



ACN 116 800 269

NOTICE OF GENERAL MEETING

TIME: 11.00am (WST)
DATE: Tuesday 14 April 2015
PLACE: Level 7
1008 Hay Street
Perth, Western Australia

This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on (08) 9389 2000.

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Erin Resources Limited (**Company**) will be held at Level 7, 1008 Hay Street, Perth, Western Australia on Tuesday 14 April 2015 at 11.00am (WST) (**Meeting**).

The business of this meeting affects your shareholding and your vote is important.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Sunday 12 April 2015 at 11.00am (WST).

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- 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 the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and

- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Resolution 1 – Ratification of Issue of Shares

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

"That, in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue by the Directors of 64,426,983 Shares to unrelated professional and sophisticated investors on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this resolution by a person who participated in the issue of Shares and any associates of that person. 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.

2. Resolution 2 – Approval of Placement Facility

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

*"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to 100,000,000 Shares (**Placement Shares**) on the terms and conditions in the Explanatory Memorandum."*

Voting Exclusion: The Company will disregard any votes cast on this resolution by a person who may participate in the issue of the Placement Shares and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of that person. 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..

3. Resolution 3 – Approval of Issue of Placement Options

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 16,106,745 Listed Options (**Placement Options**) to unrelated professional and sophisticated investors on the terms and conditions in the Explanatory Memorandum."*

Voting Exclusion: The Company will disregard any votes cast on this resolution by a person who may participate in the issue of the Placement and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of that person.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) 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 13 March 2015

BY ORDER OF THE BOARD



Brett Mitchell
Executive Director

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 7, 1008 Hay Street, Perth, Western Australia on Tuesday 14 April 2015 at 11.00 am (WST).

The Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of the Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice (including the Explanatory Memorandum) carefully before deciding how to vote on the Resolutions.

3. Resolution 1 – Ratification of Issue of Shares

3.1 General

The Company announced on 6 March 2015 that it intended to raise \$322,134 through a placement to sophisticated investors through the issue of 64,426,983 Shares at \$0.005 each, with one free-attaching Listed Option for every four Shares subscribed for exercisable at \$0.02 each expiring 30 June 2015.

The funds raised from the Placement will be used to fund the additional exploration activities at the Company's priority Lingokoto and Maleko gold exploration projects in Senegal, and for general working capital purposes.

On 12 March 2015, the Company announced that it had raised \$322,134 through the issue of 64,426,983 Shares at \$0.005. These Shares were issued under the Company's placement capacity under Listing Rule 7.1 and 7.1A.

Resolution 1 seeks Shareholder approval for the ratification of the issue of these Shares pursuant to Listing Rule 7.4.

3.2 Listing Rule 7.4

Listing Rule 7.4 sets out an exception to Listing Rule 7.1 and 7.1A. It provides that where a company in a general meeting ratifies a previous issue of securities made pursuant to Listing Rule 7.1 and 7.1A (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 Listing Rule 7.1 and 7.1A.

The effect of Shareholders passing Resolution 1 by ratifying the issue of the Placement Shares will be to restore the Company's ability to issue further securities, during the next 12 months.

Resolution 1 is an ordinary resolution.

3.3 Specific 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 the Additional Placement Shares:

- (a) A total of 64,426,983 Shares were issued.

- (b) The Shares were issued at \$0.005 per Share.
 - (c) The Shares are all fully paid ordinary shares in the capital of the Company and rank equally to in all respect with the Company's existing Shares on issue.
 - (d) The Shares have been allotted and issued by way of placements to various sophisticated investors who are not related parties or associates of related parties of the Company.
 - (e) The funds raised from the Placement will be used to fund the additional exploration activities at the Company's priority Lingokoto and Maleko gold exploration projects in Senegal, and for general working capital purposes.
 - (f) A voting exclusion statement is included in the Notice.
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4. Resolution 2 – Approval of Placement Facility

4.1 General

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 100,000,000 Shares each at an issue price of not less than 80% of the volume weighted average price of Shares for the last five days on which sales of Shares are recorded before the day on which the issue will be made or, if there is a prospectus relating to the issue, over the last five days on which sales of Shares are recorded before the date the prospectus is signed (**Placement Shares**).

The funds raised from the issue of the Placement Shares would be used to fund the Company's existing assets, new investment opportunities, and for general working capital purposes.

4.2 Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 2 will be to allow the Directors to issue the Placement Shares during the period of three months after the Meeting (or a longer period if allowed by ASX) without using the Company's 15% annual placement capacity.

Resolution 2 is an ordinary resolution.

4.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, information is provided in relation to the approval of the issue of the Placement Shares as follows:

- (a) The maximum number of Shares to be issued is 100,000,000.
- (b) The Company will issue and allot the Placement Shares no later than three months after the date of the Meeting (or such longer period of time as ASX may in its discretion allow).
- (c) The Shares will be allotted at an issue price of not less than 80% of the volume weighted average price of Shares calculated over the last five days on which sales of Shares are recorded before the day on which the issue will be made or, if there is a prospectus relating to the issue, over the last five days on which sales of the Shares are recorded before the date the prospectus is signed.
- (d) The Shares issued will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Shares will be issued to professional and sophisticated investors of the Company to whom the issue of Shares does not require a disclosure document under Section 708 of the Corporations Act. None of the subscribers will be related parties of the Company.
- (f) The funds raised from the issue of the Placement Shares would be used to fund the Company's existing assets, new investment opportunities, and for general working capital purposes.
- (g) The allotment of the Placement Shares may occur progressively.
- (h) A voting exclusion statement is included in the Notice.

4.4 Dilution

Set out below is a worked example of the number of Shares that may be issued under Resolution 2.

Maximum number of Shares which the Company could issue pursuant to Resolution 2	Current Shares on issue*	Increased number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 2	Approximate Dilution effect on existing Shareholders
100,000,000	322,134,917	422,134,917	23.69%

*Taken from last Appendix 3B filed with ASX

Assuming no Options are exercised or other Shares issued and the maximum number of Shares as approved under Resolution 2 are issued, the number of Shares on issue would increase from 322,134,917 (being the number of Shares on issue as at the date of this Notice) to 422,134,917 and the shareholding of existing Shareholders would be diluted by approximately 23.69%.

5. Resolution 3 – Approval of Issue of Placement Options

5.1 General

As part of the Placement described in Resolution 1, the Company will issue one (1) free-attaching Listed Option for every four (4) Shares issued. As a total of 64,426,983 Shares were issued under the Placement, a total of 16,106,745 Listed Options (**Placement Options**) will be issued.

Resolution 3 seeks Shareholder approval for the issue of the Placement Options pursuant to Listing Rule 7.1.

5.2 Listing Rule 7.1

Listing Rule 7.1 provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the company's ordinary securities then on issue.

The effect of Resolution 3 will be to allow the Directors to issue the Placement Options during the period of three months after the Meeting (or a longer period if allowed by ASX) without using the Company's 15% placement capacity.

Resolution 3 is an ordinary resolution.

5.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, information is provided in relation to the approval of the issue of the Placement Options as follows:

- (a) 16,106,745 Placement Options will be issued.
- (b) The Company will issue and allot the Placement Options no later than three months after the date of the Meeting (or such longer period of time as ASX may in its discretion allow).
- (c) The Placement Options will be free-attaching to the Shares issued under the Placement.
- (d) The Placement Options rank equally with the Company's existing listed options on issue and have the terms and conditions in Schedule 2.
- (e) No funds will be raised from the issue of the Placement Options.
- (f) The Placement Options will be issued to various sophisticated investors who are not related parties or associates of related parties of the Company.
- (g) The Listed Options will be issued as soon as practicable after the date of the Meeting.
- (h) A voting exclusion statement is included in the Notice.

Schedule 1 – Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the board of Directors.

Chairman means the person appointed to chair the Meeting convened by this Notice.

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Director means a director of the Company.

Erin and **Company** means Erin Resources Limited ACN 116 800 269.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Listed Option means a listed option exercisable at \$0.02 on or before 30 June 2015.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

Placement Options means a listed option exercisable at \$0.02 on or before 30 June 2015.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

VWAP means volume weighted average price.

WST means Western Standard Time, being the time in Perth, Western Australia.

Schedule 2 – Option Terms and Conditions

The Listed Options entitle the holder to subscribe for Shares on the following terms and conditions:

1. Each Listed Option entitles the holder to subscribe for one ordinary share in the capital of Erin Resources Limited (“**the Company**”).
2. Each Listed Option is exercisable at \$0.02 and will expire at 5.00pm (WST) on 30 June 2015 (“**Expiry Date**”). A Listed Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
3. The Listed Options are exercisable at any time on or prior to the Expiry Date (“**Exercise Period**”).
4. The Listed Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Listed Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Listed Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
5. A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Listed Option being exercised in cleared funds (**Exercise Date**).
6. Timing of issue of shares Within 15 Business Days after the later of the following:
 - (i) the Exercise Date; and
 - (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 20 Business Days after the Exercise Date, the Company will:
 - (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Listed Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Listed Options.

If a notice delivered under 6(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
7. Shares issued on exercise of the Listed Options rank equally with the then issued shares of the Company.
8. If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
9. There are no participation rights or entitlements inherent in the Listed Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Listed Options without exercising the Listed Options.
10. A Listed Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Listed Option can be exercised.
11. The Listed Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
12. The Company will apply for quotation of the Listed Option on ASX.

The Company Secretary
 Erin Resources Ltd

By delivery:
 Level 7, 1008 Hay Street
 PERTH WA 6000

By post:
 PO Box 7209
 CLOISTERS SQUARE WA 6850

By facsimile:
 +61 8 9389 2099

By email:
 info@erinresources.com.au

Name of Shareholder:

Address of Shareholder:

Number of Shares entitled to vote:

Please mark to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the Meeting.

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/We being Shareholder/s of the Company hereby appoint:

The Chairman (mark box)

OR if you are **NOT** appointing the Chairman as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman, as my/our proxy to act generally at the meeting 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 law, as the proxy sees fit), at the general meeting of the Company to be held at 11.00am (WST) on Tuesday 14 April 2015 at Level 7, 1008 Hay Street, Perth, Western Australia and at any adjournment or postponement of the Meeting.

If 2 proxies are appointed, the proportion or number of votes that this proxy is authorised to exercise is * []% of the Shareholder's votes*/ [] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Step 2 - Instructions as to Voting on Resolutions

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

		For	Against	Abstain*
Resolution 1	Ratification of Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Issue of Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular Resolution, 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.

Authorised signature/s

This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

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

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at the Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate 'Certificate of Appointment of Representative' should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Perth office of the Company (Level 7, 1008 Hay Street, Perth WA 6000 or by post to PO Box 7209, Cloisters Square WA 6850 or Facsimile (08) 9389 2099 if faxed from within Australia or +618 9389 2099 if faxed from outside Australia) or by email info@erinresources.com.au not less than 48 hours prior to the time of commencement of the Meeting (WST).