

# ESPERANCE MINERALS LIMITED (ASX: ESM)

## Minutes of the Extraordinary General Meeting of Shareholders held at level 14, 264-278 George Street Sydney 2000 - Wednesday 20 July 2016 at 10:30 am

**Present** Alan Beasley (Chairman & non-executive Director), Sophia Zhang (Managing Director)  
John Rawicki (Executive Director) & Robert Lees (Company Secretary)

**Meeting** Opened at 10:32am with the Chairman, Mr Alan Beasley, declaring a quorum present (4 Shareholders present and 51,276,903 proxies received from 32 shareholders). Of a total of 165,348,222 ordinary shares on issue, total proxies received were:-

### *Summary of Proxies received by the Company*

|                     | <i>In Favour</i> | <i>Against</i> | <i>Proxy's discretion</i> | <i>Abstained &amp; excluded</i> |
|---------------------|------------------|----------------|---------------------------|---------------------------------|
| <i>Resolution 1</i> | 35,178,053       | 15,593,100     | 204,500                   | 301,250                         |
| <i>Resolution 2</i> | 28,642,218       | 15,593,100     | 204,500                   | 6,837,085                       |
| <i>Resolution 3</i> | 29,467,272       | 15,593,250     | 204,500                   | 6,010,881                       |
| <i>Resolution 4</i> | 35,428,053       | 15,593,350     | 204,500                   | 50,000                          |
| <i>Resolution 5</i> | 31,438,822       | 15,593,250     | 204,500                   | 4,039,331                       |
| <i>Resolution 6</i> | 31,388,722       | 15,593,350     | 204,500                   | 4,089,331                       |

### **Voting Summary**

#### **Resolution 1: Issue of Shares to the Convertible Noteholders**

*That, in accordance with ASX Listing Rule 7.1, the Company be permitted and authorised to issue up to 27 million Shares and 27 million free attaching Options to the Convertible Noteholders in consideration for the conversion of Convertible Notes held by them, on the terms more fully described in the Explanatory Memorandum.*

The ordinary resolution was **passed** on a show of hands



**Resolution 2: Issue of Shares to the MIL Convertible Noteholders**

*That, in accordance with ASX Listing Rule 7.1, the Company be permitted and authorised to issue up to 6,098,617 Shares and 6,098,617 free attaching Options to the MIL Convertible Noteholders on the terms more fully described in the Explanatory Memorandum.*

The ordinary resolution was **passed** on a show of hands

**Resolution 3: Issue of Shares to the Placement Investors**

*That, in accordance with ASX Listing Rule 7.1, the Company be permitted and authorised to issue up to 28,757,841 Shares and 28,757,841 free attaching Options to the Placement Investors on the terms more fully described in the Explanatory Memorandum.*

The ordinary resolution was **passed** on a show of hands

**Resolution 4: Issue of Shares to the Service Providers**

*That, in accordance with ASX Listing Rule 7.1, the Company be permitted and authorised to issue up to 8,100,000 Shares and 8,100,000 free attaching Options to the Service Providers on the terms more fully described in the Explanatory Memorandum.*

The ordinary resolution was **passed** on a show of hands

**Resolution 5: Past issues of Shares**

*That, in accordance with ASX Listing Rule 7.4, Shareholders ratify the past issue of a total of 21,567,159 Shares to the allottees, and on the terms, set out in the Explanatory Memorandum.*

The ordinary resolution was **passed** on a show of hands (with 1 shareholder abstaining).

**Resolution 6: Issue of Options to the Resolution 5 Allottees**

*That, in accordance with ASX Listing Rule 7.1, the Company be permitted and authorised to issue up to 21,567,159 free attaching Options to the Resolution 5 Allottees on the terms more fully described in paragraph 7 of the Explanatory Memorandum.*

The ordinary resolution was **passed** on a show of hands (with 1 shareholder abstaining).

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**The meeting closed at 10:47 am**

Signed as a true record



**Robert Lees**  
Company Secretary