

**Notice of
Annual General Meeting
and Explanatory Statement**

Amani Gold Limited

ACN 113 517 203

Date: Friday, 30 November 2018

Time: 2pm (Brisbane)

Venue: Suite 28, 1 Park Road Milton QLD 4064

This Notice of Meeting should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

Notice and Introduction to Meeting Agenda

Notice is hereby given that the 2018 Annual General Meeting of Shareholders of Amani Gold Limited ACN 113 517 203 (“ANL” “Amani” or the “Company”) will be held at 2pm (Brisbane) on Friday, 30 November 2018 at Suite 28, 1 Park Road Milton QLD 4064.

The Explanatory Statement accompanying this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form are part of this Notice. Terms and abbreviations used in this Notice are defined in the Glossary in Section 5 of the Explanatory Statement.

If you are unable to attend the Meeting, you are encouraged to complete and submit the proxy form attached to this Notice as your vote is important.

Voting Eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 7:00PM on Wednesday, 28 November 2018.

If you are not the registered holder of Shares at that time, you will not be entitled to vote at the Meeting.

Voting by Proxy and Voting Exclusion

A Shareholder has the right to appoint a proxy (who need not be a Shareholder). More details are provided later in this Notice.

Voting exclusions apply to certain Resolutions and details are provided elsewhere in this Notice.

Proxies must be received by the Company no later than 48 hours before the commencement time of the Meeting in order to be valid.

Queries

If you have any queries regarding matters contained in the Meeting documents, please call the Company Secretary on 1300 258 9859.

ORDINARY BUSINESS

1. Financial Report for the Year ended 30 June 2018

“To receive and consider the financial report of the Company for the year ended 30 June 2018, together with the reports of the directors and auditors thereon.”

There is no vote on this item of business.

2. Resolution 1 - Adoption of the Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a non-binding resolution:

“That, for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report forming part of the Company’s 2018 annual financial report for the financial year ended 30 June 2018 be adopted.”

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion:

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report;
- (b) a Closely Related Party of such a member.

However, a person (the “**Voter**”) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the Voter is the Chairman of the Meeting and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

If you wish to appoint a member of the key management personnel (which includes each of the directors and the Chairman) as your proxy, please read the voting exclusion above and in the proxy form carefully. **Shareholders are encouraged to direct their proxies how to vote.**

3. Resolution 2 - Re-election of Mr S Fu as a Director

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

“That Mr Sheng Fu, who retires in accordance with Clause 11.3 of the Constitution of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as a director of the Company.”

4. Resolution 3 - Re-election of Mr G Thomas as a Director

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

“That Mr Grant Thomas, who retires in accordance with Clause 11.12 of the Constitution of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as a director of the Company.”

5. Resolution 4 - Re-election of Mr A Truelove as a Director

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

“That Mr Antony Truelove, who retires in accordance with Clause 11.12 of the Constitution of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as a director of the Company.”

6. Resolution 5 – Ratification of Share issue

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 45,366,667 Shares on 13 September 2018 on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

In accordance with the Listing Rules, the Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who was issued shares identified in this Resolution or an associate of any person who was issued shares identified in this Resolution. 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 directions on the proxy form to vote as the proxy decides.

7. Resolution 6 – Approval of the Issue of Shares

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 134,833,333 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

In accordance with the Listing Rules, the Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity). 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 directions on the proxy form to vote as the proxy decides.

8. Resolution 7 – Approval to Issue Performance Rights to Mr Qiuming Yu

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 30,000,000 Performance Rights to Mr Qiuming Yu on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion:

In accordance with the Listing Rules, the Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Qiuming Yu or an associate of Mr Qiuming. 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 directions on the proxy form to vote as the proxy decides.

9. Resolution 8 – Approval to Issue Performance Rights to Mr Sik Lap Chan

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 30,000,000 Performance Rights to Mr Sik Lap Chan on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion:

In accordance with the Listing Rules, the Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Sik Lap Chan or an associate of Mr Sik Lap Chan. 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 directions on the proxy form to vote as the proxy decides.

10. Resolution 9 – Approval to Issue Performance Rights to Mr Grant Thomas

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 30,000,000 Performance Rights to Mr Grant Thomas on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion:

In accordance with the Listing Rules, the Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Grant Thomas or an associate of Mr Grant Thomas. 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 directions on the proxy form to vote as the proxy decides.

11. General Business

To transact any other business which may lawfully be brought forward.

How the Chairman will vote available proxies

The Chairman of the Meeting intends to vote all available proxies in favour of all of the resolutions set out in the Notice. The proxy form expressly authorises the Chairman to exercise undirected proxies in favour of any remuneration-related resolutions (Resolution 1, 7, 8 and 9).

Default to the Chairman

Any directed proxies that are not voted on a poll at the Meeting will automatically default to the Chairman of the Meeting, who is required to vote those proxies as directed.

Proxies generally

A Shareholder may attend the Meeting in person or may be represented thereat by proxy. In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- the proxy need not be a Shareholder;
- each Shareholder may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his discretion; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with section 249X (3) of the Corporations Act, each proxy may exercise half of the votes.

Accordingly, if you are a Shareholder and are unable to attend the Meeting in person, you can and are encouraged to submit your proxy votes in accordance with the instructions contained in the form and return it as follows:

| | |
|--|---|
|  ONLINE VOTE www.advancedshare.com.au/investor-login |  BY FAX +61 8 9262 3723 |
|  BY MAIL Advanced Share Registry Limited 110 Stirling Hwy, Nedlands WA 6009; or PO Box 1156, Nedlands WA 6909 |  IN PERSON Advanced Share Registry Limited 110 Stirling Hwy, Nedlands WA 6009 |
|  ALL ENQUIRIES TO Telephone: +61 8 9389 8033 |  ALL ENQUIRIES TO Telephone: +61 8 9389 8033 |

Corporations

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company, before the Meeting.

Revocation of Proxies

A Shareholder executing and delivering a proxy has the power to revoke it in accordance with the provisions of the Corporations Act, which provides that every proxy may be revoked by an instrument in writing executed by the Shareholder or by his or her attorney authorised in writing and delivered either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law.

By Order of the Board of Directors

Craig McPherson
Company Secretary
30 October 2018

Explanatory Statement

This Explanatory Statement, incorporated in and forming part of the accompanying Notice of Meeting, has been prepared for the information of Shareholders of Amani Gold Limited (Amani or the Company) in connection with the business to be considered at the Annual General Meeting to be held at 2pm (Brisbane) on Friday, 30 November 2018 at Suite 28, 1 Park Road Milton QLD 4064.

It provides Shareholders with information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

Details of the items of business to be considered at the Meeting are set out below.

1. 2018 Annual Report

In accordance with the requirements of the Company's Constitution and the Corporations Act, the Company's audited financial statements for the financial year ended 30 June 2018, together with the report of the auditor thereon and the Directors' Report (the "Annual Report"), will be tabled at the Meeting, and Shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to it.

Representatives from the Company's auditors, BDO Audit (WA) Pty Ltd, will be present to take Shareholders' questions and comments about the conduct of the audit and the preparation and content of the audit report.

The Annual Report is available on the Company's website at www.amanigold.com for you to download or read online. Alternatively, you can obtain a hard copy by contacting the Company.

2. Resolution 1 - Adoption of the Remuneration Report

Pursuant to section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its remuneration report for the year ended 30 June 2018 (the "Remuneration Report"). The Remuneration Report, forming part of the Directors' Report, is a distinct section of the Annual Report which deals with the remuneration of directors and executives of the Company.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out the remuneration details for each director and executive officer named in the Remuneration Report for the financial year ended 30 June 2018.

The Directors recommend that Shareholders vote in favour of the adoption of the Remuneration Report. As previously stated, this resolution is advisory only and does not bind the Company. However, the Board will take the outcome of the vote on this resolution into consideration when reviewing the remuneration practices and policies of the Company in the future.

The Chairman of the Meeting will provide Shareholders with reasonable opportunity at the Meeting to ask questions about, or to make comments on, the Remuneration Report.

Chairman authorised to exercise undirected proxies on remuneration-related resolutions:

Where Shareholders have appointed the Chairman of the Meeting as their proxy, the Chairman will vote in favour of Resolution 1 "Adoption of Remuneration Report" unless the Shareholder has expressly indicated a different voting intention. This is so notwithstanding that the resolution is connected directly or indirectly with the remuneration of key management personnel, which includes the Chairman.

3. Resolutions 2, 3 and 4 - Re-election of Directors

In accordance with the requirements of the Company's Constitution and the Listing Rules, one-third of the directors of the Company (excluding the Managing Director), and those who were last re-elected more than three years ago, must retire from office at the Meeting but if they are eligible, may offer themselves for re-election. The Directors to retire at an annual general meeting must be those who have been longest in office since their last election. Under this requirement, Mr Sheng Fu must retire at the Meeting. Being eligible, Mr Sheng Fu has offered himself for re-election.

Also, in accordance with the requirements of the Company's Constitution and the Listing Rules, directors appointed by the Board since the last annual general meeting must retire at the Meeting. Under this requirement, Mr Grant Thomas and Mr Antony Truelove must retire at the Meeting. These Directors were appointed on 1 January 2018 and 27 March 2018 respectively. Being eligible, each of Mr Grant Thomas and Mr Antony Truelove has offered himself for re-election. In accordance with the Company's Constitution, Mr Grant Thomas and Mr Antony Truelove were not taken into account in determining the directors to retire by rotation at this Meeting.

Experience and qualification details of each of these Directors who have offered themselves for re-election are available in the Annual Report and on the Company's website and are summarised briefly below:

Mr Sheng Fu (Non-Executive Chairman since 11 July 2017)

Mr Sheng Fu holds a Bachelor's degree in mining machinery. He has significant experience investing in, developing and managing mines and has been involved in the creation of more than ten mining entities. In particular, Mr Fu has a very deep understanding of non-ferrous metals project development and management. Mr Fu is currently the General Manager of Hubei Huangshi Xin Delong Mining Co., Ltd and Chairman of Xinjiang Shanshan Houwang Copper Mine Co., Ltd, which has a copper-zinc mine plant with a production capacity of 450,000 tons / year.

The Directors (other than Mr Sheng Fu who makes no recommendation) recommend the re-election of Mr Sheng Fu as a Director.

Based on enquiries made by the Company, it is not aware of any criminal record and bankruptcy proceedings involving Mr Sheng Fu.

Mr Grant Thomas (Director since 1 January 2018, Executive Director since 1 April 2018)

Mr Thomas is a geoscientist and experienced company director and is currently director of ASX listed company Kazakhstan Potash Corporation Limited. Mr Thomas has previously served as Managing Director of ASX listed Tianshan Goldfields Limited, Celsius Coal Limited, ActivEX Limited and has held senior positions with Rio Tinto Exploration (Australia, Brazil and China) and Hamersley Iron. Mr Thomas has 30 years of professional experience covering project acquisition, mineral exploration and resource project evaluations for several minerals, including diamonds, gold, iron ore, copper, lead, zinc, uranium, fluorspar and coal in Australia, China, South Africa, Tajikistan, Kazakhstan, Brazil, Cambodia and Mongolia. Mr Thomas has completed several substantial capital raisings in London, Sydney, Hong Kong and Singapore. Mr Thomas has been involved with successful project leadership and exploration discoveries within Australia and China including; Homestead, Mount Sheila and Mount Sylvia (iron ore) and 2.4Moz Au Xinjiang Gold Mountain and Kuan Gou (gold) discoveries. Mr Thomas holds a bachelor's degree in science from Adelaide University.

The Directors (other than Mr Thomas who makes no recommendation) recommend the re-election of Mr Thomas as a Director.

Based on enquiries made by the Company, it is not aware of any criminal record and bankruptcy proceedings involving Mr Thomas.

Mr Antony Truelove (Non-Executive Director since 27 March 2018)

Mr Truelove is a geologist and experienced company director and is currently managing director of unlisted UK based company Anglo Saxony Mining Ltd and COO of AIM listed company Panthera Resources Plc. Mr Truelove has previously floated, and served as Managing Director of, ASX listed company Southern Cross Goldfields Limited and has held senior positions with Billiton, Newmont, Newcrest and Delta Gold. Mr Truelove has 35 years of professional experience in the resource industry covering project acquisition, mineral exploration and feasibility studies for gold and tin mineralisation. He has been involved with the discovery and definition of over 15 million ounces of gold and 120,000t tin, plus associated zinc and indium. He also has considerable experience in base metals, iron ore and nickel exploration. Mr Truelove has experience working in Australia, Indonesia, India, China, UK, Germany, Zimbabwe and West Africa. Mr Truelove graduated from Adelaide University with a Bachelor of Science with First Class Honors in 1981.

The Directors (other than Mr Truelove who makes no recommendation) recommend the re-election of Mr Truelove as a Director.

Based on enquiries made by the Company, it is not aware of any criminal record and bankruptcy proceedings involving Mr Truelove.

4. Resolutions 5 and 6 - Ratification and Approval of the Issue of Shares

Background

On 9 August 2018 the Company announced that it had agreed to an issue of 116,666,667 fully paid ordinary shares at a price of \$0.015 each for \$1.75M ('Placement').

In addition, the Company announced that it had agreed to issue convertible notes with a face value of \$0.953M ('Notes'). The terms of the Notes provide for a 12-month maturity from the date of issue ('Maturity Date') and attract interest at a rate of 6% per annum, commencing from the date which is 4 months from the date of issue. The terms provide that the Company may repay all or part of the outstanding Notes at any time prior to the Maturity Date and that the Company may convert any of the Notes into new shares at \$0.015 per share.

Resolution 5

On 13 September 2018 the Company announced that it had completed the issue of 45,366,667 Shares offered under the Placement within the company's 15% placement capacity as provided by ASX Listing Rule 7.1.

Resolution 5 seeks ratification by Shareholders of the issue of 45,366,667 Shares issued on 13 September 2018 for the purpose of ASX Listing Rule 7.4.

ASX Listing Rule 7.1 prohibits the Company (subject to certain exceptions such as pro-rata issues and bonus issues) from issuing or agreeing to issue new securities representing more than 15% of its total issued ordinary shares during the following 12 month period, without shareholder approval (**15% Threshold**).

ASX Listing Rule 7.4 permits an issue of securities to be approved retrospectively. It provides that an issue of securities is deemed to have been made with shareholder approval if Listing Rule 7.1 is not breached at the time the securities were issued and shareholders subsequently approve (ratify) the issue.

By Shareholders approving Resolution 5, it gives the Board flexibility to issue further securities up to the 15% Threshold over the following 12 month period. Once the issue of the total number of 45,366,667 Shares is approved, these securities will not be counted as a new issue for the purposes of the 15% Threshold.

Resolution 6

As announced on 9 August 2018, the terms of the convertible note ('Note') provide that the Company may repay all or part of the outstanding Notes at any time prior to the Maturity Date. In addition, the terms provide that the Company may convert any of the Notes into new shares at \$0.015 per share.

To date the Company has not repaid the Notes and it has also not elected to convert the Notes into new shares at \$0.015 per share. The Company is seeking Shareholder approval so that it can issue 63,533,333 Shares to holders of the Notes should it elect to convert the Notes into new shares.

In addition, further to the Company's announcement of 13 September 2018 the Company has issued 45,366,667 of the 116,666,667 Placement Shares. The Company is seeking Shareholder approval to issue the remaining 71,300,000 Placement Shares.

Resolution 6 therefore seeks approval by Shareholders for the issues of up to 134,833,333 Shares for the purposes of ASX Listing rule 7.1. By obtaining Shareholder approval the Company will have the flexibility to convert the Notes to Shares and also to issue the remaining Placement Shares.

The Shares have not been issued prior to the General Meeting.

Listing Rule 7.1 requires a company that wishes to issue more than 15% of its securities in any 12 month period to obtain Shareholder approval by way of ordinary resolution (unless the issue is exempted under Listing Rule 7.2).

The effect of approving Resolution 6 is that the Company will be able to issue the Shares without the Shares being included when calculating the thresholds restricting the issue of securities under Listing Rule 7.1.

Directors' Recommendation

The Directors of the Company believe that Resolutions 5 and 6 are in the best interests of the Company and unanimously recommend that Shareholders vote in favour of the Resolutions.

ASX Listing Rule disclosure

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

| Required disclosure | |
|--|--|
| <i>Number of securities issued or to be issued</i> | a) 45,366,667 Shares (Resolution 5) b) 134,833,333 Shares (Resolution 6) |
| <i>Date of issue</i> | a) The Shares were issued on 13 September 2018 b) The Shares will be issued as soon as practicable, but in any event will be issued progressively and will not be issued later than 3 months after the Annual General Meeting. |
| <i>Issue price</i> | a) \$0.015 per Share b) \$0.015 per Share |
| <i>Terms</i> | a) The Shares issued were fully paid ordinary shares ranking equally with existing Shares. b) The Shares to be issued will be fully paid ordinary shares ranking equally with existing Shares. |
| <i>Names of allottees</i> | a) The Shares were issued to exempt investors as provided for under Section 708 of the Corporations Act. b) The Shares are to be issued to exempt investors as provided for under Section 708 of the Corporations Act. |
| <i>Use of funds</i> | a) The proceeds from funds raised will be applied towards the Company's project in the DRC (including relocation of artisanal miners) and for general working capital purposes. b) The proceeds from funds raised will be applied towards the Company's project in the DRC (including relocation of artisanal miners), repayment of Notes and for general working capital purposes. |
| <i>Relationship of allottees to Company</i> | None of the allottees of the Shares are related parties of the Company. |

5. Resolutions 7 – 9 – Approval for the Issue of Performance Rights

Shareholder approval is being sought for the granting of Performance Rights (“PRs”) to the Chairman, Mr Qiuming Yu, to the Managing Director, Mr Sik Lap Chan, and to Executive Director Mr Grant Thomas (collectively the “Key Management Personnel” or “KMPs”).

A Performance Right is a right to be issued a Share upon satisfaction of specified performance conditions and the expiry of a vesting period. For the purposes of the PRs proposed under resolutions 6, 7 and 8, there will be three tranches and each tranche will have different performance criteria in order for the PRs to vest.

A total of 90 million PRs (that may convert to up to 90 million Shares) are proposed with 30 million PRs’ for Mr Yu, 30 million PRs’ for Mr Chan and 30 million PRs’ for Mr Thomas.

| Proposed Holder | Tranche 1 Performance Criteria - | Tranche 2 Performance Criteria - | Tranche 3 Performance Criteria - | Total |
|-----------------|---|---|---|------------|
| | ASX market price gets to 2 cents and stays at that level for at least 20 business days. | ASX market price gets to 4 cents and stays at that level for at least 20 business days. | ASX market price gets to 6 cents and stays at that level for at least 20 business days. | |
| Mr Yu | 10,000,000 | 10,000,000 | 10,000,000 | 30,000,000 |
| Mr Chan | 10,000,000 | 10,000,000 | 10,000,000 | 30,000,000 |
| Mr Thomas | 10,000,000 | 10,000,000 | 10,000,000 | 30,000,000 |
| Total | 30,000,000 | 30,000,000 | 30,000,000 | 90,000,000 |

A summary of the key terms for the PRs’ is as follows:

- Tranche 1 - the PRs will vest and convert into Shares in the event that the Company’s Shares trade at a volume weighted average price of at least \$0.02 for a consecutive period of at least 20 business days;
- Tranche 2 - the PRs will vest and convert into Shares in the event that the Company’s Shares trade at a volume weighted average price of at least \$0.04 for a consecutive period of at least 20 business days;
- Tranche 3 - the PRs will vest and convert into Shares in the event that the Company’s Shares trade at a volume weighted average price of at least \$0.06 for a consecutive period of at least 20 business days;
- the PRs will expire on 31 December 2020; and
- the PRs will expire if the holder ceases to be an officer or and a service provider to the Company.

At this stage, the Company is not planning to adopt a Performance Rights Plan but rather seeks shareholder approval for the specific grant of PRs’ to the KMPs’. A formal plan may be adopted for implementation in the future.

Based on the 1,611,530,414 Shares presently on issue, the Shares issuable upon exercise of the PRs proposed to be granted to the KMPs represent a dilution of 5.58% of the issued Shares of the Company.

The PRs are being granted to provide Mr Yu, Mr Chan and Mr Thomas with an incentive for future services. The issue of the PRs as part of the remuneration packages is an established practice of public listed companies and, in the case of the Company, has the benefit of conserving cash whilst providing a meaningful incentive to the KMPs'. The KMPs' will also have a vested interest in the affairs of the Company.

Directors' Recommendations

Mr Yu, Mr Chan and Mr Thomas have a vested interest in the proposed issue of the PRs' and therefore make no recommendation, however they note that the benefit, if any, from the grant of the PRs' will only flow upon satisfaction of the performance criteria noted above, which should be value accretive to Shareholders as a whole. Mr Truelove and Mr Fu have no personal interest in Resolutions 6, 7 and 8 and recommend that Shareholders approve these resolutions.

The Directors also consider the quantum of PRs' to be reasonable in the circumstances. In forming their recommendations, each Director considered the experience of each other Director, the current market price of Shares and the current market practices when determining the number of PRs.

The Directors are not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolutions.

KMPs' Remuneration Packages

Other than the proposed PRs to be issued, a summary of KMPs' current remuneration is as follows:

Mr Yu – Mr Yu does not current receive any remuneration from the Company;

Mr Chan – \$200,000 per annum;

Mr Thomas - \$180,000 per annum (plus superannuation).

Directors' Existing Securities Interests

The relevant interests of the KMPs' in existing Securities of the Company (excluding the PRs the subject of Resolutions 6, 7 and 8) are set out below:

| | Shares | Options | Performance Rights |
|--------------|-------------|---------|--------------------|
| Qiuming Yu | 300,000,000 | - | - |
| Sik Lap Chan | - | - | - |
| Grant Thomas | 200,000 | - | - |

Other Information

The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the PRs upon the proposed terms. No stamp duty or fringe benefit tax will be payable in respect of the grant of the PRs. No GST will be payable by the Company in respect of the grant of the PRs (or if it is then it will be recoverable as an input credit). Payroll tax at normal rates may be payable in the future by the Company, subject to the vesting of the PRs.

No funds will be raised from the issue of PRs as the PRs will be issued for nil consideration. Should the PRs convert to Shares on satisfaction of the specified performance hurdles, no consideration will be payable for the issue of the Shares;

The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

| | Price | Date |
|---------|------------|-----------------|
| Highest | 2.7 cents | 26 October 2017 |
| Lowest | 0.05 cents | 24 October 2018 |
| Last | 0.05 cents | 24 October 2018 |

Shareholder approval is required under Listing Rule 10.11 for the issue of PRs to Messrs Yu, Chan and Thomas as they are Directors and therefore a related party of the Company. The Board has considered the application of Chapter 2E of the Corporations Act and has resolved that the reasonable remuneration exception provided by section 211 of the Corporations Act is relevant in the circumstances and accordingly, the Company will not also seek approval for the issue of Performance Rights to Messrs Yu, Chan and Thomas pursuant to section 208 of the Corporations Act.

Listing rules 10.13 and 7.3 require the following information to be provided in relation to the PRs proposed to be granted to the KMPs':

- (a) The number of PRs (and hence the maximum number of Shares) to be issued to Mr Yu, Mr Chan and Mr Thomas is up to 30,000,000 each.
- (b) No consideration will be payable by Messrs Yu, Chan and Thomas at the time of issue of the PRs or upon vesting thereof into Shares (no loans will be made by the Company in connection with the issue of these PRs or their vesting, if any, into Shares).
- (c) The PRs will be issued, in one single allotment, to the recipients as soon as practicable after the Meeting but no later than one month after the date of the Meeting (or such later date as permitted by ASX by way of a waiver from the Listing Rules).
- (d) The PRs will have an expiry date of 31 December 2020 and, subject to satisfaction of vesting criteria (detailed elsewhere in this Explanatory Memorandum), conversion of PRs to Shares may occur in that period.
- (e) In addition to the vesting conditions outlined above, the other terms and conditions of the PRs are provided in the Explanatory Memorandum.
- (f) A voting exclusion statement in respect of Resolutions 6, 7 and 8 is included in the Notice.

6. Definitions

Unless the context requires otherwise, the following words shall have the following meanings in this Explanatory Statement, the Notice of Meeting and the Proxy Form:

ASX means ASX Limited.

Board means the board of Directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means chair of the Meeting.

Closely Related Party has the meaning given in section 9 of the Corporations Act and includes a spouse, dependent and certain other close family members, as well as companies controlled by a KMP.

Company (or Amani) means Amani Gold Limited ACN 113 517 203.

Constitution means the Company's constitution.

Corporations Act means Corporations Act 2001 (Cth);

Directors means the current directors of the Company;

Explanatory Statement means the explanatory Statement accompanying this Notice;

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group;

Listing Rules means the Listing Rules of the ASX;

Meeting or Annual General Meeting means the meeting convened by this Notice.

Notice or **Notice of Meeting** means this Notice of annual general meeting.

Proxy Form means the proxy form attached to this Notice.

Remuneration Report means the remuneration report of the Company contained in the Director's Report.

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.



AMANI GOLD
LIMITED

LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.
It is a fast, convenient and a secure way to lodge your vote.

2018 ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Amani Gold Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chair of the meeting **OR**

PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

STEP 1

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, 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 Annual General Meeting of the Company to be held **at Suite 28, 1 Park Road Milton QLD 4064 on 30 November 2018 at 2pm (Brisbane)** and at any adjournment or postponement of that Meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Items 1, 7, 8 and 9 (except where I/we have indicated a different voting intention below) even though these Items are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

I/we acknowledge the Chair of the Meeting intends to vote all undirected proxies available to them in favour of each Item of Business.

VOTING DIRECTIONS

| Agenda Items | For | Against | Abstain* |
|---|--------------------------|--------------------------|--------------------------|
| 1 Adoption of the Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Re-election of Mr S Fu as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Re-election of Mr G Thomas as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Re-election of Mr A Truelove as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 Ratification of Share issue | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 Approval of the Issue of Shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 Approval to Issue Performance Rights to Mr Qiuming Yu | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8 Approval to Issue Performance Rights to Mr Sik Lap Chan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9 Approval to Issue Performance Rights to Mr Grant Thomas | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

STEP 2

* 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

STEP 3

This form should be signed by the shareholder. If a joint holding, all the shareholders should 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).

Email Address

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

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

CHANGE OF ADDRESS

This form shows your address as it appears on 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.

APPOINTMENT OF A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on 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 a given item, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on an item, your vote on that item will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Item 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Item 1.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on an item (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that item), the Chair may vote as they see fit on that item.

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 Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each 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.

CORPORATE REPRESENTATIVES

If a representative of a nominated 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 Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 2pm (Brisbane) on 28 November 2018, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 9262 3723



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033