

21 November 2012

The Manager Companies  
ASX Limited  
20 Bridge Street  
Sydney NSW 2000

(5 pages by email)

Dear Madam,

**RESULTS OF ANNUAL GENERAL MEETING**

I advise that all resolutions put to shareholders at today's Annual General Meeting of Members as set out in the attached Notice of Meeting were passed on a show of hands.

I advise that votes were cast by proxy as follows:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Resolution 1	17,915,159	60,000	-
Resolution 2	84,309,062	-	-
Resolution 3	84,249,062	60,000	-
Resolution 4	84,249,062	60,000	-

Yours faithfully



Richard Edwards  
Company Secretary

pjn6938



# Notice of Annual General Meeting

Notice is given that the 2012 Annual General Meeting of Augur Resources Ltd (**'Augur'** or the **'Company'**) will be held at Level 3, 66 Hunter Street, Sydney, NSW, on Wednesday, 21 November 2012 at 11.00 am Eastern Daylight Saving Time (EDST).

## AGENDA

### ORDINARY BUSINESS

#### Financial Statements

To receive and consider the Company's Annual Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2012.

To consider and, if thought fit, to pass the following resolutions, with or without amendment:

#### Resolution 1

'That the Remuneration Report for the year ended 30 June 2012 be and is hereby adopted.'

#### Resolution 2

'That Mr Norman A. Seckold be and is hereby elected as a Director.'

#### Resolution 3

'That the issue of 17,593,750 fully paid ordinary shares in the Company on 12 September 2012 for A\$0.04 per share be and is hereby ratified for the purposes of ASX Listing Rules 7.4 and 7.5.'

#### Special Resolution

#### Resolution 4

'That the additional capacity to issue equity securities as set out in the Explanatory Memorandum attached to this Notice of Meeting be and is hereby approved for the purposes of ASX Listing Rule 7.1A.'

To transact any other business that may be brought forward in accordance with the Company's Constitution.

By order of the Board

A handwritten signature in black ink, appearing to read 'Richard Edwards'.

Richard Edwards  
Company Secretary

17 October 2012

# Explanatory Memorandum

This Explanatory Memorandum has been prepared to assist members to understand the business to be put to members at the Annual General Meeting to be held at Level 3, 66 Hunter Street, Sydney, NSW, on Wednesday, 21 November 2012 at 11.00 am Eastern Daylight Saving Time (EDST).

## FINANCIAL REPORT

The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2012 will be laid before the meeting. There is no requirement for shareholders to approve these reports, however, the Chairman of the meeting will allow a reasonable opportunity to ask about the content of the Annual Report.

### 1. Adoption of Remuneration Report

The Remuneration Report, which can be found as part of the Directors' Report in the Company's 2012 Annual Report, contains certain prescribed details, sets out the policy adopted by the Board of Directors and discloses the payments to key management personnel, Directors and senior executives.

In accordance with section 250R of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote. This resolution is advisory only and does not bind Directors.

The Chairman will allow a reasonable opportunity for shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. 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, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

**The Directors recommend that you vote IN FAVOUR of advisory Resolution 1.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 1.**

### 2. Re-election of Norman A. Seckold

Pursuant to Article 10.1(c) of the Company's Constitution and the Corporations Act, Norman Seckold retires by rotation and, being eligible, offers himself for re-election.

**With Norman Seckold abstaining, the Directors recommend that you vote IN FAVOUR of Resolution 2.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 2.**

### 3. Ratification of the Issue of Shares

Resolution 3 seeks the ratification by shareholders of the issue of 17,593,750 fully paid ordinary shares in the Company on 12 September 2012 for the purposes of ASX Listing Rules 7.4 and 7.5. This ratification will provide the Company with the ability to raise further funds, if required, will maximise the flexibility of the Company's funds management and will facilitate planning for the Company's ongoing activities.

Details of the issue, as required by ASX Listing Rule 7.5 are as follows:

Number of securities allotted:	17,593,750
Issue price:	A\$0.04 per share
Terms:	Fully paid ordinary shares ranking pari passu with existing fully paid ordinary shares
Names of allottees:	A range of Australian and overseas investors, none of whom are related parties
Intended use of funds:	Operational costs and a prefeasibility study at the Wonogiri project

The Company will disregard any votes cast on Resolution 3 by:

- Participants in the placement and any of their associates.

However, the Company need not disregard a vote if:

- it is cast by a person as 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.

**The Directors recommend that you vote IN FAVOUR of advisory Resolution 3.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 3.**

### 4. Approval of Additional Capacity to Issue Equity Securities

ASX Listing Rule 7.1A enables the Company to issue equity securities up to 10% of its issued share capital through placements over a 12 month period after the AGM ('10% Placement Facility'). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

# Explanatory Memorandum

Resolution 4, which is a Special Resolution requiring 75% of votes cast to be in favour of the resolution, seeks shareholder approval for the Company to have the ability to issue equity securities under the 10% Placement Facility on the following terms:

(a) Placement Period

Shareholder approval of the 10% Placement Facility is valid from the date of the AGM and expires on the earlier of:

- (i) the date that is 12 months after the date of the AGM; or
- (ii) the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(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 which, in the Company's case, are fully paid ordinary shares.

(c) Formula for calculating 10% Placement Facility

The maximum number of shares that can be issued under the 10% Placement Facility is calculated as follows:

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

Where: A is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:

- (i) plus the number of fully paid ordinary shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (ii) plus the number of partly paid ordinary shares that became fully paid in the 12 months;
- (iii) 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;
- (iv) less the number of fully paid shares cancelled in the 12 months.

D is 10%.

E is the number of fully paid ordinary shares issued or agreed to be issued under ASX 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 ASX Listing Rules 7.1 or 7.4.

The current maximum number of shares, as at the date of this meeting, that can be issued under the 10% Placement Facility is 20,528,179. The Company's current capacity to issue securities as at the date of the meeting pursuant to listing rule 7.1 is 30,792,269.

(d) Minimum Issue Price

The minimum issue price of equity securities issued must be not less than 75% of the volume weighted average price of equity securities in the same class calculated over the 15 trading days on which trades 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.

(e) Risk of Economic and Voting Dilution

If Resolution 6 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 the table below. Further, 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 AGM; 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.

Because Variable A in the formula for calculating 10% Placement Facility, and consequently the number of shares that can be issued under the 10% Placement Facility, can change during the Placement Period, the table below shows a matrix of scenarios of the potential dilution of existing shareholders as at the date of the AGM on the basis of:

- (i) the issue price of equity securities being the current approximate market price of fully paid ordinary shares, plus 50% and minus 50%; and
- (ii) the maximum number of shares that can be issued under the 10% Placement Facility in accordance with the definition of Variable A in the formula for calculating 10% Placement Facility increasing by 50% and 100%.

As an example, if Variable A is increased to 410,563,596 shares, the 10% Placement Facility capacity is 41,056,359 shares and therefore the dilution of existing shares as at the date of the AGM, being 205,281,798 shares, is calculated as:

$$41,056,359 \div (205,281,798 + 41,056,359) = 16.7\%$$

# Explanatory Memorandum

Variable A in 10% Placement Facility under ASX Listing Rule 7.1A	Voting Dilution and Placement Facility Capacity	Issue Price and Funds Raised		
		50% Decrease in Current Approximate Market Price \$0.02	Current Approximate Market Price \$0.04	50% Increase in Current Approximate Market Price \$0.06
Current Variable A 205,281,798 shares	9.1% 20,528,179 shares	\$410,564	\$821,127	\$1,231,691
50% increase in current Variable A 307,922,697 shares	13.0% 30,792,269 shares	\$615,845	\$1,231,691	\$1,847,536
100% increase in current Variable A 410,563,596 shares	16.7% 41,056,359 shares	\$821,127	\$1,642,254	\$2,463,382

## (f) Other Matters

The Company may issue equity securities under the 10% Placement Facility for cash consideration to support the Company's ongoing exploration activities in Indonesia and working capital or non-cash consideration for the acquisition of compatible business opportunities which may arise. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.

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. As there is no issue currently proposed, the identity of the allottees is not currently known and will be determined on a case-by-case basis at the time of allotment, having regard to 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 issues or other issues 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 currently been determined but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

As the Company has not previously obtained shareholder approval under ASX Listing Rule 7.1A, no equity securities have been issued under the 10% Placement Facility.

The Company will disregard any votes cast on Resolution 4 by:

- a person who may participate in the proposed issue 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 associate of that person.

However, the Company need not disregard a vote if:

- it is cast by a person as 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.

**The Directors recommend that you vote IN FAVOUR of Resolution 4.**

**The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 4.**