



KOGI IRON LIMITED
ACN 001 894 033

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

To be held

At 2.00pm (Perth time), Tuesday, 21 November 2017

at
The Celtic Club
48 Ord Street, West Perth WA 6005

The Annual Report is available online at www.kogiron.com

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KOGI IRON LIMITED
ACN 001 894 033

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of Kogi Iron Limited will be held at The Celtic Club, 48 Ord Street West Perth WA at 2pm (WST) on 21st November 2017 to conduct the following business and to consider, and if thought fit, to pass the following Resolutions.

AGENDA

ORDINARY BUSINESS

FINANCIAL & OTHER REPORTS

To receive and consider the financial report for the year ended 30 June 2017 and the accompanying Directors' Report, Directors' Declaration, and Auditor's Report.

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **advisory resolution**:

“That the Remuneration Report that forms part of the Directors' Report for the financial period ended 30 June 2017, be adopted.”

The Remuneration Report is set out in the Directors' Report in the Annual Report. Please note that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion

In accordance with sections 250R and 250BD of the Corporations Act 2001, the Company will disregard any votes cast on this Resolution by any Key Management Personnel (“**KMP**”) and a closely related party of a KMP. However, the Company need not disregard a vote if it is cast by a KMP or a closely related party of a KMP as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by a chairperson of the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides, or it is cast by a chairperson of the Meeting as proxy for a person who is entitled to vote, the proxy is undirected and the proxy form expressly authorises the chairperson to vote the proxy on this Resolution.

KMPs and their closely related parties will commit an offence under the Corporations Act if they vote in relation to this Resolution in breach of the voting restrictions.

RESOLUTION 2 – RE-ELECTION OF MR DON CARROLL AS A DIRECTOR

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That Mr Don Carroll, having retired in accordance with clause 13.2 the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company with immediate effect.”

RESOLUTION 3 - RATIFICATION OF SHARE ISSUES TO BERGEN GLOBAL OPPORTUNITY FUND, LP – LISTING RULE 7.4

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 62,202,878 Shares on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person (and any associates of such person) who participated in the issue. However, the Company need not disregard a vote if it is cast by a person as a 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.

RESOLUTION 4 - RATIFICATION OF PLACEMENT SHARE ISSUE – LISTING RULE 7.1A

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 47,666,667 Shares on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person (and any associates of such person) who participated in the issue. However, the Company need not disregard a vote if it is cast by a person as a 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.

SPECIAL BUSINESS

RESOLUTION 5 - APPROVAL OF 10% PLACEMENT FACILITY

To consider, and if thought fit, to pass with or without amendment, the following resolution as a **special resolution**:

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed by Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person (and any associates of such person) who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed. However, the Company need not disregard a vote if it is cast by a person as a 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.

**DATED THIS 12 OCTOBER 2017
BY ORDER OF THE BOARD**



**KEVIN HART
COMPANY SECRETARY**

Notes:**Definitions**

Terms which are used in this Notice and which are defined in Section 8 of the Explanatory Memorandum have the meanings ascribed to them therein.

Note

If you have recently changed your address or if there is any error in the name and address used for this notice please notify the Company Secretary. In the case of a corporation, notification is to be signed by a director or company secretary.

Proxies

A Shareholder who is entitled to vote at this Meeting has a right to appoint a proxy and should use the proxy form enclosed with this notice. The proxy need not be a Shareholder of the Company and can be an individual or a body corporate.

A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of this appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, section 249X of the Corporations Act will take effect so that each proxy may exercise half of the votes (ignoring fractions).

A proxy's authority to speak and vote for a Shareholder at the meeting is suspended if the Shareholder is present at the meeting.

The proxy form must be signed and dated by the Shareholder or the Shareholder's attorney. Joint Shareholders must each sign.

Proxy forms and the original or a certified copy of the power of attorney (if the proxy form is signed by an attorney) must be received by:

- Post to the Company, c/- Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235; or
- on facsimile number (+61 2) 9287 0309; or
- by hand delivery to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138; or
- lodge online at www.linkmarketservices.com.au instructions as follows:

Select 'Investor Login' and in the "Single Holding" section enter Kogi Iron Limited or the ASX code KFE in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website

not later than 2:00pm (WST) on 19 November 2017.

Pursuant to regulation 7.11.37 of the Corporations Regulations, the Board has determined that the shareholding of each Shareholder for the purposes of ascertaining the voting entitlements for the Meeting will be as it appears in the share register at 5pm (WST) on 19 November 2017.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. The appointment may be a standing one.

Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice convening the Annual General Meeting of Shareholders of Kogi Iron Limited to be held at The Celtic Club at 2.00 pm (WST) on 21st November 2017. This Explanatory Memorandum is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the Resolutions proposed. Certain terms used in the Notice and Explanatory Memorandum are defined in Section 8.

1. FINANCIAL AND OTHER REPORTS

As required by section 317 of the Corporations Act, the financial report for the year ended 30 June 2017 and the accompanying Directors' Report, Directors' Declaration and Auditor's Report will be laid before the Meeting.

Neither the Corporations Act nor the Company's Constitution requires a vote on the reports. However, Shareholders will have an opportunity to ask questions about the report at the Annual General Meeting. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the auditor's report and audit conduct. Written questions may be submitted 5 business days prior to the Meeting addressed to the Chairman and sent to the Company's registered office, about the management of the Company, or addressed to the Company's auditor and sent to the Company's registered office about audit conduct, accounting policies used by the Company and auditor independence. General questions about the management of the Company will also be taken.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

As required by the Corporations Act, the Board is presenting the Remuneration Report to Shareholders for consideration and adoption by a non-binding vote. The Remuneration Report contains:

- information about Board Policy for determining the nature and amount of remuneration of the Company's Directors and senior executives;
- a description of the relationship between remuneration policy and the Company's performance;
- a summary of performance conditions, including a summary of why they were chosen and how performance is measured against them; and
- remuneration details for each executive and non-executive Directors, and Key Management Personnel.

The Remuneration Report, which is part of the 2017 Annual Report, has been sent to Shareholders (except those who have made an election not to receive the Annual Report). Copies of the 2017 Annual Report are available by contacting the Company's Share Registry or visiting the Company's web site (www.kogiiron.com).

The Meeting presents an opportunity to discuss the Remuneration Report for Shareholders who are interested in doing so. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a **spill resolution**) on whether the Board should be put up for re-election. If the spill resolution is passed, another meeting must be held within 90 days at which all of the Company's Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must go up for re-election.

At the Company's 2016 Annual General Meeting, less than 25% of the votes cast on the resolution to adopt the 2016 Remuneration Report were voted against the resolution. Accordingly, regardless of the voting on Resolution 1, no spill resolution is required to be held at this Annual General Meeting.

The Chairman intends to vote all available proxies in favour of adopting the Remuneration Report. 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 the Shareholder is considered to have provided the Chairman with express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intentions.

3. RESOLUTION 2 - RE-ELECTION OF MR DON CARROLL AS A DIRECTOR

Resolution 2 deals with the re-election of Mr Don Carroll who retires by rotation as required by the Company's Constitution and the Listing Rules and being eligible, has offered himself for re-election.

Mr Carroll is a former executive of BHP Billiton with over 30 years of experience in the mining industry, principally overseas in Asia, the United States and West Africa. Throughout his 30-year career Mr Carroll has been responsible for the early development of the Kalimantan coal projects, the marketing of minerals in Asia (including China), held the position of President for BHP Billiton in Japan and India, and also CEO for the Guinea Alumina project in West Africa.

Mr Carroll was first appointed as a Director of the Company on 8 November 2010 and is considered by the Board to be an independent Director.

All the Directors except for Mr. Don Carroll recommend that Shareholders vote in favour of Resolution 2.

The Chairman intends to vote all available proxies in favour of Resolution 2.

4. RESOLUTION 3 - RATIFICATION OF SHARE ISSUE TO BERGEN GLOBAL OPPORTUNITY FUND, LP – LISTING RULE 7.4

Background

On 10th October 2016, the Company announced that it completed a share purchase subscription agreement ("**Subscription Agreement**") with Bergen Global Opportunity Fund, LP ("**Bergen**") for up to USD5,800,000 to fund the ongoing development of its iron ore mine and integrated steel project in Nigeria.

The key terms of the Agreement and the Company's reasons for entering into the Agreement are set out in the Company's announcement to the ASX on the 10th October 2016.

Following the 2016 Annual General Meeting which approved the first three tranches received under the Bergen agreement; the Company issued, up to the date of this notice, the following shares to Bergen under Listing Rule 7.1

Date	No of Shares issued	Consideration received	Issue Price	Purpose of the issue
3 March 2017	6,006,944	\$66,076,38	\$0.011	Tranche 4 under the agreement
15 March 2017	6,600,000	\$79,200.00*	\$0.012	Collateral shares issued under the First amendment to agreement on 15 th March 2017
5 April 2017	3,313,014	\$66,260,27	\$0.020	Tranche 5 under the agreement
13 April 2017	9,595,456	\$201,504.57	\$0.021	Additional tranche per the First amendment to agreement on 15 th March 2017
5 May 2017	3,982,636	\$67,704.00	\$0.017	Tranche 6 under the agreement
6 June 2017	4,020,198	\$68,343.36	\$0.017	Tranche 7 under the agreement
27 June 2017	4,800,000	\$57,600.00*	\$0.012	Collateral shares issued under the Second amendment to agreement on 26 th June 2017
7 July 2017	3,885,306	\$66,050.00	\$0.017	Tranche 8 under the agreement
27 July 2017	5,959,191	\$95,347.06	\$0.016	Additional tranche per the Second amendment to agreement on 26 th June 2017
8 August 2017	4,238,186	\$63,572.79	\$0.015	Tranche 9 under the agreement
9 September 2017	5,760,302	\$63,363.33	\$0.011	Tranche 10 under the agreement
12 October 2017	4,041,645	\$64,666.32	\$0.016	Tranche 11 under the agreement

*Collateral shares were fully paid by Bergen on 14th September 2017.

Resolution 3 seeks shareholder ratification of the issue of the shares listed above to Bergen.

Listing Rules Chapter 7

Listing Rule 7.1 provides that without Shareholder approval, a company must not issue or agree to issue new equity securities constituting more than 15% of its total issued capital within a 12-month period (excluding any issue of equity securities approved by Shareholders and other various permitted exceptions which are not relevant for current purposes).

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying the issue of the Shares the subject of Resolution 3, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

Information Required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Shares the subject of Resolution 3:

- (a) The Company issued a total of 62,202,878 Shares as set out in the table above.
- (b) The issue price for each Share issue is detailed in the table above.
- (c) The Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (d) The Shares were issued to Bergen. Bergen is not a related party of the Company.
- (e) The funds raised from the shares issued were used for used for operational expenses and the ongoing development of its Agbaja iron ore project.

The Board recommends that Shareholders vote in favour of Resolution 3.

The Chairman intends to vote all available proxies in favour of Resolution 3.

5. RESOLUTION 4 - RATIFICATION OF PLACEMENT SHARE ISSUE – LISTING RULE 7.1A

Background

On 18th September 2017, the Company announced that it completed a placement of 47,666,667 ordinary shares to sophisticated investors at an issue price of \$0.015 to raise approximately \$715,000 (before costs). The Company issued the Shares under its placing capacity pursuant to Listing Rule 7.1A. Ratification of the issue is sought by Resolution 4.

Listing Rules Chapter 7

Summaries of Listing Rule 7.1 and Listing Rule 7.4 is set out in section 4 above.

Listing Rule 7.1A provides that a company may seek Shareholder approval at its annual general meeting to allow it to issue Securities up to 10% of its issued capital, provided that it is an eligible entity (**Eligible Entity**).

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- o is not included in the S&P/ASX 300 Index; and
- o has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

At the time approval was obtained, the Company was an Eligible Entity as it was not included in the S&P/ASX 300 Index and had a market capitalisation of less than \$300 million.

By ratifying the issue of the Shares the subject of Resolution 4, the Company will retain the flexibility to issue equity securities in the future up to the 10% placement capacity under Listing Rule 7.1A.

Information Required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Shares the subject of Resolution 4:

- (a) 47,666,667 Shares were issued at an issue price of \$0.015 per Share;
- (b) The Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) The Shares were issued to sophisticated investors, none of whom are related parties of the Company;
- (d) The funds raised from the issue (being in total \$715,000 (before costs)) will be used for the Agbaja bulk sample test work and working capital.

The Chairman intends to vote all available proxies in favour of Resolution 4.

6. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT FACILITY

6.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (“**10% Placement Facility**”). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) below).

The primary purpose for the 10% Placement Facility is to enable the Company to raise additional capital without additional regulatory impediments and to pursue possible future investment opportunities that may arise.

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

6.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being Shares (having the ASX code: KFE).

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 588,842,319 Shares and has a capacity to issue:

- (i) 9,643,038 Equity Securities under Listing Rule 7.1; and
- (ii) 230,610 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 10.1 (c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (“10% Placement Period”).

6.3 Listing Rule 7.1A

The effect of Resolution 5 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

6.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days, on which trades in those securities were recorded, immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in Table A (below). There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset.

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

Table A shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

TABLE A		Dilution		
		\$0.014 50% decrease in issue price	\$0.028 Issue price	\$0.056 100% increase in issue price
Current Variable "A" 588,842,319 Shares	10% voting dilution	58,884,232 shares	58,884,232 shares	58,884,232 shares
	Funds raised	\$824,379	\$1,648,758	\$3,297,517
50% Increase in current Variable "A" 883,263,479 Shares	10% voting dilution	88,326,348 shares	88,326,348 shares	88,326,348 shares
	Funds raised	\$1,236,569	\$2,473,138	\$4,946,275
100% Increase in current Variable "A" 1,177,684,638 Shares	10% voting dilution	117,768,464 shares	117,768,464 shares	117,768,464 shares
	Funds raised	\$1,648,758	\$3,297,517	\$6,595,034

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Options are exercised into Shares before the date of the issue of the Equity Securities.
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example at 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- (v) The table shows only the effect of the issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. e
- (vii) The Issue Price is \$0.028, being the closing price of Shares on ASX on 8 October 2017.
- (viii) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or without approval under Listing Rule 7.1.

- (ix) The Company has not issued Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or without approval under Listing Rule 7.1, and the total number of Shares on issue and approved or deemed approved at the date hereof for the purpose of Listing Rule 7.1 is 588,842,319.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking)).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
 - (i) non-cash consideration for the acquisition of the new assets and investments and for services provided to the Company from time to time. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

- (e) The Company has obtained Shareholder approval under Listing Rule 7.1A at its 2016 Annual General Meeting.

The Company has issued 47,666,667 fully paid ordinary shares under Listing Rule 7.1A during the preceding 12 months.

During the preceding 12-month period a total of 122,979,977 Ordinary Shares, being the existing class of quoted securities, were issued; which based on the number of Equity Securities currently on issue comprises 22.18% of the Company's Shares. 9,800,000 unlisted options were issued during the 12-month period. Information relating to the issue of Equity Securities in the preceding 12 months is set out in Table B below.

TABLE B

Date Appendix 3B	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to Market Price¹ on the trading day prior to the issue	If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds If issued for non-cash consideration – a description of the consideration and the current value of the consideration
17 Nov 2016	9,800,000	Unlisted Options Exercise price \$0.0305 expire on 16 Nov 2019	Issued to Bergen Global Opportunity Fund, LP	These options were issued for nil cash consideration. The market price of shares on the date prior to issue was \$0.021	The options were issued to Bergen Global Opportunity Fund, LP following the commencement of the Share Subscription Agreement on the 10 th October 2016. At the date of this Notice, the options have a fair value of \$124,810.
22 Nov 2016	4,027,354	Fully paid Ordinary Shares	Issued to Bergen Global Opportunity Fund, LP	\$0.019	Consideration received of \$68,465.01 for Tranche 1 under the Bergen Share Subscription Agreement. Funds received were used for operational expenses and the ongoing development of its Agbaja iron ore project. At the date of this notice there are no remaining funds from this tranche.
23 Dec 2016	4,630,916	Fully paid Ordinary Shares	Issued to Bergen Global Opportunity Fund, LP	\$0.017	Consideration received of \$69,463.74 for Tranche 2 under the Bergen Share Subscription Agreement. Funds received were used for operational expenses and the ongoing development of its Agbaja iron ore project. At the date of this notice there are no remaining funds from this tranche.
31 Jan 2017	4,452,162	Fully paid Ordinary Shares	Issued to Bergen Global Opportunity Fund, LP	\$0.015	Consideration received of \$66,782.42 for Tranche 3 under the Bergen Share Subscription Agreement. Funds received were used for operational expenses and the ongoing development of its Agbaja iron ore project. At the date of this notice there are no remaining funds from this tranche.

Date of Appendix 3B	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to Market Price ¹ on the trading day prior to the issue	If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds If issued for non-cash consideration – a description of the consideration and the current value of the consideration
3 Mar 2017	6,006,944	Fully paid Ordinary Shares	Issued to Bergen Global Opportunity Fund, LP	\$0.011	Consideration received of \$66,076.38 for Tranche 4 under the Bergen Share Subscription Agreement. Funds received were used for operational expenses and the ongoing development of its Agbaja iron ore project. At the date of this notice there are no remaining funds from this tranche.
15 Mar 2017	6,600,000	Fully paid Ordinary Shares	Issued to Bergen Global Opportunity Fund, LP	Issued for nil consideration at date of issue. Subsequently the shares were paid up by Bergen at \$0.011 per share.	These shares were issued as collateral shares to secure the First Amendment to the Share Subscription agreement for the additional funds received in addition to the usual tranche amounts under the Share subscription agreement. Bergen fully paid these shares in September 2017 at \$79,200. At the date of this notice there are no remaining funds from this tranche
5 Apr 2017	3,313,014	Fully paid Ordinary Shares	Issued to Bergen Global Opportunity Fund, LP	\$0.020	Consideration received of \$66,260.27 for Tranche 5 under the Bergen Share Subscription Agreement. Funds received were used for operational expenses and the ongoing development of its Agbaja iron ore project. At the date of this notice there are no remaining funds from this tranche.
13 Apr 2017	9,595,456	Fully paid Ordinary Shares	Issued to Bergen Global Opportunity Fund, LP	\$0.021	Consideration received of \$201,504.57 for the additional tranche received under the First amendment to the Bergen Share Subscription Agreement. Funds received were used for operational expenses and the ongoing development of its Agbaja iron ore project. At the date of this notice there are no remaining funds from this tranche.

Date of Appendix 3B	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to Market Price ¹ on the trading day prior to the issue	If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds If issued for non-cash consideration – a description of the consideration and the current value of the consideration
5 May 2017	3,982,636	Fully paid Ordinary Shares	Issued to Bergen Global Opportunity Fund, LP	\$0.017	Consideration received of \$67,704 for Tranche 6 under the Bergen Share Subscription Agreement. Funds received were used for operational expenses and the ongoing development of its Agbaja iron ore project. At the date of this notice there are no remaining funds from this tranche.
6 Jun 2017	4,020,198	Fully paid Ordinary Shares	Issued to Bergen Global Opportunity Fund, LP	\$0.017	Consideration received of \$68,343.36 for Tranche 7 under the Bergen Share Subscription Agreement. Funds received were used for operational expenses and the ongoing development of its Agbaja iron ore project. At the date of this notice there are no remaining funds from this tranche.
27 Jun 2017	4,800,000	Fully paid Ordinary Shares	Issued to Bergen Global Opportunity Fund, LP	Issued for nil consideration at date of issue. Subsequently the shares were paid up by Bergen at \$0.011 per share.	These shares were issued as collateral shares to secure the Second Amendment to the Share Subscription agreement for the additional funds received in addition to the usual tranche amounts under the Share subscription agreement. Bergen fully paid these shares in September 2017 at \$52,800. At the date of this notice there are no remaining funds from this tranche.
7 Jul 2017	3,885,306	Fully paid Ordinary Shares	Issued to Bergen Global Opportunity Fund, LP	\$0.017	Consideration received of \$66,050 for Tranche 8 under the Bergen Share Subscription Agreement. Funds received were used for operational expenses and the ongoing development of its Agbaja iron ore project. At the date of this notice there are no remaining funds from this tranche.

Date of Appendix 3B	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to Market Price ¹ on the trading day prior to the issue	If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds If issued for non-cash consideration – a description of the consideration and the current value of the consideration
27 Jul 2017	5,959,191	Fully paid Ordinary Shares	Issued to Bergen Global Opportunity Fund, LP	\$0.016	Consideration received of \$95,347.06 for the additional tranche received under the Second amendment to the Bergen Share Subscription Agreement. Funds received were used for operational expenses and the ongoing development of its Agbaja iron ore project. At the date of this notice there are no remaining funds from this tranche.
8 Aug 2017	4,238,186	Fully paid Ordinary Shares	Issued to Bergen Global Opportunity Fund, LP	\$0.015	Consideration received of \$63,572.79 for Tranche 9 under the Bergen Share Subscription Agreement. Funds received were used for operational expenses and the ongoing development of its Agbaja iron ore project. At the date of this notice there are no remaining funds from this tranche.
13 Sep 2017	5,760,302	Fully paid Ordinary Shares	Issued to Bergen Global Opportunity Fund, LP	\$0.011	Consideration received of \$63,363.33 for Tranche 10 under the Bergen Share Subscription Agreement. Funds received were used for operational expenses and the ongoing development of its Agbaja iron ore project. At the date of this notice there are no remaining funds from this tranche.
18 Sep 2017	47,666,667	Fully paid Ordinary Shares	Issued to sophisticated investors	\$0.015	Total considerations received was \$715,000 (before costs). Funds were raised for the purposes of progressing the Company's development of its Agbaja iron ore project. At the date of this notice there is approximately \$645,000 remaining of these funds.
12 Oct 2017	4,041,645	Fully paid Ordinary Shares	Issued to Bergen Global Opportunity Fund, LP	\$0.016	Consideration received of \$64,666.32 for Tranche 11 under the Bergen Share Subscription Agreement. Funds received will be used for

Date of Appendix 3B	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to Market Price ¹ on the trading day prior to the issue	If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds If issued for non-cash consideration – a description of the consideration and the current value of the consideration
					<p>operational expenses and the ongoing development of its Agbaja iron ore project. At the date of this notice there is approximately \$64,666.32 remaining funds from this tranche.</p>

(f) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Board believes that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommends that Shareholders approve Resolution 5.

The Chairman intends to vote all available proxies in favour of Resolution 5.

8. DEFINITIONS

In this Notice and Explanatory Memorandum:

"10% Placement Facility" has the meaning given to it in Section 6.1;

"10% Placement Period" has the meaning given to it in Section 6.2(f);

"ASIC" means the Australian Securities and Investments Commission;

"ASX" means ASX Limited ACN 008 624 691;

"Bergen" means Bergen Global Opportunity Fund, LP

"Board" means the board of Directors;

"Business Day" has the meaning given to it in the Listing Rules;

"Chairman" means the chairman of the Board;

"Company" means Kogi Iron Limited (ACN 001 894 033);

"Constitution" means the constitution of the Company;

"Corporations Act" means the Corporations Act 2001 (Cth);

"Director" means a director of the Company;

"Equity Securities" has the same meaning as in the Listing Rules;

"Explanatory Memorandum" means this Explanatory Memorandum;

"Listing Rules" means the official listing rules of the ASX;

"Notice" and **"Notice of Meeting"** means the notice of meeting to which this Explanatory Memorandum is attached;

"Official List" means the official list of ASX;

"Resolution" means a resolution set out in this Notice;

"Schedule" means a schedule to this Notice and Explanatory Memorandum;

"Section" means a section of this Explanatory Memorandum;

"Share" means an ordinary fully paid ordinary share in the capital of the Company and **"Shareholder"** has a corresponding meaning;

"Trading Day" has the meaning ascribed to that term in the Listing Rules;

"WST" means Western Standard Time.



KOGI IRON LIMITED

ACN 001 894 033

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Kogi Iron Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Kogi Iron Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (WST) on Tuesday, 21 November 2017 at The Celtic Club, 48 Ord Street, West Perth WA 6005** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Don Carroll as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Ratification of Share Issues to Bergen Global Opportunity Fund, LP – Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Ratification of Placement Share Issue – Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

KFE PRX1701C



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (WST) on Sunday, 19 November 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Kogi Iron Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**