

NOTICE OF GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that a General Meeting of Lefroy Exploration Limited, incorporated in the British Virgin Islands, IBC No.29457, Australian Registered Business Number 052 123 930 ("Company") will be held at Level 41, Gateway, 1 Macquarie Place, Sydney NSW Australia on Monday, 13 August 2018 at 10.00am (EST).

The purpose of the Meeting is to consider, and if thought fit, to pass the following resolutions:

RESOLUTION 1: RATIFICATION OF PLACEMENT OF 6,476,392 SHARES

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

"That pursuant to ASX Listing Rule 7.4, the issue on 13 July 2018 of 6,476,392 Shares at an issue price of \$0.16 per Share on the terms and conditions set out in the Explanatory Statement be ratified."

Voting Exclusion Statement

The Company will disregard any votes cast in favour on this Resolution by a person who participated in the issue and an Associate of those persons. However, the Company will not disregard a vote if (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or (b) it is cast by the person chairing the General 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 2: RATIFICATION OF PLACEMENT OF 8,714,588 SHARES

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

"That pursuant to ASX Listing Rule 7.4, the issue on 13 July 2018 of 8,714,588 Shares at an issue price of \$0.16 per Share on the terms and conditions set out in the Explanatory Statement be ratified."

Voting Exclusion Statement

The Company will disregard any votes cast in favour on this Resolution by a person who participated in the issue and an Associate of those persons. However, the Company will not disregard a vote if (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or (b) it is cast by the person chairing the General 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 3: APPROVAL OF ISSUE OF SHARES VIA PLACEMENT TO MR GORDON GALT (OR HIS NOMINEE)

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

"That pursuant to ASX Listing Rule 10.11 and for all other purposes, approval be given to issue 200,000 Shares to Mr Gordon Galt (or his nominee) at an issue price of \$0.16 per Share, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast in favour on this Resolution by Mr Galt and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares if the Resolution is passed and any Associates of those persons. However, the Company will not disregard a vote if (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or (b) it is cast by the person chairing the General 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: APPROVAL OF ISSUE OF SHARES VIA PLACEMENT TO MR WADE JOHNSON (OR HIS NOMINEE)

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

“That pursuant to ASX Listing Rule 10.11 and for all other purposes, approval be given to issue 350,000 Shares to Mr Wade Johnson (or his nominee) at an issue price of \$0.16 per Share, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour on this Resolution by Mr Johnson and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares if the Resolution is passed and any Associates of those persons. However, the Company will not disregard a vote if (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or (b) it is cast by the person chairing the General 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 5: APPROVAL OF ISSUE OF SHARES VIA PLACEMENT TO MR JAMES BEECHER (OR HIS NOMINEE)

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

“That pursuant to ASX Listing Rule 10.11 and for all other purposes, approval be given to issue 200,000 Shares to Mr James Beecher (or his nominee) at an issue price of \$0.16 per Share, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour on this Resolution by Mr Beecher and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares if the Resolution is passed and any Associates of those persons. However, the Company will not disregard a vote if (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or (b) it is cast by the person chairing the General 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 6: APPROVAL OF ISSUE OF SHARES VIA PLACEMENT TO MR GEOFFREY PIGOTT (OR HIS NOMINEE)

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

“That pursuant to ASX Listing Rule 10.11 and for all other purposes, approval be given to issue 250,000 Shares to Mr Geoffrey Pigott (or his nominee) at an issue price of \$0.16 per Share, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour on this Resolution by Mr Pigott and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares if the Resolution is passed and any Associates of those persons. However, the Company will not disregard a vote if (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or (b) it is cast by the person chairing the General 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.



Members are referred to the Explanatory Statement accompanying this Notice of Meeting.

For the purpose of the Meeting, securities will be taken to be held by the persons who are registered holders at 10.00am (EST) on 11 August 2018. Transactions registered after that time will be disregarded in determining entitlements to attend and to vote at the meeting.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read "S. Hunter", followed by a period.

Susan Hunter
Company Secretary
27 July 2018

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for Shareholders in connection with the business to be conducted at the General Meeting of the Company to be held at Level 41, Gateway, 1 Macquarie Place, Sydney NSW Australia on Monday, 13 August 2018 at 10.00am (EST).

1. RESOLUTIONS 1 AND 2 - RATIFICATION OF SHARE ISSUES

On 9 July 2018, the Company announced a placement to raise \$2.59 million (before costs) at \$0.16 per Share to institutional and sophisticated investors. A total of 15,190,980 Shares were issued on 13 July 2018. 6,476,392 Shares were issued under the Company's available placement capacity pursuant to Listing Rule 7.1A and 8,714,588 Shares were issued under the Company's available placement capacity pursuant to Listing Rule 7.1.

1.1 Resolution 1 - Ratification of Placement of 6,476,392 Shares

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of a total of 6,476,392 Shares issued on 13 July 2018 pursuant to Listing Rule 7.1A under the placement as announced to ASX on 9 July 2018.

Under Chapter 7 of the Listing Rules there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities without shareholder approval. Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of their issued capital through placements over a 12 month period after the Annual General Meeting in addition to the Company's 15% placement capacity under Listing Rule 7.1. On 4 December 2017, the Company received shareholder approval by special resolution to have the ability to issue equity securities under the additional 10% placement capacity.

Listing Rule 7.4 provides however that an issue under Listing Rule 7.1A is treated as having been made with Shareholder approval if each of the following applies:

- the issue did not breach Listing Rule 7.1A; and
- Shareholders subsequently approve it.

The placement of 6,476,392 Shares was within the Company's 10% placement capacity and subsequent approval under Listing Rule 7.4 is now being sought.

In accordance with Listing Rule 7.5 the following information is provided in relation to Resolution 1:

Number of Shares Issued: 6,476,392 Shares.

Issue Price: The Shares were issued at \$0.16 per Share. The issue price was greater than 75% of the VWAP of Shares calculated over the 15 Trading Days in which trades in that class were recorded immediately before the date on which the Shares were issued as required under Listing Rule 7.1A.3. 75% of the 15 Trading Day VWAP prior to 13 July 2018 was \$0.13.

Terms: The Shares rank equally in all respects with the existing Shares on issue.

Allottees: The Shares were issued to a professional and sophisticated investor. The allottee was not a Related Party of the Company.

Use of Funds: \$1,036,222.72 (before costs) was raised from the issue. The funds raised from the issue will be used to accelerate exploration at the Eastern Lefroy Gold Project as announced to ASX on 9 July 2018.

Date of Issue: 13 July 2018.

Voting Exclusion: An appropriate voting exclusion statement is included in the Notice of Meeting.

The Directors recommend that the Shareholders vote in favour of this Resolution.

1.2 Resolution 2 - Ratification of Placement of 8,714,588 Shares

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the 8,714,588 Shares issued on 13 July 2018 under the placement as announced to ASX on 9 July 2018 pursuant to Listing Rule 7.1.

Under Chapter 7 of the Listing Rules there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities without shareholder approval. Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any equity securities, including securities with rights of conversion to equity (such as options), if the number of those securities exceeds 15% of the number of ordinary shares on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides however that an issue under Listing Rule 7.1 is treated as having been made with Shareholder approval if each of the following applies:

- the issue did not breach Listing Rule 7.1; and
- Shareholders subsequently approve it.

This issue of Shares was within the Company's 15% limit and subsequent approval under Listing Rule 7.4 is now being sought.

In accordance with Listing Rule 7.5 the following information is provided in relation to Resolution 2:

Number of Shares Issued: 8,714,588 Shares.

Issue Price: The Shares were issued at \$0.16 per Share.

Terms: The Shares rank equally in all respects with the existing Shares on issue.

Allottees: The Shares were issued to professional and sophisticated investors. The allottees were not Related Parties of the Company.

Use of Funds: \$1,394,334.08 (before costs) was raised from the issue. The funds raised from the issue will be used to accelerate exploration at the Eastern Lefroy Gold Project as announced to ASX on 9 July 2018.

Date of Issue: 13 July 2018.

Voting Exclusion: An appropriate voting exclusion statement is included in the Notice of Meeting.

The Directors recommend that the Shareholders vote in favour of this Resolution.

2. RESOLUTIONS 3 TO 6 - APPROVAL FOR THE ISSUE OF SHARES VIA PLACEMENT TO MESSRS GORDON GALT (OR HIS NOMINEE), WADE JOHNSON (OR HIS NOMINEE), JAMES BEECHER (OR HIS NOMINEE) AND GEOFFREY PIGOTT (OR HIS NOMINEE)

On 9 July 2018, the Company announced a placement to raise \$2.59 million (before costs) at \$0.16 per Share to institutional and sophisticated investors including \$160,000 from certain Directors of the Company. The written undertaking by certain Directors to participate in the placement was subject to Shareholder approval pursuant to Resolutions 3 to 6.

Resolutions 3 to 6 seek Shareholder approval for the purposes of Listing Rule 10.11 to approve the issue of a total of 1,000,000 Shares to certain Directors (or their nominees) at \$0.16 per Share.

Listing Rule 10.11 provides that a company must not issue equity securities to a Related Party without the approval of shareholders. Pursuant to Listing Rule 7.2 exception 14, where approval

under Listing Rule 10.11 is obtained, approval is not required under Listing Rule 7.1 and the issue of securities will not be included in the Company's 15% limit.

2.1 Resolution 3 - Approval of Issue of Shares via Placement to Mr Gordon Galt (or his nominee)

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 10.11 to approve the issue of 200,000 Shares to Mr Gordon Galt (or his nominee) at \$0.16 per Share.

In accordance with Listing Rule 10.13 the following information is provided in relation to Resolution 3:

Maximum Number of Shares to be Issued: 200,000 Shares.

Issue Price: \$0.16 per Share.

Allottee: Mr Gordon Galt (or his nominee).

Related Party/Relationship: Mr Gordon Galt is a Related Party of the Company as Mr Gordon Galt is a Director of Lefroy.

Terms: The Shares rank equally in all respects with the existing Shares on issue.

Date of Issue: The issue will occur on a single date no later than one (1) month after the date of the General Meeting or such later date to the extent permitted by an ASX waiver of the Listing Rules.

Intended Use of Funds: The funds raised from this issue of Shares will be used to accelerate exploration at the Eastern Lefroy Gold Project as announced to ASX on 9 July 2018.

Voting Exclusion: An appropriate voting exclusion statement is included in the Notice of General Meeting.

The Directors (other than Mr Gordon Galt who has an interest in the Resolution) recommend that the Shareholders vote in favour of this Resolution.

2.2 Resolution 4 - Approval of Issue of Shares via Placement to Mr Wade Johnson (or his nominee)

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 10.11 to approve the issue of 350,000 Shares to Mr Wade Johnson (or his nominee) at \$0.16 per Share.

In accordance with Listing Rule 10.13 the following information is provided in relation to Resolution 4:

Maximum Number of Shares to be Issued: 350,000 Shares.

Issue Price: \$0.16 per Share.

Allottee: Mr Wade Johnson (or his nominee).

Related Party/Relationship: Mr Wade Johnson is a Related Party of the Company as Mr Wade Johnson is a Director of Lefroy.

Terms: The Shares rank equally in all respects with the existing Shares on issue.

Date of Issue: The issue will occur on a single date no later than one (1) month after the date of the General Meeting or such later date to the extent permitted by an ASX waiver of the Listing Rules.

Intended Use of Funds: The funds raised from this issue of Shares will be used to accelerate exploration at the Eastern Lefroy Gold Project as announced to ASX on 9 July 2018.

Voting Exclusion: An appropriate voting exclusion statement is included in the Notice of General Meeting.

The Directors (other than Mr Wade Johnson who has an interest in the Resolution) recommend that the Shareholders vote in favour of this Resolution.

2.3 Resolution 5 - Approval of Issue of Shares via Placement to Mr James Beecher (or his nominee)

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 10.11 to approve the issue of 200,000 Shares to Mr James Beecher (or his nominee) at \$0.16 per Share.

In accordance with Listing Rule 10.13 the following information is provided in relation to Resolution 5:

Maximum Number of Shares to be Issued: 200,000 Shares.

Issue Price: \$0.16 per Share.

Allottee: Mr James Beecher (or his nominee).

Related Party/Relationship: Mr James Beecher is a Related Party of the Company as Mr James Beecher is a Director of Lefroy.

Terms: The Shares rank equally in all respects with the existing Shares on issue.

Date of Issue: The issue will occur on a single date no later than one (1) month after the date of the General Meeting or such later date to the extent permitted by an ASX waiver of the Listing Rules.

Intended Use of Funds: The funds raised from this issue of Shares will be used to accelerate exploration at the Eastern Lefroy Gold Project as announced to ASX on 9 July 2018.

Voting Exclusion: An appropriate voting exclusion statement is included in the Notice of General Meeting.

The Directors (other than Mr James Beecher who has an interest in the Resolution) recommend that the Shareholders vote in favour of this Resolution.

2.4 Resolution 6 - Approval of Issue of Shares via Placement to Mr Geoffrey Pigott (or his nominee)

Resolution 6 seeks Shareholder approval for the purposes of Listing Rule 10.11 to approve the issue of 250,000 Shares to Mr Geoffrey Pigott (or his nominee) at \$0.16 per Share.

In accordance with Listing Rule 10.13 the following information is provided in relation to Resolution 6:

Maximum Number of Shares to be Issued: 250,000 Shares.

Issue Price: \$0.16 per Share.

Allottee: Mr Geoffrey Pigott (or his nominee).

Related Party/Relationship: Mr Geoffrey Pigott is a Related Party of the Company as Mr Geoffrey

Pigott is a Director of Lefroy.

Terms: The Shares rank equally in all respects with the existing Shares on issue.

Date of Issue: The issue will occur on a single date no later than one (1) month after the date of the General Meeting or such later date to the extent permitted by an ASX waiver of the Listing Rules.

Intended Use of Funds: The funds raised from this issue of Shares will be used to accelerate exploration at the Eastern Lefroy Gold Project as announced to ASX on 9 July 2018.

Voting Exclusion: An appropriate voting exclusion statement is included in the Notice of General Meeting.

The Directors (other than Mr Geoffrey Pigott who has an interest in the Resolution) recommend that the Shareholders vote in favour of this Resolution.

3. GLOSSARY

\$ means Australian dollars.

General Meeting or **Meeting** means the meeting convened by the Notice.

Associate has the meaning set out in sections 11 to 17 of the Corporations Act.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the listing rules of ASX.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Company means Lefroy Exploration Limited, incorporated in the British Virgin Islands. IBC No.29457, Australian Registered Business Number 052 123 930.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

EST means Eastern Savings Time as observed in Sydney, New South Wales.

Explanatory Statement means the explanatory statement accompanying the Notice.

Lefroy means Lefroy Exploration Limited, incorporated in the British Virgin Islands. IBC No.29457, Australian Registered Business Number 052 123 930.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Related Party means a party so defined by section 228 of the Corporations Act.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

LEFROY EXPLORATION LIMITED
 INCORPORATED IN THE BRITISH VIRGIN ISLANDS. IBC NO.29457 / ARBN 052 123 930
PROXY FORM - GENERAL MEETING OF SHAREHOLDERS

I/We _____

Of address _____

Shareholder Reference Number (SRN)/
 Holder Identification Number (HIN) _____

Being a member/s of Lefroy Exploration Limited and entitled to attend and vote hereby appoint

	the Chairman of the Meeting <i>(mark with an 'X')</i>	OR	
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PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the person so named or, if no person is named, the Chairman of the General Meeting, or the Chairman's nominee, as my/our proxy and to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at 10.00am (EST) on Monday, 13 August 2018 at Level 41, Gateway, 1 Macquarie Place, Sydney NSW and at any postponement or adjournment thereof.

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

Voting directions to your proxy – please mark to indicate your directions

	FOR	AGAINST	ABSTAIN*
Resolution 1 – Ratification of Placement of 6,476,392 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Ratification of Placement of 8,714,588 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Approval of Issue of Shares via Placement to Mr Gordon Galt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Approval of Issue of Shares via Placement to Mr Wade Johnson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Approval of Issue of Shares via Placement to Mr James Beecher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Approval of Issue of Shares via Placement to Mr Geoffrey Pigott	<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 that item.*

Signed this _____ day of _____ 2018

Authorised signature(s) *This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.*

INDIVIDUAL/SECURITY HOLDER 1
 Individual/Sole Director and
 Sole Company Secretary

SECURITY HOLDER 2
 Director

SECURITY HOLDER 3
 Director/Company Secretary

Contact Details

Contact Email address

Contact Telephone Number

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Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) deliver to Lefroy Exploration Limited at Level 2, 11 Ventnor Avenue, West Perth WA 6005; or
 - (b) post to Lefroy Exploration Limited, PO Box 821, West Perth WA 6872; or
 - (c) facsimile to the Company on facsimile number +61 8 9323 2033.

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.