

Notice of Annual General Meeting

Explanatory Statement

and

Proxy Form

Date of Meeting

Wednesday, 8 November 2017

Time of Meeting

10.00am (WST)

Place of Meeting

Level 1, 85 Havelock Street
West Perth WA 6005

For personal use only

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of members of Australian Vanadium Limited (**Australian Vanadium** or the **Company**) will be held on Wednesday, 8 November 2017, commencing at 10.00am (WST) at Level 1, 85 Havelock Street, West Perth, Western Australia.

The enclosed Explanatory Statement accompanies and forms part of this Notice of annual general meeting.

AGENDA

ORDINARY BUSINESS

Accounts and Reports

To receive and consider the annual financial report for the financial year ended 30 June 2017, together with the reports by directors and auditors thereon.

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. Adoption of Remuneration Report

That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report set out in the Company's Annual Report for the financial year ended 30 June 2017 be adopted.

Note: *The vote on this resolution is advisory only and does not bind the directors of the Company.*

Voting Exclusion Statement:

Pursuant to section 250R(4) of the Corporations Act, the Company is required to disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of any of the following persons:

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

However, the Company will not disregard a vote if:

- (c) the prohibited person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (d) the vote is not cast on behalf of a prohibited person.

2. Re-election of Director (Mr B Lewis)

That Mr Brenton Lewis, being a Director of the Company who retires by rotation in accordance with Clause 7.3(a) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company.

3. Re-election of Director – (Mr D Harris)

That Mr Daniel Harris, who having been appointed on 1 February 2017 retires in accordance with Clause 7.3(c) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company.

SPECIAL BUSINESS

4. Ratification of Prior Issue – Shares and Options (25 July 2017)

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

That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Company ratify the prior issue of 50,000,000 Shares at an issue price of \$0.015 each (together with the grant of 50,000,000 free attaching Options), on the terms and conditions set out in the Explanatory Statement forming part of this Notice.

Voting Exclusion: The Company will disregard any votes cast on this resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. Ratification of Prior Issue – Shares and Options (7 August 2017)

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

That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Company ratify the prior issue of 50,000,000 Shares at an issue price of \$0.015 each (together with the grant of 25,000,000 free attaching Options), on the terms and conditions set out in the Explanatory Statement forming part of this Notice.

Voting Exclusion: The Company will disregard any votes cast on this resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. Proposed Grant of Options

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

That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of 25,000,000 Options, such Options to be issued on the terms and conditions set out in the Explanatory Statement forming part of this Notice, is approved.

Voting Exclusion: The Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed, and any associate of them. 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 proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

7. Ratification of Prior Issue – Shares (18 September 2017)

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

That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Company ratify the prior issue of 67,000,000 Shares at an issue price of \$0.015 each on the terms and conditions set out in the Explanatory Statement forming part of this Notice.

Voting Exclusion: The Company will disregard any votes cast on this resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. Proposed Grant of Options

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

That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of 67,000,000 Options, such Options to be issued on the terms and conditions set out in the Explanatory Statement forming part of this Notice, is approved.

Voting Exclusion: The Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed, and any associate of them. 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 proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decide.

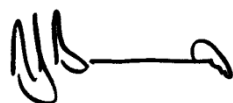
9. Approval of 10% Placement Capacity

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the Shares on issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement forming part of this Notice.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

BY ORDER OF THE BOARD



Neville Bassett
Company Secretary
29 September 2017

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the annual general meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00am (WST) on 8 November 2017 at:

Level 1
85 Havelock Street
West Perth WA 6005

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5.00pm (WST) time on 6 November 2017.

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

Sections 250BB and 250BC of the Corporations Act provide that:

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

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

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Transfer of non-chair proxy to chair in certain circumstances

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

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of 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.

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EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of members of Australian Vanadium Limited ("the Company") in connection with the business to be conducted at the annual general meeting of members to be held at Level 1, 85 Havelock Street, West Perth, Western Australia on Wednesday, 8 November 2017 at 10.00am (WST).

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of annual general meeting.

2. 2017 ANNUAL REPORT

In accordance with the requirements of the Company's Constitution and the Corporations Act, the 2017 Annual Report will be tabled at the annual general meeting. Shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Report. There is no requirement for a formal resolution on this item.

Representatives from the Company's auditors, Armada Audit & Assurance Pty Ltd, will be present to take shareholders' questions and comments about the conduct of the audit and the preparation and content of the audit report.

Annual Report Online

Shareholders who have not elected to receive a hard copy of the Annual Report can access the report on the company's website at www.australianvanadium.com.au

3. ADOPTION OF REMUNERATION REPORT – Resolution 1

3.1 General

Pursuant to section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2017 contains the Remuneration Report which sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for the Directors and Key Management Personnel.

Resolution 1 is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

3.2 Voting consequences

If at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**) at the second annual general meeting.

If more than 50% of shareholders vote in favour of the Spill Resolution, the company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

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.

4. RE-ELECTION OF DIRECTOR – Resolution 2

Resolution 2 relates to the re-election of Mr Brenton Lewis as a Director.

In accordance with the requirements of clause 7.3(a) of the Company's Constitution and the Corporations Act, one-third of the directors of the Company retire from office at this annual general meeting of the Company, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election

Mr Lewis retires by rotation and, being eligible, offers himself for re-election.

A summary of the qualifications and experience of Mr Lewis is provided in the Annual Report.

All the Directors, except for Mr Lewis, recommend that Shareholders vote in favour of Resolution 2.

5. RE-ELECTION OF DIRECTOR – Resolution 3

Resolution 3 relates to the re-election of Mr Daniel Harris as a Director.

Clause 7.2(b) of the Company's Constitution states that the Directors may appoint any person as a Director of the company. Under clause 7.3(c) of the Constitution, Directors so appointed must retire at the next Annual General Meeting of the Company and are eligible for election at that meeting.

Mr Harris was appointed as a Director on 1 February 2017. In accordance with clause 7.3(c) of the Constitution, Mr Harris offers himself for election as a Director of the Company.

A summary of the qualifications and experience of Mr Harris is provided in the Annual Report.

All the Directors, except for Mr Harris, recommend that Shareholders vote in favour of Resolution 3.

6. RATIFICATION OF PRIOR ISSUE – SHARES AND OPTIONS (25 JULY 2017) – Resolution 4

6.1 General

On 26 July 2017, the Company announced the completion of a capital raising of \$750,000 through the issue of 50,000,000 Shares at an issue price of \$0.015 per Share, together with one free attaching Option for every Shares subscribed for and issued.

The Company issued the Shares and Options without prior Shareholder approval out of its 15% annual placement capacity.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares and Options.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification:

- (a) 50,000,000 Shares and 50,000,000 free-attaching Options were issued;
- (b) the issue price per Share was \$0.015, together with the grant of one free Option for every share subscribed for and issued;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Options were issued on the terms and conditions as outlined in Annexure "A";
- (d) the Shares and Options were issued to sophisticated and professional investors pursuant to section 708 of the Corporations Act. None of these subscribers are related parties of the Company; and
- (e) the funds raised from the issue will be applied towards furtherance of the Company's existing projects and for general working capital.

7. RATIFICATION OF PRIOR ISSUE – SHARES AND OPTIONS (7 AUGUST 2017) – Resolution 5

7.1 General

On 7 August 2017, the Company announced the completion of a capital raising of \$750,000 through the issue of 50,000,000 Shares at an issue price of \$0.015 per Share together with one free attaching Option for every Share subscribed for and issued.

The Company issued 50,000,000 Shares and 25,000,000 Options the subject of the Capital Raising without prior Shareholder approval out of its 15% annual placement capacity. The balance of 25,000,000 Options is subject to shareholder approval as contemplated by Resolution 6.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those 50,000,000 Shares and 25,000,000 Options.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

7.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification:

- (a) 50,000,000 Shares and 25,000,000 free-attaching Options were issued;
- (b) the issue price per Share was \$0.015, together with the grant of one free Option for every share subscribed for and issued;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Options were issued on the terms and conditions as outlined in Annexure "A";
- (d) the Shares and Options were issued to sophisticated and professional investors pursuant to section 708 of the Corporations Act. None of these subscribers are related parties of the Company; and
- (e) the funds raised will be used to advance the Gabanintha vanadium project towards feasibility and approval, and for general working capital.

8. Proposed Grant of Options (Resolution 6)

8.1 General

Resolution 6 of the Notice proposes the grant of 25,000,000 Options to the parties that subscribed for Shares the subject to Resolution 5, on the basis of one free Option for every Share subscribed for and issued. 25,000,000 options were issued in conjunction with the issue of Shares (refer Resolution 5).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The number of securities to be issued under Resolution 6, when aggregated with the securities issued and for which ratification is sought under resolution 4, 5 and 7, will exceed 15% and accordingly shareholder approval is sought for the issue of options.

By approving issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

The information required by ASX Listing Rules 7.1 and 7.3 to be provided to shareholders is contained within this Explanatory Statement and the Notice.

8.2 Technical information required by ASX Listing Rule 7.3

In compliance with the information requirements of ASX Listing Rule 7.3 members are advised of the following particulars in relation to the proposed issue of options:

- (a) Maximum number of Options to be issued:
25,000,000
- (b) Date by which the Company will issue the Options:
No later than three months after the date of the meeting.

- (c) Price at which Options to be issued:

The Options are being issued free as part of the securities package paid for by subscribers to the placement of Shares on 7 August 2017 and which is more particularly described in section 7 above.

- (d) Names of the allottees:

The allottees are as described in section 7.2 (d).

- (e) Terms of issue:

The Options will be issued on the terms and conditions as outlined in Annexure "A".

- (f) Intended use of funds raised:

The Options will be issued free of charge. There are no funds being raised from the issue as the Options will be issued as part of the securities package paid for by subscribers to the placement of Shares on 7 August 2017, and which are being granted on the basis of one Option for every Share subscribed for and issued.

- (g) Date of issue:

The issue of Options will occur on one date, no later than three months after the date of the Meeting.

9. RATIFICATION OF PRIOR ISSUE – SHARE (18 SEPTEMBER 2017) – Resolution 7

9.1 General

On 18 September 2017, the Company announced the completion of a capital raising of \$1,005,000 through the issue of 67,000,000 Shares at an issue price of \$0.015 per Share together with (subject to shareholder approval as contemplated by Resolution 8) one free attaching Option for every Share subscribed for and issued.

Resolution 7 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 67,000,000 Shares pursuant to the Company's placement capacity under ASX Listing Rule 7.1A which was approved by Shareholders at the Company's previous annual general meeting held on 23 November 2016.

An eligible entity that has obtained Shareholder approval at its annual general meeting under ASX Listing Rule 7.1A may issue an additional 10% of the number of Shares on issue at the commencement of that 12 month period.

Where an eligible entity has issued equity securities under ASX Listing Rule 7.1A, those equity securities issued will not count towards the base number of Shares on which the 15% and 10% placement capacity is based until that issue has been ratified under ASX Listing Rule 7.4 (or 12 months has passed since their issue).

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1A (and provided that the previous issue did not breach ASX Listing Rule 7.1A) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 10% annual placement capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

9.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 67,000,000 Shares were issued;
- (b) the issue price per Share was \$0.015, together with (subject to shareholder approval as contemplated by Resolution 8) the grant of one free Option for every share subscribed for and issued;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Options, if approved by shareholders, will be issued on the terms and conditions as outlined in Annexure "A";
- (d) the Shares and Options were issued to sophisticated and professional investors pursuant to section 708 of the Corporations Act. None of these subscribers are related parties of the Company; and
- (e) the funds raised will be used in achieving the objective of a development decision at the Company's flagship Gabanintha vanadium project, and for general working capital.

10. Proposed Grant of Options (Resolution 8)

10.1 General

Resolution 8 of the Notice proposes the grant of 67,000,000 Options to the parties that subscribed for Shares the subject to Resolution 7, on the basis of one free Option for every Share subscribed for and issued.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The number of securities to be issued under Resolution 8, when aggregated with the securities issued and for which ratification is sought under resolution 4, 5 and 7, will exceed 15% and accordingly shareholder approval is sought for the issue of options.

By approving issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

The information required by ASX Listing Rules 7.1 and 7.3 to be provided to shareholders is contained within this Explanatory Statement and the Notice.

10.2 Technical information required by ASX Listing Rule 7.3

In compliance with the information requirements of ASX Listing Rule 7.3 members are advised of the following particulars in relation to the proposed issue of options:

- (i) Maximum number of Options to be issued:
67,000,000
- (ii) Date by which the Company will issue the Options:
No later than three months after the date of the meeting.

(iii) Price at which Options to be issued:

The Options are being issued free on the basis of one Option for every Share issued to subscribers to the placement of Shares undertaken on 18 September 2017 and which is more particularly described in section 9 above.

(iv) Names of the allottees:

The allottees are as described in section 9.2 (d).

(v) Terms of issue:

The Options will be issued on the terms and conditions as outlined in Annexure "A".

(vi) Intended use of funds raised:

The Options will be issued free of charge. There are no funds being raised from the issue as the Options will be issued as part of the securities package paid for by subscribers to the placement of Shares on 18 September 2017, and which are being granted on the basis of one Option for every Share subscribed for and issued.

(vii) Date of issue:

The issue of Options will occur on one date, no later than three months after the date of the Meeting.

11. APPROVAL of 10% PLACEMENT CAPACITY – Resolution 9

11.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital over a period up to 12 months after the annual general meeting (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 3, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in Section 5.2 below).

The effect of Resolution 9 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 9 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 9 for it to be passed.

11.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation (at the date of this Explanatory Statement) of \$19,372,279.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has two class of quoted Equity Securities on issue, being the Shares (ASX Code: AVL) and Options (ASX Code: AVLO).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;
 - (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under ASX Listing Rules 7.1 or 7.4; and
 - (iv) less the number of Shares cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

11.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 9:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in Section 11.3(a)(i), the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and

- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 9 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the number of Equity Securities currently on issue.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Dilution			
	Number of Shares issued under 10% Placement Capacity	Funds raised based on issue price of \$0.007 (50% decrease in issue price)	Funds raised based on issue price of \$0.014 (issue price)	Funds raised based on issue price of \$0.028 (100% increase in issue price)
1,383,734,216 (Current)	138,373,422	\$968,614	\$1,937,228	\$3,874,456
2,075,601,324 (50% increase)	207,560,013	\$1,452,920	\$2,905,840	\$5,811,680
2,767,468,432 (100% increase)	276,746,743	\$1,937,227	\$3,874,454	\$7,748,908

*The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. The current shares on issue are the Shares on issue as at 29 September 2017.
2. The issue price set out above is the last closing price of the Shares on the ASX prior to the date of this Notice.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

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Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for exploration and evaluation of the company's existing projects and general working capital; or
- (ii) as non-cash consideration for the acquisition of new assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

(e) Allocation under the 10% Placement Capacity

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to a number of factors, including:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; and
- (v) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice but may include existing Shareholders and/or new investors who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is possible that the allottees under the 10% Placement Capacity will be the vendors of the new assets or investments.

(f) Previous Approval under ASX Listing Rule 7.1A

The Company previously obtained approval under ASX Listing Rule 7.1A at its annual general meeting held on 23 November 2016.

In accordance with ASX Listing Rule 7.3A.6, the following information is provided to shareholders regarding the equity securities issued in the previous 12 months preceding the date of the Annual General Meeting (that is, 23 November 2016).

Listing Rule 7.3A.6(a)

The table below shows the total number of equity securities issued in the previous 12 months preceding the date of the annual general meeting and the percentage that those issues represent of the total number of equity securities on issue at the commencement of that 12 month period.

Total number of equity securities issued in the 12 months preceding the date of the meeting	334,190,000
Percentage that they represent of the total number of equity securities on issue at the commencement of that 12 month period	20.7%

Listing Rule 7.3A.6(b)

The tables below set out specific details for each issue of equity securities that have taken place in the 12 month period prior to the date of the annual general meeting.

Date of issue	18 September 2017
Number issued	67,000,000 fully paid ordinary shares 67,000,000 options (\$0.02; 31/12/2018) <i>(Issue of options subject to shareholder approval)</i>
Summary of terms	Ordinary fully paid shares ranking equally with existing shares on issue. Options exercisable at \$0.02 each on or before 31 December 2018.
Names of the persons who received securities or basis on which those persons were determined	Sophisticated and professional investors
Price	\$0.015 per share and nil per option
Discount to market price (if any)	25%
For cash issues	
Total cash consideration received	\$1,005,000
Amount of cash consideration spent	\$Nil
Use of cash consideration	Funds to be used to assist the Company in achieving the objective of a development decision at its flagship Gabanintha Vanadium deposit in Western Australia and for general working capital.
Intended use for remaining amount of cash (if any)	Unspent funds: \$1,005,000 Funds to be used to assist the Company in achieving the objective of a development decision at its flagship Gabanintha Vanadium deposit in Western Australia and for general working capital.
For non-cash issues	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A

Date of issue	7 August 2017
Number issued	50,000,000 fully paid ordinary shares 50,000,000 options (\$0.02; 31/12/2018) <i>(25,000,000 options subject to shareholder approval)</i>
Summary of terms	Ordinary fully paid shares ranking equally with existing shares on issue. Options exercisable at \$0.02 each on or before 31 December 2018.
Names of the persons who received securities or basis on which those persons were determined	Sophisticated and professional investors
Price	\$0.015 per share and nil per option
Discount to market price (if any)	28.5%
For cash issues	
Total cash consideration received	\$750,000
Amount of cash consideration spent	\$Nil
Use of cash consideration	Funds to be used for working capital and furtherance of the company's existing projects.
Intended use for remaining amount of cash (if any)	Unspent funds: \$750,000 Funds to be used for working capital and furtherance of the company's existing projects.
For non-cash issues	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A

Date of issue	25 July 2017
Number issued	50,000,000 fully paid ordinary shares 50,000,000 options (\$0.02; 31/12/2018)
Summary of terms	Ordinary fully paid shares ranking equally with existing shares on issue. Options exercisable at \$0.02 each on or before 31 December 2018.
Names of the persons who received securities or basis on which those persons were determined	Sophisticated and professional investors
Price	\$0.015 per share and nil per option
Discount to market price (if any)	28.5%
For cash issues	
Total cash consideration received	\$750,000
Amount of cash consideration spent	\$Nil
Use of cash consideration	Funds to be used for working capital and furtherance of the company's existing projects.
Intended use for remaining amount of cash (if any)	Unspent funds: \$750,000 Funds to be used for working capital and furtherance of the company's existing projects.

For non-cash issues	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A

Date of issue	(i) 16 February 2017 (ii) 3 March 2017 (iii) 30 March 2017 (iv) 13 July 2017
Number issued	Fully paid ordinary shares (i) 25,000,000 (ii) 4,190,000 (iii) 2,000,000 (iv) 1,000,000
Summary of terms	Ordinary fully paid shares ranking equally with existing shares on issue.
Names of the persons who received securities or basis on which those persons were determined	Various holders of options – Exercise of options
Price	\$0.014712
Discount to market price (if any)	N/A – Exercise of options
For cash issues	
Total cash consideration received	\$473,579
Amount of cash consideration spent	\$Nil
Use of cash consideration	N/A
Intended use for remaining amount of cash (if any)	Unspent funds: \$473,579 Funds to be used for general working capital and investment.
For non-cash issues	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A

Date of issue	12 July 2017
Number issued	60,000,000 Performance Rights
Summary of terms	20,000,000 expiring 19 December 2019 20,000,000 expiring 19 December 2020 20,000,000 expiring 19 December 2021 Conversion – 1 for 1 Subject to performance milestones as approved by shareholders on 12 June 2017.
Names of the persons who received securities or basis on which those persons were determined	Directors of the Company as approved by shareholders on 12 June 2017
Price	Nil – Part of remuneration package
Discount to market price (if any)	N/A
For cash issues	
Total cash consideration received	N/A
Amount of cash consideration spent	N/A
Use of cash consideration	N/A

Intended use for remaining amount of cash (if any)	N/A
For non-cash issues	
Non-cash consideration paid	Incentive as part of remuneration package
Current value of that non-cash consideration	\$840,000 based on current share price and assuming performance conditions satisfied.

Date of issue	16 March 2017
Number issued	6,250,000 fully paid ordinary shares
Summary of terms	Ordinary fully paid shares ranking equally with existing shares on issue.
Names of the persons who received securities or basis on which those persons were determined	Rilukin Holdings Pty Ltd
Price	Deemed price of \$0.016 per share
Discount to market price (if any)	N/A
For cash issues	
Total cash consideration received	N/A
Amount of cash consideration spent	N/A
Use of cash consideration	N/A
Intended use for remaining amount of cash (if any)	N/A
For non-cash issues	
Non-cash consideration paid	Issued as consideration for acquisition of mining tenements.
Current value of that non-cash consideration	\$87,500

Date of issue	20 December 2016
Number issued	70,000,000 fully paid ordinary shares 80,000,000 Performance Rights
Summary of terms	Ordinary fully paid shares ranking equally with existing shares on issue <u>Performance Rights</u> 40,000,000 expiring 19 June 2018 40,000,000 expiring 19 December 2019 Conversion – 1 for 1 Subject to performance milestones as approved by shareholders on 12 June 2017.
Names of the persons who received securities or basis on which those persons were determined	Shareholders of South African Lithium (Pty) Ltd
Price	Nil – Part of remuneration package
Discount to market price (if any)	N/A
For cash issues	
Total cash consideration received	N/A
Amount of cash consideration spent	N/A
Use of cash consideration	N/A

Intended use for remaining amount of cash (if any)	N/A
For non-cash issues	
Non-cash consideration paid	Consideration for acquisition of South African Lithium (Pty) Ltd
Current value of that non-cash consideration	\$2100,000 based on current share price and assuming performance conditions satisfied.

11.4 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

12. DEFINITIONS

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ABN 98 008 624 691.

ASX Listing Rules means the official listing rules of ASX.

Australian Vanadium or the Company means Australian Vanadium Ltd ACN 116 221 740.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's 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 2001 (Cth).

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- i) is not included in the A&P/ASX 300 Index; and
- ii) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means this Explanatory Statement.

Key Management Personnel means has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing

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and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Meeting means the annual general meeting to be held on 8 November 2017.

Notice means the notice of annual general meeting which forms part of this Explanatory Statement.

Option means the options listed under the ASX Code AVLO exercisable at \$0.02 each and expiring 31 December 2018 and otherwise on the terms and conditions as outlined in Annexure "A".

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2017.

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

Shareholder means the holder of a fully paid ordinary share in the capital of the Company

10% Placement Capacity has the meaning given in Section 11.1 of this Notice.

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Annexue A

Terms and Condition of Options

- (a) The Optionholder is entitled on payment of \$0.02 (Exercise Price) to be issued one Share for each Option exercised (subject to possible adjustments referred to below).
- (b) The Options held by the Optionholder are exercisable in whole or part at any time before 31 December 2018 (Exercise Period). Options not exercised before the expiry of the Exercise Period will lapse.
- (c) Options are exercisable by notice in writing to the Company's Board delivered to the registered office of the Company and payment of the Exercise Price in cleared funds. Some or all of the Options may be exercised at any one time or times prior to the expiry of the Exercise Period provided that no less than 1,000 Options are exercised at any one time (provided that the Optionholder holding less than 1,000 Options may exercise all but not part of those Options).
- (d) Options are transferable subject to the Corporations Act and ASX Listing Rules.
- (e) An Optionholder may only participate in new issues of securities to holders of the Company's Shares if the Option has been exercised and Shares allotted in respect of the Option before the record date for determining entitlements to the issue. The Company must give prior notice to Optionholders of any new issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules.
- (f) If there is a bonus issue to the holders of the Company's Shares, the number of Shares over which the Option is exercisable will be increased by the number of Shares which the Optionholder would have received if the Option had been exercised before the record date for the bonus issue.
- (g) If, during the currency of the Options the issued capital of the Company is reorganised, those Options will be reorganised to the extent necessary to comply with the Listing Rules.

PROXY FORM

The Secretary
Australian Vanadium Limited
Level 1, 85 Havelock Street
West Perth WA 6005

I/We (full name)

of _____

being a member(s) of Australian Vanadium Limited, hereby appoint as my/our proxy

of _____

or, failing him/her the Chairperson of the Meeting to attend and vote for me/us at the annual general meeting of the Company to be held at 10.00am on Wednesday, 8 November 2017 and at an adjournment thereof in respect of _____% of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – B Lewis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – D Harris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Prior Issue – Shares and Options (25 July 2017)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of Prior Issue – Shares and Options (7 August 2017)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Proposed Grant of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ratification of Prior Issue – Shares (18 September 2017)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Proposed Grant of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Approval of 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Where permitted, the Chairman intends to vote all undirected proxies in favour of all resolutions.

If the member is an individual or joint holder:

Usual Signature

Usual Signature

Dated this _____ day of

2017.

If the member is a Company:

Signed in accordance with the
Constitution of the company
in the presence of:

Director/Sole Director

Director/Secretary

Sole Director and Sole Secretary

Dated this _____ day of

2017.

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INSTRUCTIONS FOR COMPLETING PROXY FORM

NOTES

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed and that appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. A proxy is not entitled to vote unless the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed is either deposited at the registered office of the Company (refer below) or sent by facsimile to that office on Fax: 08 6268 2699 to be received not less than 48 hours prior to the time of the Meeting.
5. Signing Instructions

Individual: where the holding is one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting.

6. **Important for Resolution 1:**

If the Chair of the Meeting or any member of the Key Management Personnel of the Company or a Closely Related Party of a member of the Key Management Personnel of the Company is your proxy and you have not directed the proxy how to vote on Resolution 1, the proxy will be prevented from casting your votes on Resolution 1. If the Chair, another member of the Key Management Personnel of the Company or Closely Related Party of a member of the Key Management Personnel is your proxy, in order for your votes to be counted on Resolution 1, you must direct your proxy how to vote on Resolution 1.

LODGING YOUR PROXY FORM

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at the address given below no later than 10.00am (WST) on 21 November 2016. Any proxy form received after that time will not be valid for the scheduled meeting.

In person: Australian Vanadium Limited
Level 1
85 Havelock Street
West Perth WA 6005

By mail: Australian Vanadium Limited
Level 1
85 Havelock Street
West Perth WA 6000

By email: info@australianvanadium.com.au

By fax: (08) 6268 2699

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