TIETTO MINERALS LIMITED

ACN 143 493 118

NOTICE OF GENERAL MEETING

TIME: 10:00AM (WST)

DATE: Thursday, 9 January 2020

PLACE: Nexia Australia
Level 3, 88 William Street
Perth WA 6000

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) 9463 2463

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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 10:00AM (WST) on Thursday, 9 January 2020 at Nexia Australia, Level 3, 88 William Street, Perth WA 6000.

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 4:00PM (WST) on Tuesday, 7 January 2020.

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

RESOLUTION 1: RATIFICATION OF PRIOR ISSUE – TRANCHE 1 PLACEMENT 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 29,000,000 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 in favour of the resolution by:

(a) a person or attorney as a proxy for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
    (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 2: ISSUE OF TRANCHE 2 PLACEMENT SHARES

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

> "*That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue by the Company of up to 36,384,620 fully paid ordinary shares at 26 cents per share 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 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 Company) or an Associate of that person (or those persons). However, the Company need not disregard a vote if it is cast in favour of the resolution by:

(a) a person or attorney as a proxy for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
    (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 3: PARTICIPATION OF DIRECTOR IN PLACEMENT – MR HANJING XU

To consider and, if thought fit, to pass, the following resolution 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 769,888 Shares to Mr Hanjing Xu (or his nominees) 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 Mr Hanjing Xu or any Associate of Mr Xu. However, the Company need not disregard a vote if it is cast in favour of the resolution by:

(a) a person or attorney as a proxy for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
    (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 4: PARTICIPATION OF DIRECTOR IN PLACEMENT – MR MARK STRIZEK

To consider and, if thought fit, to pass, the following resolution 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 115,385 Shares to Mr Mark Strizek (or his nominees) 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 Mr Mark Strizek or any Associate of Mr Strizek. However, the Company need not disregard a vote if it is cast in favour of the resolution by:

(a) a person or attorney as a proxy for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
    (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

DATED: 29 NOVEMBER 2019

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 – PLACEMENT SHARES

1.1 Background

As announced to the market on 18 November 2019, the Company received commitments to raise up to $17 million (before costs) through the issue of up to 65,384,620 Shares at an issue price of $0.26 per Share (**Placement**). The Placement was supported by a number of institutional, sophisticated and professional investors.

The funds raised through the Placement are to be used to advance the Abujar Gold Project in Côte d'Ivoire (**Project**) with an additional 50,000m of diamond drilling on the central Abujar permit (to culminate in a further Resource update in H2 2020), as well as fund a budgeted program of 25,000m of drilling of high priority regional targets on the northern and southern Abujar permit. In addition, the funds raised form the Placement will be used to purchase a fourth diamond drill-rig and long-lead items associated with a pre-feasibility studying (including environmental and additional metallurgical studies) and for working capital purposes.

The Placement is to be completed through two tranches. On 26 November 2019 the Company completed tranche 1 of the Capital Raising of $7.54 million through the placement of 29,000,000 Shares at an issue price of $0.26 per Share (**Tranche 1 Placement Shares**).

The ratification of Shares under Tranche 1 are the subject of this Resolution 1 and approval for the issue of up to 36,384,620 Shares at an issue price of $0.26 per Share pursuant to Tranche 2 are the subject of Resolution 2 of this Notice of Meeting (**Tranche 2 Placement Shares**).

Resolution 1 seeks to ratify the issue of 29,000,000 Placement Shares which was undertaken by way of a Placement to institutional, sophisticated and professional investors without Shareholder approval.

1.2 Regulatory Requirements

Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the ordinary securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue of the Placement Shares, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 and up to the 10% additional placement capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

1.3 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) The total number of Tranche 1 Placement Shares issued was 29,000,000;

(b) the Placement Shares were issued for $0.26 per Share;

(c) the Shares were issued on the same terms as the existing issued Shares in the Company. Application has been made for their quotation on ASX;

(d) the Shares were issued to institutional, sophisticated and professional investors, who are not related parties of the Company;

(e) The funds raised through the Placement are to be used to advance the Abujar Gold Project in Côte d'Ivoire with an additional 50,000m of diamond drilling on the central Abujar permit (to culminate in a further Resource update in H2 2020), as well as fund a budgeted program of 25,000m of drilling of high priority regional targets on the northern and southern Abujar permit. In addition, the funds raised form the Placement will be used to purchase a fourth diamond drill-rig and long-lead items associated with a pre-feasibility studying (including environmental and additional metallurgical studies) and for working capital purposes; and

(f) a voting exclusion statement for Resolution 1 is included in the Notice of General Meeting preceding this Explanatory Statement.

1.4 Directors' recommendation

The Board of Directors recommends that Shareholders vote in favour of Resolution 1.

The Chairman of the meeting intends to vote undirected proxies in favour of this Resolution.

2. RESOLUTION 2: ISSUE OF TRANCHE 2 PLACEMENT

2.1 General

As detailed in Section 1.1 of this Explanatory Statement, received commitments to raise up to 17 million (before costs) through the issue of up to 65,384,620 Shares at an issue price of $0.26 per Share (**Placement**).

Resolution 2 seeks Shareholder approval for the issue of up to 36,384,620 Tranche 2 Placement Shares at an issue price of $0.26 to raise up to $9,460,001 (before costs) (**Tranche 2 Placement Shares**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 2 will be to allow the Company to issue the Tranche 2 Placement Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

2.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

(a) the maximum number of Shares to be issued is 36,384,620.

(b) the issue price of the Tranche 2 Placement Shares is $0.26 per Share;

(c) the Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of all of the Tranche 2 Placement Shares will occur on the same date;

(d) The Tranche 2 Placement Shares will be issued to sophisticated and professional investors none of which are related parties of the Company;

(e) The funds raised through the Placement are to be used to advance the Abujar Gold Project in Côte d'Ivoire with an additional 50,000m of diamond drilling on the central Abujar permit (to culminate in a further Resource update in H2 2020), as well as fund a budgeted program of 25,000m of drilling of high priority regional targets on the northern and southern Abujar permit. In addition, the funds raised form the Placement will be used to purchase a fourth diamond drill-rig and long-lead items associated with a pre-feasibility studying (including environmental and additional metallurgical studies) and for working capital purposes.

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.

3. RESOLUTIONS 3 & 4: PARTICIPATION OF DIRECTORS IN THE PLACEMENT – MESSRS HANJING XU AND MARK STRIZEK

3.1 Background

As detailed in the Explanatory Statement for Resolution 1, at section 1.1, the Company is proposing to undertake the Placement for the purposes of raising funds to advance the Abujar Gold Project.

Resolutions 3 and 4 seek approval to issue Shares under the Placement to two Directors of the Company, Mr Hanjing Xu and Mr Mark Strizek (or their respective nominees), should they elect to subscribe for Shares under the Placement.

3.2 Listing Rules

Listing Rule 10.11 provides that, unless a specified exception applies, a company must not issue or agree to issue securities to a related party without the approval of ordinary shareholders. A "related party", for the purposes of the Listing Rules, has the meaning given to it in the Corporations Act, and includes the directors of a company.

As such, Shareholder approval is sought under Listing Rule 10.11 as Resolutions 3 & 4 proposes the issue of 769,888 Shares and 115,385 to Mr Xu and Mr Strizek respectively on the same terms as the Placement. Messrs Xu and Strizek are related parties of the Company by virtue of their directorships.

As Shareholder approval is being sought under Listing Rule 10.11, approval is not also required under Listing Rule 7.1.

3.3 Listing Rule 10.13

In compliance with the information requirements of Listing Rule 10.13, Shareholders are advised of the following information:

(a) **Names of persons to receive securities**

Mr Hanjing Xu (or his nominee) with respect to Resolution 3; and

Mr Mark Strizek (or his nominee) with respect to Resolution 4.

(b) **Maximum number of securities to be issued**

The maximum number of shares to be acquired by Mr Xu under Resolution 3 is 769,888 Shares.

The maximum number of shares to be acquired by Mr Strizek under Resolution 4 is 115,385 Shares.

(c) **Date of issue**

The Shares will be issued no later than 1 month after the date of the General Meeting (or such later date as permitted by ASX waiver or modification of the Listing Rules).

(d) **Relationship with the Company**

The Shares are proposed to be issued to Director Mr Hanjing Xu and Mr Mark Strizek who are related parties of the Company by virtue of being Directors of the Company.

(e) **Issue price**

The issue price per Share is $0.26.

(f) **Terms of issue**

The Shares will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares.

The Company will apply to ASX for official quotation of the Shares.

(g) **Intended use of the funds raised**

(h) The funds received will be used to be used to advance the Abujar Gold Project in Côte d'Ivoire with an additional 50,000m of diamond drilling on the central Abujar permit (to culminate in a further Resource update in H2 2020), as well as fund a budgeted program of 25,000m of drilling of high priority regional targets on the northern and southern Abujar permit. In addition, the funds raised form the Placement will be used to purchase a fourth diamond drill-rig and long-lead items associated with a pre-feasibility studying (including environmental and additional metallurgical studies) and for working capital purposes **Voting exclusion statement**

A voting exclusion statement for Resolutions 3 & 4 are included in the Notice of General Meeting preceding this Explanatory Statement.

3.4 Regulatory Requirements: Corporations Act

Chapter 2E of the Corporations Act regulates the provision of "financial benefits" to "related parties" by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

(a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or

(b) prior shareholder approval is obtained to the giving of the financial benefit.

A "related party" is widely defined under the Corporations Act and includes the directors of the company. As such, the Directors of the Company are related parties of the Company for the purposes of Section 208 of the Corporations Act.

A "financial benefit" is construed widely and in determining whether a financial benefit is being given, Section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit, the issuing of securities or the granting of an option to a related party.

The issue of the Shares under Resolutions 3 & 4 constitutes the provision of a financial benefit to a related party.

One of the nominated exceptions to the requirement to obtain shareholder approval under Chapter 2E of the Corporations Act is where the provision of the financial benefit is on terms that would be reasonable in the circumstances if the Company and the related party were dealing at arm's length (or on terms less favourable than arm's length). Given the Messrs Xu and Strizek will be participating in the Placement on the same arm's length terms as the parties who are not related parties of the Company, the Board considers the issue of Shares under Resolutions 3 & 4 to constitute the provision of a financial benefit on arm's length terms and accordingly, that Shareholder approval under Chapter 2E of the Corporations Act is not required.

3.5 Board Recommendation

The Directors do not consider that from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in granting the Shares to Messrs Xu and Strizek pursuant to Resolutions 3 & 4.

Mr Hanjing Xu has a material personal interest in the outcome of Resolution 3 and accordingly does not make a voting recommendation to Shareholders. Mr Mark Strizek has a material personal interest in the outcome of Resolution 4 and accordingly does not make a voting recommendation to Shareholders.

The Directors, other than Messrs Xu and Strizek who have a material personal interest in the outcome of the Resolutions, recommend that Shareholders vote in favour of Resolutions 3 & 4 on the basis that the grant of the Shares will allow the Company to adequately reward and incentivise Messrs Xu and Strizek whilst preserving the Company's limited cash reserves.

GLOSSARY

$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to that term in the ASX Listing Rules.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

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.

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 may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

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

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

Placement has the meaning given to that term at section 1.1 of the Explanatory Statement.

Project has the meaning given to that term at section 1.1 of the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

Related Party has the meaning given to that term in the Corporations Act.

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.

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

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

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

TIETTO MINERALS LIMITED

Tietto Minerals Limited | ACN 143 493 118

GM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Vote by Proxy: TIE

Your proxy voting instruction must be received by **10.00am (WST) on Tuesday, 7 January 2020,** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at https://investor.automic.com.au/#/loginsah

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.

SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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 lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automic.com.au.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting 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.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

Contact

Return your completed form

BY MAIL
Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL
meetings@automicgroup.com.au

All enquiries to Automic

WEBCHAT
https://automic.com.au/

PHONE
1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1: Appoint Your Proxy

Complete and return this form as instructed only if you do not vote online

I/We being a Shareholder entitled to attend and vote at the General Meeting of Tietto Minerals Limited, to be held at **10.00am (WST) on Thursday, 9 January 2020 at Nexia Australia, Level 3, 88 William Street, Perth WA 6000** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your 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 and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2: Your Voting Direction

Resolutions		For	Against	Abstain
1.	RATIFICATION OF PRIOR ISSUE – TRANCHE 1 PLACEMENT SHARES	☐	☐	☐
2.	ISSUE OF TRANCHE 2 PLACEMENT SHARES	☐	☐	☐
3.	PARTICIPATION OF DIRECTOR IN PLACEMENT – MR HANJING XU	☐	☐	☐
4.	PARTICIPATION OF DIRECTOR IN PLACEMENT – MR MARK STRIZEK	☐	☐	☐

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.*

STEP 3: Sign Here + Contact Details

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY) ☐☐ / ☐☐ / ☐☐

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

AUTOMIC

TIE