
TIETTO MINERALS LIMITED

ACN 143 493 118

NOTICE OF GENERAL MEETING

TIME: 2.00pm (WST)

DATE: 21 August 2018

PLACE: Ground Floor, Unit 5,
1 Centro Avenue
Subiaco WA 6008

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 advisers prior to voting.

If you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9486 4036.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that a General Meeting of the Shareholders of Tietto Minerals Limited will be held at 2.00pm (WST) on 21 August 2018 at Ground Floor, Unit 5, 1 Centro Avenue Subiaco WA 6008.

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 2:00pm (WST) on 19 August 2018.

VOTING IN PERSON

To vote in person, attend the General 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.

AGENDA – SPECIAL BUSINESS

1. RESOLUTION 1: RATIFICATION OF PRIOR ISSUE – HONGKONG AUSINO SUBSCRIPTION SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the issue under Listing Rule 7.1 by the Company of 23,331,134 fully paid ordinary shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or any associates of those persons. 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: RATIFICATION OF PRIOR ISSUE – B&F MINERALS CONSIDERATION SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the issue under Listing Rule 7.1A by the Company of 1,290,000 fully paid ordinary shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or any associates of those persons. 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.

DATED: 18 JULY 2018

BY ORDER OF THE BOARD

**MATTHEW FOY
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide 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.

1. RESOLUTION 1: RATIFICATION OF PRIOR ISSUE – HONGKONG AUSINO SUBSCRIPTION SHARES

1.1 Background

On 8 March 2019 the Company announced to ASX that it had entered into a two tranche share subscription agreement with Hongkong Ausino Investment Limited (**Hongkong Ausino**), an entity controlled by acclaimed geologist Dr Minlu Fu to place up to \$6 million of Tietto Shares (**Subscription Agreement**).

On 12 April 2018 the Company advised it had issued 8,331,134 ordinary shares at 21¢ per share to raise \$1.75 million pursuant to the Subscription Agreement (**Tranche 1 Shares**). On 12 June 2018 the Company advised it had entered into a variation agreement to vary the Subscription Agreement whereby the tranche 2 subscription amount was reduced to \$2.25 million by way of issuing 15 million new fully paid ordinary shares at 15¢ per share (**Tranche 2 Shares**). The Tranche 2 Shares were issued on 19 June 2018. Both the Tranche 1 and Tranche 2 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any 12 month period other than the amount which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period ("15% share issue capacity").

ASX Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of that Listing Rule if shareholders subsequently ratify it and the issue did not breach Listing Rule 7.1.

Without shareholder approval pursuant to Listing Rule 7.4, the issues will be counted towards the Company's 15% share issue capacity and will therefore reduce the Company's capacity to issue securities in the future without obtaining shareholder approval.

Accordingly, Resolution 1 seeks shareholder approval to allow the Company to refresh its 15% share issue capacity.

1.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) A total of 23,331,134 Shares were issued comprising 8,331,134 Tranche 1 Shares issued at 21¢ per Share and 15,000,000 Tranche 2 Shares issued at 15¢ per Share;
- (b) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares were issued to Hongkong Ausino Investment Limited which is not a related party of the Company; and
- (d) funds raised from the issue of the Tranche 1 and Tranche 2 Shares will be used to accelerate exploration activities at the Abujar Gold Project, in Côte D'Ivoire and general working capital.

The directors of the Company unanimously recommend that shareholders vote in favour of Resolution 1.

The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution.

2. RESOLUTION 2: RATIFICATION OF PRIOR ISSUE – B&F MINERALS CONSIDERATION SHARES

2.1 Background

On 26 April 2018 the Company advised it had reached agreement with the shareholders of B&F Minerals SARL (**B&F Minerals**) to retain a 50% interest in the joint venture company. Pursuant to a previous joint venture agreement with B&F Minerals, Tietto was to relinquish its 50% interest in B&F Minerals following transfer of the Abujar Middle tenement into Tiebaya Gold Sarl, an entity owned 90% by Tietto (refer ASX announcement 21 March 2018). In consideration for the retention of its interest in B&F Minerals, Tietto agreed to pay to the shareholders of B&F Minerals consideration of US\$270,000 comprising US\$70,000 cash and 1,290,000 ordinary shares (**Consideration Shares**).

On 2 July 2018 Tietto issued the Consideration Shares pursuant to the Company's placement capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any 12 month period other than the amount which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period ("15% share issue capacity").

ASX Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of that Listing Rule if shareholders subsequently ratify it and the issue did not breach Listing Rule 7.1.

Without shareholder approval pursuant to Listing Rule 7.4, the issues will be counted towards the Company's 15% share issue capacity and will therefore reduce the Company's capacity to issue securities in the future without obtaining shareholder approval.

Accordingly, Resolution 2 seeks shareholder approval to allow the Company to refresh its 15% share issue capacity.

2.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (a) 1,290,000 Consideration Shares were in consideration for the Company retaining its 50% interest in B&F Minerals;
- (b) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Shares were issued to the non-associated shareholders of B&F Minerals who are both unrelated parties of the Company; and
- (d) no funds were raised from the issue of the Consideration Shares.

The directors of the Company unanimously recommend that shareholders vote in favour of Resolution 2.

The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

B&F Minerals has the meaning set out in section 2.1.

Board means the current 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.

Company means Tietto Minerals Limited (ACN 143 493 118).

Consideration Shares has the meaning set out in section 2.1.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Hongkong Ausino has the meaning set out in section 1.1.

Notice or **Notice of Meeting** or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

Subscription Agreement has the meaning set out in section 1.1.

Tranche 1 Shares has the meaning set out in section 1.1.

Tranche 2 Shares has the meaning set out in section 1.1.

WST means Western Standard Time as observed in Perth, Western Australia.

PROXY FORM

**APPOINTMENT OF PROXY
TIETTO MINERALS LTD
ACN 143 493 118**

GENERAL MEETING

I/We

Of

being a Shareholder entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

OR

the Chair as my/our proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 2.00pm (WST), on 21 August 2018 at Ground Floor, Unit 5, 1 Centro Avenue Subiaco WA 6008 and at any adjournment thereof.

The Chair intends to vote all undirected proxies in favour of all Resolutions.

Voting on business of the Meeting

FOR AGAINST ABSTAIN

Resolution 1 – Ratification of Prior Issue – Hongkong Ausino Subscription Shares

Resolution 2 – Ratification of Prior Issue – B&F Minerals Consideration Shares

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signature of Shareholder(s):

Date: _____

Individual or Shareholder 1

Shareholder 2

Shareholder 3

**Sole Director/Company
Secretary**

Director

**Director/Company
Secretary**

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Tietto Minerals Ltd, PO Box 510, Subiaco WA 6904; or
 - (b) facsimile to the Company on facsimile number +61 8 (61) 8 9486 4799; or
 - (c) Email: info@tietto.com.auso that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than 2:00pm (WST) on 19 August 2018 will be invalid.