 50AA of the Corporations Act gains such control over the Company.

**“Expiry Date”** means 24 months after the date of issue.

**“Listing Rules”** means the listing rules as amended from time to time of the ASX.

**“Nominee”** means:

- (i) a spouse or de facto spouse of the Option Holder;
- (ii) a child, sibling or parent of the Option Holder
- (iii) a family trust associated with the Option Holder;
- (iv) a superannuation fund in which the Option Holder or any of the persons referred to above is a member; or
- (v) any other nominee approved by the Company.

**“Options”** means an option to acquire a Share granted on the terms and conditions set out in these terms and conditions.

**“Option Holder”** means the holder of an Option from time to time.

**AURORA MINERALS LIMITED**  
**ABN 46 106 304 787**

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 West Perth WA 6005  
 PO Box 644  
 West Perth WA 6872

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 Facsimile: 61 (8) 9321 4692  
 Email: contact@auroraminerals.com  
 Website: www.auroraminerals.com

**Proxy Form**

**Appointment of Proxy**

I/We \_\_\_\_\_

of \_\_\_\_\_

being a member of Aurora Minerals Limited (**Company**) entitled to attend and vote at the Annual General Meeting of the Company (**Meeting**) to be held at 11.00pm on 30 November 2015 at Suite 2, Level 2, 20 Kings Park Road, West Perth, Western Australia, hereby appoint:

_____ Print name of Proxy	or	<input style="width: 30px; height: 20px;" type="checkbox"/> the Chair of the Meeting as your proxy (if so please mark the box)
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or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/ our proxy to act on my/ our behalf (including to vote in accordance with the following directors or, if no directions have been given and to the extent permitted at law, as the proxy sees fit) at the Meeting and any postponement or adjournment of the Meeting.

**Important for Resolutions 2 to 4:** If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you are authorising the Chair of the Meeting to exercise the proxy in respect of resolutions 2 to 4, even though the Resolutions are concerned directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

**CHAIR'S VOTING INTENTIONS AS PROXY HOLDER**

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)

**ORDINARY AND SPECIAL BUSINESS- VOTING INSTRUCTIONS**

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

		For	Against	Abstain
<b>Resolution 1</b>	<b>Re-election of Mr Peter Cordin</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b>	<b>Approval of Remuneration Report</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b>	<b>Approve Grant of Peninsula Options to Holiho Pty Ltd</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4</b>	<b>Approve Grant of Peninsula Options to Whitby 2009 Pty Ltd</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

***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

Signed: \_\_\_\_\_

\_\_\_\_\_  
 Director/Secretary

Dated: \_\_\_\_\_ 2015

Dated: \_\_\_\_\_ 2015

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

### **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 any way 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:
  - (a) deposited at the registered office of the Company, Suite 2, Level 2, 20 Kings Park Road, West Perth;
  - (b) be sent by post to Aurora Minerals Limited, PO Box 644, West Perth, WA 6872;
  - (c) be sent by facsimile to Aurora Minerals Limited at (08) 9321 4692 or
  - (d) be emailed to Aurora Minerals Limited at [contact@auroraminerals.com](mailto:contact@auroraminerals.com)

so as to be received not later than 48 hours before the time fixed for the holding of the meeting - that is it is to be received by 11.00 am Western Standard Time on 28 November 2015.

### **Change of Address**

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

My new address is:

\_\_\_\_\_

My email address is: \_\_\_\_\_

My phone number is: \_\_\_\_\_