

## Notice of Annual General Meeting

Notice is given that the 2017 Annual General Meeting of Collerina Cobalt Limited (**'Collerina Cobalt'** or the **'Company'**) will be held at Level 2, 66 Hunter Street, Sydney, NSW, on Tuesday, 30 November 2017 at 11.30 am Eastern Daylight Saving Time (EDST).

### AGENDA

#### ORDINARY BUSINESS

##### Financial Statements

To receive and consider the Company's Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2017.

To consider and, if thought fit, to pass the following resolutions, with or without amendment:

##### Resolution 1

'That the Remuneration Report for the year ended 30 June 2017 be and is hereby adopted.'

##### Resolution 2

'That Mr Norman Alfred Seckold be and is hereby elected as a Director.'

To transact any other business that may be brought forward in accordance with the Company's Constitution.

By order of the Board



Richard Edwards  
Company Secretary

25 October 2017



## Explanatory Memorandum

This Explanatory Memorandum has been prepared to assist members to understand the business to be put to members at the Annual General Meeting to be held at Level 2, 66 Hunter Street, Sydney, NSW, on Thursday, 30 November 2017 at 11.30 am Eastern Daylight Saving Time (EDST).

### Financial Report

The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2017 will be laid before the meeting. There is no requirement for shareholders to approve these reports, however, the Chairman of the meeting will allow a reasonable opportunity to ask about the content of the Annual Report.

### 1. Adoption of Remuneration Report

The Remuneration Report, which can be found as part of the Directors' Report in the Company's 2017 Annual Report, contains certain prescribed details, sets out the policy adopted by the Board of Directors and discloses the payments to key management personnel, Directors and senior executives.

In accordance with section 250R of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote. This resolution is advisory only and does not bind Directors.

The Chairman will allow a reasonable opportunity for shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

**The Directors recommend that you vote IN FAVOUR of advisory Resolution 1.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 1.**

### 2. Re-election of Norman Alfred Seckold

Pursuant to Article 10.1(c) of the Company's Constitution and the Corporations Act, Norman Seckold retires by rotation and, being eligible, offers himself for re-election.

Norman Seckold graduated with a Bachelor of Economics degree from the University of Sydney in 1970. He has spent more than 30 years in the full time management of natural resource companies, both in Australia and overseas.

Mr Seckold has been the Chairman of a number of publicly listed companies including Moruya Gold Mines (1983) N.L., which acquired the Golden Reward heap leach gold deposit in South Dakota, USA, Pangea Resources Limited, which acquired and developed the Pauper's Dream gold mine in Montana, USA, Timberline Minerals, Inc. which acquired and completed a feasibility study for the development of the MacArthur copper deposit in Nevada, USA, Perseverance Corporation Limited, which discovered and developed the Nagambie gold mine in Victoria, Valdora Minerals N.L., which developed the Rustler's Roost gold mine in the Northern Territory and the Ballarat East Gold Mine in Victoria, Viking Gold Corporation, which discovered a high grade gold deposit in northern Sweden, Mogul Mining N.L., which drilled out the Magistral and Ocampo gold deposits in Mexico and Bolnisi Gold N.L, which discovered and developed the Palmarejo and Guadalupe gold and silver mines in Mexico, and was previously Chairman of Cockatoo Coal Limited, an Australian coal mining, exploration and project development company and Equus Mining Limited, a mineral and development company operating in Chile.

He has been Chairman of Collerina Cobalt since November 2009.

**Other current listed company directorships:** Planet Gas Limited and Santana Minerals Ltd.

**Former directorships in the last three years:** Equus Mining Limited.

**Interests in shares and options:** 52,082,903 shares indirectly held as at the date of this notice.

**With Norman Seckold abstaining, the Directors recommend that you vote IN FAVOUR of Resolution 2.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 2.**



**PROXY FORM**

/We.....  
of.....  
being a member/members of Collerina Cobalt Ltd HEREBY APPOINT

or failing him, the Chairman of the Meeting, as my/our Proxy to vote for me/us and on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Members of the Company to be held at 11.30 am on 30 November 2017 and at any adjournment thereof.

The Proxy is directed by me/us to vote as indicated by the marks in the appropriate voting boxes below:

Resolution	For	Against	Abstain
1 To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-elect Mr Norman Alfred Seckold as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Chairman authorised to exercise proxies on remuneration related matter (Resolution 1):** If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default, by signing and submitting this form I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Resolution 1 (except where I/we have indicated a different voting intention above) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel for Collerina Cobalt Limited, which includes the Chairman.

**The Chairman of the Meeting intends to vote all undirected proxies in favour of each resolution (including Resolution 1).** If you have appointed the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default), and you wish to give the Chairman specific voting directions on an item, you should mark the appropriate box/es opposite those resolutions above (directing the Chairman to vote for, against or to abstain from voting).

**Signature of Securityholder(s)** *This section must be completed.*

Dated this ..... day of ..... 2017

Signatures of Securityholder(s) .....  
 Individual Securityholder(s)  
 Sole Director and Company Secretary or Director and Director/Company Secretary

## PROXY INSTRUCTIONS

1. A member entitled to attend and vote is entitled to appoint not more than 2 proxies.
2. Where more than 1 proxy is appointed, each proxy must be appointment to represent a specified proportion of the member's voting rights.
3. A proxy need not be a member.
4. All joint holders must sign.
5. Where the company has a Sole Director and Company Secretary, that person must sign. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.
6. Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel of the Company's consolidated group (at the date of the meeting or whose remuneration is disclosed in the remuneration report) ('KMP') and their closely related parties (such as close family members and controlled companies), unless the vote is cast
  - (a) as a proxy for a person entitled to vote in accordance with a direction on the proxy appointment; or
  - (b) by the Chairman of the Meeting as a proxy for a person entitled to vote and the proxy appointment expressly authorises the Chairman of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP.
7. All executors of deceased estates must sign.
8. Chapter 2C of the Corporations Act 2001 (Cth) requires information about you (including your name, address and details of the shares you hold) to be included in the Company's public register of members. This information must continue to be included in the public register if you cease to hold shares. These statutory obligations are not altered by the Privacy Amendment (Private Sector) Act 2000 (Cth). Information is collected to administer your shareholding which may not be possible if some or all of the information is not collected.
9. The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that the Company's shares quoted on the Australian Stock Exchange Limited at 7.00 pm Sydney time on 27 November 2017 are taken, for the purposes of the Annual General Meeting to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the meeting.
10. Proxy forms must be received at the Company's registered office, Level 2, 66 Hunter Street, Sydney, NSW, 2000, or by facsimile on (61-2) 9221 6333, not less than 48 hours before the time appointed for holding the meeting.