

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR
IMMEDIATE ATTENTION**

THE MATTERS RAISED IN THIS DOCUMENT WILL AFFECT YOUR SHAREHOLDING IN THE COMPANY. YOU ARE ADVISED TO READ THIS DOCUMENT IN ITS ENTIRETY BEFORE ATTENDING THE ANNUAL GENERAL MEETING WHICH HAS BEEN CONVENED BY AND IS REFERRED TO IN THIS DOCUMENT.

IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, PLEASE CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT, FINANCIAL OR OTHER APPROPRIATE PROFESSIONAL ADVISER.

AVIRA ENERGY LIMITED
ACN 131 715 645

NOTICE OF ANNUAL GENERAL MEETING

and Related Information including

EXPLANATORY MEMORANDUM

THIS DOCUMENT COMPRISES A NOTICE OF ANNUAL GENERAL MEETING OF AVIRA ENERGY LIMITED TO BE HELD AT MAZARS AUSTRALIA OFFICES, LEVEL 12, 90 ARTHUR STREET, NORTH SYDNEY, NEW SOUTH WALES, 2060 AT 11.30AM (AEDT) ON THE 30TH DAY OF NOVEMBER 2017. INCLUDED IN THIS DOCUMENTATION IS AN EXPLANATORY MEMORANDUM. NOTE THAT IN ORDER FOR ANY PROXIES TO BE VALID FOR USE AT THIS ANNUAL GENERAL MEETING THESE PROXIES MUST BE COMPLETED AND RETURNED TO COMPUTERSHARE INVESTOR SERVICES PTY LIMITED NO LATER THAN 11.30AM (AEDT) ON THE 28TH DAY OF NOVEMBER 2017.

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PART 1 ABOUT THESE DOCUMENTS

Shareholders in Avira Energy Limited ACN 131 715 645 (the **Company**) are being asked to consider the Resolutions set out in this Notice and the Explanatory Memorandum contained in these documents in connection with the transactions referred to in the Explanatory Memorandum.

You can vote by:

- (a) attending and voting at the Meeting; or
- (b) appointing someone as your proxy to attend and vote at the Meeting on your behalf, by completing and returning the Proxy Form in the manner set out on the Proxy Form. Part 7 of this document package comprises the Proxy Forms and the manner in which the Proxy Forms are to be completed is specified in Part 7. For the Proxy Form to be valid and therefore used at the meeting in accordance with your directions it is important that you properly follow the directions set out in the Proxy Forms.

Please read the whole of the document carefully and determine how you wish to vote. Once you have decided how you wish to cast your vote complete the Proxy Forms and forward them to Computershare as required or attend in person to vote on the relevant resolutions.

PART 2 LETTER FROM THE COMPANY

27 October 2017

Dear Shareholder

On behalf of the Board, I am inviting you to attend the Annual General Meeting of Avira Energy Limited (AVW or the Company) which has been convened on 30th November 2017 to:

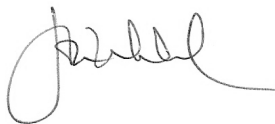
- table the financial statements and reports of the Company for the financial year ended 30 June 2017;
- vote on the re-election of Gary Kuo as executive Director;
- vote on the re-election of Christopher Chen as executive Director;
- vote on the election of Rui Zhang as non-executive Director;
- approval of additional 10% placement capacity;
- to ratify the issue of 4,560,000 shares in the Company to Hong Kong Jingoafendga Business Co. Limited CR No. 2555563, at \$0.00877 per Share to raise \$40,000;
- to change the company name to Avira Resources Limited.

Director Gary Kuo and Christopher Chen retire in accordance with the Company Constitution and make themselves available for re-election.

A complete explanation of all resolutions can be found the Explanatory Memorandum in Part 5 of this document.

Your vote is important and as a Board we encourage you to either attend the Meeting in person or complete the Proxy Form accompanying the Notice of Annual General Meeting and return it in accordance with the directions provided.

Yours sincerely



Jonathan Back
Executive Chairman

PART 3 NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Avira Energy Limited **ACN 131 715 645** (the **Company**) will be held at Mazars Australia Offices, Level 12, 90 Arthur Street, North Sydney, NSW, 2060 on the 30th day of November 2017 at 11.30am (AEDT).

Definitions

Unless expressly otherwise provided, each capitalised term used in this Notice has the same meaning as is ascribed to it in Part 6 - Glossary of Terms.

ORDINARY BUSINESS

1. Financial Reports

To receive and consider the Financial Reports of the Company including the balance sheet and profit and loss account and statements of cash flows of the Company, the consolidated financial statement, the directors' declaration and the reports of the Directors and auditors for the financial year ended 30 June 2017.

Note: The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2017 will be laid before the meeting. There is no requirement for Shareholders to approve those reports. Shareholders will be given an opportunity to raise questions of the Directors and the Company's auditor on the Accounts at the Annual General Meeting.

2. Resolution 1: Adoption of Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2017 included in the Directors' Report, which is attached to the Financial Statements as required under section 300A of the Corporations Act, be adopted by the Company."

Note: The Remuneration Report is set out on pages 24-28 of the 2017 Annual Report. In accordance with section 250R(3) of the Corporations Act, the votes cast in respect of this Resolution are advisory only and do not bind the Company.

3. Resolution 2: Re-election of Gary Kuo

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

"That Gary Kuo, having retired from his office as a Director in accordance with Rule 20.2 of the constitution of the Company and, being eligible, having offered himself for re-election, be re-elected as a Director."

4. Resolution 3: Re-election of Christopher Chen

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

"That Christopher Chen, having retired from his office as a Director in accordance with Rule 20.2 of the constitution of the Company and, being eligible, having offered himself for re-election, be re-elected as a Director."

5. Resolution 4: Election of Rui Zhang

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

"That Rui Zhang, having consented to act, be elected as a Director of the Company"

6. Resolution 5: Approval of additional 10% placement capacity

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

"That for the purposes of ASX Listing Rule 7.1A and for all other purposes, the issue of up to 10% of the Company's share capital (*at the time of issue*), *calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2*, and on the terms and conditions set out in the Explanatory Statement, is approved."

7. Resolution 6: Ratification of issue of Shares to Hong Kong Jinggaofengda Business Co. Limited

To consider and, if thought fit, to the pass the following Ordinary resolution:

"In accordance with ASX Listing Rule 7.4, and for all other purposes, the Company be permitted and authorised to ratify the issue of 4.56 million Shares in the Company to Hong Kong Jinggaofengda Business Co. Limited, at \$0.00877 per Share having raised approximately \$40,000."

8. Resolution 7: Change of name of the Company

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"That, in accordance with Section 157 of the Corporations Act 2001 (Cth), the Company adopts the new name "Avira Resources Limited" and Shareholders approve the Company changing its name to "Avira Resources Limited" with the effect from the day on which the Australian Securities and Investments Commission alters the details of the Company's registration."

9. Voting Exclusions

In accordance with the ASX Listing Rules, the Company will disregard any votes on the respective Resolutions cast by or on behalf of the following persons and their associates:

9.1 Resolution 1

The Corporations Act prohibits any votes being cast on Resolution 1 by or on behalf of a person who is disclosed in the Remuneration Report as a member of the Key Management Personnel of the Company (including the Directors and the Chairman) or a Closely Related Party of that key management personnel. However, such a person may cast a vote on Resolution 1 as a proxy for a person who is permitted to vote and the appointment of the proxy specifies the way the proxy is to vote on the resolution.

9.2 Resolution 2, 3 & 4

There are no voting exclusions in relation to Resolution 2, 3 & 4.

9.3 Resolution 5

In accordance with the notice requirements of ASX Listing Rule 7.3A.7 for approval under ASX Listing Rule 7.1A, and ASX Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 5 by:

- (a) by any person who may participate in the proposed issue;
- (b) 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
- (c) any Associate of such persons mentioned in paragraphs (a) and (b) above.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

9.4 Resolution 6

The Company will disregard any votes cast on Resolution 6 by any person who participated in the issue, and any associate of such person. Accordingly, the Company will disregard any votes cast on Resolution 6 by Hong Kong Jinggaofengda Business Co., Limited.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

9.5 Resolution 7

There are no voting exclusions for Resolution 7.

Important information concerning proxy votes on Remuneration related Resolutions

Section 250R(4) of the Corporations Act prohibits Key Management Personnel and their Closely Related Parties from voting on resolutions connected directly or indirectly with the remuneration of a member of Key Management Personnel.

However, a member of the Company's Key Management Personnel, or a Closely Related Party of such a member, may cast a vote on Resolution 1 if:

- they do so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed Resolution; and
- the vote is not cast on behalf of a member of Key Management Personnel, or a Closely Related Party.

If you appoint the Chairman as your proxy (whether intentionally or by default) you can direct the Chairman of the Meeting to vote for, against or abstain from voting on Resolutions 2 to 6

by marking the appropriate box on the proxy form, under the heading 'Voting on Business of the Meeting'.

If you appoint the Chairman as your proxy (whether intentionally or by default) and do not direct the Chairman how to vote in respect of Resolution 1, then the Chairman may not cast your votes in relation to Resolution 1. To avoid this, mark the relevant box on the proxy form authorising the Chairman to cast undirected proxies in favour of Resolution 1. This express authorisation contained in your proxy form acknowledges that the Chairman may vote your proxy in favour of Resolutions 1 even though it is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, which includes the Executive Chairman.

Dated: 27 October 2017

By order of the Board

A handwritten signature in black ink, appearing to be 'G. Kuo', written in a cursive style.

Gary Kuo
Company Secretary

PART 4 NOTICE REQUIREMENTS FOR RESOLUTIONS

Resolutions being put to shareholders require 28 days (plus 3 days mailing) prior notice to shareholders to be given in this Notice of Annual General Meeting and such notice constitutes sufficient notice for the purposes of the *Corporations Act* and ASX Listing Rules.

PART 5 EXPLANATORY MEMORANDUM

Section 1: Introduction

1.1 Background

The information in this Explanatory Memorandum is provided to shareholders in respect of the various matters, including corporate actions, transactions and requirements of the *Corporations Act* that are submitted to shareholders for their approval in compliance with various regulatory and statutory requirements.

1.2 Action required by Shareholders

The information contained in this documentation is important in deciding how shareholders should vote on the Resolutions. Shareholders should read all of the documents carefully and in their entirety. If you do not understand any part of the documentation or are in any doubt as to the course of action you should follow you should contact your legal, financial or other professional adviser immediately.

1.3 Vote on Resolutions

You are encouraged to attend and vote at the Meeting. If you are unable to do so or do not wish to attend the Directors urge you to use your vote by completing and returning the enclosed Proxy Form as directed - see Part 7.

SPECIAL BUSINESS

Section 2 - Explanation of Proposed Resolutions

2.1 Accounts and reports

The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2017 will be laid before the meeting. There is no requirement for Shareholders to approve those reports. Shareholders will be given an opportunity to raise questions of the Directors and the Company's auditor on the Accounts at the Annual General Meeting.

Resolution 1 - Remuneration Report

1.1 Background

Resolution 1 is proposed for the adoption of the Remuneration Report contained in the Directors' Report referred to in the first item of the agenda set out in the Notice. Under the Corporations Act, the Company is required to present its Remuneration Report to Shareholders for adoption at its Annual General Meeting. The Remuneration Report of the Company for the financial year ended 30 June 2017 is set out in the Directors' Report on pages 24-28 of the 2017 Annual Report.

The Statutory Accounts and Annual Report may be accessed on the ASX company announcements platform using the ASX code: AVW. A copy may also be obtained by contacting the Company Secretary on (02) 9262 1122. Shareholders will be given ample opportunity to raise questions of the Directors on the Remuneration Report prior to the

Resolution being put to Shareholders. The Resolution to adopt the Remuneration Report is a non-binding Resolution on the Company and its Directors.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, Shareholders will then vote to determine whether the Directors will need to stand for re-election. If more than 50% of the votes cast on the resolution are in favour, a separate re-election meeting must be held within 90 days.

1.2 Recommendation of the Directors

Each of the Directors recommend that Shareholders vote for Resolution 1.

Resolution 2 - Re-election of Director

2.1. Background

Resolution 2 relates to the re-election of Gary Kuo as a Director of the Company. Under Rule 20.2 of the constitution of the Company, one-third of the Company's Directors must retire and, if eligible, may be re-elected.

Gary Kuo must retire from his office as Director in accordance with Rule 20.2 and, being eligible, offers himself for re-election.

2.2 Information about Gary Kuo, Managing Director

With more than 10 years' experience in international import & exporting, Mr Gary Kuo has extensive experience in commodities trading, international business development and strategic alliance planning.

Having bases in both Australia and China, Gary specialises in dealing with corporations in the mining & producing sector. Gary works closely with his wide network of corporate and governmental contacts in countries such as China, Taiwan, Hong Kong, Singapore, Malaysia and Indonesia.

2.3 Recommendation of the Directors

Each of the Directors recommend that Shareholders vote for Resolution 2.

Resolution 3 - Re-election of Director

3.1. Background

Resolution 3 relates to the re-election of **Christopher Chen** as a Director of the Company. Under Rule 20.2 of the constitution of the Company, one-third of the Company's Directors must retire and, if eligible, may be re-elected.

Christopher Chen must retire from his office as Director in accordance with Rule 20.2 and, being eligible, offers himself for re-election.

3.2 Information about Christopher Chen, Chief Operating Officer

Mr Chen has a M.A. in Administration from Central Queensland University. He worked for Otis Elevator Company, Tianjin, China, as Project Coordinator in 2002 and was sent to Egypt to work for Electricity de France (EDF) on their Suez Canal and the Port Said Power Plants. Mr Chen returned to Australia in 2006 and was working as Business Banking Associate for Commonwealth Bank Australia (CBA). Chris left CBA in 2009 and has been involved in commodity trading and Financial Services to small and medium size companies in the resource sector.

3.3 Recommendation of the Directors

Each of the Directors recommend that Shareholders vote for Resolution 3.

Resolution 4 - Election of Director

4.1. Background

Resolution 4 is put to the Shareholders to consider the appointment of Mr Rui Zhang as a non-executive Director of the Company.

4.2 Information about Rui Zhang, Non-Executive Director

Mr Rui Zhang possesses 12 years of global experience in natural resources exploration, development, mergers and acquisitions. He graduated from Peking University with a Dual Bachelor degree in Geological Sciences and Economics. He has also completed a Master of Science in Economic Geology & Exploration Geochemistry from Queen's University in Canada.

Mr Rui Zhang has over ten years of experience working on Uranium related projects including being the Departmental Director of Project Generation and Asset Management of Uranium Resources Development Ltd of China General Nuclear Power Corporation (CGNPC), a Chinese state owned enterprise. During this period, Mr Zhang spent two years as Technical Director of its Australian subsidiary, Energy Metals Limited (ASX:EME).

Since 2014, he has worked as Executive President of Zhaojin Resources Investment Co. Ltd, based in Beijing, establishing several dedicated natural resources private equity funds with Chinese domestic and international partners with fund sizes ranging between US\$20 million to 6 billion RMB.

As a member of the American Institute of Professional Geologists and the Australian Institute of Geoscientists, Mr Zhang is a Qualified Person for signing off NI 43-101 and JORC compliant technical reports for certain types of deposits including Uranium.

4.3 Recommendation of the Directors

Each of the Directors recommend that Shareholders vote for Resolution 4.

Resolution 5 - Approval of additional 10% placement capacity

5.1. Background

Under Resolution 5, the Company is seeking shareholder approval to create an ability to issue up to an additional 10% of the issued share capital of the Company under ASX Listing Rule 7.1A (**10% Placement**). Resolution 5 is a special resolution and requires approval of 75% of the votes cast by Shareholders present and eligible to vote. The only securities that the 10% Placement can cover are existing quoted securities, namely ordinary fully paid Shares.

5.2. Eligibility criteria

Under Listing Rule 7.1A, an eligible listed entity may, subject to shareholder approval by way of special resolution, issue Shares comprising up to 10% of its issued share capital in addition to the normal 15% new issue capacity under Listing Rule 7.1. An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

Description of ASX Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of the Notice of Annual General Meeting, the Company has one quoted class of Equity Securities on issue, being Shares.

(c) Formula for calculating the 10% Placement

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, the number of Equity Securities calculated in accordance with the following formula:

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

A is the number of Shares on issue 12 months before the date of issue or agreement:

plus the number of fully paid Shares issued in the 12 months under an exception in ASX Listing Rule 7.2;

plus the number of partly paid Shares that became fully paid in the 12 months;

plus the number of fully paid Shares issued in the 12 months with approval of holders of Shares under ASX Listing Rules 7.1 and 7.4; and

less the number of fully paid Shares cancelled in the 12 months.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Shares under ASX Listing Rules 7.1 or 7.4.

5.3. Placement capacity under Listing Rule 7.1 and 7.1A

The 10% Placement is in addition to a listed entity's usual 15% placement capacity under Listing Rule 7.1.

As at the date of finalisation of this Notice of Meeting, the Company has the capacity to issue:

- 7,819,244 Shares under Listing Rule 7.1; and
- subject to shareholder approval being obtained under Resolution 5, 8,252,830 Shares under Listing Rule 7.1A.

The actual number of Shares that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Shares in accordance with the formula in Listing Rule 7.1A.2.

5.4 Minimum issue price

In accordance with Listing Rule 7.1A.3, Shares issued by the Company under a 10% Placement can only be issued at a price that is not less than 75% of the volume weighted average price (**VWAP**) of the Shares calculated over the 15 trading days on which trades in its Shares were recorded immediately before:

- the date on which the issue price of the Shares is agreed; or
- the issue date (if the Shares are not issued within five trading days of the date on which the issue price is agreed).

5.5 Placement period

Shareholder approval under Listing Rule 7.1A is valid from the date of this AGM until the earlier to occur of:

- 12 months after the date of the AGM; and
- the date of approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX.

The approval under the Listing rule 7.1A will cease to be valid in the event that shareholders approve a transaction under Listing rules 11.1.2 or 11.2.

Shareholder approval under Listing Rule 7.1A does not lapse if the Company's market capitalisation subsequently exceeds \$300 million or if it is included in the S&P/ASX 300 Index at some time during that period provided that the Company meets those criteria on the date of the AGM.

5.6 Specific information required - ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement under ASX Listing Rule 7.1A.

5.7 Minimum issue price

The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) 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.

5.8 Dilution to existing shareholdings

If Resolution 5 is approved by Shareholders and the Company issues Shares under the 10% Placement, there is a risk of economic and voting dilution to existing Shareholders as a result. Further, as the market price of the Company's Shares may be significantly lower on the issue date than on the date of AGM approval, and because the Shares may be issued at a price that is at a discount to the market price on the issue date, there is a risk that the 10% Placement may raise less funding than it would based on current market prices.

As required by Listing Rule 7.3A.2, the table below shows a number of hypothetical scenarios for a 10% Placement where variable "A" in the formula in Listing Rule 7.1A.2 (representing the Company's share capital) has increased by either 50% or 100%, and the share price has decreased by 50% or increased by 100% from the approximate share price as at the date of finalisation of this Notice of Meeting.

Dilution Table

Share Capital (Variable 'A' in Listing Rule 7.1A.2)		Dilution Table		
		\$0.0075 50% decrease in Issue Price	\$0.015 Issue Price	\$0.03 100% increase in Issue Price
Current 87,088,295 Shares	Number of Shares	8,708,830	8,708,830	8,708,830
	Funds raised	\$65,316	\$130,632	\$261,265
50% increase 130,632,443 Shares	Number of Shares	13,063,244	13,063,244	13,063,244
	Funds raised	\$97,974	\$195,949	\$391,897
100% increase 174,176,590 Shares	Number of Shares	17,417,659	17,417,659	17,417,659
	Funds raised	\$130,632	\$261,265	\$522,530

The dilution table has been prepared on the following hypothetical assumptions. The Company does not represent that they will necessarily occur:

- (a) the Company issues the maximum number of Shares available under the 10% Placement;
- (b) any increase in Variable A (being the issued share capital at the time of issue) is due to an issue of Shares which is an exception in Listing Rule 7.2, for example a pro-rata rights issue. However, a 15% placement under Listing Rule 7.1 does not increase variable "A" for the purposes of calculating the placement capacity under Listing Rule 7.1A;
- (c) the table shows only the effect of issues of Shares under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
- (d) the table does not show the dilution that may be caused to any particular Shareholder by reason of placements under Listing Rule 7.1A, based on that Shareholder's holding at the date of the AGM. For instance, Shareholders will have different outcomes depending on whether or not they participate in a pro-rata issue which has the effect of increasing variable "A";
- (e) the Issue Price is assumed to be \$0.015, being the approximate Share price on 12 October 2017.

5.9 Date by which securities may be issued

The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 or Listing Rule 11.2, or the date that is 12 months after the date of the annual general meeting at which the approval is obtained, whichever occurs first.

5.10 Purpose of the 10% Placement

The Company may seek to issue Shares under the 10% Placement for either:

- a cash issue price. In this case, the Company may use the funds for working capital or for other corporate purposes; or
- non-cash consideration, such as for the acquisition of new assets or investments, subject to any applicable ASX requirements.

In either case, the cash issue price or the value of the non-cash consideration must comply with the minimum issue price noted above.

5.11 Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the 10% Placement. The identity of the allottees under the 10% Placement will be determined on a case by case basis having regard to the factors including the following:

- the methods of raising funds that are available to the Company, including a rights issue or other issue in which existing shareholders can participate;
- the effect of the issue of the Shares on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisors (if applicable).

The allottees under the 10% Placement have not been determined as at the date of finalisation of this Notice of Meeting and may include existing substantial Shareholders and/or new Shareholders, but the allottees cannot include any directors, related parties or associates of a related party of the Company without a further specific shareholder approval.

5.12 Voting exclusion

A voting exclusion statement is included in the Notice of Meeting. At the date of finalisation of the notice, the Company has not approached any particular existing Shareholder or an identifiable class of existing Shareholders to participate in the issue of the Shares. No existing Shareholder's vote will therefore be excluded under the voting exclusion in the Notice of Meeting.

5.13 Previous approval

- (a) The Company previously obtained Shareholder approval under Listing Rule 7.1A at the Annual General Meeting held on 18 November 2015.
- (b) In the 12 months preceding the date of this Notice, the Company issued a total of 45,621,655 Ordinary Securities which represent 94% of the total number of Equity Securities on issue at 30th November 2016 (on a post Consolidation basis). The Equity Securities issued in the preceding 12 months were as follows:

Date of Issue	Number of Ordinary Shares	Number of Unlisted Options	Number of other securities	Amount raised and use of funds or non-cash consideration and current value of that non-cash consideration	Name of person issued to, or basis of issue	Price per security
2 August 2017	7,200,000	-	-	\$100,000 placement raised for working capital purposes and to pursue due diligence work on potential investment opportunities.	Ordinary shares issued to Hong Kong Jिंगaofengda Business Co., Limited	1.389 cents per share.
26 September 2017	-	-	8,839,835 unlisted preference shares	\$1,500,000 unquoted unsecured convertible notes plus interest owing converted into 8,839,835 preference shares at 19 cents per note as approved by shareholders at a general meeting on 26 th September 2017.	Preference shares issued to Armstrong Industries HK Limited.	19 cents per unlisted preference share.
03 October 2017	4,560,000	-	-	\$40,000 placement raised for working capital purposes.	Ordinary shares issued to Hong Kong Jिंगaofengda Business Co., Limited	0.877 cents per share.
11 October 2017	8,839,835	-	-	Nil. Preference shares issued to Armstrong Industries HK Limited on 26 September 2017 were converted into ordinary shares	Armstrong Industries HK Limited preference shares converted into ordinary shares	19 cents per share.
11 October 2017	9,090,910	-	-	Nil. Preference shares issued to Cloud Adventurer Limited on 16 September 2016 were converted into ordinary shares	Cloud Adventurer Limited preference shares converted into ordinary shares	33 cents per share
11 October 2017	9,090,910	-	-	Nil. Preference shares issued to Marvel Network Limited on 16 September 2016 were converted into ordinary shares	Marvel Network Limited preference shares converted into ordinary shares	33 cents per share

5.14 Recommendation

As at the date of finalisation of these Explanatory Notes, the Company is seeking this form of available shareholder approval to enable a capital raising to be implemented if appropriate during the following year. Accordingly, shareholder approval of Resolution 5 is considered to be a prudent approach.

The Directors believe that Resolution 5 will provide the Company with flexibility to raise capital quickly if advantageous terms are available, and is in the best interests of the Company. The Directors recommend that Shareholders vote in favour of this Resolution.

Resolution 6 - Ratification of issue of Shares to Hong Kong Jinggaofengda Business Co., Limited

6.1 Background

Resolution 6 is sought to approve the prior issue of 4.56 million shares so that the Company retains capacity to issue up to a full 15% of its issued capital, if required, in the next 12 months without shareholder approval.

The 4.56 million fully paid ordinary Shares were issued to Hong Kong Jinggaofengda Business Co. Limited CR No. 2555563 at \$0.00877 per Share raising approximately \$40,000. Hong Kong Jinggaofengda Business Co. Limited will hold a 19.58% interest in the Company post-issue.

6.2 Overview of regulatory approval requirements

The Directors are restricted by Listing Rule 7.1 from issuing new securities in the Company which would dilute the interests of existing Shareholders, to a maximum of 15% of the issued capital of the Company in any 12 month period (15% limit) without Shareholder approval.

Listing Rule 7.4 allows Directors to seek approval of the Shareholders to an issue of securities after the issue has been made without approval under Listing Rule 7.1, provided the issue did not breach Listing Rule 7.1.

The issue of Shares described in Resolution 6 was made without Shareholder approval as the issue did not exceed the 15% limit. The Directors now seek Shareholder ratification of the issue pursuant to Listing Rule 7.4.

6.3 Specific information

Listing Rule 7.5 requires certain information to accompany a Notice of Annual General Meeting in relation to approval sought under Listing Rule 7.4. This information is set out below:

Listing Rule 7.5 requirement	Information	
Name of allottee:	Entity name	Allocation
	Hong Kong Jinggaofengda Business Co. Limited CR No. 2555563	4,560,000
Date of issue:	03 October 2017	

Total number of securities allotted:	4,560,000
The issue price of the securities:	\$0.00877 per Share
Terms of issue of the securities:	Fully paid ordinary shares of the Company
The use (or intended use) of funds:	Working capital purposes
Voting exclusion statement:	The Company will disregard any votes cast on this resolution by Hong Kong Jinggaofengda Business Co. Limited, and any associate of Hong Kong Jinggaofengda Business Co. Limited.

6.4 Recommendation of the Directors

Each of the Directors recommend that Shareholders vote in favour of Resolution 6.

Resolution 7 - Change of name of Company

7.1 Background

Resolution 7 seeks Shareholder approval to change the name of the Company to Avira Resources Limited.

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The adoption of the new name under Resolution 7 is to be approved by Shareholders under section 157(1) of the Corporations Act.

The Company proposes to change its name from Avira Energy Limited to Avira Resources Limited to widen the scope of activities from just energy related activities to other exploration activities such as that contemplated by the recently announced binding term sheet with Tartana Resources Limited over its copper and zinc projects in Queensland. The change of name of the Company will take effect on the day that ASIC approves the change of name. There will be no change in the Company's ASX listing code 'AVW'.

Each of the Directors recommends that Shareholders vote in favour of Resolution 7.

PART 6 GLOSSARY OF TERMS

Defined Terms

The following definitions are used in the Notice of Annual General Meeting and the Explanatory Memorandum.

Annual General Meeting means the annual general meeting of the Company to be held on 30th November 2017 pursuant to the Notice of Annual General Meeting.

ASX means ASX Limited ACN 008 624 691.

Board means the Board of Directors.

Chairman means the chairman of the Board at the relevant time.

Closely Related Party of a member of the Key Management Personnel means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or the member's spouse;
- d) anyone else who is one of the member's family and who may be expected to influence the member or be influenced by the member in the member's dealings with the Company; or
- e) a company the member controls; or a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Avira Energy Limited ACN 131 715 645.

Constitution means the constitution of the Company, as amended from time to time.

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

Director means a member of the Board of Directors of the Company.

Explanatory Memorandum means the explanatory memorandum set out in Part 5 of this document.

Key Management Personnel has the same meaning as in the accounting standards. Broadly speaking this includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Directors of the Company.

Listing Rules means the Official Listing Rules of ASX.

Member means a person who is recorded on the Company Register pursuant to s 169(1) of the Corporations Act.

Notice of Annual General Meeting or **Notice** means the notice of Annual General Meeting set out in Part 3 of this document.

Proxy Form means the proxy forms more particularly set out in Part 7 which forms part of these Documents.

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

Share means a fully paid ordinary share in the issued capital of the Company and **Shares** means any two or more of them.

Shareholder means a holder of a Share.

Share Price means the share price of the Company as quoted on the ASX.

Interpretation

In these documents, unless the context requires otherwise:

- (a) A reference to a word includes the singular and the plural of the word and vice versa;
- (b) A reference to a gender includes any gender;
- (c) If a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (d) A term which refers to a natural person includes a company, a partnership, an association, a corporation, a body corporate, a joint venture or a governmental agency;
- (e) Headings are included for convenience only and do not affect interpretation;
- (f) A reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
- (g) A reference to a thing includes a part of that thing and includes but is not limited to a right;
- (h) The terms "included", "including" and similar expressions when introducing a list of items do not exclude a reference to other items of the same class or genus;
- (i) A reference to a statute or statutory provision includes but is not limited to:
 - (i) a statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision;
 - (ii) a statute or statutory provision which has been amended, extended, consolidated or replaced by the statute or statutory provision; and
 - (iii) subordinate legislation made under the statute or statutory provision including but not limited to an order, regulation or instrument;
- (j) Reference to "\$", "A\$", "Australian Dollars" , "dollars" or "cents" is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia;
- (k) A reference to an asset includes all property or title of any nature including but not limited to a business, a right, a revenue and a benefit, whether beneficial, legal or otherwise.

PART 7 PROXIES AND PROXY FORMS

- (a) **Right to appoint:** Each member entitled to vote at the meeting has the right to appoint a proxy to attend and vote for the member at the meeting. To appoint a proxy, use the Proxy Form sent out with this Notice.
- (b) A proxy or attorney is not entitled to vote while the member appointing them is present at the meeting.
- (c) **Who may be a proxy:** A member can appoint anyone to be their proxy. A proxy need not be a member of the Company. The proxy appointed can be described in the Proxy Form by an office held, eg "Chair of the Meeting".
- (d) **Two proxies:** A member who is entitled to two or more votes at the meeting, may appoint two proxies. Where two proxies are appointed:
- (i) a separate Proxy Form should be used to appoint each proxy; and
 - (ii) the Proxy Form may specify the proportion, or the number, of votes that each proxy may exercise, and if it does not do so each proxy may exercise half of the votes.
- (e) **Signature(s) of individuals:** In the case of members who are individuals, the Proxy Form must be signed if the shares are held:
- (i) by one person, by that member; or
 - (ii) in joint names, by any one of them.
- (f) **Signatures on behalf of companies:** In the case of members which are companies, the Proxy Form must be signed:
- (i) if it has a sole director who is also sole secretary, by that director (and stating that fact next to or under the signature on the Proxy Form); or
 - (ii) in the case of any other company, by two directors or by a director and secretary.
- The use of the common seal of the company on the Proxy Form is optional.
- (g) **Lodgement place and deadline:** Proxy forms must be received by the Computershare Investor Services with the original or a certified copy of the authority under which the Proxy Form is signed (if the Proxy Form is signed by an attorney or other representative):

BY MAIL: COMPUTERSHARE INVESTOR SERVICES PTY LIMITED
 GPO BOX 242, MELBOURNE, VICTORIA 3001 AUSTRALIA

ONLINE: WWW.INVESTORVOTE.COM.AU

BY FACSIMILE: 1800 783 447 (Within Australia) - +61 3 9473 2555 (Outside Australia)

by no later than 11.30AM (AEDT) on the 28th day of November 2017.

CORPORATE REPRESENTATIVES

A body corporate may appoint an individual to act as its representative to exercise any of the powers the body may exercise at meetings of a company's members. Unless otherwise stated, the corporate representative may exercise all of the powers the appointing body can exercise. The certificate evidencing the appointment of a corporate representative (or a photocopy or facsimile of it) shall be sufficient evidence of the authority of the representative. The certificate evidencing the appointment of a corporate representative (or a photocopy or facsimile of it) must be received by Computershare as outlined on the proxy form in Section 7 by no later than 11.30AM (AEDT) on the 28th day of November 2017.

MEMBERS WHO ARE ENTITLED TO VOTE

The Directors have determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of members as at 7.00PM (AEDT) on the 28th day of November 2017.



AVIRA ENERGY
LIMITED
ABN 38 131 715 645

AVW

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 and view the annual report 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 11:30am (AEDT) on Tuesday, 28 November 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

IND

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 Avira Energy 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 Annual General Meeting of Avira Energy Limited to be held at Mazars Australia Offices, Level 12, 90 Arthur Street, North Sydney, NSW, 2060 on Thursday, 30 November 2017 at 11.30am (AEDT) and at any adjournment or postponement of that Meeting.

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

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 1 by marking the appropriate box in step 2 below.

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
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Gary Kuo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Christopher Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Rui Zhang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of additional 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratification of issue of Shares to Hong Kong Jingaofengda Business Co. Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Change of name of the Company	<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 / /