

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

BBX Minerals Limited

ABN

82 089 221 634

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | 1) Ordinary Shares
2) Unlisted Options
3) Unlisted Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1) 300,000
2) 75,000
3) 1,136,625 |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | 1) Ordinary Shares
2) 75,000 Unlisted Options exercisable at \$0.05 on or before 18 May 2018
3) 1,136,625 Unlisted Options exercisable at \$0.0125 on or before 1 March 2018 |

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p>	<p>1) Yes 2) No 3) No</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
<p>5 Issue price or consideration</p>	<p>1) \$0.025 per share 2) Nil 3) Nil</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>1) Issued to a director following shareholder approval at meeting on 19 April 2016 2) free attaching Options issued to director following shareholder approval at meeting on 19 April 2016 3) issued for the Conversion of Convertible Notes exercised with a face value of \$0.01 maturing on 31 December 2016.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>25 November 2015</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Nil</p>

6d	Number of +securities issued with security holder approval under rule 7.1A	Nil
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	1) 300,000 Ordinary Shares 2) 75,000 Unlisted Options exercisable at \$0.05 on or before 18 May 2018
6f	Number of +securities issued under an exception in rule 7.2	3) 1,136,625 Unlisted Options exercisable at \$0.0125 on or before 1 March 2018
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Refer Annexure A
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	18 May 2016

+ See chapter 19 for defined terms.

8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="694 185 997 232">Number</th> <th data-bbox="997 185 1284 232">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="694 232 997 448">246,253,208</td> <td data-bbox="997 232 1284 448">Ordinary Shares</td> </tr> </tbody> </table>	Number	+Class	246,253,208	Ordinary Shares															
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9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="694 488 997 533">Number</th> <th data-bbox="997 488 1284 533">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="694 533 997 645">6,000,000</td> <td data-bbox="997 533 1284 645">Options exercisable at \$0.05 on or 1 July 2017</td> </tr> <tr> <td data-bbox="694 645 997 757">16,900,000</td> <td data-bbox="997 645 1284 757">Options exercisable at \$0.05 on or 24 November 2017</td> </tr> <tr> <td data-bbox="694 757 997 936">33,547,146</td> <td data-bbox="997 757 1284 936">Options exercisable at \$0.0125 on or before 1 March 2018 (Includes adjustment of -1,150,000)</td> </tr> <tr> <td data-bbox="694 936 997 1216">22,726,750</td> <td data-bbox="997 936 1284 1216">Convertible Notes with a face value of \$0.01 maturing on 31 December 2016 on the terms set out in Schedule 2 of the Notice of Meeting lodged with ASX on 26/10/2015</td> </tr> <tr> <td data-bbox="694 1216 997 1328">7,804,250</td> <td data-bbox="997 1216 1284 1328">Unlisted Options exercisable at \$0.05 on or before 19 April 2018</td> </tr> <tr> <td data-bbox="694 1328 997 1529">10,750,000</td> <td data-bbox="997 1328 1284 1529">Unlisted Options exercisable at \$0.03 on or before 19 April 2017 (subject to vesting condition – refer Notice of Meeting lodged on ASX on 21 March 2016)</td> </tr> <tr> <td data-bbox="694 1529 997 1641">10,750,000</td> <td data-bbox="997 1529 1284 1641">Unlisted Options exercisable at \$0.037 on or before 19 April 2020</td> </tr> <tr> <td data-bbox="694 1641 997 1780">75,000</td> <td data-bbox="997 1641 1284 1780">Unlisted Options exercisable at \$0.05 on or before 18 May 2018</td> </tr> </tbody> </table>	Number	+Class	6,000,000	Options exercisable at \$0.05 on or 1 July 2017	16,900,000	Options exercisable at \$0.05 on or 24 November 2017	33,547,146	Options exercisable at \$0.0125 on or before 1 March 2018 (Includes adjustment of -1,150,000)	22,726,750	Convertible Notes with a face value of \$0.01 maturing on 31 December 2016 on the terms set out in Schedule 2 of the Notice of Meeting lodged with ASX on 26/10/2015	7,804,250	Unlisted Options exercisable at \$0.05 on or before 19 April 2018	10,750,000	Unlisted Options exercisable at \$0.03 on or before 19 April 2017 (subject to vesting condition – refer Notice of Meeting lodged on ASX on 21 March 2016)	10,750,000	Unlisted Options exercisable at \$0.037 on or before 19 April 2020	75,000	Unlisted Options exercisable at \$0.05 on or before 18 May 2018	
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10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No policy																			

Part 2 - Pro rata issue

- | | | |
|----|--|--|
| 11 | Is security holder approval required? | |
| 12 | Is the issue renounceable or non-renounceable? | |
| 13 | Ratio in which the +securities will be offered | |
| 14 | +Class of +securities to which the offer relates | |
| 15 | +Record date to determine entitlements | |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |
| 17 | Policy for deciding entitlements in relation to fractions | |
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents

<small>Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.</small> | |
| 19 | Closing date for receipt of acceptances or renunciations | |
| 20 | Names of any underwriters | |
| 21 | Amount of any underwriting fee or commission | |
| 22 | Names of any brokers to the issue | |
| 23 | Fee or commission payable to the broker to the issue | |

+ See chapter 19 for defined terms.

- 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders
- 25 If the issue is contingent on security holders' approval, the date of the meeting
- 26 Date entitlement and acceptance form and offer documents will be sent to persons entitled
- 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders
- 28 Date rights trading will begin (if applicable)
- 29 Date rights trading will end (if applicable)
- 30 How do security holders sell their entitlements *in full* through a broker?
- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)
- (a) ⁺Securities described in Part 1

(b) All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought

+ See chapter 19 for defined terms.

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

Number	+Class

Quotation agreement

1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Simon Robertson

18/05/2016

Sign here: Date:

(Company secretary)

Simon Robertson

Print name:

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital																																											
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated																																											
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	118,454,232																																										
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 <table style="margin-left: 20px; border: none;"> <tr><td>1/5/2015</td><td style="text-align: right;">60,126,076</td><td>Ordinary Shares</td></tr> <tr><td>29/6/2015</td><td style="text-align: right;">1,200,000</td><td>Ordinary Shares</td></tr> <tr><td>20/7/2015</td><td style="text-align: right;">3,000,000</td><td>Ordinary Shares</td></tr> </table> • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval <table style="margin-left: 20px; border: none;"> <tr><td>27/10/2015</td><td style="text-align: right;">250,000</td><td>Ordinary Shares</td></tr> <tr><td>5/11/2015</td><td style="text-align: right;">1,279,500</td><td>Ordinary Shares</td></tr> <tr><td>26/11/2015</td><td style="text-align: right;">8,500,000</td><td>Ordinary Shares</td></tr> </table> • Number of partly paid +ordinary securities that became fully paid in that 12 month period <table style="margin-left: 20px; border: none;"> <tr><td>Ratified</td><td style="text-align: right;">15,880,000</td><td>Ordinary Shares</td></tr> <tr><td>26/11/2015</td><td></td><td></td></tr> <tr><td>19/01/2016</td><td style="text-align: right;">2,259,874</td><td>Ordinary Shares</td></tr> <tr><td>22/2/2016</td><td style="text-align: right;">1,150,000</td><td>Ordinary Shares</td></tr> <tr><td>08/03/2016</td><td style="text-align: right;">2,273,250</td><td>Ordinary Shares</td></tr> <tr><td>Ratified</td><td style="text-align: right;">31,217,000</td><td>Ordinary Shares</td></tr> <tr><td>16/04/2016</td><td></td><td></td></tr> <tr><td>18/05/2016</td><td style="text-align: right;">300,000</td><td>Ordinary Shares</td></tr> </table> <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	1/5/2015	60,126,076	Ordinary Shares	29/6/2015	1,200,000	Ordinary Shares	20/7/2015	3,000,000	Ordinary Shares	27/10/2015	250,000	Ordinary Shares	5/11/2015	1,279,500	Ordinary Shares	26/11/2015	8,500,000	Ordinary Shares	Ratified	15,880,000	Ordinary Shares	26/11/2015			19/01/2016	2,259,874	Ordinary Shares	22/2/2016	1,150,000	Ordinary Shares	08/03/2016	2,273,250	Ordinary Shares	Ratified	31,217,000	Ordinary Shares	16/04/2016			18/05/2016	300,000	Ordinary Shares	
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Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	-																																										
“A”	245,889,932																																										

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	36,883,489
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	19/01/2016 363,276 Ordinary Shares
“C”	363,276
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	36,883,489
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	363,276
Total [“A” x 0.15] – “C”	36,520,213 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	245,889,932
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	24,588,993
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	-
“E”	-

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	24,558,993
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	-
Total [“A” x 0.10] – “E”	24,558,993 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.