27 October 2017

Dear Shareholder

POSTPONEMENT OF THE 2017 AGM TO 29 NOVEMBER 2017 AND ADDITIONAL RESOLUTIONS

As announced on 25 October 2017, West Wits Mining Limited ("West Wits" or "the Company") proposes issuing up to 44,117,650 shares at 1.7 cents each as a placement to clients of CPS Capital Group Pty Ltd (or other brokers and advisors) to raise up to $750,000 ("the Placement"), and to issue 55,000,000 shares and 10,000,000 options with an exercise price of 5 cents expiring three years from issue as part of the consideration to acquire of all the shares of the applicant for Western Australian exploration licence application EPM 45/5045 ("the License Application"), which comprises the Northern Reserves Project ("the Project"), or the application itself ("the Acquisition").

Enclosed with this letter is an addendum ("the Addendum") to the Notice of the 2017 Annual General Meeting ("the Notice of Meeting") dated 12 October 2017 to:

- give notice of the postponement of the AGM to 10:30 a.m. (AEDT) on Wednesday 29 November 2017. The place of the meeting remains the same (The CFO Solution Level 3, 62 Lygon Street, Carlton, VIC 3053); and

- to include additional resolutions to either ratify the issue of the above shares and options (if issued before the AGM), or authorise issuing the shares and options after the AGM (as applicable). The applicable resolutions will be put to the meeting according to whether the proposed Placement and Acquisition are completed before the AGM or are to be completed after the AGM. The Company will make an announcement to ASX if the Placement and Acquisition are completed and the shares and options are issued before the AGM, and will also advise shareholders at the meeting.

The Addendum also amends and makes additions to the Explanatory Memorandum ("the Memorandum") which accompanied and formed part of the Notice of Meeting.

New Proxy Form

A new proxy form accompanies the Addendum. Shareholders are advised that:

- If you **have already** returned a proxy form and **wish** to vote on the new resolutions or otherwise change your proxy vote, please complete and return the enclosed new proxy form.

- If you **have already** returned a proxy form and **do not wish** to vote on the new resolutions or otherwise change your proxy vote, you do not need to do anything. The proxy form you have already returned will continue to be treated as your proxy form.

- If you **have not** returned a proxy form, please complete and return the accompanying new Proxy Form.

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Carlton VIC 3053
Australia
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www.westwitsmining.com

The deadline for returning proxy forms has been extended to 10:30am (AEDT) on Monday 27 November 2017.

Shareholders can also attend the meeting in person, or appoint a corporate representative or attorney to attend on behalf of a company as described in the Notice of Meeting.

For further information contact Tim Chapman on +61 3 8692 9049 or visit www.westwitsmining.com.

Yours faithfully
WEST WITS MINING LIMITED



MICHAEL QUINERT
Chairman
enc:

WEST WITS MINING LIMITED
ABN 89 124 894 060

ADDENDUM
TO THE NOTICE OF THE 2017 ANNUAL GENERAL MEETING

The AGM has been postponed to 29 November 2017.
The place and time of the AGM remain the same.
The deadline for returning proxy forms is now 10:30am on 27 November 2017.

This addendum ("this Addendum") is an addendum to the Company's Notice of Annual General Meeting ("the Notice of Meeting") dated 12 October 2017 for the 2017 Annual General Meeting to be held at The CFO Solution Level 3, 62 Lygon Street, Carlton, VIC 3053 on Wednesday 29 November 2017 at 10:30 a.m. (AEDT) (registration opening at 10:15 a.m. (AEDT)).

This Addendum varies the Notice of Meeting and the Explanatory Memorandum which accompanied and formed part of the Notice of Meeting, and should be read together with the Notice of Meeting and the Explanatory Memorandum.

A new proxy form accompanies this Addendum. The new proxy form replaces the proxy form which accompanied the Notice of Meeting and includes provision to vote on the new resolutions in this Addendum.

If you have already returned the old proxy form, you can complete and return the new proxy form to vote on the new resolutions (or to change your instructions for any resolutions). Otherwise your old proxy form will continue to be treated as your proxy form.

A. POSTPONEMENT OF MEETING TO 29 NOVEMBER 2017

The Company hereby gives notice of the postponement of the 2017 Annual General Meeting ("the AGM") to 10:30 a.m. (AEDT) Wednesday, 29 November 2017. The place and time remain the same (The CFO Solution Level 3, 62 Lygon Street, Carlton, VIC 3053 at 10:30 a.m. (AEDT) (registration opening at 10:15 a.m. (AEDT)).

The deadline for returning proxy forms is now 10:30am on 27 November 2017.

B. NEW RESOLUTIONS

The Notice of the 2017 Annual General Meeting ("the AGM") is amended to include additional resolutions (Resolutions 5A, 5B, 6A and 6B) as set out in this Addendum in the business to be considered at the AGM.

The following proposed resolutions and voting exclusion statements are added to the Agenda in the Notice of Meeting after Resolution 4.

RESOLUTION 5A: RATIFICATION OF ISSUE OF PLACEMENT SHARES

The following resolution is proposed to be put at the AGM if shares have been issued under the Placement (described in the Explanatory Memorandum which accompanied and formed part of the Notice of Meeting as amended by the Addendum to the Notice of Meeting) prior to the AGM:

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 all other purposes shareholders ratify and approve the prior issue of up to 44,117,650 fully paid ordinary shares at an issue price of 1.7 cents per share to raise up to $750,000 (before costs of the issue) to clients of CPS Capital Group Pty Ltd (or other AFSL holders or their authorised representatives) who were investors who did not require disclosure under

the requirements of Chapter 6D of the Corporations Act 2001 (Cth) and who were not related parties of the Company as described in the Explanatory Memorandum which accompanied and formed part of the Notice of Meeting as amended by the Addendum to the Notice of Meeting."

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

- persons who participated in the issue; 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 5B: APPROVAL TO ISSUE PLACEMENT SHARES

The following resolution is proposed to be put at the AGM if shares are proposed to be issued under the Placement after the AGM:

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

"That for the purposes of ASX Listing Rule 7.3 and all other purposes shareholders approve and authorise the issue of up to 44,117,650 fully paid ordinary shares at an issue price of 1.7 cents per share to raise up to $750,000 (before costs of the issue) to clients of CPS Capital Group Pty Ltd or other AFSL holders or their authorised representatives who are investors who do not require disclosure under the requirements of Chapter 6D of the Corporations Act 2001 (Cth) and who were not related parties of the Company as described in the Explanatory Memorandum which accompanied and formed part of the Notice of Meeting as amended by the Addendum to the Notice of Meeting."

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; 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.

RESOLUTION 6A: RATIFICATION OF ISSUE OF CONSIDERATION SHARES AND OPTIONS

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

The following resolution is proposed to be put at the AGM if shares have been issued as consideration for the Acquisition (described in the Explanatory Memorandum which accompanied and formed part of the Notice of Meeting as amended by the Addendum to the Notice of Meeting) prior to the AGM:

"That for the purposes of ASX Listing Rule 7.4 and all other purposes shareholders ratify and approve the prior issue of 55,000,000 fully paid ordinary shares and 10,000,000 options (each to acquire one fully paid ordinary share) having an exercise price of 5 cents and expiring three years from the date of issue as part of the consideration payable for the acquisition of Western Australian exploration license application EPM 45/5045 or all the shares of the applicant for exploration license (or the applicable

vendors' respective nominees), as described in the Explanatory Memorandum which accompanied and formed part of the Notice of Meeting as amended by the Addendum to 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.

RESOLUTION 6B: APPROVAL TO ISSUE CONSIDERATION SHARES AND OPTIONS

The following resolution is proposed to be put at the AGM if shares are proposed to be issued as consideration for the Acquisition after the AGM:

"That for the purposes of ASX Listing Rule 7.4 and all other purposes shareholders authorise and approve the issue of 55,000,000 fully paid ordinary shares and 10,000,000 options (each to acquire one fully paid ordinary share) having an exercise price of 5 cents and expiring three years from the date of issue as part of the consideration payable for the acquisition of Western Australian exploration license application EPM 45/5045 or all the shares of the applicant for exploration license (or the applicable vendor's respective nominees), as described in the Explanatory Memorandum which accompanied and formed part of the Notice of Meeting as amended by the Addendum to the Notice of Meeting."

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; 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.

By the order of the Board



Mr Phillip Hains
Company Secretary **Dated: 27 October 2017**

The accompanying updated Proxy & Voting Instructions and Explanatory Memorandum form part of the Notice.

C. UPDATED PROXY & VOTING INSTRUCTIONS

The following details are amended in the Proxy & Voting Instructions on page 4 of the Notice:

- Shareholders' voting entitlements at the Meeting will be taken to be the entitlement of that person shown in the register of members as on Monday 27 November 2017 at 10:30 a.m. (AEDT).
- The Proxy Form (and the power of attorney or other authority, if any, under which the proxy form is signed) must be deposited at the Company's registered office or posted to the Company at **PO Box 655, Carlton South, VIC 3053**, or by facsimile to +61 (0)3 9822 7735, to arrive not less than 48 hours before the postponed time for holding the Meeting (that is, by 10:30am on 27 November 2017), or adjourned meeting as the case may be, at which the individual named in the proxy form proposed to vote.

D. EXPLANATORY MEMORANDUM – AMENDMENT & ADDITIONAL INFORMATION

The Company hereby gives notice of the amendment of the Explanatory Memorandum which accompanied and formed part of the Notice of the 2017 Annual General Meeting as set out in this Addendum, including the following amendment and inclusion of additional information about Resolutions 4, 5A, 5B, 6A and 6B.

At the time of issuing this Addendum, the Company anticipates that shares will be issued under the Placement described below and that shares and options will be issued as consideration for the Acquisition described below after this Addendum is sent to shareholders but before the Annual General Meeting ("the AGM) is held.

However, it is possible that the Placement and/or the Acquisition may not have been completed and the shares (and options in the case of the Acquisition) may not have been issued before the AGM. To avoid the delay and additional cost that calling a second meeting would involve, Resolutions 5A and 5B, and Resolutions 6A and 6B are proposed to enable shareholders to vote on whether to ratify issues that have been made before the AGM, or whether to authorise issues that are proposed to be made after the AGM. If all the shares (and options) have been issued under the Placement and/or the Acquisition as applicable before the AGM, Resolutions 5A and 6A will proceed and Resolutions 5B and 6B (respectively) will be withdrawn. If none of the shares (and options) have been issued under the Placement and/or the Acquisition as applicable before the AGM, Resolutions 5B and 6B will proceed and Resolutions 5A and 6A (respectively) will be withdrawn.

The Company will announce to ASX if the Placement and/or Acquisition shares (and options in the case of the Acquisition) are issued before the AGM, and which of Resolutions 5A, 5B, 6A and/or 6B (if any) will be put or withdrawn. The Company will also advise shareholders at the meeting which of the Resolutions will be put or withdrawn.

The Company considers that in this way, because the substance of the Resolutions (the Placement for Resolutions 5A and 5B, and the Acquisition for Resolutions 6A and 6B) is the same with the difference being whether the Placement and/or Acquisition occurs before the AGM, shareholders can consider and vote on whichever of the Resolutions is applicable in the circumstances.

You can vote on all four resolutions in the Proxy Form. Your votes will apply to whichever of the Resolutions proceeds.

RESOLUTION 4: APPROVAL OF PLACEMENT FACILITY

After issuing the Notice of Meeting the Company subsequently formed an intention to offer and issue ordinary shares under Listing Rule 7.1A as part of the placement described below in respect of Resolutions 5A and 5B. Accordingly, the first sentence of the second paragraph of page 11 is deleted.

It should be noted that while the rest of Explanatory Memorandum as it applies to Resolution 4 remains correct as at the date of the Notice and this Addendum, regard should be had to the Explanatory Memorandum as it applies to Resolution 4 and to the information below in respect of

Resolutions 5A and 5B as setting out details of the proposed issue of Placement shares under Listing Rule 7.1A (if completed before the AGM).

RESOLUTIONS 5A and 5B: PLACEMENT SHARES

As set out above, Resolution 5A will proceed and Resolution 5B will be withdrawn if the Placement shares have been issued before the AGM. If none of the Placement shares have been issued before the AGM, Resolution 5B will proceed and Resolution 5A will be withdrawn.

The following information is provided in respect of both Resolutions 5A and 5B, with information specific to each of them identified as applicable.

On 25 October 2017 the Company announced that it proposes issuing up to 44,117,650 fully paid ordinary shares as a placement to raise up to $750,000 before costs of the issue at 1.7 cents per share to clients of CPS Capital Group Pty Ltd [ABN 73 088 055 636] (or other AFSL holders or their authorised representatives) who are investors who do not require disclosure under the requirements of Chapter 6D of the Corporations Act 2001 (Cth) and who are not related parties of the Company ("the Placement").

Resolutions 5A and 5B seek shareholder approval (ratification of prior issues pursuant to ASX Listing Rule 7.4 if Placement shares are issued before the AGM in the case of Resolution 5A, and authorisation to issue Placement shares after the AGM if the Placement has not been completed by the AGM

The shares which are the subject of Resolutions 5A and 5B are proposed to be issued either after this Addendum to the Notice of AGM is sent to shareholders but before the AGM is held (without shareholder approval under ASX Listing Rules 7.1 and 7.1A) or after the AGM (with shareholder approval under Listing Rule 7.3). The Company has sufficient capacity under Listing Rules 7.1 and 7.1A to issue the Placement shares without shareholder approval, however the timing of the issue is uncertain so the Company is seeking either post-issue ratification or pre-issue authorisation by shareholders. By doing so at the AGM, it seeks to avoid the delay and cost of holding a second general meeting according to the timing of the Placement. Resolution 5A will only be put to the AGM if Placement shares have been issued before the AGM. If Placement shares have not been issued before the AGM, Resolution 5A will be withdrawn. Resolution 5B will only be put to the AGM if the Placement is to be completed after the AGM.

The Company will make an announcement to ASX if Placement shares are issued before the AGM and whether either of Resolution 5A or 5B will be proceeded with or withdrawn, and will also advise shareholders at the AGM.

Placement shares are proposed to be issued under Listing Rule 7.1A, (if issued before the AGM). The Company will announce details and provide information to ASX as required by the Listing Rules if the shares are issued. The details will be available on the ASX website under the Company's code "WWI", and on the Company's website www.westwitsmining.com.

ASX Listing Rules 7.1 and 7.1A provide that a company must not, subject to specified exceptions, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% or 10% (respectively) of the share capital of the Company on issue at the commencement of that twelve (12) month period.

Resolution 5A: ASX Listing Rule 7.4 provides that where a company's shareholders ratify prior issues of securities made pursuant to ASX Listing Rules 7.1 and/or 7.1A (provided that the prior issue of securities did not breach ASX Listing Rules 7.1 or 7.1A) those securities will be deemed to have been issued with shareholder approval. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1 and (subject to Resolution 4 being passed) Listing Rule 7.1A.

Resolution 5B: The shares which are the subject of Resolution 5B are proposed to be issued under ASX Listing Rules 7.1 and 7.3 after the AGM, if the Placement has not been completed before the AGM.

Resolution 5B will only be put to the AGM if the Placement has not been completed before the AGM. If the Placement is completed before the AGM, Resolution 5B will be withdrawn

A prospectus under Chapter 6D of the Corporations Act 2001 (Cth) will not have been required for the issue of the Placement shares. None of the shares will be, or will have been, issued to related parties of the Company.

The following information is provided in accordance with the requirements of ASX Listing Rules 7.5 (for Resolution 5A) and 7.3 (for Resolution 5B):

- The number of securities issued proposed to be or to have been issued is up to 44,117,650 fully paid ordinary shares.
- If the shares are issued after the AGM (under Resolution 5B), they will be issued on the date the Placement is completed, within three (3) months after the date of the Meeting.
- The shares are proposed to be or to have been issued at 1.7 cents ($0.017) per share.
- The shares have the same terms as the Company's existing listed fully paid ordinary shares.
- The shares are proposed to have been issued to clients of CPS Capital Group Pty Ltd (or other AFSL holders or their authorised representatives).
- A voting exclusion statement is contained in the Addendum amending the Notice of General Meeting and accompanying Explanatory Memorandum.
- Funds raised through the issue of the shares will have (or will) be used to provide funds to support the Acquisition of the Project including a $75,000 cash component of the consideration (as described in the Company's announcement of 25 October 2017), to undertake exploration activities, to pay costs, and as working capital.

The Directors of the Company believe that Resolutions 5A and 5B (as applicable) are in the best interests of the Company and unanimously recommend that shareholders vote in favour of the applicable Resolutions.

RESOLUTIONS 6A and 6B: CONSIDERATION SHARES AND OPTIONS

As set out above, Resolution 6A will proceed and Resolution 6B will be withdrawn if the Acquisition has been completed and the shares and options have been issued before the AGM. If that has not occurred, Resolution 6B will proceed and Resolution 6A will be withdrawn.

The following information is provided in respect of both Resolutions 6A and 6B, with information specific to each of them identified as applicable.

On 25 October 2017 the Company announced that it proposes issuing 55,000,000 fully paid ordinary shares and 10,000,000 options (having an exercise price of 5 cents and expiring 3 years from the date of issue) as part of the consideration for the acquisition of Western Australian exploration licence application EPM 45/5045 ("the License Application") which comprises the Northern Reserves Project ("the Project"). The acquisition is intended to be effected either by acquiring all the shares of the applicant for the License Application (in which case the recipients of the consideration shares and options will be the owners of the shares in the applicant, in proportion to their ownership of those shares) or by acquiring the License Application itself (in which case the recipient of the consideration shares and options will be the applicant). The recipients under either method of effecting the Acquisition are referred to as "the Vendor". Further details of the License Application, the Project, and the proposed acquisition including full details of the consideration are contained in the announcement, which can be obtained from the ASX's website under the Company's code "WWI", or from the Company's website www.westwitsmining.com.

Resolutions 6A and 6B seek shareholder approval (ratification of prior issues pursuant to ASX Listing Rule 7.4 if the Acquisition is completed before the AGM in the case of Resolution 6A, and authorisation to issue the shares and options after the AGM if it has not) for the issue of the Acquisition shares and options to the applicable Vendor (and/or their or its respective nominees).

The Company has sufficient capacity under Listing Rule 7.1 to issue the Acquisition shares and options without shareholder approval, however the timing of the completion of the Acquisition and issue of the securities is uncertain so the Company is seeking post-issue ratification or pre-issue authorisation by shareholders (as applicable). By doing so at the AGM, it seeks to avoid the delay and cost of holding a second general meeting according to the timing of the completion of the Acquisition.

Resolution 6A: The shares and options which are the subject of Resolution 6A are proposed to have been issued without shareholder approval under ASX Listing Rule 7.1 after the Addendum to the Notice of AGM is sent to shareholders but before the AGM is held. ASX Listing Rule 7.4 provides that where a company's shareholders ratify a prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the prior issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1 and (subject to Resolution 4 being passed) Listing Rule 7.1A. Resolution 6A will only be put to the AGM if the shares and options have been issued before the AGM. If the Acquisition shares and options have not been issued before the AGM, Resolution 6A will be withdrawn.

Resolution 6B: The shares and options which are the subject of Resolution 6B are proposed to be issued under ASX Listing Rules 7.1 and 7.3 after the AGM, if the Acquisition has not been completed before the AGM. Resolution 6B will only be put to the AGM if the shares and options have not been issued before the AGM. If the shares and options have been issued before the AGM, Resolution 6B will be withdrawn

The Company will make an announcement to ASX if the shares and options are issued before the AGM and whether either of Resolution 6A or 6B will be proceeded with or withdrawn, and will also advise shareholders at the AGM.

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

A prospectus under Chapter 6D of the Corporations Act 2001 (Cth) will not have been required for the issue of the shares and options. None of the shares and options will be, or will have been, issued to related parties of the Company.

The following information is provided in accordance with the requirements of ASX Listing Rules 7.5 (for Resolution 6A) and 7.3 (for Resolution 6B):

- The number of securities issued proposed to be or to have been issued is 55,000,000 fully paid ordinary shares and 10,000,000 options (each to acquire one fully paid ordinary share) having an exercise price of 5 cents ($0.05) and expiring 3 years from the date of issue.
- If the shares and options are issued after the AGM (under Resolution 6B), they will be issued on the date the Acquisition is completed, within three (3) months after the date of the Meeting.
- The shares and options are proposed to be or to have been issued as part of the consideration for the acquisition of the License Application. No cash amount will be or will have been received for the shares or options.
- The shares will have the same terms as the Company's existing listed fully paid ordinary shares. The full terms of the proposed options are set out below.
- The shares and options are proposed to be or to have been issued to the applicable Vendor (and/or their or its respective nominees). Until the Company finalises the manner in which the Acquisition will be effected, the recipient(s) of the shares and options will either be the shareholders of the applicant for the License Application, or the applicant itself. None of the recipients will be a related party of the Company.

- A voting exclusion statement is contained in the Addendum amending the Notice of General Meeting and accompanying Explanatory Memorandum.
- No funds will be or will have been raised through the issue of the shares and options as the shares and options will be or will have been issued as part of the consideration for the acquisition of the License Application. Funds received upon exercise of the options (if exercised) will be applied to the Company's working capital requirements at the time.

Option Terms:

(a) Each option entitles the holder to acquire one ordinary fully paid Share in the capital of the Company.

(b) The options are exercisable at any time prior to 5:00 pm Melbourne time on the date three years after the issue of the options ("the Expiry Date") by completing an option exercise form and delivering it together with the payment for the number of Shares in respect of which the options are exercised to the registered office of the Company. Any option that has not been exercised prior to the 5:00pm Melbourne time on Expiry Date automatically lapses.

(c) The exercise price is 5 cents ($0.05) per option, payable in full on exercise.

(d) Subject to the Corporations Act, the ASX Listing Rules, and the Constitution of the Company, the options are freely transferable.

(e) All Shares issued upon exercise of options will rank *pari passu* in all respects with, and will have the same terms as, the Company's then issued fully paid ordinary shares. The Company will apply for official quotation by ASX of all shares issued upon exercise of options.

(f) An option will not give any right to participate in dividends until Shares are issued pursuant to the exercise of the option.

(g) There are no participation rights or entitlements inherent in the options. Option holders are not entitled to participate in new issues of securities offered to shareholders without first exercising the options. Subject to any waiver granted by ASX, the Company will send notices to option holders at the time required by the Listing Rules prior to the record date applying to offers of securities made to shareholders during the currency of the options.

(h) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of options or the exercise price of the options or both shall be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction. An option does not otherwise confer the right to a change in exercise price or a change in the number of underlying securities over which the option can be exercised.

The Directors of the Company believe that Resolutions 6A and 6B (as applicable) are in the best interests of the Company and unanimously recommend that shareholders vote in favour of the applicable Resolutions.

WEST WITS MINING LIMITED
ABN: 89 124 894 060

Important:
The AGM has been postponed to 29 November 2017

PROXY FORM (Amended - see the Addendum to the Notice of AGM dated 27 October 2017 and the Important Note on the following page).

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 Level 3, 62 Lygon Street, Carlton, VIC 3053 on Wednesday, 29 November 2017 at 10:30 a.m. (AEDT) (registration opening at 10:15 a.m. (AEDT)) appoint as my/our proxy:

☐ (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 VINCENT SAVAGE			
Resolution 3	RE-ELECTION OF DIRECTOR – MR HULME SCHOLES			
Resolution 4	APPROVAL OF PLACEMENT FACILITY			
Resolution 5A	RATIFICATION OF ISSUE OF PLACEMENT SHARES			
Resolution 5B	APPROVAL TO ISSUE PLACEMENT SHARES			
Resolution 6A	RATIFICATION OF ISSUE OF CONSIDERATION SHARES AND OPTIONS			
Resolution 6B	APPROVAL TO ISSUE CONSIDERATION SHARES AND OPTIONS			

You can direct your vote on Resolutions 5A, 5B, 6A and 6B and it will be counted on whichever of those resolutions proceed at the AGM. See the accompanying Addendum to the Notice of AGM for further details.

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: _____/_____/_____

IMPORTANT NOTES

The AGM has been postponed to 29 November 2017. The time and place remain the same. The deadline for returning proxy forms is now 10:30am on 27 November 2017.

If you **have already** returned a proxy form and **wish** to vote on the new resolutions or otherwise change your proxy vote, please complete and return this new proxy form.

If you **have already** returned a proxy form and **do not wish** to vote on the new resolutions or otherwise change your proxy vote, you do not need to do anything. The proxy form you have already returned will continue to be treated as your proxy form.

If you **have not** returned a proxy form, please complete and return this new Proxy Form.

HOW TO COMPLETE THIS AMENDED 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 than 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 – NEW DEADLINE

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:30 a.m. (AEDT), 27 November 2017 being not later than 48 hours before the commencement of the postponed 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:

West Wits Minting Limited	Ph: +61 (0)3 9824 5254
PO Box 655 CARLTON SOUTH VIC 3053	Fax: +61 (0)3 9822 7735