

ESPERANCE MINERALS LIMITED (ASX: ESM) – ASX RELEASE

23 October 2015

REQUISITION OF SHAREHOLDERS MEETING

Esperance Mineral Limited (Esperance, ESM or the Company) previously announced to the market that the Company had received a requisition under section 203D of the Corporations Act 2001 (Cth) from a shareholder – SJL Management Pty Ltd <atf the Zhang Family Trust> - who represent more than 5% of the votes that may be cast at a general meeting of the Company.

The Company announced that Annual General Meeting of Esperance would be held on 30 November 2015 and the above resolutions will be the subject of a separate Meeting on the same day.

The requisitioning shareholder has informed us that it has mailed the attached notice of meeting and proxy to ESM shareholders.

The mailed notice resolutions 4, 5 and 6 were not included in the original requisition and the Company is seeking legal advice on the validity of their inclusion.

Robert Lees

Company Secretary

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NOTICE OF GENERAL MEETING
ESPERANCE MINERALS LIMITED ACN 009 815 605

Take notice that a general meeting of the members of Esperance Minerals Limited ACN 009 815 605 (“**Company**”) will be held at **10.00am on Wednesday, 25 November 2015, at M+K Lawyers, Level 21, 20 Bond Street Sydney NSW 2000 (“General Meeting”)**.

The Explanatory Statement that accompanies and forms part of this Notice of General Meeting provides information in relation to each of the matters to be considered and should be read in its entirety.

Business of General Meeting

The following resolutions are to be considered at the General Meeting:

- (1) To be considered and, if thought fit, pass as an ordinary resolution:
“That Ms Silvi Elkhouri be removed from office as a director of the Company with effect from the close of this general meeting.”
- (2) To be considered and, if thought fit, pass as an ordinary resolution:
“That, conditional on the passage of resolution 1, any director appointed to fill a casual vacancy between 29 September 2015 and the close of this general meeting be removed from office, effective immediately upon the close of this general meeting.”
- (3) To be considered and, if thought fit, pass as an ordinary resolution:
“That any additional director appointed by the directors between 29 September 2015 and the close of this general meeting be removed from office, effective immediately upon the close of this general meeting.”
- (4) To be considered and, if thought fit, pass as an ordinary resolution:
“That Robert Lees be elected as a director of the Company.”
- (5) To be considered and, if thought fit, pass as an ordinary resolution:
“That John Rawicki be elected as a director of the Company.”
- (6) To be considered and, if thought fit, pass as an ordinary resolution:
“That Sophia Zhang be elected as a director of the Company.”

Determination of membership and voting entitlement

Everyone who is registered as a shareholder of the Company at 7.00pm (Sydney time) on 24 November 2015 is a member and can vote at the General Meeting.

You may vote by:

- (a) Attending the General Meeting in person (or by sending an attorney or, if you hold shares through a company, by sending a corporate representative on your behalf); or
- (b) Completing and returning the proxy form that accompanies this notice.

Proxies

Members entitled to attend and vote at this meeting of the Company are entitled to appoint an individual or a body corporate as their proxy to vote on their behalf. The proxy need not be a member of the Company.

A member who is entitled to cast two or more votes at the meeting may appoint two proxies, using two proxy forms, and may specify the proportion each proxy is entitled to exercise.

The form of proxy is attached to this Notice and can be sent by facsimile to (02) 8298 8599 or posted to:

SJL Management Pty Ltd
C/- M+K Lawyers
Level 21, 20 Bond Street
Sydney NSW 2000

Proxy forms must be received by SJL Management Pty Ltd no later than 10.00am on Monday, 23 November 2015.

Dated: 22 October 2015

Signed by and for the member calling the General Meeting:

**Executed by SJL MANAGEMENT PTY LTD
ACN 168 578 247** (atf the Zhang Family Trust)
in accordance with section 127(1) of the
Corporations Act 2001 (Cth) by:

Sophia Zhang
Sole director and sole company secretary

15,000,000 Shares (13.04%)

Explanatory Statement

This Explanatory Statement has been prepared for the information of members in connection with the General Meeting. It is given to the members to assist them to determine how to vote on the resolutions set out in the accompanying Notice of General Meeting.

Background

Under section 249F of the *Corporations Act 2001* (Cth) ("**Corporations Act**"), SJL Management Pty Ltd (atf the Zhang Family Trust) ("**SJL**"), being a member of the Company who, at midnight before 22 October 2015, held (and still holds) shares in the Company representing more than 5% of the votes that may be cast at a general meeting of the Company, calls a general meeting of members of the Company to be held at **10.00am on Wednesday, 25 November 2015, at M+K Lawyers, Level 21, 20 Bond Street Sydney NSW 2000.**

Retirement of directors

The current directors of the company are as follows:

- Ms Sophia Zhang (Executive Director);
- Mr Robert Lees (Non-Executive Director & Company Secretary);
- Mr John Rawicki (Non-Executive Director);
- Ms Silvi Elkhouri (Non-Executive Director); and
- Mr Anthony Ho (Non-Executive Chairman).

All of the current directors were appointed by the directors of the company under clause 6.1(d) of the Company's constitution ("**Constitution**"). Under clause 6.1(e) of the Constitution, any director appointed under clause 6.1(d) must retire from office at the next general meeting following his or her appointment. Accordingly, all of the current directors must retire at the General Meeting.

Under clause 6.1(j)(i) of the Constitution, the current directors may be re-elected as directors at the General Meeting.

Under clause 6.1(a) of the Constitution, the number of directors shall not be less than 3.

Resolution 1 - Removal of director

SJL seeks a resolution that Ms Silvi Elkhouri be removed from office as a director of the Company with effect from the close of the General Meeting.

A director of the Company may be removed from office by resolution under section 203D of the Corporations Act.

Resolution 2 - Election of director appointed to fill casual vacancy

Under clause 6.1(d) of the Constitution, the directors of the Company can appoint any natural person to be a director to fill a casual vacancy.

SJL seeks a resolution that, conditional on the passage of resolution 1, any director appointed to fill a casual vacancy between 29 September 2015 and the close of this General Meeting be removed from office, effective immediately upon the close of this General Meeting.

Resolution 3 - Removal of additional director

Under clause 6.1(d) of the Constitution, the directors of the Company can appoint any natural person to be a director as an addition to the existing directors.

SJL seeks a resolution that any additional director appointed by the directors between 29 September 2015 and the close of this General Meeting be removed from office, effective immediately upon the close of this General Meeting.

Resolution 4 - Election of director

Mr Robert Lees retires as director under clause 6.1(e) of the Constitution and seeks re-election under clause 6.1(j)(i) of the Constitution.

Mr Lees is a member of Chartered Accountants Australia and New Zealand and the Governance Institute of Australia. He is a graduate of the UTS, holding a Bachelor of Business (Accounting) and a Graduate Diploma in Data Processing. In the last 14 years he has provided Company Secretarial services to small ASX listed companies. He is currently Company Secretary of four Listed Public Companies.

Resolution 5 - Election of director

Mr John Rawicki retires as director under clause 6.1(e) of the Constitution and seeks re-election under clause 6.1(j)(i) of the Constitution.

Mr Rawicki holds a Bachelor of Commerce from the University of Sydney and has had 10 years' experience in stockbroking and corporate finance across the healthcare, resources and technology sectors. Mr Rawicki is the Managing Director of BlueSky Shareholder Services, which provides investor relations, marketing, and corporate advisory services to listed companies.

Resolution 6- Election of director

Ms Sophia Zhang retires as director under clause 6.1(e) of the Constitution and seeks re-election under clause 6.1(j)(i) of the Constitution.

Ms Zhang holds a Bachelor of Arts degree from Shen Zhen University of PRC. Ms Zhang has a broad range of corporate experience, including 20 years of international sales and marketing experience in healthcare Ms. Zhang currently runs a successful import/export business that markets and distributes Australian healthcare products, in particular Nature's Care and Toplife brands in China.

Proposed composition of board

If resolutions 1, 2, 3, 4, 5 and 6 are approved, the composition of the board following this General Meeting will be as follows:

- Ms Sophia Zhang (Executive Director);
- Mr John Rawicki (Non-Executive Director); and
- Mr Robert Lees (Non-executive Director & Company Secretary).

FORM OF APPOINTMENT OF PROXY

I, _____

of _____

being a member of **Esperance Minerals Limited ACN 009 815 605** hereby appoint

of _____

as my proxy to vote for me on my behalf at the General Meeting of the Company to be held at 10.00am on 25 November 2015 and at any adjournment of that meeting (or failing the person named, or if no person is named, I appoint the Chairman of the General Meeting, as my proxy to act general at the General Meeting on my behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy thinks fit)).

Voting Directions to Proxy

	For	Against	Abstain
Resolution 1			
Resolution 2			
Resolution 3			
Resolution 4			
Resolution 5			
Resolution 6			

Proxy forms must be received by SJL Management Pty Ltd no later than 10.00am on Monday, 23 November 2015.

Signature of member appointing proxy

Date: 2015