

A copy of the company's 2015 Annual Report may be found online at  
[www.coronaminerals.com/announcements](http://www.coronaminerals.com/announcements)

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**CORONA MINERALS**

**ABN 95 105 161 644**

**NOTICE OF ANNUAL GENERAL MEETING**

**EXPLANATORY STATEMENT AND PROXY FORM**

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**TIME:** 12noon (WST)  
**DATE:** Wednesday 25 November 2015  
**PLACE:** Corona Minerals  
Level 1, 703 Murray Street  
WEST PERTH WA 6005

*This Notice of Annual General Meeting, explanatory Statement and Proxy form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.*

## **Notice of Annual General Meeting**

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Notice is hereby given that the 12th Annual General Meeting of Corona Minerals Ltd will be held at 703 Murray St, West Perth on Wednesday 25 November 2015 at 12pm (WST).

Please note terms used in the Resolutions contained in this Notice of Meeting have the same meaning as set out in the Glossary of the Explanatory Statement accompanying this Notice.

### **Financial Statements and Reports**

To receive and consider the Annual Financial Report, together with the Director's and Auditors' Reports for the year ended 30 June 2015.

### **Resolution 1 – Adoption of Remuneration Report**

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

*“That, for all purposes, Shareholders adopt the Remuneration Report set out in the Directors' Report for the year ended 30 June 2015”*

Please note that the vote on this resolution is advisory only, and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this resolution.

The Company will disregard any votes cast on Resolution 1 by or on behalf of the Restricted Voter. However the Company need not disregard a vote if:

- a) It is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- b) It is not cast on behalf of the Restricted Voter

Further, a restricted Voter who is appointed as a proxy will not vote on Resolution 1 unless:

- c) The appointed specifies the way the proxy is to vote on Resolution 1; or
- d) The proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair to vote against Resolution 1 or to abstain from voting “Restricted Voter” means Key Management Personnel and their Closely Related Parties as defined in the glossary.

### **Resolution 2 – Re-Election of Mr Brian John Hurley as a Director**

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

“That for all purposes, Mr Brian John Hurley, who ceases to hold office in accordance with clause 13.5 of the Company's Constitution and being eligible for re-election, be re-elected as Director.”

## Other Business

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To deal with any other business which may be brought forward in accordance with the Constitution and the Corporates Act.

By Order of the Board of Directors



**Michael Wright**  
**Director**  
30 October 2015

## How to vote

Shareholders can vote by either:

- Attending the meeting and voting in person or by attorney or, in the case of corporate shareholders, by appointing a corporate representative to attend and vote; or
- Appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post or by facsimile.

## Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting, if possible so that their holding may be checked against the Company's share register and attendance record.

Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting.

## Voting by a corporation

A shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representatives should bring to the meeting evidence of his or her appointment, including any authority under which it is signed.

## Voting by Proxy

- A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A shareholder need not be a shareholder.

- The proxy can either be an individual or a body corporate.
- If the proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where the Restricted Voter is appointed as a proxy, the proxy may only vote on Resolution 1 if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- Should any resolution, other than those specified in his Notice, be proposed at the meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their proxy forms with a direction how to vote but not nominate the identity of their proxy will be taken to have appointed the Chairman of the Meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairman of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed resolutions. These rules are explained in this Notice.
- To be effective, proxies must be lodged by 12noon (WST) Monday 23 November 2015. Proxies lodged after this time will be invalid.
- Proxies may be lodged by returning a completed proxy form in person or by post using the pre-addressed envelope provided with this Notice to 703 Murray St, West Perth WA 6005 or by emailing a completed proxy form to [admin@coronaminerals.com](mailto:admin@coronaminerals.com)

The proxy form must be signed by the shareholder or the shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act.

Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company at the above address by 12noon (WST) on Monday 23 November 2015. If email transmission is used, the power of attorney must be certified.

#### **Shareholders who are entitled to vote**

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be their entitlement of that person set out in the Register of Shareholders as at Wednesday 25 November 2015 at 12pm (WST)

## Explanatory Statement

The Explanatory Statement has been prepared for the information of the Shareholders in relation to the business to be conducted at the Company's 2015 Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of the Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

### **1. Financial Statements and Reports**

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The Annual Financial Report, Director's Report and Auditor's Report for the Company for the year ended 30 June 2015 will be laid before the meeting.

There is no requirement for the Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and the content of the Auditor's Report.

No resolution is required to be moved in respect of this term.

In addition to taking questions at the meeting, written questions to the Chairman about the management of the Company, or to the Company's Auditor about:

- The preparation and content of the Auditor's Report;
- The conduct of the audit
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- The independence of the auditor in relation to the conduct of the audit, may be submitted no later than 5 business days before the meeting date to:

The Company Secretary  
Corona Minerals Limited  
703 Murray St  
West Perth WA 6005  
or email [admin@coronaminerals.com](mailto:admin@coronaminerals.com)

## **Resolution 1 - Adoption of Remuneration Report**

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Section 298 of the Corporations Act requires that the annual Director's Report contain a Remuneration Report prepared in accordance with section 300A of the Corporations Act.

Shareholders should note that the vote on this resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report of the Company for the final year ended 30 June 2015 is set out in the Director's Report in the Company's Annual Report.

In accordance with Section 250R(2) of the Corporations Act, the Company is required to present to its shareholders the Remuneration Report as disclosed in the Company's 2015 Annual Report. The remuneration Report explains the Board Policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any share base compensation.

### **Voting**

Note that a voting exclusion applies in relation to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters may not vote on this resolution and may not cast vote as proxy, unless the appointment gives a direction on how to vote the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair will use any such proxies to vote in favour of the resolution.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the meeting.

Shareholders are urged to carefully read the proxy form and provide direction to the proxy on how to vote on the Resolution.

## **Resolution 2 - Re-election of Mr Brian John Hurley as a Director**

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Clause 13.5 of the Company's Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting. Mr Hurley retires from office in accordance with this requirement and submits himself for re-election.

Mr Hurley Mr Hurley is a mining engineer with over 40 years' experience in senior management and operational positions in the resources sector. He has significant experience as a company director since retiring from Western Mining Corporation in 1990 where he was employed as General Manager - Nickel Division and Senior General Manager, Western Australia.

Since 1990, Mr Hurley has been Chairman and / or director of a number of mining and exploration companies.

Resolution 2 seeks approval for the re-election of Mr Hurley as a Director of the Company with effect from the end of the meeting.

## Glossary

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In this Explanatory Statement, the following terms have the following unless the context otherwise requires;

- “Company” or “Corona”** means Corona Minerals Limited ABN 95 105 644;
- “Constitution”** means the Company’s constitution, as amended from time to time;
- “Corporations Act”** means Corporations Act 2001 (Cth);
- “Explanatory Statement”** means the explanatory statement accompanying this Notice
- “Directors”** means the Directors of the Company;
- “Option”** means an option to acquire a Share;
- “Notice”** means the Notice of Annual General Meeting;
- “Resolution”** means a resolution contained in this Notice;
- “Share”** means a fully paid ordinary share in the capital of the Company;
- “Shareholder”** means the holder of a Share; and
- “WST”** means Australian Western Standard Time.

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