



MEDUSA MINING LIMITED

ABN: 60 099 377 849

Unit 10, 100 Mill Point Road
South Perth WA 6151

PO Box 122
South Perth WA 6151

Telephone: +61 8 9474 1330
Facsimile: +61 8 9474 1342

Email: admin@medusamining.com.au
Web: www.medusamining.com.au

ANNOUNCEMENT

17 November 2017

NOTICE OF GENERAL MEETING

(ASX: MML)

Medusa Mining Limited advises that a General Meeting will be held on Tuesday, 19 December 2017, commencing at 9.00 am (Perth time) at Suite 10, 100 Mill Point Road, South Perth, Western Australia.

The Notice of General Meeting and Explanatory Memorandum will be dispatched to shareholders of the Company today.

For further information please contact:

Peter Alphonso, Company Secretary

+61 8 9474 1330



Medusa Mining Limited

ACN 099 377 849

NOTICE OF GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

For the general meeting to be held on **Tuesday, 19 December 2017** at 9.00am (Perth time) at the office of Medusa Mining Limited, Suite 10, 100 Mill Point Road, South Perth, WA 6151.

This is an important document. Please read it carefully and in its entirety. If you do not understand it, please consult with your professional advisers.

If you are unable to attend the general meeting, please complete the proxy appointment form enclosed and return it in accordance with the instructions set out in that form.

Medusa Mining Limited

ACN 099 377 849

NOTICE OF GENERAL MEETING

Medusa Mining Limited ("**Medusa**" or the "**Company**") gives notice that a general meeting of the Company will be held on **Tuesday, 19 December 2017** at 9.00 am (Perth time) ("**General Meeting**") at the office of Medusa Mining Limited, Suite 10, 100 Mill Point Road, South Perth, WA 6151

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

Terms and abbreviations used in this Notice (including in the Explanatory Memorandum and the Proxy Appointment Form) are defined in **Schedule 1** (or elsewhere in the body of this Notice).

ITEMS OF BUSINESS

1. RESOLUTION 1 - REMOVAL OF AUDITOR

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

"That, pursuant to section 329 of the Corporations Act and for all other purposes, approval is given for the removal of Grant Thornton Audit Pty Ltd as the current auditor of the Company, effective from the close of the General Meeting."

2. RESOLUTION 2 - APPOINTMENT OF AUDITOR

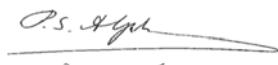
To consider and if thought fit, to pass the following resolution as a **special resolution**:

"That, subject to the passing of Resolution 1, pursuant to section 327 of the Corporations Act and for all other purposes, approval is given for the appointment of BDO (Audit) WA Pty Ltd as auditor of the Company, effective from the close of the General Meeting."

OTHER BUSINESS

To consider any other business brought forward in accordance with the Company's constitution or the law.

By order of the Board



Peter Alphonso

Company Secretary

17 November 2017

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide Shareholders with information about the items of business to be considered at the General Meeting.

This Explanatory Memorandum is important and should be read carefully, in its entirety, by all Shareholders.

1. **RESOLUTION 1: REMOVAL OF AUDITOR**

Grant Thornton has acted as the Company's external auditor since 2004.

The Company's Audit Committee Charter provides that the Company's Audit Committee will, from time to time, recommend to the Board the appointment, re-appointment, replacement (subject to Shareholder approval) and remuneration of auditors. In assessing which audit firm should be engaged to provide audit services to the Company the Company has formed the view that, in the interest of good governance and the rotation of audit firms, the Company should replace its current auditor. This is consistent with the auditor rotation provisions contemplated by Medusa's Audit Committee Charter.

Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting where a notice of intention to move the resolution to remove the auditor has been given ("**Notice of Intention**"). The Notice of Intention must be given to the company at least two months before the general meeting is to be held. However, if a company calls a meeting after the Notice of Intention has been given and received by the company, the meeting may pass the resolution even though the meeting is held less than two months after the Notice of Intention is given.

In accordance with section 329(2) of the Corporations Act, the Company has sent a copy of the Notice of Intention to Grant Thornton and ASIC.

Resolution 1 is an ordinary resolution seeking the removal of Grant Thornton as the auditor of the Company. If Grant Thornton is removed under Resolution 1, the Directors propose that BDO be appointed as the Company's auditor effective from the close of the Meeting, which is the subject of Resolution 2.

2. **RESOLUTION 2: APPOINTMENT OF AUDITOR**

Under section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act.

Resolution 2 is a special resolution seeking the appointment of BDO as the new auditor of the Company. In accordance with the Corporations Act, the Company has received a nomination from Mr Boyd Timler, Managing Director of the Company and Shareholder, nominating BDO as the new auditor of the Company. A copy of the nomination of BDO as the Company's new auditors is set out in **Schedule 2**.

BDO has given its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act, subject to Shareholder approval of this Resolution 2.

If Resolutions 1 and 2 are passed, the appointment of BDO as the Company's auditor will take effect at the close of this Meeting. Resolution 2 is subject to the passing of Resolution 1.

SCHEDULE 1

TERMS AND ABBREVIATIONS

Term	Meaning
ASIC	The Australian Securities & Investments Commission.
Board	The Board of Directors of the Company.
BDO	BDO (Audit) WA Pty Ltd ACN 112 284 787
Chairperson	The Chairperson of the General Meeting appointed in accordance with the Constitution.
Constitution	The Constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Explanatory Memorandum	The Explanatory Memorandum enclosed with and forming part of this Notice.
General Meeting	The General Meeting of the Company notified to Shareholders by this Notice.
Grant Thornton	Grant Thornton Audit Pty Ltd ACN 130 913 594 since 2010 (previously Grant Thornton (WA) Partnership ABN 17 735 344 518 from 2008 to 2009; and before that Bentleys MRI Perth Partnership ABN 17 735 344 518 from 2004 to 2007 when it then became an affiliate of Grant Thornton).
Medusa or Company	Medusa Mining Limited ACN 099 377 849.
Notice	This Notice of Meeting incorporating the Explanatory Memorandum and the Proxy Appointment Form.
Proxy Appointment Form	The Proxy Appointment form enclosed with and forming part of this Notice.
Resolutions	The resolutions referred to in this Notice, and resolution means the applicable resolution referred to in this Notice or any of the resolutions referred to in this Notice (as the context requires).
Shares	Fully paid ordinary shares in the Company.
Shareholder	The holder of a Share.

SCHEDULE 2

AUDITOR NOMINATION

NOMINATION LETTER FOR AUDITOR

Boyd Walter Timler
17 Cardiff Gate
ILUKA WA 6028

18 October 2017

The Board of Directors
Medusa Mining Limited
Unit 10,
100 Mill Point Road
SOUTH PERTH WA 6151

Dear Sirs,

Notice of Nomination of Auditor

In accordance with Section 328B of the *Corporation Act 2001* (Cth) Boyd Walter Timler hereby nominates BDO Audit (WA) Pty Ltd for appointment as auditor of Medusa Mining Limited ABN 60 099 377 849 (**Company**).

I am a shareholder of the Company.

Yours faithfully,



BOYD WALTER TIMLER

NOTES

These notes form part of the Notice of General Meeting.

Right to vote

The Directors have determined that, for the purpose of voting at the General Meeting, Shareholders are those persons who are the registered holders of Shares at **9.00 am** (Perth time) on **Sunday, 17 December 2017**.

Appointment of proxies

Each Shareholder entitled to vote at the General Meeting may appoint a proxy to attend and vote at the General Meeting.

A proxy need not be a Shareholder and can be an individual or a body corporate.

A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the General Meeting. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A Shareholder 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.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of these provisions, as they will apply to this meeting. Broadly, the effect of the provisions is that:

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

More detail on these provisions is provided below.

Proxy vote if appointment specifies way to vote

Section 250BB 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:

- (a) 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);
- (b) if the proxy has two or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chairperson 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
- (d) if the proxy is not the Chairperson - the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

If a proxy is also a member, subsection 250BB does not affect the way that the person can cast any votes they hold as a member.

Transfer of non-Chairperson proxy to Chairperson in certain circumstances

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

- (a) 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
- (b) the appointed proxy is not the Chairperson of the meeting; and
- (c) at the meeting, a poll is duly demanded on the question that the resolution be passed; and
- (d) either of the following applies:
 - (i) If a record of attendance is made for the meeting - the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

the Chairperson 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.

Lodgement of proxy documents

For an appointment of a proxy for the General Meeting to be effective:

- (a) the proxy's appointment; and
- (b) if the appointment is signed by the appointer's attorney – the authority under which the appointment was signed (eg a power of attorney) or a certified copy of it,

must be received by the Company at least 48 hours before the meeting (that is, not later than **9.00 am** (Perth time) on **Sunday, 17 December 2017**). The following addresses are specified for the purposes of receipt of proxies:

By mail Computershare Investor Services Pty Ltd GPO Box 242 MELBOURNE VIC 3001	Online www.investorvote.com.au	By fax 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
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Bodies corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's members. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.



MEDUSA

Medusa Mining Limited
ABN 60 099 377 849

MML

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 9.00am (WST) Sunday, 17 December 2017

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach 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 also 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. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Medusa Mining Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and 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 Medusa Mining Limited to be held at the office of Medusa Mining Limited, Suite 10, 100 Mill Point Road, South Perth, Western Australia on Tuesday, 19 December 2017 at 9.00am (WST) and at any adjournment or postponement of that Meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Removal of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Appointment of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____

MML

999999A

Computershare +