WEST WITS MINING LIMITED
ABN 89 124 894 060

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting ("**the Meeting**") of the shareholders of West Wits Mining Limited [ABN 89 124 894 060] ("**the Company**") will be held at The CFO Solution, Level 3, 62 Lygon Street, Carlton, VIC 3053 on Thursday 18 January 2018 at 11:00am (AEDT). Registration for the Meeting opens at 10:45am (AEDT).

Further details in respect of each of the resolutions proposed in this Notice of General Meeting (**"Notice"**) 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.

BUSINESS

RESOLUTION 1: APPROVAL FOR ISSUE OF SHARES TO TAMBINA VENDORS

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

"That for the purposes of ASX Listing Rule 7.1, and for all other purposes, shareholders approve the issue of up to 70,000,000 fully paid ordinary shares in the Company to the vendors of Tambina Gold Pty Ltd as described in the Explanatory Statement which accompanies and forms part of this Notice."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person.

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 2: APPROVAL FOR ISSUE OF MILESTONE 1 SHARES – TAMBINA VENDORS

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

"That for the purposes of ASX Listing Rule 7.1, and for all other purposes, shareholders approve the issue of up to 15,000,000 fully paid ordinary shares in the Company, subject to the satisfaction of certain milestones, to the vendors of Tambina Gold Pty Ltd as described in the Explanatory Statement which accompanies and forms part of this Notice."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person.

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 3: APPROVAL FOR ISSUE OF MILESTONE 2 SHARES – TAMBINA VENDORS

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

"That for the purposes of ASX Listing Rule 7.1, and for all other purposes, shareholders approve the issue of up to 15,000,000 fully paid ordinary shares in the Company, subject to the satisfaction of certain milestones, to the vendors of Tambina Gold Pty Ltd as described in the Explanatory Statement which accompanies and forms part of this Notice."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person.

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 4: APPROVAL FOR ISSUE OF MILESTONE 1 SHARES – NORTHERN RESERVES VENDORS

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

"That for the purposes of ASX Listing Rule 7.1, and for all other purposes, shareholders approve the issue of up to 10,000,000 fully paid ordinary shares in the Company, subject to the satisfaction of certain milestones, to the vendors of Northern Reserves Pty Ltd as described in the Explanatory Statement which accompanies and forms part of this Notice."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person.

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 5: APPROVAL FOR ISSUE OF MILESTONE 2 SHARES – NORTHERN RESERVES VENDORS

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

"That for the purposes of ASX Listing Rule 7.1, and for all other purposes, shareholders approve the issue of up to 35,000,000 fully paid ordinary shares in the Company, subject to the satisfaction of certain milestones, to the vendors of Northern Reserves Pty Ltd as described in the Explanatory Statement which accompanies and forms part of this Notice."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person.

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 6: RATIFICATION OF ISSUE OF PLACEMENT 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 approve the prior issue of 20,663,116 fully paid ordinary shares in the Company to made to professional and sophisticated investors as described in the Explanatory Statement which accompanies and forms part of this Notice."

Voting Exclusion Statement:

The entity will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- a person who participated in the issue; or
- an associate of that person.

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 7: APPROVAL FOR ISSUE OF SHARES TO DIRECTOR – MICHAEL QUINERT

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 for all other purposes, shareholders approve the issue of 2,272,727 fully paid ordinary shares to Michael Quinert, a Director of the Company, (or his nominee) as described in the Explanatory Statement which accompanies and forms part of this Notice."

Voting Exclusion Statement

The entity will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- a person who is to receive securities in relation to the Company; or
- an associate of that person.

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Corporations Act Voting Restrictions – Key Management Personnel and their closely related parties

In accordance with the Corporations Act 2001 (Cth), the Company will disregard any votes cast on Resolution 7 by a person appointed as proxy, on the basis of that appointment, where that person is a member of the Company's key management personnel or their closely related parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voters**). 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 7.

The Chair of the Meeting may cast votes on Resolution 7 as a proxy where the written appointment of the Chair as a proxy (which may include appointment of the Chair as a proxy by default in the absence of another person) does not specify how the proxy is to vote on Resolution 7 but 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 Company's key management personnel.

RESOLUTION 8: APPROVAL FOR ISSUE OF SHARES TO DIRECTOR – VINCENT SAVAGE

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 for all other purposes, shareholders approve the issue of 2,272,727 fully paid ordinary shares to Vincent Savage, a Director of the Company, (or his nominee) as described in the Explanatory Statement which accompanies and forms part of this Notice."

Voting Exclusion Statement

The entity will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- a person who is to receive securities in relation to the Company; or
- an associate of that person.

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Corporations Act Voting Restrictions – Key Management Personnel and their closely related parties

In accordance with the Corporations Act 2001 (Cth), the Company will disregard any votes cast on Resolution 8 by a person appointed as proxy, on the basis of that appointment, where that person is a member of the Company's key management personnel or their closely related parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voters**). 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 8.

The Chair of the Meeting may cast votes on Resolution 8 as a proxy where the written appointment of the Chair as a proxy (which may include appointment of the Chair as a proxy by default in the absence of another person) does not specify how the proxy is to vote on Resolution 8 but 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 Company's key management personnel.

RESOLUTION 9: APPROVAL FOR ISSUE OF SHARES TO DIRECTOR – HULME SCHOLES

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 for all other purposes, shareholders approve the issue of 1,136,364 fully paid ordinary shares to Hulme Scholes, a Director of the Company, (or his nominee) as described in the Explanatory Statement which accompanies and forms part of this Notice."

Voting Exclusion Statement

The entity will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- a person who is to receive securities in relation to the Company; or

- an associate of that person.

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Corporations Act Voting Restrictions – Key Management Personnel and their closely related parties

In accordance with the Corporations Act 2001 (Cth), the Company will disregard any votes cast on Resolution 9 by a person appointed as proxy, on the basis of that appointment, where that person is a member of the Company's key management personnel or their closely related parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voters**). 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 9.

The Chair of the Meeting may cast votes on Resolution 9 as a proxy where the written appointment of the Chair as a proxy (which may include appointment of the Chair as a proxy by default in the absence of another person) does not specify how the proxy is to vote on Resolution 9 but 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 Company's key management personnel.

RESOLUTION 10: APPROVAL FOR ISSUE OF SHARES TO DIRECTOR – NIEL PRETORIUS

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 for all other purposes, shareholders approve the issue of 1,136,364 fully paid ordinary shares to Niel Pretorius, a Director of the Company, (or his nominee) as described in the Explanatory Statement which accompanies and forms part of this Notice."

Voting Exclusion Statement

The entity will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- a person who is to receive securities in relation to the Company; or
- an associate of that person.

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Corporations Act Voting Restrictions – Key Management Personnel and their closely related parties

In accordance with the Corporations Act 2001 (Cth), the Company will disregard any votes cast on Resolution 10 by a person appointed as proxy, on the basis of that appointment, where that person is a member of the Company's key management personnel or their closely related parties (such as close family members and any controlled companies of those persons) (collectively referred to as

Restricted Voters). 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 10.

The Chair of the Meeting may cast votes on Resolution 10 as a proxy where the written appointment of the Chair as a proxy (which may include appointment of the Chair as a proxy by default in the absence of another person) does not specify how the proxy is to vote on Resolution 10 but 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 Company's key management personnel.

RESOLUTION 11: APPROVAL FOR ISSUE OF DIRECTOR OPTIONS – MICHAEL QUINERT

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 for all other purposes, shareholders approve the issue of 12,000,000 options each having an exercise price of $0.05 (5 cents) and an expiry date 5 years from the issue date to Michael Quinert, a Director of the Company, (or his nominee) as described in the Explanatory Statement which accompanies and forms part of this Notice."

Voting Exclusion Statement

The entity will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- a person who is to receive securities in relation to the Company; or
- an associate of that person.

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Corporations Act Voting Restrictions – Key Management Personnel and their closely related parties

In accordance with the Corporations Act 2001 (Cth), the Company will disregard any votes cast on Resolution 11 by a person appointed as proxy, on the basis of that appointment, where that person is a member of the Company's key management personnel or their closely related parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voters**). 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 11.

The Chair of the Meeting may cast votes on Resolution 11 as a proxy where the written appointment of the Chair as a proxy (which may include appointment of the Chair as a proxy by default in the absence of another person) does not specify how the proxy is to vote on Resolution 11 but 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 Company's key management personnel.

RESOLUTION 12: APPROVAL FOR ISSUE OF DIRECTOR OPTIONS – VINCENT SAVAGE

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 for all other purposes, shareholders approve the issue of 5,000,000 options each having an exercise price of $0.05 (5 cents) and an expiry date 5

years from the issue date to Vincent Savage, a Director of the Company, (or his nominee) as described in the Explanatory Statement which accompanies and forms part of this Notice."

Voting Exclusion Statement

The entity will disregard any votes cast in favour of Resolution 12 by or on behalf of:

- a person who is to receive securities in relation to the Company; or
- an associate of that person.

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Corporations Act Voting Restrictions – Key Management Personnel and their closely related parties

In accordance with the Corporations Act 2001 (Cth), the Company will disregard any votes cast on Resolution 12 by a person appointed as proxy, on the basis of that appointment, where that person is a member of the Company's key management personnel or their closely related parties (such as close family members and any controlled companies of those persons) (collectively referred to as **Restricted Voters**). 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 12.

The Chair of the Meeting may cast votes on Resolution 12 as a proxy where the written appointment of the Chair as a proxy (which may include appointment of the Chair as a proxy by default in the absence of another person) does not specify how the proxy is to vote on Resolution 12 but 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 Company's key management personnel.

RESOLUTION 13: RATIFICATION OF PRIOR ISSUE OF CONSULTANT OPTIONS – ANDREW TUNKS

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 approve the prior issue of 12,000,000 options each having an exercise price of $0.05 (5 cents) and an expiry date 5 years from the issue date to a nominee of Dr Andrew Tunks as described in the Explanatory Statement which accompanies and forms part of this Notice."

Voting Exclusion Statement

The entity will disregard any votes cast in favour of Resolution 13 by or on behalf of:

- a person who participated in the issue; or
- an associate of that person.

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 14: RATIFICATION OF PRIOR ISSUE OF CONSULTANT OPTIONS – HARTLEYS LIMITED

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

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 approve the prior issue of 10,000,000 options each having an exercise price of $0.05 (5 cents) and an expiry date of 30 November 2020 to a nominee of Hartleys Limited as described in the Explanatory Statement which accompanies and forms part of this Notice."

Voting Exclusion Statement

The entity will disregard any votes cast in favour of Resolution 14 by or on behalf of:

- a person who participated in the issue; or
- an associate of that person.

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 15: RATIFICATION OF PRIOR ISSUE OF CONSULTANT OPTIONS – SIMON WHYTE

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 approve the prior issue of 3,000,000 options each having an exercise price of $0.05 (5 cents) and an expiry date of five years from the issue date to Simon Whyte as described in the Explanatory Statement which accompanies and forms part of this Notice."

Voting Exclusion Statement

The entity will disregard any votes cast in favour of Resolution 15 by or on behalf of:

- a person who participated in the issue; or
- an associate of that person.

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

By the order of the Board



Phillip Hains
Company Secretary

Dated: 18 December 2017

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

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 Tuesday 16 January 2018 at 11:00am (AEDT).

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 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 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.

Proxies that are undirected on Resolutions 6-12

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 Resolutions 6-12 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 Resolutions 6-12 or 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 Resolutions 6-12. 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 2017. 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 authorise (by certificate under common seal or other form of execution authorised by the laws of

that corporation's place of incorporation, or in any other manner satisfactory to the 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.

WEST WITS MINING LIMITED
ABN 89 124 894 060

EXPLANATORY MEMORANDUM

This Explanatory Memorandum ("**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 General Meeting ("**Meeting**") of shareholders of the Company to be held at The CFO Solution, Level 3, 62 Lygon Street, Carlton, VIC 3053 on Thursday 18 January 2018 at 11:00am (AEDT). Registration for the Meeting opens at 10:45am (AEDT).

This Memorandum should be read in conjunction with the accompanying Notice of General Meeting ("**Notice**").

RESOLUTION 1: APPROVAL FOR ISSUE OF SHARES TO TAMBINA VENDORS

Resolution 1 seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 70,000,000 at a deemed issue price of $0.022 (2.2 cents) per share as part of the consideration for the Company's proposed acquisition of Tambina Gold Pty Ltd (**Tambina**). As announced to ASX on 21 November 2017, the Company has entered into a binding terms sheet with Tambina and a director and shareholder of Tambina for the acquisition of 100% of the issued share capital in Tambina. The 70,000,000 shares the subject of this Resolution 1 will be issued to the current shareholders of Tambina (**Tambina Vendors**).

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 company's issued share capital at the commencement of that 12 month period. One circumstance where an action or an issue is not taken into account in the calculation of the 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

ASX Listing Rule 7.3 requires that the meeting document concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 7.1 must contain the following information:

- The maximum number of securities to be issued under the approval sought through this resolution is 70,000,000 ordinary fully paid shares.
- The shares will be issued in a single tranche upon completion of the Company's proposed acquisition of Tambina, but in any event no later than three (3) months after the date of the Meeting.
- The shares will have a deemed issue price of $0.022 (2.2 cents) per share.
- The shares will be issued to the Tambina Vendors (or their respective nominees).
- The shares are fully paid ordinary shares in the Company having the same terms and rights as, and will rank equally with, the Company's existing listed fully paid ordinary shares. The Company will apply to ASX for admission of the shares to quotation on ASX.
- No funds will be raised from the issue of the shares the subject of this Resolution 1.

- A voting exclusion statement is contained in the Notice accompanying this Memorandum.

RESOLUTION 2: APPROVAL FOR ISSUE OF MILESTONE 1 SHARES – TAMBINA VENDORS

Resolution 2 seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 15,000,000 fully paid ordinary shares (**TG Milestone One Shares**) to the Tambina Vendors as deferred consideration for the acquisition of Tambina and subject to satisfaction of an applicable milestone.

As announced on 21 November 2017, the Company proposes to issue up to 15,000,000 ordinary shares (being the TG Milestone One Shares) to the Tambina Vendors upon, and subject to, the Company's total ground expenditure in relation to the Tambina mining leases reaching $300,000 (**TG Milestone One**).

The issue of TG Milestone One Shares remains subject to satisfaction of TG Milestone One, however if TG Milestone One is satisfied all of the TG Milestone One Shares will be issued.

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. One circumstance where an issue of securities is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.3 and assumes the satisfaction of TG Milestone One:

- The maximum number of securities to be issued under the approval sought through this resolution is 15,000,000 fully paid ordinary shares.

- The TG Milestone One Shares are expected to be issued in a single tranche upon satisfaction of the TG Milestone One (and will not be issued if TG Milestone One is not satisfied).

- The Company has obtained a waiver of the ASX Listing Rules to permit the TG Milestone One Shares to be issued more than three (3) months after the date of the Meeting, but by no later than two (2) years from the date of the Meeting. If the TG Milestone One is satisfied after that date the Company will either issue the TG Milestone One Shares without shareholder approval or in the absence of the capacity to do so, again seek shareholder approval for such issue.

- The TG Milestone One Shares are fully paid ordinary shares in the Company having the same terms and rights as, and will rank equally with, the Company's existing listed fully paid ordinary shares. The Company will apply to ASX for admission of the TG Milestone One Shares to quotation on ASX.

- The TG Milestone One Shares will be issued to the TG Vendors, subject to the satisfaction of TG Milestone One.

- No funds will be raised from the issue of the TG Milestone One Shares.

- A voting exclusion statement is contained in the Notice accompanying this Memorandum.

RESOLUTION 3: APPROVAL FOR ISSUE OF MILESTONE 2 SHARES – TAMBINA VENDORS

Resolution 3 seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 15,000,000 fully paid ordinary shares (**TG Milestone Two Shares**) to the Tambina Vendors as deferred consideration for the acquisition of Tambina and subject to satisfaction of an applicable milestone.

As announced on 21 November 2017, the Company proposes to issue up to 15,000,000 ordinary shares (being the TG Milestone Two Shares) to the Tambina Vendors upon, and subject to, the delineation of an inferred Mineral Resource (as defined by The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves) of at least 50,000 ounces of gold on the Tambina project (**TG Milestone Two**). Since the date of the announcement, in consultation with ASX and in accordance with ASX requirements, TG Milestone Two has been amended to require the 50,000 ounces of resource the subject of the milestone to be delineated at a grade of not less than 2 grams per tonne.

The issue of TG Milestone Two Shares remains subject to satisfaction of TG Milestone Two, however if TG Milestone Two is satisfied all of the TG Milestone Two Shares will be issued.

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. One circumstance where an issue of securities is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.3 and assumes the satisfaction of TG Milestone Two:

- The maximum number of securities to be issued under the approval sought through this resolution is 15,000,000 fully paid ordinary shares.

- The TG Milestone Two Shares are expected to be issued in a single tranche upon satisfaction of the TG Milestone Two (and will not be issued if TG Milestone Two is not satisfied).

- The Company has obtained a waiver of the ASX Listing Rules to permit the TG Milestone Two Shares to be issued more than three (3) months after the date of the meeting, but by no later than three (3) years from the date of the Meeting. If the TG Milestone Two is satisfied after that date the Company will either issue the TG Milestone Two Shares without shareholder approval or in the absence of the capacity to do so, again seek shareholder approval for such issue.

- The TG Milestone Two Shares are fully paid ordinary shares in the Company having the same terms and rights as, and will rank equally with, the Company's existing listed fully paid ordinary shares. The Company will apply to ASX for admission of the TG Milestone Two Shares to quotation on ASX.

- The TG Milestone Two Shares will be issued to the Tambina Vendors, subject to the satisfaction of TG Milestone Two.

- No funds will be raised from the issue of the TG Milestone Two Shares.

- A voting exclusion statement is contained in the Notice accompanying this Memorandum.

RESOLUTION 4: APPROVAL FOR ISSUE OF MILESTONE 1 SHARES – NORTHERN RESERVES VENDORS

Resolution 4 seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 10,000,000 fully paid ordinary shares (**NRPL Milestone One Shares**) as deferred consideration for the acquisition of Northern Reserves Pty Ltd (**Northern Reserves**), to be issued to the vendors of Northern Reserves (**Northern Reserves Vendors**) and which are subject to satisfaction of an applicable milestone.

As announced on 25 October 2017, the Company proposes to issue up to 10,000,000 ordinary shares (being the NRPL Milestone One Shares) to the Northern Reserves Vendors upon, and subject to, the exploration licence application EL 45/5045 made pursuant to the Mining Act 1978 (WA) (**Licence Application**) being granted (**NRPL Milestone One**).

The issue of NRPL Milestone One Shares remains subject to satisfaction of NRPL Milestone One, however if NRPL Milestone One is satisfied all of the NRPL Milestone One Shares will be issued.

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. One circumstance where an issue of securities is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.3 and assumes the satisfaction of NRPL Milestone One:

- The maximum number of securities to be issued under the approval sought through this resolution is 10,000,000 fully paid ordinary shares.

- The NRPL Milestone One Shares are expected to be issued in a single tranche upon satisfaction of the NRPL Milestone One (and will not be issued if NRPL Milestone One is not satisfied).

- The Company has obtained a waiver of the ASX Listing Rules to permit the NRPL Milestone One Shares to be issued more than three (3) months after the date of the meeting, but by no later than one (1) year from the date of the Meeting. If the NRPL Milestone One is satisfied after that date the Company will either issue the NRPL Milestone One Shares without shareholder approval or in the absence of the capacity to do so, again seek shareholder approval for such issue.

- The NRPL Milestone One Shares are fully paid ordinary shares in the Company having the same terms and rights as, and will rank equally with, the Company's existing listed fully paid ordinary shares. The Company will apply to ASX for admission of the NRPL Milestone One Shares to quotation on ASX.

- The NRPL Milestone One Shares will be issued to the Northern Reserves Vendors, subject to the satisfaction of NRPL Milestone One.

- No funds will be raised from the issue of the NRPL Milestone One Shares.

- A voting exclusion statement is contained in the Notice accompanying this Memorandum.

RESOLUTION 5: APPROVAL FOR ISSUE OF MILESTONE 2 SHARES – NORTHERN RESERVES VENDORS

Resolution 5 seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 35,000,000 fully paid ordinary shares (**NRPL Milestone Two Shares**) to the Northern Reserves Vendors as deferred consideration for the acquisition of Northern Reserves and subject to satisfaction of an applicable milestone.

As announced on 25 October 2017, the Company proposes to issue up to 35,000,000 ordinary shares (being the NRPL Milestone Two Shares) to the Northern Reserves Vendors upon, and subject to, the commencement by the Company of a reverse circulation-percussion drilling program within the area comprised in the Licence Application (**NRPL Milestone Two**).

The issue of NRPL Milestone Two Shares remains subject to satisfaction of NRPL Milestone Two, however if NRPL Milestone Two is satisfied all of the NRPL Milestone Two Shares will be issued within ten (10) business days of such satisfaction.

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. One circumstance where an issue of securities is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.3 and assumes the satisfaction of NRPL Milestone Two:

- The maximum number of securities to be issued under the approval sought through this resolution is 35,000,000 fully paid ordinary shares.

- The NRPL Milestone Two Shares are expected to be issued in a single tranche within ten (10) business days of satisfaction of the NRPL Milestone Two (and will not be issued if NRPL Milestone Two is not satisfied).

- The Company has obtained a waiver of the ASX Listing Rules to permit the NRPL Milestone Two Shares to be issued more than three (3) months after the date of the meeting, but by no later than two (2) years from the date of the Meeting. If the NRPL Milestone Two is satisfied after that date the Company will either issue the NRPL Milestone Two Shares without shareholder approval or in the absence of the capacity to do so, again seek shareholder approval for such issue.

- The NRPL Milestone Two Shares are fully paid ordinary shares in the Company having the same terms and rights as, and will rank equally with, the Company's existing listed fully paid ordinary shares. The Company will apply to ASX for admission of the NRPL Milestone Two Shares to quotation on ASX.

- The NRPL Milestone Two Shares will be issued to the Northern Reserves Vendors, subject to the satisfaction of NRPL Milestone Two.

- No funds will be raised from the issue of the NRPL Milestone Two Shares.

- A voting exclusion statement is contained in the Notice accompanying this Memorandum.

RESOLUTION 6: RATIFICATION OF ISSUE OF PLACEMENT SHARES

Resolution 6 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 20,663,116 shares issued to professional and sophisticated investors or investors otherwise exempt from the disclosure requirements of Chapter 6D of the Act (who were investors identified by CPS Capital Group Pty Ltd). The 20,663,116 shares the subject of this Resolution 6 form part of a larger placement of 22,727,272 shares to raise approximately $500,000 at an issue price of $0.022 (2.2 cents) (**Placement**), which were issued by the Company in two tranches on 24 November 2017 and 4 December 2017. Funds raised via the Placement will be applied to meeting the Company's working capital and administrative costs including costs associated with implementing the acquisition of Tambina. The Placement was announced on 21 November 2017.

The Placement shares were issued under a combination of the Company's ASX Listing Rule 7.1 and 7.1A capacities. Of the 20,663,116 shares the subject of this Resolution 6, 12,254,025 were issued under the Company's capacity pursuant to ASX Listing Rule 7.1, and 8,409,091 were issued under the Company's capacity pursuant to ASX Listing Rule 7.1A. The balance of the Placement shares, being 2,064,156 shares, were issued under the Company's capacity under ASX Listing Rule 7.1A, the refreshment of which shareholders of the Company subsequently approved at the recent annual general meeting of the Company held on 29 November 2017.

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.

ASX Listing Rule 7.1A provides that an eligible company whose shareholders at an annual general meeting have approved by special resolution the additional capacity to issue equity securities under ASX Listing Rule 7.1A, may in the twelve (12) month period following such approval, issue or agree to issue during the period of approval a number of equity securities not exceeding 10% of the share capital of the company on issue at the commencement of that twelve (12) month period, subject to specified exceptions.

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

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

- The number of securities issued was 20,663,116 ordinary fully paid shares.
- The shares were issued at $0.022 (2.2 cents) per share.
- The shares are ordinary fully paid shares which rank equally with the Company's existing ordinary shares.
- The shares were issued to investors in the Placement all of whom were professional or sophisticated investors or investors otherwise exempt from the disclosure requirements of Chapter 6D of the Act.
- Approximately $500,000 was raised via the Placement which has, or will, be applied to the working capital requirements described above.

- A voting exclusion statement is set out in the Notice.

RESOLUTIONS 7, 8, 9 AND 10: APPROVAL FOR ISSUE OF SHARES TO DIRECTORS – MICHAEL QUINERT, VINCENT SAVAGE, HULME SCHOLES AND NIEL PRETORIUS

Under ASX Listing Rule 10.11, shareholder approval is required for the issue of equity securities to a related party of a listed company. Once approval is obtained pursuant to Listing Rule 10.11, the Company is entitled to rely on Listing Rule 7.2, Exception 14 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 7.1. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

As part of its remuneration arrangements, the Company proposes to issue 2,272,727 fully paid ordinary shares to each of Mr Michael Quinert (or his nominee) and Mr Vincent Savage (or his nominee) and 1,136,364 fully paid ordinary shares to each of Mr Hulme Scholes (or his nominee) and Mr Niel Pretorius, all of whom are Directors of the Company. The shares will have a deemed issue price of $0.022 (2.2 cents) each and will be issued upon, and subject to, the Company gaining shareholder approval for Resolutions 7, 8, 9 and 10.

The shares the subject of Resolutions 7, 8, 9 and 10 are to be issued in lieu of certain cash payments owed by the Company to the Director (in each case).

Corporations Act

In each case the Board, excluding the interested Director, has formed the view that the issue of shares to Mr Quinert, Mr Savage, Mr Scholes and Mr Pretorius does not require shareholder approval under section 208 of the Corporations Act, as the issue of shares constitutes "reasonable remuneration" in accordance with section 211 of the Corporations Act. In reaching this view, the Company has considered that it has already negotiated contracts at arms-length and on commercial terms with Mr Quinert, Mr Savage, Mr Scholes and Mr Pretorius in respect of their positions as a Director and the issue of shares is to be made in lieu of certain existing and outstanding remuneration entitlements the Directors have under those contracts with the Company. Further, the Company considers the issue of shares to the Directors as beneficial to the Company as it preserves the Company's cash reserves which would otherwise have been diminished to satisfy the outstanding remuneration owed to the Directors.

Further, the issue of shares to Directors is to be made at the same issue price as a recent issue of shares made to arms-length investors (the ratification of which is the subject of Resolution 6, being the Placement).

ASX Listing Rule 10.13 requires the meeting document concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 10.11 to include the following information:

<u>Resolution 7</u>

- The shares will be issued to Mr Michael Quinert, a Director of the Company (or his nominee).
- The maximum number of securities to be issued under the approval sought through this resolution is 2,272,727 fully paid ordinary shares.
- The shares have a deemed issue price of $0.022 (2.2 cents).

- The Company will issue the shares as soon as practicable following the date of the Meeting and, in any case, within one (1) month of the date of the Meeting.

- Mr Quinert is a Director of the Company.

- No funds will be raised from the issue of the shares. The shares are issued to satisfy certain outstanding remuneration payments owed to Mr Quinert.

- The shares will have the same terms and rights as, and will rank equally with, the Company's existing listed fully paid ordinary shares. The Company will apply to ASX for admission of the shares to quotation on ASX.

- The non-associated Directors of the Company recommend shareholders vote in favour of Resolution 7.

- A voting exclusion statement is contained in the Notice accompanying this Memorandum.

Resolution 8

- The shares will be issued to Mr Vincent Savage, a Director of the Company (or his nominee).

- The maximum number of securities to be issued under the approval sought through this resolution is 2,272,727 fully paid ordinary shares.

- The shares have a deemed issue price of $0.022 (2.2 cents).

- The Company will issue the shares as soon as practicable following the date of the Meeting and, in any case, within one (1) month of the date of the Meeting.

- Mr Savage is a Director of the Company.

- No funds will be raised from the issue of the shares. The shares are issued to satisfy certain outstanding remuneration payments owed to Mr Savage.

- The shares will have the same terms and rights as, and will rank equally with, the Company's existing listed fully paid ordinary shares. The Company will apply to ASX for admission of the shares to quotation on ASX.

- The non-associated Directors of the Company recommend shareholders vote in favour of Resolution 8.

- A voting exclusion statement is contained in the Notice accompanying this Memorandum.

Resolution 9

- The shares will be issued to Mr Hulme Scholes, a Director of the Company (or his nominee).

- The maximum number of securities to be issued under the approval sought through this resolution is 1,136,364 fully paid ordinary shares.

- The shares have a deemed issue price of $0.022 (2.2 cents).

- The Company will issue the shares as soon as practicable following the date of the Meeting and, in any case, within one (1) month of the date of the Meeting.

- Mr Scholes is a Director of the Company.

- No funds will be raised from the issue of the shares. The shares are issued to satisfy certain outstanding remuneration payments owed to Mr Scholes.

- The shares will have the same terms and rights as, and will rank equally with, the Company's existing listed fully paid ordinary shares. The Company will apply to ASX for admission of the shares to quotation on ASX.

- The non-associated Directors of the Company recommend shareholders vote in favour of Resolution 9.

- A voting exclusion statement is contained in the Notice accompanying this Memorandum.

Resolution 10

- The shares will be issued to Mr Niel Pretorius, a Director of the Company (or his nominee).

- The maximum number of securities to be issued under the approval sought through this resolution is 1,136,364 fully paid ordinary shares.

- The shares have a deemed issue price of $0.022 (2.2 cents).

- The Company will issue the shares as soon as practicable following the date of the Meeting and, in any case, within one (1) month of the date of the Meeting.

- Mr Pretorius is a Director of the Company.

- No funds will be raised from the issue of the shares. The shares are issued to satisfy certain outstanding remuneration payments owed to Mr Pretorius.

- The shares will have the same terms and rights as, and will rank equally with, the Company's existing listed fully paid ordinary shares. The Company will apply to ASX for admission of the shares to quotation on ASX.

- The non-associated Directors of the Company recommend shareholders vote in favour of Resolution 10.

- A voting exclusion statement is contained in the Notice accompanying this Memorandum.

RESOLUTIONS 11 AND 12: APPROVAL FOR ISSUE OF DIRECTOR OPTIONS – MICHAEL QUINERT AND VINCENT SAVAGE

Under ASX Listing Rule 10.11, shareholder approval is required for the issue of equity securities to a related party of a listed company. Once approval is obtained pursuant to Listing Rule 10.11, the Company is entitled to rely on Listing Rule 7.2, Exception 14 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 7.1. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

As part of its remuneration and incentive arrangements, the Company proposes to issue 12,000,000 unlisted options to Mr Michael Quinert (or his nominee) and 5,000,000 unlisted options to Mr Vincent Savage, who are both Directors of the Company. The unlisted options are to have an exercise price of $0.05 (5 cents), expire 5 years from the issue date and, upon exercise, entitle the holder to a fully paid ordinary share in the Company. The options will be subject to periodic vesting over a period of 18 months.

The Board, excluding Mr Quinert and Mr Savage, has formed the view that the issue of options to Mr Quinert and Mr Savage does not require shareholder approval under section 208 of the Corporations Act, as the issue of options constitutes "reasonable remuneration" in accordance with section 211 of the Corporations Act. In reaching this view, the Company has considered the positions of Mr Quinert and Mr Savage, the responsibilities they have (and in future are likely to have), the overall remuneration package they are receiving from the Company, as well as the need of the Company to effectively incentivise its Directors, while aligning the incentive with increasing shareholder value and the desirability of preserving cash resources.

ASX Listing Rule 10.13 requires the meeting document concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 10.11 to include the following information:

Resolution 11

- The options will be issued to Mr Michael Quinert, a Director of the Company (or his nominee).
- The maximum number of securities to be issued under the approval sought through this resolution is 12,000,000 unlisted options to acquire fully paid ordinary shares.
- The options have an exercise price of $0.05 (5 cents) and expire 5 years form the issue date.
- The Company will issue the unlisted options in a single tranche as soon as practicable following the date of the Meeting and, in any case, within one (1) month of the date of the Meeting.
- The unlisted options will vest in 3 tranches of 4,000,000 unlisted options each, being upon issue, 9 months after issue and 18 months after issue.
- The options will be otherwise issued on the terms set out in Appendix B to the Company's ASX announcement on 21 November 2017.
- Mr Quinert is a Director of the Company.
- No funds will be raised from the issue of the unlisted options. Any funds raised upon exercise of the unlisted options will be applied to the working capital requirements of the Company at the time of exercise.
- The non-associated Directors of the Company recommend shareholders vote in favour of Resolution 11.
- A voting exclusion statement is contained in the Notice accompanying this Memorandum.

Resolution 12

- The options will be issued to Mr Vincent Savage, a Director of the Company (or his nominee).

- The maximum number of securities to be issued under the approval sought through this resolution is 5,000,000 unlisted options to acquire fully paid ordinary shares.

- The options have an exercise price of $0.05 (5 cents) and expire 5 years form the issue date.

- The Company will issue the unlisted options in a single tranche as soon as practicable following the date of the Meeting and, in any case, within one (1) month of the date of the Meeting.

- The unlisted options will vest in 3 tranches: 2,000,000 upon issue and 1,500,000 both nine (9) and eighteen (18) months after issue.

- The options will be otherwise issued on the terms set out in Appendix B to the Company's ASX announcement on 21 November 2017.

- Mr Savage is a Director of the Company.

- No funds will be raised from the issue of the unlisted options. Any funds raised upon exercise of the unlisted options will be applied to the working capital requirements of the Company at the time of exercise.

- The non-associated Directors of the Company recommend shareholders vote in favour of Resolution 12.

- A voting exclusion statement is contained in the Notice accompanying this Memorandum.

RESOLUTION 13: RATIFICATION OF PRIOR ISSUE OF CONSULTANT OPTIONS – ANDREW TUNKS

Resolution 13 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 12,000,000 unlisted options to a nominee of Dr Andrew Tunks, a long term geological consultant to the Company. The options were issued as part of the Company's remuneration and incentive arrangements and were issued in a single tranche, subject to vesting conditions. The options were the subject of an Appendix 3B on 4 December 2017.

The options the subject of Resolution 13 were issued without shareholder approval under ASX Listing Rule 7.1. 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.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior 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.

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

- The number of options issued was 12,000,000.

- There was no issue price for the options. The options were issued in connection with the Dr Tunks' engagement as a geological consultant of the Company.

- The options will have the same terms as the unlisted options issued to Directors the subject of Resolutions 11 and 12, being an exercise price of $0.05 (5 cents) and an expiry date of 5 years from the date of issue.

- The options will vest in three (3) separate tranches of 4,000,000 being upon issue, nine (9) months after issue and eighteen (18) months after issue.

- The options were issued to a nominee of Dr Andrew Tunks who is not a related party of the Company.

- No funds were raised through the issue. Any funds raised upon exercise of the options will be applied to the working capital requirements of the Company at the time of exercise which may include exploration and development of the Company's projects.

- A voting exclusion statement is contained in the Notice accompanying this Memorandum.

RESOLUTION 14: RATIFICATION OF PRIOR ISSUE OF CONSULTANT OPTIONS – HARTLEYS LIMITED

Resolution 14 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 10,000,000 unlisted options to a nominee of Hartleys Limited (**Hartleys**), in consideration of consultancy advice in relation to market research, opportunity identification and market promotion and assistance provided to the Company by Hartleys. The options were issued in a single tranche and were subject of an Appendix 3B on 4 December 2017.

The options the subject of Resolution 14 were issued without shareholder approval under ASX Listing Rule 7.1. 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.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior 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.

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

- The number of options issued was 10,000,000.

- There was no issue price for the options. The options were issued in consideration of consultancy advice in relation to market research, opportunity identification and market promotion and assistance given to the Company.

- The options will have substantially the same terms as the unlisted options issued to Directors the subject of Resolutions 11 and 12 save for an expiry date of 30 November 2020. The options have an exercise price of $0.05 (5 cents).

- The options were issued to a nominee of Hartleys who is not a related party of the Company.

- No funds were raised through the issue. Any funds raised upon exercise of the options will be applied to the working capital requirements of the Company at the time of exercise which may include exploration and development of the Company's projects.

- A voting exclusion statement is contained in the Notice accompanying this Memorandum.

RESOLUTION 15: RATIFICATION OF PRIOR ISSUE OF CONSULTANT OPTIONS – SIMON WHYTE

Resolution 15 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 3,000,000 unlisted options to Mr Simon Whyte, a consultant to the Company in the area of financial, supply chain and stakeholder management by agreement effective 1 November 2017 (**Effective Date**). The options were issued in a single tranche, subject to vesting conditions, and were the subject of an Appendix 3B on 4 December 2017.

The options the subject of Resolution 15 were issued without shareholder approval under ASX Listing Rule 7.1. 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.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior 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.

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

- The number of options issued was 3,000,000.
- There was no issue price for the options. The options were issued in connection with the Mr Whyte's engagement as a consultant of the Company.
- The options will have the same terms as the unlisted options issued to Directors the subject of Resolutions 11 and 12, being an exercise price of $0.05 (5 cents) and an expiry date of 5 years from the date of issue.
- The options will vest in three (3) separate tranches of 1,000,000 being upon issue, nine (9) months after the Effective Date and eighteen (18) months after the Effective Date.
- The options were issued to Mr Simon Whyte who is not a related party of the Company.
- No funds were raised through the issue. Any funds raised upon exercise of the options will be applied to the working capital requirements of the Company at the time of exercise which may include exploration and development of the Company's projects.
- A voting exclusion statement is contained in the Notice accompanying this Memorandum.

Note: Unless otherwise specified, all monetary amounts are expressed in Australian dollars.

WEST WITS MINING LIMITED

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Code: WWI

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.

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 General Meeting of the Company to be held at 11:00am AEDT on Thursday 18th January 2018 at CFO Solution, Level 3, 62 Lygon Street, Carlton VIC 3053 and at any adjournment of that meeting.

Resolutions 7 – 13: by appointing the Chairperson of the meeting as your Proxy you authorise the Chairperson to vote undirected proxies in favour of the resolutions even though they are connected, directly or indirectly, with the remuneration of a member of the Company's key management personnel.

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	For	Against	*Abstain
1. APPROVAL FOR ISSUE OF SHARES TO TAMBINA VENDORS	☐	☐	☐
2. APPROVAL FOR ISSUE OF MILESTONE 1 SHARES - TAMBINA VENDORS	☐	☐	☐
3. APPROVAL FOR ISSUE OF MILESTONE 2 SHARES - TAMBINA VENDORS	☐	☐	☐
4. APPROVAL FOR ISSUE OF MILESTONE 1 SHARES - NORTHERN RESERVES VENDORS	☐	☐	☐
5. APPROVAL FOR ISSUE OF MILESTONE 2 SHARES - NORTHERN RESERVES VENDORS	☐	☐	☐
6. RATIFICATION OF ISSUE OF PLACEMENT SHARES	☐	☐	☐
7. APPROVAL FOR ISSUE OF SHARES TO DIRECTOR - MICHAEL QUINERT	☐	☐	☐
8. APPROVAL FOR ISSUE OF SHARES TO DIRECTOR - VINCENT SAVAGE	☐	☐	☐
9. APPROVAL FOR ISSUE OF SHARES TO DIRECTOR - HULME SCHOLES	☐	☐	☐
10. APPROVAL FOR ISSUE OF SHARES TO DIRECTOR - NIEL PRETORIUS	☐	☐	☐
11. APPROVAL FOR ISSUE OF DIRECTOR OPTIONS - MICHAEL QUINERT	☐	☐	☐
12. APPROVAL FOR ISSUE OF DIRECTOR OPTIONS - VINCENT SAVAGE	☐	☐	☐
13. RATIFICATION OF PRIOR ISSUE OF CONSULTANT OPTIONS - ANDREW TUNKS	☐	☐	☐
14. RATIFICATION OF PRIOR ISSUE OF CONSULTANT OPTIONS - HARTLEYS LIMITED	☐	☐	☐
15. RATIFICATION OF PRIOR ISSUE OF CONSULTANT OPTIONS - SIMON WHYTE	☐	☐	☐

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 West Wits Mining Limited no later than 11:00am AEDT on Tuesday 16th January 2018.

SAMPLE

My/Our contact details in case of enquiries are:

Name:

Number:

( )

1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and

b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

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

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

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

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

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by WEST WITS MINING LIMITED no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

WEST WITS MINING LIMITED

Postal Address	PO Box 655, CARLTON SOUTH VIC 3053
Telephone	+61 (0)3 9824 5254
Facsimile	+61 (0)3 9822 7735

SAMPLE

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.