

2019 ANNUAL GENERAL MEETING

Aurelia Metals Limited ("**AMI**" or the "**Company**") advises that its 2019 Annual General Meeting will be held at **9.00am** Eastern Daylight Saving Time (EDST) on **Friday, 29 November 2019** at The Hart Room, First Floor, Amora Hotel Jamison Sydney, 11 Jamison Street, Sydney NSW, Australia.

The Notice of Meeting and Proxy Form have been sent to shareholders today and copies are attached to this announcement. The Notice of Meeting is also available on the Company's website.

The 2019 Annual Report has also been mailed today to the shareholders who have elected to receive a printed copy. A copy is also available on the Company's website.

Further Information

Cobb Johnstone

Executive Chairman/Interim Chief Executive Officer
+61 2 6363 5200

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aurelia
METALS Ltd.



AURELIA METALS LIMITED

ACN 108 476 384

NOTICE OF 2019 ANNUAL GENERAL MEETING

TIME 9.00am (EDST)
DATE 29 November 2019
PLACE The Hart Room, First Floor, Amora Hotel Jamison Sydney
11 Jamison Street
Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 2 6363 5200.

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AURELIA METALS LIMITED

ACN 108 476 384

NOTICE OF ANNUAL GENERAL MEETING

Aurelia Metals Limited (the **Company**) gives notice that the Annual General Meeting of the Company will be held at The Hart Room, First Floor, Amora Hotel Jamison Sydney, 11 Jamison Street, Sydney NSW 2000 on Friday, 29 November 2019 at 9.00am (EDST).

BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Financial Report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

RESOLUTION 1 - ADOPTION OF THE REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Remuneration Report for the financial year ended 30 June 2019 is adopted."

Note: In accordance with section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company.

"Key Management Personnel" and "Closely Related Party" have the same meaning as set out in the Corporations Act and are defined in the Glossary found at the back of this Notice.

RESOLUTION 2 – RE-ELECTION OF LAWRENCE CONWAY

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

"That Mr Lawrence Conway who retires in accordance with rule 13.2 of the Constitution, and being eligible, offers himself for re-election, is re-elected a Director."

RESOLUTION 3 - ELECTION OF PAUL HARRIS

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

"That, Mr Paul Harris who having been appointed by the Board as a Director since the last annual general meeting, retires in accordance with rule 13.4 of the Constitution and being eligible, offers himself for re-election, is re-elected a Director."

RESOLUTION 4 – APPROVAL OF PERFORMANCE RIGHTS PLAN

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

"That, for the purposes of ASX Listing Rule 7.2, exception 9 and for all other purposes, the Company's Performance Rights Plan, as described in the Explanatory Memorandum, and the issue of securities under the Company's Performance Rights Plan, be approved."

RESOLUTION 5 – APPROVAL TO ISSUE PERFORMANCE RIGHTS TO NEW MD/CEO

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

"That, for the purposes of ASX Listing Rule 10.11 and ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue to Mr Daniel Clifford (and/or his nominee) 1,351,866 Performance Rights under the Company's Performance Rights Plan on the terms and conditions in the Explanatory Memorandum.

RESOLUTION 6 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS

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

"That, for the purposes of sections 136 and 648G of the Corporations Act 2001 (Cth) and for all other purposes, the proportional takeover provisions in the Company's Constitution, clause 35, as set out in Schedule 1 of the Explanatory Memorandum be renewed for a period of three years from the date of the Meeting."

A copy of the Constitution may be obtained from the Company Secretary on +61 2 6363 5200 or email cosec@company matters.com.au.

Date 30 October 2019

By order of the Board



Timothy Churcher
Chief Financial Officer & Company Secretary

VOTING EXCLUSIONS

Voting Exclusion Statement – Resolution 1 - Adoption of the Remuneration Report

A vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a) a member of the Key Management Personnel (**KMP**) whose remuneration details are included in the 2019 Remuneration Report; or
- b) a Closely Related Party of such a KMP.

However, a person described above may cast a vote on Resolution 1 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 (e.g. for, against, abstain) on the resolution; or
- b) the voter is the chair of the Meeting 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 if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 1 as a proxy by a member of the KMP as at the date of the Meeting, or a Closely Related Party of such a KMP, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of a member of the KMP.

Voting Exclusion Statement – Resolution 4 – Approval of the Performance Rights Plan

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a. a Director of the Company who is eligible to participate in the Performance Rights Plan; or
- b. an associate of any of those Directors.

All of the Directors are eligible to participate in the Aurelia Metals Limited Performance Rights Plan. As a result, all Directors will be excluded from voting on Resolution 4.

However, the Company need not disregard a vote cast on Resolution 4 if:

- a. 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
- b. 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.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 4 as a proxy by a member of the KMP as at the date of the Meeting, or a Closely Related Party of such a KMP, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of a member of the KMP.

Voting Exclusion Statement – Resolution 5 – Approval to issue Rights to MD

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of

- a. a Director of the Company who is eligible to participate in the Performance Rights Plan; or
- b. an associate of any of those Directors.

All of the Directors are eligible to participate in the Aurelia Metals Limited Performance Rights Plan. As a result, all Directors will be excluded from voting on Resolution 5.

However, the Company need not disregard a vote cast on Resolution 5 if:

- a. 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
- b. 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.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 5 as a proxy by a member of the KMP as at the date of the Meeting, or a Closely Related Party of such a KMP, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman of the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of a member of the KMP.

ENTITLEMENT TO ATTEND AND VOTE

This information forms part of the Notice of Meeting.

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 Meeting are those who are Shareholders as at 7.00pm (EDST) on Wednesday, 27 November 2019.

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting in person

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

Appointment of a proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A proxy need not be a Shareholder.

A Shareholder 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 shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

Section 250BB of the Corporations Act provides that if an appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

- the proxy need not vote on a show of hands, but if the proxy does, the proxy must vote as directed;
- if the proxy has 2 or more appointments that specify different ways to vote on a resolution - the proxy must not vote on a show of hands;
- 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; and
- if the proxy is not the chair-the proxy need not vote on the poll, but if the proxy does, the proxy must vote that way.

To be effective, an appointment of a proxy for the Meeting must be received by the Company no later than **9.00am** (EDST) on **Wednesday, 27 November 2019** (being 48 hours before the Meeting) by one of the following methods:

By post: PO Box 52, Collins St West Vic 8007, Australia

By delivery in person: 770 Canning Highway, Applecross WA 6153, Australia

By fax: +61 (0) 8 9315 2233

Online: www.securitytransfer.com.au

Email: registrar@securitytransfer.com.au

To appoint a proxy online, you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and your allocated Control Number as shown on your Proxy Form. You will be taken to have signed the Proxy Form if you lodge it in accordance with the instructions on the website.

Please read the instructions for online proxy submissions carefully before you lodge your proxy.

The online proxy facility may not be suitable for Shareholders who wish to appoint two proxies with different voting directions.

A proxy cannot be appointed online if they are appointed under a Power of Attorney or similar authority.

The Company reserves the right to declare invalid any proxy not received by one of the above methods.

Corporate representatives

A body corporate which is a Shareholder, or has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment as the body corporate's representative, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Power of attorney

A Shareholder may appoint an attorney to vote on their behalf. For the appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company by one of the methods listed above for an appointment of a proxy, no later than 9.00am (EDST) on Wednesday, 27 November 2019.

Voting at the Meeting

Pursuant to Clause 13.14 of the Company's Constitution, voting on each of the proposed resolutions at this Meeting will be conducted by a show of hands, or poll, at the discretion of the Chairman.

IMPORTANT: If you appoint the Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on resolutions 1, 4, 5 and 6 then by submitting the proxy form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

EXPLANATORY MEMORANDUM

This information forms part of the Notice of Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the Financial Year ended 30 June 2019, together with the Declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

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.aureliametals.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General information

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 a 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 must allow a reasonable opportunity for its Shareholders to ask question about or make comments on the Remuneration Report at the Annual General Meeting.

2.2 Proxy voting

In accordance with the wishes of the Board, the Chair (where appropriately authorised) intends to vote all available undirected proxies in favour of Resolution 1.

2.3 Directors' Recommendation

The Directors abstain, in the interests of good governance, from making a recommendation in respect of Resolution 1.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – LAWRENCE CONWAY

3.1 General information

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer.

Clause 13.2 of the Constitution provides that:

- (a) at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, 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;

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- (b) the Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;
 - (c) a Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election; and
 - (d) a Managing Director is entitled to be excluded from any determination of the number of directors to retire and/or retirement by rotation.

Clause 13.4 of the Constitution provides that any director appointed by the Directors since the last annual general meeting shall not be taken into account in determining the Directors who are to retire by rotation pursuant to Clause 13.2 of the Constitution.

As the Company currently has 6 Directors, two Directors must retire at this Meeting. Mr Conway and Mr Paul Espie will both retire from office as a Director with effect from the end of the Meeting. Mr Conway, being eligible, offers himself for re-election at the Meeting.

Mr Conway was appointed a Non-Executive Director on 1 June 2017.

Mr Conway has more than 29 years' experience in the resources sector across a diverse range of commercial, financial and operational activities. He has held a mix of corporate and operational commercial roles within Australia, Papua New Guinea and Chile with Evolution Mining, Newcrest and BHP Billiton. Mr Conway is currently the Finance Director and Chief Financial Officer of Evolution Mining.

Mr Conway holds a Bachelor of Business and is a CPA and a member of the Australian Institute of Company Directors.

Mr Conway is the Chair of the Board's Audit Committee.

3.2 **Proxy voting**

In accordance with the wishes of the Board, the Chair (where appropriately authorised) intends to vote all available undirected proxies in favour of Resolution 2.

3.3 **Directors' Recommendation**

The Board considers that Mr Conway will, if re-elected, qualify as an independent director.

The Board, with Mr Conway abstaining, unanimously recommends that Shareholders vote in favour of Resolution 2.

4. **RESOLUTION 3 – ELECTION OF DIRECTOR – PAUL HARRIS**

4.1 **General information**

ASX Listing Rule 14.4 and Clause 13.4 of the Constitution provide that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the Company. Clause 13.4 of the Constitution provides that any Director who is so appointed and holds office until the next annual general meeting, is then eligible for re-election.

Mr Harris, having been appointed on 18 December 2018 as a Non-Executive Director by the Directors pursuant to clause 13.4 of the Constitution, and being eligible, offers himself for re-election at the Meeting.

Mr Harris has more than 27 years' experience in financial markets and investment banking including advising mining corporates on strategy, mergers and acquisitions and capital

markets, including as Managing Director Head of Metals and Mining at Citi. Mr Harris is the Non-Executive Chairman of ASX listed Aeon Metals Limited (ASX:AML).

Mr Harris holds a Master of Engineering (Mining) and a Bachelor of Commerce (Finance) and is a graduate of the Australian Institute of Company Directors.

Mr Harris is the Lead Independent Director and is a member of the Board's Remuneration and Nomination Committee and the Audit and Risk Committee.

4.2 **Proxy voting**

In accordance with the wishes of the Board, the Chair (where appropriately authorised) intends to vote all available undirected proxies in favour of Resolution 3.

4.3 **Directors' Recommendation**

The Board considers that Mr Harris will, if re-elected by shareholders, qualify as an independent director.

The Board, with Mr Harris abstaining, unanimously recommend that Shareholders vote in favour of Resolution 3.

5. **RESOLUTION 4 – APPROVAL OF PERFORMANCE RIGHTS PLAN**

5.1 **General information**

ASX Listing Rule 7.1 restricts listed companies from issuing more than 15% of their issued share capital in any 12-month period without shareholder approval. However, Listing Rule 7.2, exception 9 provides an exception to ASX Listing Rule 7.1 where an issue of securities is made under an employee incentive scheme if within three years before the issue date of the securities Shareholders have approved the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

Exception 9 does not apply to Directors and their associates, who are deemed related parties of the Company. Issues to such persons requires separate shareholder approval under Listing Rule 10.14.

If Shareholders approve Resolution 4, the effect will be to allow the Company over the next three years following the Meeting, to issue Performance Rights under the Company's Performance Rights Plan (**Plan**) and to issue Shares if the vesting conditions applicable to the Performance Rights are satisfied, without impacting the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

5.2 **Background**

Shareholders first approved the Plan at the Company's 2011 Annual General Meeting and this approval was refreshed at the 2014 Annual General Meeting. Following that, amendments to the Plan were approved at the 2016 Annual General Meeting. No further changes have been made to the Plan since the amendments which were approved at 2016 Annual General Meeting.

As explained further below, ASX Listing Rule 7.2, exception 9, provides that equity securities issued under an employee incentive scheme which has been approved by shareholders within three years before the issue date of the securities, do not count towards a company's placement capacity under ASX Listing Rule 7.1.

Due to the three year rule, the Shareholder approval of the Plan obtained at the 2016 Annual General Meeting will lapse on 28 November 2019.

The objective of the Plan is to provide the Company with a remuneration mechanism, through the issue of securities in the capital of the Company, to motivate and reward the performance of employees in achieving specified performance milestones within a specified performance period. The Board will ensure that the performance milestones attached to the securities issued pursuant to the Plan are aligned with the successful growth of the Company's business activities.

The employees of the Company selected to participate in the Plan have been, and will continue to be, instrumental in the growth of the Company. The Directors consider that the Plan is an appropriate method to:

- (a) reward employees for their past performance;
- (b) provide long term incentives for participation in the Company's future growth;
- (c) motivate employees and generate loyalty from senior employees; and
- (d) assist to retain the services of valuable employees.

5.3 **Terms of the Plan**

A summary of the terms of the Plan is provided in Schedule 1 to this Explanatory Memorandum. A copy of the Plan will be made available free of charge to any Shareholder on request.

5.4 **Number of securities issued under the Plan since the date of the last approval.**

Since the last approval of the Plan at the Company's 2016 Annual General Meeting held on 28 November 2016, the Company has issued 11,197,171 performance rights under the Plan to employees as follows:

25 January 2017	6,500,000 performance rights issued
16 May 2019	4,697,171 performance rights issued

5.5 **Proxy voting**

In accordance with the wishes of the Board, the Chair (where appropriately authorised) intends to vote all available undirected proxies in favour of Resolution 4.

5.6 **Directors' Recommendation**

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

6. **RESOLUTION 5 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MD/NEW CEO**

6.1 **General information**

ASX Listing Rule 10.14 requires shareholder approval for the acquisition of securities by a director under an employee incentive scheme. If approved, the approval applies to the issue of the Performance Rights and the issue of ordinary fully paid shares (if any) on the vesting of the Performance Rights.

ASX Listing Rule 10.11 requires shareholder approval to issue or to agree to issue equity securities to a related party. An issue of securities made with the approval of shareholders under listing rule 10.14 is an exception to Listing Rule 10.11.

Resolution 5 seeks shareholder approval for the grant of Performance Rights (**2019 Performance Rights**) to Daniel Clifford, the Company's Managing Director, under the Company's Performance Rights Plan (**Plan**).

The number of 2019 Performance Rights proposed to be issued to Mr Clifford is the maximum amount of Performance Rights that may vest if what the Board considers to be stretch or outstanding performance is achieved, as described below.

The actual extent to which the Board exercises its discretion to make awards in respect of the 2019 Performance Rights will be determined by reference to the vesting percentage guide and the overall business performance of the Company. The number of 2019 Performance Rights that the Board in its discretion decides to vest on the relevant testing date will not exceed the percentages indicated under each heading of the vesting percentage guide herein.

The vesting of the 2019 Performance Rights incorporates performance conditions which trigger vesting at 'threshold' and 'target' performance levels and the vesting scales have been designed appropriately to reward the individual for exceptional Company performance.

The 2019 Performance Rights will be performance tested at the end of a three-year period ending 30 June 2022 (**Testing Date**).

Subject to the satisfaction of the vesting conditions described below and to any adjustment in accordance with the rules of the Plan (e.g. upon a reconstruction of securities), Mr Clifford will receive one share in the Company for each vested Performance Right.

(a) **Vesting Conditions**

Subject to the rules of the Plan, the 2019 Performance Rights will only vest on a date (**Relevant Date**) if Mr Clifford remains an employee of the Company up to and including the Relevant Date.

The number of 2019 Performance Rights which vest on the Relevant Date will depend on the extent to which the vesting conditions applicable to the 2019 Performance Rights (**Vesting Conditions**) have been satisfied for the relevant period.

The vesting conditions applicable to the 2019 Performance Rights are at the discretion of the Board and will be based on factors including the following with each factor below being of equal weight:

1. Continued employment

Subject to the rules of the Plan, continued employment with a Group Company up to and including the Testing Date.

2. Absolute TSR

The Company's absolute TSR performance relative to the Company's 30 day volume weighted average share price on ASX (**VWAP**) prior to 30 June 2019 (\$0.5252/share), against the 30 day VWAP calculated at the testing date (30 June 2022).

3. Relative TSR

The Company's TSR performance relative to the 12 Peer Group Companies (set out below).

The Company's TSR will be based on the percentage by which its 30-day VWAP at the close of trade at the end of the vesting period (30 June 2022), has increased over the Company's 30-day VWAP at the close of trade on 30 June 2019 (\$0.5252/share). The TSR for each Peer Group company will be calculated on the same basis over the same vesting period.

The 12 selected Peer Group Companies are: Ramelius Resources Limited (ASX:RMS), Perseus Mining Limited (ASX:PRU), Pantoro Limited (ASX:PNR), WestGold Resources Limited (ASX:WGX), Silver Lake Resources Limited (ASX:SLR), Gold Road Resources Limited (ASX:GOR), Heron Resources Limited (ASX:HRR), Resolute Mining Limited (ASX:RSG), Sandfire Resources NL (ASX:SFR), Metals X Limited (ASX:MLX), Red 5 Limited (ASX:RED), and New Century Resources Limited (ASX:NCZ).

4. Ore Reserves

The business being able to demonstrate that it has 5 years of Ore Reserves at each operation.

5. Growth

Growth as assessed by the Board in its absolute discretion. Growth may be in regard to exploration success, replacement of high value resources or a value adding transaction.

Absolute and Relative TSR - threshold and target levels

The testing of Absolute TSR and Relative TSR will be based on the following 'threshold' and 'target' levels:

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	Threshold	Pro-rata	Target
Vesting % guide	Nil	50%	100%
Absolute TSR*	15%	15-30%	30%
Relative TSR*	>50%tile	75%tile	100%tile

*30 day VWAP prior to Test Date

If the Board determines that the vesting conditions applicable to the 2019 Performance Rights have been satisfied, Mr Clifford will be allocated one Share for each vested Performance Right.

6.2 **Listing Rule 7.1**

Subject to a number of exceptions, Listing Rule 7.1 limits the number of securities that the Company can issue without Shareholder approval in any 12 month period to 15% of its issued securities. An issue of securities made with the approval of shareholders under listing rule 10.11 or 10.14 is an exception to Listing Rule 7.1. Accordingly, if Resolution 5 is approved, the issue of the securities detailed in Resolution 5 will come within this exception.

6.3 **Technical information required by ASX Listing Rule 10.15**

ASX Listing Rule 10.15 requires that the following information regarding the proposed issue of the 2019 Performance Rights be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 10.14:

- (a) A maximum of 1,351,866 2019 Performance Rights will be issued to Mr Clifford being 100% of Mr Clifford's Total Fixed Remuneration based on the 30 day VWAP of the Company's shares prior to 30 June 2019 (\$0.5252 per share).
- (b) Depending on satisfaction of the Vesting Conditions detailed above in respect of the 2019 Performance Rights, up to 1,351,866 Shares may be issued to Mr Clifford.
- (c) No consideration is payable by Mr Clifford at the time of grant of any of the 2019 Performance Rights or upon the allocation of Shares to which Mr Clifford may become entitled on the vesting of some or all of the 2019 Performance Rights. The 2019 Performance Rights have performance hurdles attached to them as set out above.
- (d) The last approval obtained by the Company under Listing Rule 10.14 was obtained at the Company's 2018 Annual General Meeting held on 29 November 2018. Following that meeting, the Company's former Managing Director, Mr Jim Simpson, received 2,541,964 Performance Rights under the Plan for no consideration, as approved by the Shareholders at that meeting.
- (e) The only person referred to in ASX Listing Rule 10.14 currently entitled to participate in the Plan is Mr Clifford.
- (f) A voting exclusion statement is set out under Resolution 5 above.
- (g) No loan has been or will be provided to Mr Clifford in relation to the issue of the 2019 Performance Rights.
- (h) The 2019 Performance Rights will be issued to Mr Clifford by 29 November 2020 i.e. no later than 12 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
- (i) There will be no funds raised by the Company as a result of the issue of the 2019 Performance Rights to Mr Clifford or upon the allocation of Shares on the vesting of some or all of the 2019 Performance Rights.

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6.4 **Proxy voting**

In accordance with the wishes of the Board, the Chair (where appropriately authorised) intends to vote all available undirected proxies in favour of Resolution 5.

6.5 **Directors' Recommendation**

- (a) Mr Clifford declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the Resolution.
- (b) The Board (other than Mr Clifford) recommends that Shareholders vote in favour of Resolution 5 for the following reasons:
 - (i) the grant of the 2019 Performance Rights to Mr Clifford will align the interests of Mr Clifford with those of Shareholders;
 - (ii) the grant of the 2019 Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Clifford; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the 2019 Performance Rights upon the terms proposed.
- (c) In forming their recommendations, each Director (other than Mr Clifford) considered the experience of Mr Clifford, the current market price of Shares, the current market practices when determining the number of 2019 Performance Rights to be granted as well as the Vesting Conditions of those Performance Rights.
- (d) The Board (other than Mr Clifford) is not 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 Resolution 5.

7. **RESOLUTION 6 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS**

7.1 **General information**

The Constitution currently contains provisions dealing with proportional takeover bids for the Company's shares. The provisions, contained in clause 35, are designed to assist shareholders to receive proper value for their shares if a proportional takeover bid is made for the Company.

Under the Corporations Act, these provisions must be renewed every three years or they cease to have effect.

The current provisions were last renewed at the Company's 2015 Annual General Meeting held on 30 November 2015 and accordingly, ceased to have effect on 30 November 2018.

If Shareholders approve resolution 6, the proportional takeover provisions in clause 35 of the Constitution, as set out in Schedule 2, will be renewed.

Once renewed, the proportional takeover provisions will have effect until 29 November 2022.

The Corporations Act requires that the following information be provided to shareholders whenever a resolution to renew a company's proportional takeover provisions is proposed.

Effect of the proposed provisions

A proportional takeover bid is a takeover bid where an offer is made to each Shareholder to acquire a proportion of their shares.

With the proportional takeover provision in the Constitution, in the event of a proportional takeover bid being made, the Directors must hold a meeting of the Shareholders of the class of shares being bid in order to consider whether or not to approve the bid. A resolution approving the bid must be voted on by the 14th day before the end of the bid period. The resolution will be passed if more than 50% of votes are cast in favour of the approval. The bidder and its associates are not allowed to vote on the resolution. If no such resolution is voted on by the deadline, a resolution approving the bid is taken to have been passed.

If a resolution to approve the bid is rejected, binding acceptances are required to be rescinded and all unaccepted offers and offers failing to result in binding contracts are taken to have been withdrawn.

If the bid is approved or taken to have been approved, the transfers resulting from the bid may be registered provided they comply with other provisions of the Corporations Act and the Constitution.

The proportional takeover provisions do not apply to full takeover bids.

Reasons

If the proportional takeover provisions are not in the Constitution, a proportional takeover bid may enable control of the Company to pass without Shareholders having the opportunity to sell all of their Shares to the bidder. Shareholders may therefore be exposed to the risk of being left as a minority interest in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium for their shares.

The proposed proportional takeover provisions decrease this risk because they allow Shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

No knowledge of any acquisition proposals

As at the date of this notice, no Director is aware of any proposal by any person to acquire or to increase the extent of a substantial interest in the Company.

Review of proportional takeover provisions

While proportional takeover provisions have been in effect under the Company's Constitution, no takeover bids for the Company have been made, either proportional or otherwise. Accordingly, there are no actual examples against which to assess the advantages or disadvantages of the existing proportional takeover provisions (that is, clause 35 of the existing Constitution) for the Directors and Shareholders. The Directors are not aware of any potential takeover bid that was discouraged by clause 35.

Potential advantages and disadvantages

The Directors consider that the proposed renewal of the proportional takeover provisions has no potential advantages or disadvantages for directors because they remain free to make a recommendation on whether a proportional takeover bid should be approved.

The potential advantages of the proportional takeover provisions for Shareholders are:

- (a) they give Shareholders their say in determining by majority vote, whether a proportional takeover bid should proceed;
- (b) they may assist Shareholders in not being locked in as a minority interest;
- (c) they increase Shareholders' bargaining power and may assist in ensuring that any proportional takeover bid is adequately priced; and
- (d) knowing the view of the majority of Shareholders assists each individual Shareholder in assessing the likely outcome of the proportional takeover bid and whether to approve or reject that offer.

The potential disadvantages of the proportional takeover provisions for Shareholders are:

- (a) they are a hurdle to, and may discourage the making of, proportional takeover bids in respect of the Company;
- (b) this hurdle may depress the share price or deny Shareholders an opportunity to sell their Shares at a premium; and
- (c) it may reduce the likelihood of a proportional takeover bid being successful.

However, the Directors do not perceive the above potential disadvantages or any other possible disadvantages as justification for not approving the proportional takeover provisions

for three years and they consider that the potential advantages of the provisions for Shareholders outweigh the potential disadvantages.

7.2 **Proxy voting**

In accordance with the wishes of the Board, the Chair intends to vote all available undirected proxies in favour of Resolution 6.

7.3 **Directors' Recommendation**

The Board believes that Resolution 6 is in the best interests of the Company and its Shareholders and unanimously recommends that Shareholders vote in favour of the Resolution.

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GLOSSARY

\$	Means Australian dollars.
Annual General Meeting or Meeting	Means the annual general meeting convened by this Notice.
associate	Has the meaning set out in the ASX Listing Rules.
ASX	Means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.
ASX Listing Rules	Means the listing rules of ASX.
Board	Means the current board of Directors.
Business Day	Means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.
Chair	Means the chair of the Meeting.
Closely Related Party	(Of a member of the Key Management Personnel) means: <ul style="list-style-type: none">• a spouse or child of the member;• a child of the member's spouse;• a dependent of the member or the member's spouse;• 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;• a company the member controls; or• a person prescribed by the <i>Corporations Regulations 2001</i> (Cth) for the purposes of the definition of "closely related party" in the Corporations Act.
Company	Means Aurelia Metals Limited ACN 108 476 384.
Constitution	Means the Company's Constitution.
Corporations Act	Means the <i>Corporations Act 2001</i> (Cth).
Director/s	Means a current director, or the current directors, of the Company (as the context requires).
Explanatory Memorandum	This explanatory memorandum accompanying, and forming part of, the Notice.
Key Management Personnel or KMP	Has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means 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, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or Notice of Meeting	Means this notice of meeting including the Notes, Explanatory Memorandum and the Proxy Form.
Performance Right	Means a performance right issued under the Plan.
Plan	Means the Aurelia Metals Limited Performance Rights Plan.
Proxy Form	Means the proxy form accompanying and forming part of this Notice.
related party	Has the meaning in section 228 of the Corporations Act
Remuneration Report	Means the remuneration report set out in the Director's Report section of the Company's annual report for the financial year ended 30 June 2019.
Resolution/s	Means the resolutions set out in this Notice, or any one of them (as the context requires).
Share	Means a fully paid ordinary share in the capital of the Company.
Shareholder	Means the registered holder of a Share.
Share Registry	Means Security Transfer Registrars Pty Limited.

SCHEDULE 1

Key Terms of Aurelia Metals Performance Rights Plan

The key terms of the Aurelia Metals Limited Performance Rights Plan (**Plan**) are summarised below:

- (a) The Board of the Company will administer the Plan in accordance with the Plan Rules and the Board has a broad discretion to determine which employees are eligible to participate in the Plan (**Eligible Participants**).
- (b) Under the Plan, the Board may grant Performance Rights to Eligible Participants with effect from the date determined by the Board, upon the terms set out in the Plan and upon such additional terms and Vesting Conditions as the Board determines.
- (c) The Board will advise each Eligible Participant of the following minimum information regarding the Performance Rights:
 - (i) the number of Performance Rights being offered (each entitling its holder to one Share upon vesting of that Performance Right);
 - (ii) any applicable Vesting Conditions;
 - (iii) the period or periods during which the Performance Rights will be tested to determine the vesting of the Performance Right;
 - (iv) any amount that will be payable upon vesting of a Performance Right;
 - (v) any other relevant conditions to be attached to the Performance Rights or the Shares; and
 - (vi) any other matters required to be specified by the Corporations Act, any applicable ASIC instrument or the ASX Listing Rules.
- (d) A Performance Right granted under the Plan will not vest unless the Vesting Conditions (if any) have been satisfied and the Board has notified the Eligible Participant.
- (e) Once the Board has notified the Eligible Participant that the Vesting Conditions (if any) attached to the Performance Right have been satisfied, the Performance Rights will be taken to have vested and exercised and Shares equal to the number of vested Performance Rights will be issued to the Eligible Participant as soon as practicably possible.
- (f) A Performance Right will lapse upon the earlier to occur of:
 - (i) failure to meet the Performance Right's Vesting Conditions;
 - (ii) where the Participant purports to transfer a Performance Right other than in accordance with the terms of the Plan;
 - (iii) where, in the opinion of the Board, an Eligible Participant acts fraudulently or dishonestly or is in breach of its obligations to a group company and the Board deems the Performance Right to have lapsed; or
 - (iv) where, in the opinion of the Board, Performance Rights vest as a result of the fraud, dishonesty, or breach of obligations of another person and, in the opinion of the Board, the Performance Rights would not otherwise have vested and the Board deems the Performance Right to have lapsed.
- (g) Subject to rule 9.2 of the Plan and the ASX Listing Rules, the Board may at any time by resolution amend or add to all or any of the provisions of the Plan, or the terms or conditions

of any Performance Right granted under the Plan. Rule 9.2 provides that without the consent of the Participant, no amendment may be made to the terms of any granted Performance Right which reduces the rights of the Participant in respect of that Performance Right other than an amendment primarily:

- (i) for the purpose of complying with State or Commonwealth legislation;
- (ii) to correct any manifest error; or
- (iii) to take into consideration possible adverse tax implications in respect of the Plan arising from rulings from the Commissioner of Taxation, changes to tax legislation and/or changes in the interpretation of tax legislation by a court.

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SCHEDULE 2

CLAUSE 35 OF THE AURELIA METALS LIMITED CONSTITUTION

35. PARTIAL TAKEOVER PLEBISCITES

35.1 Resolution to Approve Proportional Off-Market Bid

- (a) Where offers have been made under a proportional off-market bid in respect of a class of securities of the Company ("bid class securities"), the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the proportional off-market bid is prohibited unless and until a resolution (in this clause 35 referred to as a "prescribed resolution") to approve the proportional off-market bid is passed in accordance with the provisions of this Constitution.
- (b) A person (other than the bidder or a person associated with the bidder) who, as at the end of the day on which the first offer under the proportional off-market bid was made, held bid class securities is entitled to vote on a prescribed resolution and, for the purposes of so voting, is entitled to one vote for each of the bid class securities.
- (c) A prescribed resolution is to be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on the prescribed resolution.
- (d) A prescribed resolution that has been voted on is to be taken to have been passed if the proportion that the number of votes in favour of the prescribed resolution bears to the total number of votes on the prescribed resolution is greater than one half, and otherwise is taken to have been rejected.

35.2 Meetings

- (a) The provisions of this Constitution that apply in relation to a general meeting of the Company apply, with modifications as the circumstances require, in relation to a meeting that is convened pursuant to this clause 35.2 as if the last mentioned meeting was a general meeting of the Company.
- (b) Where takeover offers have been made under a proportional off-market bid, the Directors are to ensure that a prescribed resolution to approve the proportional off-market bid is voted on in accordance with this clause 35 before the 14th day before the last day of the bid period for the proportional off-market bid (the "resolution deadline").

35.3 Notice of Prescribed Resolution

Where a prescribed resolution to approve a proportional off-market bid is voted on in accordance with this clause 35 before the resolution deadline, the Company is, on or before the resolution deadline:

- (a) to give the bidder; and
- (b) if the Company is listed – each relevant financial market (as defined in the Corporations Act) in relation to the Company;

a notice in writing stating that a prescribed resolution to approve the proportional off-market bid has been voted on and that the prescribed resolution has been passed, or has been rejected, as the case requires.

35.4 Takeover Resolution Deemed Passed

Where, at the end of the day before the resolution deadline, no prescribed resolution to approve the proportional off-market bid has been voted on in accordance with this clause 35, a resolution to approve the proportional off-market bid is to be, for the purposes of this clause 35, deemed to have been passed in accordance with this clause 35.

35.5 Takeover Resolution Rejected

Where a prescribed resolution to approve a proportional off-market bid under which offers have been made is voted on in accordance with this clause 35 before the resolution deadline, and is rejected, then:

- (a) despite Section 652A of the Corporations Act:
 - (i) all offers under the proportional off-market bid that have not been accepted as at the end of the resolution deadline; and
 - (ii) all offers under the proportional off-market bid that have been accepted and from whose acceptance binding contracts have not resulted as at the end of the resolution deadline, are deemed to be withdrawn at the end of the resolution deadline;
- (b) as soon as practicable after the resolution deadline, the bidder must return to each person who has accepted any of the offers referred to in clause 35.5(a)(ii) any documents that were sent by the person to the bidder with the acceptance of the offer;
- (c) the bidder:
 - (i) is entitled to rescind; and
 - (ii) must rescind as soon as practicable after the resolution deadline, each binding takeover contract resulting from the acceptance of an offer made under the proportional off-market bid; and
- (d) a person who has accepted an offer made under the proportional off-market bid is entitled to rescind the takeover contract (if any) resulting from the acceptance.

35.6 Renewal

This clause 35 ceases to have effect on the third anniversary of the date of the adoption of the last renewal of this clause 35.

AURELIA METALS LIMITED

ACN: 108 476 384

REGISTERED OFFICE:

SUITE 5, LEVEL 2
60 - 62 MCNAMARA ST
ORANGE NSW 2800

SHARE REGISTRY:

Security Transfer Australia Pty Ltd

All Correspondence to:

PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

AMI

Holder Number:

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE
ONLINE**

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 9:00am AEDT on Friday 29 November 2019 at The Hart Room, First Floor, Amora Hotel Jamison Sydney, 11 Jamison Street, Sydney NSW 2000 and at any adjournment of that meeting.

Important for Resolutions 1, 4, and 5: If the Chairperson of the meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairperson of the meeting to exercise the proxy in respect of Resolutions 1, 4, and 5, even though the Resolutions are connected directly or indirectly with the remuneration of members of the Key Management Personnel of the Company.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

1. Adoption of the Remuneration Report

For Against Abstain*

2. Re-election of Lawrence Conway

3. Election of Paul Harris

4. Approval of Performance Rights Plan

5. Approval to issue Performance Rights to new MD/CEO

6. Renewal of Proportional Takeover Provisions

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 9:00am AEDT on Wednesday 27 November 2019.

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