



## NOTICE OF ANNUAL GENERAL MEETING

### ERO Mining Limited ABN 40 119 031 864

ERO Mining Limited (Company) gives notice that its Annual General Meeting will be held at Level 6, 80 King William Street, Adelaide, South Australia on 23 August 2013 at 10.00 am (Adelaide time).

### Business

#### ADDRESS AND PRESENTATION BY THE CHAIRMAN AND MANAGING DIRECTOR

An address and presentation will be given by the Chairman and Managing Director.

#### ANNUAL FINANCIAL REPORT

To receive and consider the Company's financial statements and reports and the directors' and the independent auditor's reports for the year ended 30 June 2013.

### RESOLUTIONS

#### 1. Adoption of Remuneration Report

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

"That the Remuneration Report required by section 300A of the *Corporations Act 2001* (Cth), as contained in the Company's Directors' Report for the year ended 30 June 2013 be adopted."

*Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.*

#### 2. Election of Mr Vickery

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

"That Mr Ewan Vickery, being a director of the Company who was appointed by the Directors of the Company since the last annual general meeting and retires pursuant to the Company's constitution, and being eligible, is elected as a director of the Company."

#### 3. Re-election of Mr Kennedy

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

"That Mr Robert Kennedy, being a director of the Company who retires by rotation in accordance with the Company's constitution, and being eligible, is re-elected as a director of the Company."

#### 4. Issue of Shares to Acquire the Spargoville Project

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

"That for the purpose of ASX Listing Rule 7.1 and for all other purposes, the issue of 133,333,334 shares to Ramelius Resources Limited is approved."

#### 5. Issue of Shares to Acquire Valley Floor Resources Pty Ltd

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

"That for the purposes of ASX Listing Rules 7.1 and 10.11 and for all other purposes, the issue of 49,999,999 shares to the entities specified in the explanatory memorandum accompanying the notice convening this meeting is approved."

#### 6. Change of Name

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

"That, for the purposes of sections 157(1)(a) and 136(2) of the *Corporations Act 2001* (Cth) and for all other purposes, approval is given for the name of the Company to be changed to Tychean Resources Ltd, and for all references to the Company's name in the constitution of the Company to be replaced with Tychean Resources Ltd."

#### 7. Appointment of Auditor

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

"That, subject to the Australian Securities and Investments Commission granting its consent to the resignation of the Company's current auditor, Grant Thornton South Australian Partnership, for the purposes of section 327B of the *Corporations Act 2001* (Cth) and for all other purposes, Grant Thornton Audit Pty Ltd, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company and the directors be authorised to set its remuneration."

By order of the Board

A handwritten signature in black ink, appearing to read "Justin Nelson".

**Justin Nelson**

Company Secretary

Dated: 15 July 2013

# Voting Information and Notes

## 1. VOTING EXCLUSIONS

### Resolution 1 – Adoption of Remuneration Report

The *Corporations Act 2001* (Cth) prohibits Directors and other key management personnel of the Company and their closely related parties voting in any capacity (including as a shareholder, proxy or personal representative) on resolution 1. The prohibition does not apply if the person has been appointed as a proxy by writing that specifies how the proxy is to vote on resolution 1, provided that the person who appointed the proxy is not themselves a person subject to the prohibition.

Accordingly, the Company will disregard any votes cast on resolution 1 (in any capacity) by or on behalf of Directors and other key management personnel of the Company and their closely related parties, unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction in the proxy form.

In addition, the Chairman of the meeting can vote undirected proxies on resolution 1 where the shareholder provides the Chairman with express authorisation to do so, even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Therefore, when completing the proxy form, if you appoint the Chairman of the meeting as your proxy, or if the Chairman of the meeting is appointed as your proxy by default, then unless you mark one of the voting instruction boxes for resolution 1, you will be taken to have given your express authority to the Chairman to cast any undirected proxy votes on resolution 1.

Voting exclusions required under the ASX Listing Rules (where applicable) are included in the explanatory memorandum.

## 2. VOTING ENTITLEMENT ON A POLL

On a poll, each shareholder present (in person, by proxy, attorney or representative) has one vote for each fully paid share they hold.

## 3. PROXIES

A shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on the shareholder's behalf. If the shareholder is entitled to cast two or more votes at the meeting, the shareholder may appoint up to two proxies to attend and vote on the shareholder's behalf.

If a shareholder appoints two proxies, each proxy must be appointed to represent a specified proportion or number of the shareholder's votes. Absent this specification, each proxy will need to exercise half the votes.

A proxy need not be a shareholder of the Company.

To appoint a proxy, a proxy form must be signed by the shareholder or the shareholder's attorney duly authorised in writing. If the shareholder is a corporation, the proxy form must be signed in accordance with section 127 of the *Corporations Act 2001* (Cth). To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the commencement of the meeting. Proxy form and authorities may be sent to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne VIC 3001, or in person to Computershare at Level 5, 115 Grenfell Street, Adelaide SA 5000, or by facsimile to Computershare on (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555 or the Company on +61 8 8375 3999.

Shareholders who forward their proxy forms by fax must make available the original executed form of the proxy for production at the meeting, if called upon to do so.

### Undirected proxies

If shareholders appoint the person chairing the meeting as their proxy and do not specify how the Chairman is to vote on a resolution, except as directed, the Chairman advises that he intends to vote each such proxy, as proxy for those shareholders, in favour of each resolution on a poll. Therefore, the Company recommends that shareholders who submit proxies should consider giving "how to vote" directions to their proxy holder (including the Chairman) on each resolution. Please read the directions on the proxy form carefully, especially if you intend to appoint the Chairman of the meeting as your proxy.

If shareholders complete a proxy form that authorises the person chairing the meeting to vote on their behalf as proxy holder, and do not mark any of the boxes so as to give the Chairman directions about how their vote should be cast, then the Chairman may vote as they choose. If shareholders wish to appoint the person chairing the meeting as their proxy holder but do not want to put the Chairman in the position to cast their vote as they choose in relation to a resolution, shareholders should complete the appropriate box on the proxy form, directing the Chairman to vote for, against or abstain from voting on that resolution.

If the chairperson is appointed as a proxy, they are not permitted to vote undirected proxies on various matters, including some remuneration matters and related party matters unless express authority to do so is given by the appointing shareholder.

## 4. CUSTODIAN VOTING

For Intermediary Online subscribers only (custodians), please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

## 5. ENTITLEMENT TO VOTE AT THE MEETING

For the purpose of the meeting, shares in the Company will be taken to be held by those persons who are registered holders at 6.30 pm (Adelaide time) on 21 August 2013. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## 6. QUORUM

The Constitution of the Company provides that 10 shareholders present in person, by proxy, attorney or body corporate representative shall be a quorum for the general meeting of the Company.

## 7. APPOINTING A CORPORATE REPRESENTATIVE

Corporate representatives are requested to bring appropriate evidence of appointments as a representative. Proof of identity will be required for corporate representatives.

## 8. APPOINTMENT OF AN ATTORNEY

Attorneys are requested to bring a power of attorney pursuant to which they are appointed. Proof of identity will also be required for attorneys.

# Explanatory Memorandum

This explanatory memorandum accompanies the Notice of Annual General of ERO Mining Limited to be held on 23 August 2013.

## Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R of the *Corporations Act 2001*, the Company submits to shareholders for consideration and adoption, by way of a non-binding resolution, its Remuneration Report for the year ended 30 June 2013.

The Remuneration Report is a distinct section of the Directors' Report that deals with the remuneration of directors and key management personnel of the Company and can be located on pages 10 to 12 of the Company's 2013 Annual Report and also on the Company's website at [www.eromining.com](http://www.eromining.com) under "Investor" and "Company Reports".

The Remuneration Report sets out the Company's remuneration arrangements for its Directors, Officers and Senior Management.

Shareholders will be given reasonable opportunity at the meeting to discuss the Remuneration Report.

The Directors recommend shareholders vote in favour of this non-binding ordinary resolution.

## Resolution 2 – Election of Mr Vickery

The Company's constitution, at clause 47, requires that any director appointed to the Board by the Directors or by the Company in general meeting since the last Annual General Meeting must retire at the next Annual General Meeting. A retiring director is eligible for election.

The director required to retire is Mr Vickery, and being eligible, has indicated he will offer himself for election by members at the meeting.

A brief summary of Mr Vickery's experience follows:

### Mr Ewan John Vickery LL.B

Mr Vickery is a corporate and business lawyer with over 30 years' experience in private practice in Adelaide. He has acted as an adviser to companies on a variety of corporate and business issues including capital and corporate restructuring, native title and land access issues, and as lead native title advisor and negotiator for numerous mining and petroleum companies.

He is a member of the Exploration Committee of the South Australian Chamber of Mines and Energy Inc, the International Bar Association Energy and Resources Law Section, the Australian Institute of Company Directors and is a past national president of Australian Mining and Petroleum Association (AMPLA Limited).

*The Directors (except Mr Vickery, who makes no recommendation) recommend shareholders vote in favour of this resolution.*

## Resolution 3 – Re-election of Mr Kennedy

At the date of the Annual General Meeting of members, the Board of directors of the Company comprises three directors. Of these, one (excluding the Managing Director) is required by the Company's constitution to retire at the meeting.

Mr Kennedy is to retire and being eligible, offers himself for re-election by members at the Annual General Meeting. A brief summary of Mr Kennedy's experience follows.

### Mr Robert Michael Kennedy ASAIT, Grad. Dip (Systems Analysis), FCA, ACIS, Life member AIM, FAICD.

Mr Kennedy has been the non-executive chairman of the Company since 2006. Mr Kennedy is a chartered accountant and consultant to Kennedy & Co, Chartered Accountants, a firm he founded. He is also a director of ASX listed companies Ramelius Resources Limited

(since 1995), Flinders Mines Limited (since 2001), Maximus Resources Limited (since 2004), Marmota Energy Limited (since 2007) and Monax Mining Limited (since 2004). His special responsibilities include membership of the Audit Committee. Mr Kennedy brings to the Board his expertise in finance and management consultancy and extensive experience as chairman and non-executive director of a range of listed public companies.

*The directors (except Mr Kennedy, who makes no recommendation) recommend shareholders vote in favour of this resolution.*

## Resolution 4 – Issue of Shares to Acquire the Spargoville Project

On 1 July 2013 the Company announced its proposed acquisition of the Spargoville Project. The consideration for the acquisition is an issue of shares in the Company.

ASX Listing Rule 7.1 sets out the basic prohibition on an entity issuing or agreeing to issue equity securities in any 12-month period which amount to more than 15% of its ordinary securities. An issue in excess of the 15% limit can be made with the approval of holders of ordinary securities.

Resolution 4 seeks approval by shareholders under ASX Listing Rule 7.1 for the issue of shares to acquire the Spargoville Project. The following information is provided under ASX Listing Rule 7.3:

- The Company will issue 133,333,334 shares.
- The shares will be issued no later than 3 months after the date of the meeting.
- The shares will not be issued for a price, but will be issued as consideration for the acquisition of the Spargoville Project (refer to the Company's announcement to ASX dated 1 July 2013).
- The shares will be issued to Ramelius Resources Limited.
- The shares will be issued on the same terms as the Company's existing issued fully paid ordinary shares.
- As the shares will be issued as consideration for the acquisition of the Spargoville Project, no funds will be raised from the issue.

### Voting exclusion statement

The Company will disregard any votes cast on Resolution 4 by:

- a person who may participate in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed; and
- an associate of that person (or those persons).

However, the Company 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.

*The directors (except Mr Kennedy, who makes no recommendation) recommend shareholders vote in favour of this resolution.*

## Resolution 5 – Issue of Shares to Acquire Valley Floor Resources Pty Ltd

On 4 July 2013 the Company announced a proposal to acquire Valley Floor Resources Pty Ltd. The consideration for the acquisition is an issue of shares in the Company.

ASX Listing Rule 7.1 sets out the basic prohibition on an entity issuing or agreeing to issue equity securities in any 12-month period which amount to more than 15% of its ordinary securities. An issue in excess of the 15% limit can be made with the approval of holders of ordinary securities.

Resolution 5 seeks approval by shareholders under ASX Listing Rule 7.1 for the issue of shares to acquire Valley Floor Resources Pty Ltd. The following information is provided under ASX Listing Rule 7.3:

- The Company will issue shares as shown in table 1 below.
- The shares will be issued no later than 1 month after the date of the meeting.
- The shares will not be issued for a price, but will be issued as consideration for the acquisition of Valley Floor Resources Pty Ltd (refer to the Company's announcement to ASX dated 4 July 2013).
- The shares will be issued to the entities in table 1 below.
- The shares will be issued on the same terms as the Company's existing issued fully paid ordinary shares.
- As the shares will be issued as consideration for the acquisition of Valley Floor Resources Pty Ltd, no funds will be raised from the issue.

Table 1

Name (or their nominee)	Number of shares to be issued
Joseph Fred Houldsworth	7,142,857
Triple Eight Gold Pty Ltd	7,142,857
Aloren (No 148) Pty Ltd	7,142,857
Adelaide Equity Partners Ltd	7,142,857
Silen Pty Ltd	7,142,857
RG & SM Nelson	7,142,857
Domenico Antonio Francese	7,142,857

Voting exclusion statement – ASX Listing Rule 7.1  
The Company will disregard any votes cast on Resolution 5 by:

- a person who may participate in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed; and
- an associate of that person (or those persons).

However, the Company 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.

Under ASX Listing Rule 10.11 a listed entity may not issue or agree to issue equity securities to a related party. An issue of securities to a related party can be made with the approval of holders of ordinary securities.

Resolution 5 seeks approval of shareholders under ASX Listing Rule 10.11 for the issue of shares to Mr Houldsworth (or his nominee) and Triple Eight Gold Pty Ltd (or its nominee). The following information is provided under ASX Listing Rule 10.13:

- 7,142,857 shares will be issued to Mr Houldsworth (or his nominee) and 7,142,857 shares will be issued to Triple Eight Gold Pty Ltd (or its nominee).
- Mr Joe Houldsworth is a director of the Company. Mr Kennedy, a director of the Company, is one of the directors of Triple Eight Gold Pty Ltd, an entity which is trustee of a trust of which Mr Kennedy is in one of the classes of beneficiary.
- The shares will not be issued for a price, but will be issued as consideration for the acquisition of Valley Floor Resources Pty Ltd (refer to the Company's announcement to ASX dated 4 July 2013).

Voting exclusion statement – ASX Listing Rule 10.11

The Company will disregard any votes cast on Resolution 5 by:

- a person who is to receive shares in the Company; and
- an associate of that person (or those persons).

However, the Company 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.

*The directors (except Mr Houldsworth and Mr Kennedy, who make no recommendation) recommend shareholders vote in favour of this resolution.*

## Resolution 6 – Change of Name

In accordance with section 157(1)(a) of the *Corporations Act 2001*, the Company submits to shareholders for consideration and adoption by way of a special resolution for the name of the Company to be changed to Tychean Resources Ltd.

The Company also seeks approval under section 136(2) of the *Corporations Act 2001*, to the Company's constitution being updated to reflect the change of name.

*The directors recommend shareholders vote in favour of this resolution.*

## Resolution 7 – Appointment of Auditor

Grant Thornton has recently combined from a state based federation of firms into a single national firm. Accordingly, they are transferring all of their audit appointments into a new single national audit entity (Grant Thornton Audit Pty Ltd) to replace their various state based audit entities. For public companies the appointment of a new audit entity requires a resolution of shareholders at the Annual General Meeting.

The audit committee has considered and agreed to this change and the Board has agreed to this resolution being presented to the shareholders of the company for formal vote. To give effect to the change the current Grant Thornton audit entity has requested Australian Securities & Investments Commission ("ASIC") consent to resign in favour of their new national Authorised Audit Company, Grant Thornton Audit Pty Ltd. The resolution is conditional upon ASIC's consent to the resignation of Grant Thornton South Australian Partnership, and the Company anticipates that this consent will be forthcoming.

In accordance with section 328B of the *Corporations Act*, notice in writing nominating Grant Thornton Audit Pty Ltd has been given to the Company by a shareholder. A copy of this notice is included in this Notice of Meeting. The appointment of Grant Thornton Audit Pty Ltd will be by vote of shareholders as an ordinary resolution.

Subject to approval by shareholders, the appointment of Grant Thornton Audit Pty Ltd will be effective for the 2014 financial year. Grant Thornton South Australian Partnership remained responsible for the audit for the 2013 financial year.

*The directors recommend shareholders vote in favour of this resolution.*