WEST WITS MINING LIMITED
ABN 89 124 894 060

NOTICE OF 2015 ANNUAL GENERAL MEETING

Notice is hereby given that the 2015 Annual General Meeting ("**the Meeting**") of the shareholders of West Wits Mining Limited ("**the Company**") will be held at The CFO Solution, Suite 1, 1233 High Street, Armadale, Victoria, Australia, 3143, on Monday, 30 November 2015 at 3pm AEDST.

Further details in respect of each of the resolutions proposed in this Notice of Annual General Meeting are set out in the Explanatory Memorandum accompanying this Notice. The details of the resolution contained in the Explanatory Memorandum should be read together with, and form part of, this Notice of Annual General Meeting.

AGENDA

2015 ANNUAL FINANCIAL STATEMENTS

To lay before the Meeting and consider the Annual Financial Statements of the Company for the financial year ended 30 June 2015 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report**.**

RESOLUTION 1: NON-BINDING RESOLUTION – REMUNERATION REPORT

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

"That the Company approves the adoption of the Remuneration Report, included within the Directors' Report, for the year ended 30 June 2015."

Voting Note:

In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report, or any of that person's closely related parties (such as close family members and any controlled companies of those persons) (collectively referred to as a **Restricted Voter**). However, the Company need not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and

- it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the meeting (**Chairman**) as your proxy and you are not a Restricted Voter by marking the box on, and submitting, the Proxy Form you authorise the Chairman to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Company's key management personnel and you will be taken to have directed the Chairman to vote in accordance with his stated intention to vote in favour of Resolution 1. If you have appointed the Chairman as your proxy and you do not want your vote exercised in favour of Resolution 1, you should not mark the box on the Proxy Form or otherwise direct the Chairman to vote "against" or to "abstain" from voting on Resolution 1.

Please refer to the Proxy and Voting Instructions on page 4.

PROPOSED RESOLUTIONS – ORDINARY BUSINESS

RESOLUTION 2: RE-ELECTION OF DIRECTOR – MR HULME SCHOLES

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

"That Mr Hulme Scholes, a Director who retires by rotation in accordance with the Constitution of the Company, being eligible, is re-elected as a Director of the Company".

RESOLUTION 3: RE-ELECTION OF DIRECTOR – MR VINCENT SAVAGE

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

"That Mr Vincent Savage, a Director who retires by rotation in accordance with the Constitution of the Company, being eligible, is re-elected as a Director of the Company".

RESOLUTION 4: APPROVAL OF PLACEMENT FACILITY

To consider, and if thought fit, pass with or without amendment the following resolution as a **special resolution**:

"THAT for the purposes of ASX Listing Rule 7.1A, shareholders approve the Company having the capacity to issue fully paid ordinary shares in the capital of the Company up to the maximum number permitted under ASX Listing Rule 7.1A.2 at an issue price which is not less than 75% of the volume weighted average market (closing) price of the Company's ordinary shares calculated over the last fifteen (15) days on which trades of the Company's ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date the issue is made as described in the Explanatory Memorandum which accompanied and formed part of the Notice of Annual General Meeting."

Voting Note:

If as at the time of the Annual General Meeting, the Company:

- is included in the S&P/ASX 300 Index; and/or
- has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of greater than AU$300 million,

then this Resolution will be withdrawn.

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by:

- persons who may participate in the proposed issue and persons who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed; and
- an associate of those persons.

However, the Company need not disregard a vote on this Resolution 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.

RESOLUTION 5: APPROVAL OF PRIOR ISSUE OF SHARES

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

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 56,000,000 fully paid ordinary shares in the capital of the Company at an issue price of 1.8 cents ($0.018) per share to professional, sophisticated and other exempt investor clients of Far East Capital Limited [ACN 068 838 193], as described in the Explanatory Memorandum which accompanied and formed part of the Notice of Meeting."

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by:

- persons who participated in the issue; or
- an associate of those persons.

However, the Company need not disregard a vote on this Resolution 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.

OTHER BUSINESS

To consider any other business that may be brought before the Meeting in accordance with the Constitution of the Company and the Corporations Act.

By the order of the Board



Ms Terri Bakos

Company Secretary

Dated: 23 October 2015

The accompanying Proxy Instructions and Explanatory Memorandum form part of this Notice of Annual General Meeting.

PROXY & VOTING INSTRUCTIONS

Voting Entitlements

The Board has determined, in accordance with the Company's Constitution and the Corporations Act 2001 (Cth) that a shareholder's voting entitlement at the Meeting will be taken to be the entitlement of that person shown in the register of members as on Saturday, 28 November 2015 at 3pm AEDST.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to a vote for any options held.

Proxy Instructions

A member entitled to vote has a right to appoint a proxy. If a member is entitled to cast two or more votes they may appoint one or two proxies and specify the percentage of votes each proxy is entitled to exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded. The proxy may, but need not, be a member of the Company.

The Proxy Form (and the power of attorney or other authority, if any, under which the proxy form is signed) must be deposited at or posted to the Company's registered office at Suite 1, 1233 High Street, Armadale, Victoria 3143, or by facsimile to +61 (0)3 9822 7735, to arrive not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposed to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation. If you sign the proxy form and do not appoint a proxy, you will have appointed the Chairman of the meeting as your proxy.

A proxy form is attached to this Notice.

How the Chairman will vote undirected proxies

The Chairman of the Meeting intends to vote undirected proxies on, and in favour of, all of the proposed resolutions, except for Resolution 1 (Remuneration Report). Any undirected proxies held by the Chairman of the Meeting will not be voted on Resolution 1, unless an express authorisation is given on the proxy form.

Proxies that are undirected on Resolution 1 (Remuneration Report)

If you appoint the Chairman of the Meeting as your proxy (or if he may be appointed by default) and do not direct him how to vote on Resolution 1 or do not expressly authorise him to vote undirected proxies, he will not vote your proxy on that item of business. Accordingly, if you appoint the Chairman of the Meeting as your proxy (or if he may be appointed by default), you should direct him how to vote on Resolution 1 to authorise him to vote your undirected proxy, if you want your shares to be voted on that item of business.

If you appoint any other director of the Company or any other member of the Company's key management personnel or any of their closely related parties they will not be able to vote undirected proxies on Resolution 1. Key management personnel of the Company comprise the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies key management personnel for the year ending 30 June 2015. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependants and companies they control.

Corporate Representatives

Any corporation which is a member of the Company may appoint a proxy, as set out above, or authorize (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting or appoint an attorney. Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the constitution of the Company. Attorneys are requested to bring the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

Special Resolution

Resolution 4 is proposed as a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of members of West Wits Mining Limited (ABN 89 124 894 060) (the "**Company**") in connection with the business to be conducted at the Annual General Meeting of Shareholders of the Company to be held at The CFO Solution, Suite 1, 1233 High Street, Armadale, Victoria, Australia, 3143, on Monday, 30 November 2015 at 3pm AEDST.

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

ORDINARY BUSINESS

2015 Annual Financial Statements

Section 317 of the Corporations Act 2001 (Cth) requires each of the Annual Financial Report (which includes the Annual Financial Statements and Director's Declaration), the Directors' Report, Remuneration Report and the Auditor's Report for the last financial year to be laid before the Annual General Meeting. The Company's Constitution also provides for these reports to be received and considered at that meeting. There is no requirement for these reports to be formally approved by shareholders.

Shareholders attending the Annual General Meeting will have the opportunity to put questions to the Board and make comments on matters contained in that Annual Financial Report and the management of the Company. A representative of the auditor will be invited to attend to answer questions about the audit of the Company's Annual Financial Statements.

The reports referred to in the Notice of Annual General Meeting are included in the 2015 Annual Financial Report, which at their election, has been made available to all shareholders on-line or by post. If you have not elected to receive a hard copy of the Company's 2015 Annual Financial Report and wish to access it online, it is available at the Company's website www.westwitsmining.com under the heading "Investors".

No resolution is required to be moved in respect of this item.

Resolution 1: Non-binding Resolution – Remuneration Report

The Company is required by section 250R(2) of the Corporations Act 2001 (Cth), to propose a resolution that the Remuneration Report of the Company be adopted. The Remuneration Report is contained within the Directors' Report in the 2015 Annual Financial Report and sets out the Company's remuneration arrangements for directors.

Shareholders attending the 2015 Annual General Meeting will have the opportunity to discuss and put questions in respect of the Remuneration Report, and shareholders will be asked to vote on a non-binding resolution to adopt the Remuneration Report.

This resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the 2015 Annual General Meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings ("**AGM**") (treating this AGM as the first such meeting), shareholders will be required to vote at the second of those AGM's on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director and CEO) must be put up for re-election. At the 2014 Annual General Meeting greater than 75% of the votes cast on the adoption of the Remuneration Report contained in the Company's 2014 Annual Financial Statements was in favour of its adoption and therefore on this occasion a spill resolution will not be required in the event that 25% or more of votes that are cast are against the adoption of the 2015 Remuneration Report.

However, in the event that 25% or more of votes that are cast are against the adoption of the 2015 Remuneration Report, shareholders should be aware that if there is a 'no' vote of 25% or more at the same resolution at the 2016 Annual General Meeting the consequences are that it may result in the re-election of the Board.

Any undirected proxies held by the Chairman of the Meeting will not be voted on Resolution 1 unless, by marking the box on the proxy form, the shareholder granting the proxy expressly authorises the Chairman to exercise the undirected proxy on Resolution 1. Undirected proxies held by other directors or other key management personnel or any of their closely related parties will not be voted on this Resolution. 'Closely related parties' are defined by the Corporations Act 2001 (Cth), and include specified family members, dependants and companies they control.

If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on this Resolution by marking either "For", "Against" or "Abstain" on the proxy form for this Resolution.

Resolutions 2 and 3: Re-election of Directors

Article 20.2 of the Constitution of the Company requires that at each Annual General Meeting one third of the directors (being two directors) automatically retire from office and are eligible for re-appointment. It is further provided that the directors who are to retire by operation of this rule are those who have been in office the longest. Therefore, Mr Hulme Scholes and Mr Vincent Savage will retire by rotation at this meeting.

Mr Hulme Scholes

Mr Scholes was appointed as a Non-Executive Director of the Company on 22 March 2011.

Mr Scholes holds a BA Law and LLB degree from the University of Witswatersrand in South Africa and is an admitted attorney of the High Court of South Africa. Mr Scholes specialises in mining and mineral law, has practiced exclusively in the field for 20 years and is regarded as one of South Africa's experts within mining law. Mr Scholes was a partner of Werksmans Attorneys based in Johannesburg from 1999 to 2008 and is currently a senior partner at Malan Scholes Attorneys. Mr Scholes started his professional career as a learner official for Harmony Gold Mining Co. Limited in the 1980's which provides him with a unique blend of experience.

Mr Scholes, being eligible, offers himself for re-election as a director at this meeting.

Mr Vincent Savage

Mr Savage was appointed as a Non-Executive Director of the Company on 12 October 2011.

Mr Savage has over 35 years of experience in the mining and building industries, coupled with 20 years working within the insolvency and business advisory sectors. Mr Savage's experience has seen him lead company reconstructions, refinancing's and development projects for mining clients throughout Australia and internationally.

Mr Savage, being eligible, offers himself for re-election as a director at this meeting.

Resolution 4: Approval of Placement Facility

Under ASX Listing Rule 7.1A certain companies may seek shareholder approval by special resolution passed at an annual general meeting to have the additional capacity to issue equity securities which do not exceed 10% of the existing ordinary share capital without further shareholder approval.

The Company obtained shareholder approval for the issue of ordinary shares under Listing Rule 7.1A at its 2014 Annual General Meeting. No shares have been issued by the Company since the date of obtaining shareholder approval at the Company's 2014 Annual General Meeting pursuant to ASX Listing Rule 7.1A.

During the 12 month period preceding this Notice of Meeting, being on and from 30 November 2014 the Company issued 10,000,000 options. The Company is also in the course of a rights issue as per the prospectus and replacement prospectus dated 17 September 2015 and 23 September 2015 respectively. Under, and in connection with the rights issue, 79,240,674 ordinary shares and 2,000,000 unlisted options are expected to be issued.

Further details of the issues of equity securities (being shares) by the Company during the 12 month period preceding the date of this Notice of Meeting are set out in Annexure A.

The Company seeks to refresh this shareholder approval so as to continue to be able to issue ordinary shares (if necessary) under Listing Rule 7.1A following the 2015 Annual General Meeting.

If this Resolution is approved the Company may make an issue of ordinary shares under Listing Rule 7.1A at any time (either on a single date or progressively) up until the earlier of:

- the date which is 12 months after the date of the Annual General Meeting; or
- the date on which shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

Accordingly, the approval given if this Resolution is passed will cease to be valid on the earlier of 30 November 2016 (being the date 12 months after the date of this AGM) or the date on which holders of the Company's ordinary securities approve a transaction under Listing Rule 11.1.2 or 11.2.

At the date of this Memorandum, the Company is an 'eligible entity', and therefore able to seek approval under Listing Rule 7.1A, as it is not included in the S&P/ASX300 and has a market capitalisation less than the amount prescribed by ASX (currently $300 million). If at the time of the Annual General Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

The maximum number of ordinary shares which may be issued in the capital of the Company under the approval sought by this Resolution will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

(A x D) – E

where:

A is the number of shares on issue 12 months before the date of issue or agreement to issue:

(i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;

(ii) plus the number of partly paid shares that became fully paid in the 12 months;

(iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4 (this does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval);

(iv) less the number of fully paid shares cancelled in the 12 months.

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

The ability of the Company to make an issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1. The effect of this Resolution will be to allow the Company to issue ordinary shares under Listing Rule 7.1A without using the Company's 15% placement capacity under Listing Rule 7.1.

As at the date of this Memorandum, the Company has 316,962,696 ordinary shares on issue. However, taking into consideration the rights issue, the Company anticipates it will have 396,203,370 ordinary shares on issue and at the completion of the rights issue the Company will have capacity to issue:

- 59,430,505 equity securities under Listing Rule 7.1 (ie. 15%); and
- subject to shareholders approving this Resolution, 39,620,337 ordinary shares under Listing Rule 7.1A (10% capacity).

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 2(c) above). These calculations have not taken into consideration the potential effect of the exercise of options.

The issue price of the ordinary shares issued under Listing Rule 7.1A will be determined at the time of issue. The minimum price at which the ordinary shares the subject of this Resolution will be issued is 75% of the volume weighted average market (closing) price ("VWAP") of the Company's ordinary shares over the 15 days on which trades in that class were recorded immediately before either:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within five ASX trading days of the date in paragraph (a) the date on which the securities are issued.

If this Resolution is approved, and the Company issues ordinary shares under Listing Rule 7.1A, the existing shareholders' voting power in the Company will be diluted. There is a risk that:

- the market price for the Company's ordinary shares may be significantly lower on the issue date than on the date of the approval of this Resolution; and
- the ordinary shares issued under Listing Rule 7.1A may be issued at a price that is at a discount (as described above) to market price for the Company's ordinary shares on the issue date;

which may have an effect on the amount of funds raised by the issue.

The table set out in the following page shows the dilution of existing shareholders on the basis of:

- The current market price of the Company's ordinary shares and the current number of ordinary securities as at the date of this Explanatory Memorandum.

- Two examples where the number of ordinary shares on issue ("A" in the formula set out above) has increased by 59,430,505 (i.e. 15%) to a total of 455,633,875 shares and increased by 396,203,370 (i.e. 100%) shares to a total of 792,406,740 shares. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require shareholder approval (for example, pro-rata entitlements issues) or as a result of future placements under Listing Rule 7.1 that are approved by shareholders.

- Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at the date of this Explanatory Memorandum.

			Dilution		
			50% decrease in issue price	**Issue Price ****	**50% increase in issue price**
Variable "A" Listing Rule 7.1A2	**"A" is the number of shares that are expected be on issue at the completion of rights issue 396,203,370 shares**	**10% voting dilution (39,620,337)**	0.008	0.016	0.024
		Funds raised	$316,963	$633,925	$950,888
	"A" has increased by 59,430,505 (15%) shares resulting in a total of 455,633,875 shares on issue *	**10% voting dilution (45,563,387 shares)**	0.008	0.016	0.024
		Funds raised	$364,507	$729,014	$1,093,521
	"A" has increased by 396,203,370 (100%) shares resulting in a total of 792,406,740 shares on issue	**10% voting dilution (79,240,674 shares)**	0.008	0.016	0.024
		Funds raised	$633,925	$1,267,851	$1,901,776

Notes:

(i) The table takes into consideration the number of shares the Company anticipates it will have on issue at the completion of the rights issue.

(ii) The table assumes that the Company issues the maximum number of ordinary shares available under Listing Rule 7.1A.

(iii) The table assumes that no options are exercised in ordinary shares before the date of the issue of ordinary shares under Listing Rule 7.1A.

(iv) The table does not show an example of dilution that may be caused to a particular shareholder by reason of issues of ordinary shares under Listing Rule 7.1A based on that shareholder's holding at the date of this Memorandum.

(v) The table shows the effect of an issue of ordinary shares under Listing Rule 7.1A, not under the Company's 15% placement capacity under Listing Rule 7.1.

* *Any issue of ordinary shares is required to be made in accordance with the ASX Listing Rules. Any issue made other than under the Company 15% capacity (Listing Rule 7.1) or the Company's additional 10% capacity (Listing Rule 7.1A) and not otherwise made under an exception in Listing Rule 7.2 (for example, a pro-rata rights issue) would require shareholder approval.*

** *Based on closing price of the Company's shares on ASX on 21 October 2015 of 3 cents ($0.030).*

If this Resolution is approved the Company will have the ability to issue up to 10% of its issued capital without further shareholder approval and therefore allow it to take advantage of opportunities to obtain further funds if required and available in the future.

As at the date of this Memorandum the Company has not formed an intention to offer any ordinary shares under Listing Rule 7.1A to any particular person or at any particular time. The total amount that may be raised by the issue of equity securities under Listing Rule 7.1A will depend on the issue price of the ordinary shares which will be determined at the time of issue. In some circumstances the Company may issue ordinary shares under Listing Rule 7.1A for non-cash consideration (for example, in lieu of cash payments to consultants, suppliers or vendors). While the Company has not formed an intention to offer any ordinary shares under Listing Rule 7.1A, some of the purposes for which the Company may issue ordinary shares under Listing Rule 7.1A include (but are not limited to):

- Raising funds to be applied to the Company's working capital requirements and develop the Company's existing projects.

- Acquiring assets. In these circumstances the issue of the ordinary shares may be made in substitution for the Company making cash payment for the assets. If the Company elects to issue the ordinary shares for the purpose of acquiring assets then the Company will release to the market a valuation of the assets prior to issuing the shares.

- Paying suppliers or consultants of the Company.

Details regarding the purposes for which any particular issue under Listing Rule 7.1A is made will be more fully detailed in an announcement to the ASX made pursuant to Listing Rule 7.1A.4 and Listing Rule 3.10.5A at the time the issue is made.

The allottees of equity securities to be issued under the 10% placement capacity have not yet been determined. However, the allottees of equity securities could consist of current shareholders or new investors (or both). No securities will be offered to related parties or associates of related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% placement capacity, having regard to the following factors:

(i) the purpose of the issue;

(ii) the capital raising and acquisition opportunities available to the Company;

(iii) 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;

(iv) the effect of the issue of the equity securities on the control of the Company;

(v) the Company's circumstances, including, but not limited to, its financial position solvency, and likely future capital requirements;

(vi) prevailing market conditions; and

(vii) advice from corporate, financial and broking advisers (if applicable).

This Resolution is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution.

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this Resolution.

A voting exclusion statement is set out in the Notice of Annual General Meeting.

Resolution 5: Approval of Prior Issue of Shares

On 22 October 2015 the Company announced that it had received a firm commitment from Far East Capital Limited ("Far East Capital") to place 56 million shares to its professional, sophisticated and other exempt investor clients at 1.8 cents per share to raise $1 million before costs of the issue.

Resolution 5 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 56 million shares, on the assumption that the shares will have been issued before the Annual General Meeitng is held.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

By ratifying the issue of the 10 million options by passing Resolution 5, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity without the requirement to obtain prior shareholder approval.

The placement is anticipated to be completed by 30 October 2015. The Company will make an announcement to ASX when the placement shares have been issued. The Company's announcements can be viewed at the ASX website, www.asx.com.au, under the Company's code "WWI". Announcements can also be obtained from the Company's website, www.westwitsmining.com under the heading "Investors".

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

(a) Number of securities: 56 million fully paid ordinary shares.

(b) Issue price: 1.8 cents ($0.018) per share.

(c) Terms of the securities: Fully paid ordinary shares ranking equally with and having the same terms as the Company's existing fully paid ordinary shares.

(d) Recipients: Clients of Far East Capital Limited who are professional, sophisticated or other

exempt investors and are not related parties of the Company.

(e) Use of funds: Funds raised by the placement are to be applied to provide increased capacity and flexibility to accelerate the Company's Soweto Project, and to pay costs of the issue.

A voting exclusion statement is set out in the Notice of Annual General Meeting.

ANNEXURE A
ISSUES OF EQUITY SECURITIES SINCE 2014 AGM

Date[1]	**Quantity**	**Class**	**Recipients**	**Form of Consideration**
20 February 2015	5,000,000 exercisable at $0.025 per option, on or before 19 February 2018.	Options (Unlisted) (WWIAA)	The CFO Solution or its nominees	Nil cash consideration in lieu of consultancy fees.
20 February 2015	5,000,000 at 0.030 per option, on or before 19 February 2018.	Options (Unlisted) (WWIAA)	The CFO Solution or its nominees	Nil cash consideration in lieu of consultancy fees

Notes:

1. This is the date the date of issue of the securities.

2. This table does not take into account the equities that are issued under, and in connection to the rights issue referred to on page 7 or the proposed placement which is the subject of Resolution 5.

West Wits Mining Limited
ABN: 89 124 894 060

Proxy Form

<<No. of shares>>

<<SHAREHOLDER>>

<<SAMPLE ADDRESS>>
<<SAMPLE ADDRESS>>
<<SAMPLE ADDRESS>>

I/We being a member/s of West Wits Mining Limited ("**Company**") and entitled to attend and vote at the meeting of the Company to be held at The CFO Solution, Suite 1, 1233 High Street, Armadale, Victoria, Australia, 3143 on Monday, 30 November 2015 at 3pm AEDST:

☐ (mark box) the Chair of the meeting. **OR** ☐ (mark box)

.....
(*Full name of proxy or the office of the proxy*)

or if the person or body corporate named above fails to attend the meeting, or if no person/body corporate is named, the Chair of the meeting as my/our proxy to attend that meeting and vote on my/our behalf at that meeting and any adjournment or postponement of that meeting in accordance with the following directions (or if no directions have been given, as the proxy sees fit). If two proxies are appointed, the proportion of voting rights this proxy represents is ……..%.

IMPORTANT: **Directing the Chair how to vote on Resolution 1**

☐

If you appoint the Chair as your proxy (or he is appointed in default) and you do not mark this box, and you have not directed your proxy how to vote on Resolution 1, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair of the meeting as your proxy you can direct the Chair how to vote on Resolution 1 by either marking the relevant box below (for example if you wish to vote "against" or "abstain" from voting) or by marking this box (in which case the Chair will vote in favour of Resolution 1). The Chair intends to vote all available proxies in favour of Resolution 1.

I/We (except where I/we have indicated a different voting intention below):

a) direct the Chair of the meeting to vote in accordance with the Chair's voting intentions on Resolution 1 to vote in favour of this Resolution.

b) authorise, in respect of Resolution 1 the Chair of the meeting to vote as described even though Resolution 1 is connected (or may be connected) directly or indirectly with the remuneration of a member of key management personnel for the Company group; and

c) acknowledge that the Chair of the meeting may exercise my proxy in respect of Resolution 1 even though the Chair may have an interest in the outcome of that Resolution and that votes cast by the Chair of the meeting for that Resolution, other than as proxy holder, will be disregarded because of that interest.

VOTING DIRECTIONS FOR YOUR PROXY

To instruct your proxy how to vote, insert 'X' in the appropriate column against each resolution set out below. If you appoint the Chair as your proxy (or he is appointed in default) you should note that, subject to the notes above, the Chair intends to vote undirected proxies in favour of all Resolutions. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting. I/We direct my/our proxy to vote as indicated below:

		FOR	AGAINST	ABSTAIN
Resolution 1	ADOPTION OF REMUNERATION REPORT			
Resolution 2	RE-ELECTION OF DIRECTOR – MR HULME SCHOLES			
Resolution 3	RE-ELECTION OF DIRECTOR – MR VINCENT SAVAGE			
Resolution 4	APPROVAL OF PLACEMENT FACILITY			
Resolution 5	APPROVAL OF PRIOR ISSUE OF SHARES			

If a person:	If a company:
_____ (Signature)	EXECUTED by: _____ Name of company (print)
_____ Name (print)	in accordance with the Corporations Act
Date: _____/_____/_____	_____ _____ (Signature) (Signature) Date: _____/_____/_____

HOW TO COMPLETE THIS PROXY FORM

1 Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please contact the Company's share registry to arrange for changes to be made.

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Annual General Meeting ("AGM") as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other then the Chairman of the AGM please write the name of that person. If you leave this section blank, or your named proxy does not attend the AGM, the Chairman of the AGM will be your proxy. A proxy need not be a security holder of the Company.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be noted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 How the Chairman will vote undirected proxies

If you appoint the person chairing the meeting as your proxy and you are not a Restricted Voter by marking the box and submitting the Proxy Form you authorise the person chairing the meeting (the Chair) to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Company's key management personnel, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1.

If you have appointed the Chair as your proxy he or she can only cast your votes on Resolution 1 if you expressly authorise him or her to do so by marking the box on the proxy form or if you direct the Chair how to vote by marking either 'for, 'against' or 'abstain' for that item of business.

5 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the AGM and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form.

6 Signing Instructions

You must sign this form as follows in the spaces provided:

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

Joint Holding: where the holding is more than one name, all the security holders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged this document with the share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, that person must sign this form. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise a Director must sign this form jointly with either another Director or Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the AGM the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

7 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 3pm AEDST, Saturday, 28 November 2015 being not later than 48 hours before the commencement of the AGM. Any Proxy Form received after that time will not be valid for the scheduled AGM.

Documents may be lodged by posting, delivery or facsimile to:

Registered Office
Suite 1
1233 High Street
Armadale Victoria 3143
PO Box 8694
Armadale Victoria 3143

Ph: +61 (0)3 9824 5254
Fx: +61 (0)3 9822 7735