

**Focus Minerals Limited**  
**ACN 005 470 799**

## **Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting of Focus Minerals Limited (“**Focus**”) will be held as follows:

**Date:** Thursday, 25 May 2017  
**Time:** 10.30am (Perth time)  
**Place:** The Mantra on Hay  
201 Hay Street  
East Perth, WA

The Explanatory Notes to this Notice of Annual General Meeting provide additional information on matters to be considered at the meeting. The Explanatory Notes and the proxy form constitute part of this notice.

### **BUSINESS OF THE MEETING**

#### **ORDINARY BUSINESS**

##### **1 Consideration of Reports**

To receive and consider the Annual Financial Report, the Directors’ Report and Auditor’s Report of Focus and its controlled entities for the period ended 31 December 2016.

*There is no vote on this item.*

##### **2 Resolution 1 - Election of Mr Peter Hepburn-Brown**

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

*That Mr Peter Hepburn-Brown, who retires in accordance with Clause 10.3 (b) of Focus’ constitution, be re-elected as a Director.*

##### **3 Resolution 2 - Remuneration Report**

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

*That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in Focus’ statutory accounts for the year ended 31 December 2016.*

The remuneration report is set out in the Directors’ Report contained in Focus’ Annual Report and Statutory accounts for the period ended 31 December 2016.

The vote on this resolution is advisory only and does not bind Focus or the Directors.

#### **Voting Exclusion**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report; or
- (b) a Closely Related Party of such a member.

However, a person described above may vote on this Resolution if:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (b) the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.

This Notice of Annual General Meeting and the Explanatory Notes are important and you should read them in full. If you are in doubt as to how you should vote, you should seek advice from your professional adviser.

# Explanatory Notes to the Notice of Annual General Meeting

## 1 Explanatory Notes

All Focus shareholders should read the Explanatory Notes accompanying, and forming part of, this Notice of Annual General Meeting for more details on the resolutions to be voted on at the Annual General Meeting. The information provided is intended to assist shareholders in understanding the reasons for the resolutions and their effect if passed.

## 2 Entitlement to vote

The Board of Directors of Focus, being the convener of the Annual General Meeting, has determined that the shareholding of each shareholder for the purposes of ascertaining voting entitlements at the Annual General Meeting will be as it appears in Focus' share register as at 10:30am (Perth time) on 23<sup>rd</sup> of May 2017 ("**Record Date**"). Transactions registered after that time will be disregarded in determining the shareholders entitled to attend and vote at the Annual General Meeting.

## 3 Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

## 4 Voting in person

To vote in person, attend the Annual General Meeting on the date and at the time and place set out in this Notice of Annual General Meeting. If you wish to attend the meeting, please arrive at least 15 minutes prior to the start of the meeting to facilitate the registration process.

## 5 Voting by proxy

Shareholders entitled to attend and vote at the Annual General Meeting as at the Record Date may appoint a proxy to attend and vote on behalf of the shareholder. A proxy need not be a shareholder of Focus.

The proxy form sent with this notice should be used for the Annual General Meeting. If you appoint a proxy and also attend the meeting, the proxy's authority to speak and vote at the meeting will be suspended while you are present at the meeting.

Each shareholder who is entitled to cast 2 or more votes at the Annual General Meeting may appoint 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a shareholder does not specify the proportion or number of that shareholder's votes each proxy may exercise, then each proxy will be entitled to exercise half of the votes. An additional proxy form will be supplied by Focus on request.

In the case of an individual, a proxy must be signed by the individual or his or her attorney duly authorised in writing and, in the case of a corporation, a proxy must be signed pursuant to section 127 of the Corporations Act 2001 (Cth) ("**Corporations Act**") or by its duly authorised officer or attorney.

Any shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or certified copy thereof must be received by Focus as specified below.

Any corporation which is a shareholder of Focus may appoint a representative to attend and vote for that corporation at the AGM. Appointments of representatives by corporations must be received by Focus as specified below or handed in at the Annual General Meeting when registering as a company representative.

Proxies may be lodged using any of the following methods, as long as it is received no later than 10:30am (Perth time) on 23<sup>rd</sup> of May 2017. ***Proxy forms received later than this time will be invalid.***

### By Post:

Computershare Investor Services Pty Limited  
GPO Box 242,  
Melbourne, Victoria 3001,  
Australia

### Electronically:

Submit proxy voting instructions online at [www.investorvote.com.au](http://www.investorvote.com.au)  
Please refer to the enclosed Voting Form for more information about submitting proxy voting instructions online.

### By Fax:

(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For intermediary online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

### For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 (03) 9415 4000

The proxy form forms part of this Notice of Annual General Meeting.

We encourage shareholders who are appointing proxies to direct their proxies how to vote on each resolution by crossing either a “For”, “Against”, or “Abstain” box before lodging their proxy form so that their proxy will vote on their behalf in accordance with their instructions.

#### ***Proxy vote if appointment specifies way to vote***

In accordance with section 250BB(1) of the Corporations Act, and subject to any applicable voting restrictions, if an appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote as directed; and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the Chairperson, the proxy must vote on a poll, and must vote as directed; and
- if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote as directed.

#### ***Transfer of non-chair proxy to Chairperson in certain circumstances***

In accordance with section 250BC of the Corporations Act, there are circumstances where the Chairperson will be taken to have been appointed as a shareholder’s proxy for the purposes of voting on a particular resolution even if the shareholder has not expressly appointed the Chairperson as their proxy. This will be the case where:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution; and
- the appointed proxy is not the Chairperson; and
- a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the Annual General Meeting; or
  - the proxy attends the Annual General Meeting but does not vote on the resolution.

## **6 Voting Exclusions**

### ***Resolution 2***

A vote on Resolution 2 must not be cast (in any capacity) by or on behalf of a member of the key management personnel, details of whose remuneration are included in the Remuneration Report (“KMP”) or their closely related parties.

However, a vote may be cast on Resolution 2 by such a person as proxy for a person entitled to vote on Resolution 2 if:

- (a) the proxy appointment is in writing and specifies how the proxy is to vote on Resolution 2; or
- (b) the proxy is the Chairperson and:
  - (i) the appointment does not specify the way the proxy is to vote on Resolution 2; and
  - (ii) the appointment expressly authorises the Chairperson to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the KMP.

If the Chairperson is your proxy, or is appointed your proxy by default, and you do not direct your proxy to vote to vote ‘for’, ‘against’ or ‘abstain’ on Resolution 5 on the proxy form, you will be expressly authorising the Chairperson to exercise your proxy even if Resolution 5 is connected directly or indirectly with the remuneration of a member of the KMP.

The Chairperson intends to vote undirected proxies in favour of Resolution 2.

**You should carefully read the proxy form and provide a direction to the proxy on how to vote on Resolution 2.**

## **7 Business of the Meeting**

These Explanatory Notes have been prepared for the information of shareholders in relation to the business to be conducted at Focus’s Annual General Meeting to be held on 25<sup>th</sup> of May 2017 10.30am (Perth time).

The purpose of these Explanatory Notes is to provide shareholders with more information on the proposed resolutions. You should read the Notice of Annual General Meeting and Explanatory Notes in full before deciding how to vote on each resolution.

## **Consideration of Reports**

The business of the Annual General Meeting will include the receipt and consideration of the Annual Financial Report of Focus for the year ended 31 December 2016 together with the Directors' Report and the Auditor's Report. There is no requirement for shareholders to approve these reports.

In accordance with the Corporations Act, shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Annual Financial Report, the Directors' Report and the Auditor's Report of Focus and its controlled entities for the year ended 31 December 2016.

During the discussion, the auditor of Focus, PricewaterhouseCoopers, will be present and will answer questions that are relevant to the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report. Shareholders may submit written questions for the auditor up to five business days before the date of the Annual General Meeting.

Shareholders wishing to do so may send their questions to the Company Secretary via email (to: [detheridge@focusminerals.com.au](mailto:detheridge@focusminerals.com.au) or facsimile (08) 9215 7889. The Company Secretary will pass on the questions to PricewaterhouseCoopers.

### **Resolution 1 – Election of Mr Dianfei Pei**

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

*That Mr Peter Hepburn-Brown be elected as a Director.*

Mr Hepburn-Brown has over 35 years mining experience including senior management and Board positions in Australia and Overseas. He has served as the Chairman of Chaffer's Mining and First Graphite Resources and was the Managing Director of Medusa Mining Limited and Alloy Resources Limited. He graduated from the Western Australian School of Mines with Bachelor of Applied Science and also holds a Graduate Diploma of Human Resources from Monash University.

Directorships of other ASX listed companies:

- First Graphite Resources (Non-Executive Chairman, resigned November 2015)
- Medusa Mining Ltd (Managing Director, resigned August 2014)

He is also currently Non-Executive Director of an AIM

Mr Pei will be considered an Independent Non-Executive Director.

**Recommendation:** The Directors recommend that shareholders vote in favour of Mr Peter Hepburn-Brown's election.

### **Resolution 2 – Remuneration Report**

Under section 250R(2) of the Corporations Act, a listed company is required to put its Remuneration Report to shareholders for approval each year. The Remuneration Report is contained on pages 21 to 26 of the Annual Report for the Year Ended 31 December 2016 and sets out the policy for the remuneration of the Directors of Focus and each member of the KMP. The Annual Report was released to ASX with this Notice and is available on the Focus Minerals website:

<http://www.focusminerals.com.au/investors/news-announcements/>

During the meeting shareholders will have an opportunity to comment upon and ask questions about the Remuneration Report. The vote on this resolution is advisory only and does not bind the Directors or Focus.

### **Recommendation**

Noting that each Director has a personal interest in their own remuneration from Focus as described in the Remuneration Report, the Directors unanimously recommend that shareholders adopt the Remuneration Report.

The Chairperson intends to vote undirected proxies in favour of Resolution 2.