



Notice of General Meeting

The General Meeting of the Company will be held on 7 June 2013 at 10.00am (WST) at the Celtic Club, 48 Ord Street, West Perth, WA.

This notice of general meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

Please contact the Company Secretary on (08) 6555 2955 or info@bbxminerals.com.au if you wish to discuss any matter concerning the Meeting.

BBX Minerals Limited
ABN 82 089 221 634

Notice of General Meeting

Notice is hereby given that the general meeting of the Shareholders of BBX Minerals Limited will be held at the Celtic Club, 48 Ord Street, West Perth, WA on 7 June 2013 at 10.00 am (WST) (**Meeting**).

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

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 10.00am on 5 June 2013.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in 9 of the Explanatory Memorandum.

Agenda

1 RESOLUTION 1 - RE-ELECTION OF MR SMITH

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

“That Mr Alastair Warren Smith, who retires from office in accordance with clause 6.1(e) of the Company’s Constitution and, offers himself for re-election, be re-elected as a Director.”

2 RESOLUTION 2 - RATIFICATION OF PRIOR SECURITIES ISSUE

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 11,400,000 Shares on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

3 RESOLUTION 3 - ISSUE OF SHARES

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

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholder approval is given for the Company to issue 22,125,000 Shares on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

4 RESOLUTION 4 - ISSUE OF SECURITIES TO MR SMITH

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue 1,475,000 Shares to Mr Smith or his nominee on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

5 RESOLUTION 5 - ISSUE OF ADVISOR OPTIONS

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

“That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholder approval is given for the Company to issue up to 10,000,000 Advisor Options to Seal Capital or its nominees on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

6 RESOLUTION 6 - ISSUE OF ADVISOR OPTIONS TO BLACKWOOD EQUITIES

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue up to 7,500,000 Advisor Options to Blackwood Equities (NSW) Pty Ltd (a company controlled by Mr Smith) or its nominees on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

7 RESOLUTION 7 - ISSUE OF SECURITIES TO MR HOGG

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

“That for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue 1,126,660 Shares to Mr Michael Hogg or his nominees on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

8 RESOLUTION 8 - ISSUE OF SECURITIES TO MR SURIANO

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

“That for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue 1,013,460 Shares to Mr Philip Suriano or his nominees on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

9 RESOLUTION 9 - ISSUE OF SECURITIES TO MR SCHMULIAN

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

“That for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue 792,000 Shares to Mr Michael Schmulian or his nominees on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

10 RESOLUTION 10 - ISSUE OF SECURITIES TO MR DIX

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

“That for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue 100,760 Shares to Mr William Dix or his nominees on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

11 VOTING PROHIBITION AND EXCLUSION STATEMENTS**Listing Rule 14.11**

Under Listing Rule 14.11, the Company will disregard any votes cast on the following Resolutions by the following persons:

Resolution	Persons excluded from voting
Resolution 2 - Ratification of prior securities issue	Persons who participated in the issue and any associate of those persons.
Resolution 3 - Issue of Shares	Persons who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity as a holder of ordinary securities, if the Resolution is passed, and an associate of that person.
Resolution 4 - Issue of securities to Mr Smith	A person who is to receive securities in relation to the entity and an associate of that person.
Resolution 5 - Issue of Advisor Options	Persons who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity as a holder of ordinary securities, if the Resolution is passed, and an associate of that person.
Resolution 6 - Issue of Advisor Options to Blackwood Equities	A person who is to receive securities in relation to the entity and an associate of that person.
Resolution 7 - Issue of securities to Mr Hogg	A person who is to receive securities in relation to the entity and an associate of that person.
Resolution 8 - Issue of securities to Mr Suriano	A person who is to receive securities in relation to the entity and an associate of that person.
Resolution 9 - Issue of securities to Mr Schmulian	A person who is to receive securities in relation to the entity and an associate of that person.
Resolution 10 - Issue of securities to Mr Dix	A person who is to receive securities in relation to the entity and an associate of that person.

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 direction on the Proxy Form; or

- (b) it is cast by the person chairing the Meeting as proxy for the person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By order of the Board of Directors

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

William Dix
Director
BBX Minerals Limited
22 April 2013

BBX MINERALS LIMITED
ABN 82 089 221 634

Explanatory Memorandum

1 INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the Celtic Club, 48 Ord Street, West Perth, WA on 7 June 2013 at 10.00am (WST). The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice.

A Proxy Form is located at the end of Explanatory Memorandum.

Please contact the Company Secretary on +61 8 6555 2955 or info@bbxminerals.com.au if you wish to discuss any matter concerning the Meeting.

2 ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

All Shareholders are invited and encouraged to attend the Meeting. If a Shareholder is unable to attend in person, they can appoint a proxy to attend on their behalf by signing and returning the Proxy Form (attached to the Notice) to the Company in accordance with the instructions on the Proxy Form. The Company encourages Shareholders completing a Proxy Form to direct the proxy how to vote on each Resolution.

The Proxy Form must be received no later than 48 hours before the commencement of the Meeting, i.e. by no later than 5 June 2013 at 10.00am (WST). Any Proxy Form received after that time will not be valid for the Meeting.

A Proxy Form may be lodged in the following ways:

By Mail	Share Registry - Boardroom Pty Limited
	GPO Box 3993
	Sydney NSW 2001 Australia

4 INTRODUCTION TO RESOLUTIONS 2 TO 4

On 2 April 2013 the Company announced the proposed issue of up to 35 million Shares at \$0.02 to certain professional and sophisticated investors to raise up to \$700,000 (**Capital Raising**). The issue of 11.4 million Shares completed on 3 April 2013, with the issue of the balance of 23.6 million Shares (including 1.475 million Shares to be issued to Mr Smith) subject to Shareholder approval.

Funds raised will be used for general working capital.

Listing Rule 7.1 limits the number of shares an entity can issue in any 12 month period without shareholder approval to 15% of its issued share capital. Listing Rule 10.11 prevents an entity from issuing shares to a director without shareholder approval.

Mr Smith a newly appointed Director is also participating in the Capital Raising.

5 RESOLUTION 2 - RATIFICATION OF PRIOR SECURITIES ISSUE

5.1 Introduction

The 11.4 million Shares issued on 3 April 2013 were issued to unrelated parties of the Company and within the 15% annual limit permitted by Listing Rule 7.1; and therefore without the need for Shareholder approval. The effect of Shareholders passing Resolution 2 and ratifying the issue will be to restore the Company's ability to issue further capital to the maximum 15% limit during the next 12 months.

5.2 Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided about the issue:

- (a) The number of securities allotted by the Company was 11.4 million.
- (b) The price at which the securities were issued was 2 cents.
- (c) The Shares are fully paid ordinary shares in the capital of the Company and were issued on the same terms and conditions as the Company's existing Shares.
- (d) The securities were allotted to certain professional and sophisticated investors including clients of Seal Capital and Blackwood Equities, and who were not related parties of the Company.
- (e) Funds raised will be used for general working capital.
- (f) A voting exclusion statement is included in the Notice.

5.3 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2. This will restore the 15% annual limit permitted by Listing Rule 7.1 and allow the Company to issue further securities without Shareholder approval.

6 RESOLUTION 3 - ISSUE OF SHARES

6.1 Introduction

Resolution 3 seeks Shareholder approval to issue 22.125 million Shares, being the balance of the Capital Raising (other than Shares to be issued to Mr Smith, and which are the subject of Resolution 4). The effect of passing Resolution 3 will be to allow the Directors to issue securities in accordance with the Resolution without those securities being included in the 15% limit.

6.2 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided about the issue:

- (a) The maximum number of securities to be issued is 22.125 million Shares.
- (b) The securities will be issued on a date (the issue date) 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 Listing Rules).
- (c) The issue price of the securities will be 2 cents.
- (d) The securities will be allotted to certain professional and sophisticated investors who are clients of Seal Capital and Blackwood Equities, and are not related parties of the Company.
- (e) The Shares will be fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares.
- (f) The intended use of the funds raised is for general working capital.
- (g) A voting exclusion statement is included in the Notice.

6.3 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3. This will allow the Company to issue securities and raise funds whilst preserving the Company's 15% annual limit permitted by Listing Rule 7.1.

7 RESOLUTION 4 - ISSUE OF SECURITIES TO MR SMITH

7.1 Introduction

As part of the Capital Raising (as described in section 4 of this Explanatory Memorandum) the Company proposes to issue 1,475,000 Shares to Mr Smith, a Director of the Company. The proposed issue of securities to Mr Smith or his nominee requires Shareholder approval under the Listing Rules.

7.2 Requirement for Shareholder approval

Listing Rule 10.11 requires a listed company to obtain Shareholder approval by ordinary resolution prior to the issue of securities to a related party. If shareholder approval is obtained under Listing Rule 10.11, shareholder approval is not required under Listing Rule 7.1 and Listing Rule 7.1 will not apply to the proposed issue.

The Shares will be issued to Mr Smith on the same terms and at the same price as the Shares to be issued to unrelated parties under the Capital Raising, and shareholder approval is not required for the purposes of Chapter 2E of the Corporations Act.

7.3 Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided about the proposed issue:

- (a) The securities will be issued to Mr Smith, who is a Director of the Company.
- (b) The maximum number of securities to be issued is 1,475,000.
- (c) The securities will be issued no later than 1 month after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that allotment will occur on the same date.
- (d) The issue price of the Shares to be issued pursuant to Resolution 4 will be \$0.02. The Shares will be fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares.
- (e) A voting exclusion statement is included in the Notice.
- (f) Funds raised will be used for general working capital.

7.4 Directors' recommendation

The Directors, other than Mr Smith, unanimously recommend that Shareholders vote in favour of Resolution 4.

Mr Smith declines to make a recommendation to Shareholders in relation to Resolution 4 as he has a material personal interest in the outcome of Resolution 4.

8 RESOLUTION 5 - ISSUE OF ADVISOR OPTIONS

8.1 Introduction

Resolution 5 seeks Shareholder approval to issue 10 million Advisor Options to Seal Capital or its nominees with an exercise price of 5 cents and expiry date of 30 March 2016 in consideration for services provided under the Capital Raising.

Listing Rule 7.1 limits the number of securities a company can issue in a 12 month period to 15% of its issued share capital, except for certain issues, including where first approved by Shareholders. The effect of passing Resolution 5 will be to allow the Directors to issue securities in accordance with the Resolution without those securities being included in the 15% limit.

8.2 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, the following information is provided about the issue:

- (a) The maximum number of securities to be issued is 10 million Advisor Options.
- (b) The securities will be issued on a date (the issue date) 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 Listing Rules).
- (c) The Advisor Options do not have an issue price as they will be issued for nil consideration in return for services provided in conjunction with the Capital Raising.
- (d) The Advisor Options will be issued to Seal Capital (who assisted with the Capital Raising) or its nominees who are not related parties of the Company.
- (c) The terms of the Advisor Options are set out in Schedule 2 of this Explanatory Memorandum.
- (e) No funds will be raised by the issue of the Advisor Options. Funds raised from the exercise of the Advisor Options will be used as general working capital.
- (f) A voting exclusion statement is included in the Notice.

8.3 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 5. This will allow the Company to issue the Advisor Options and raise funds whilst preserving the Company's 15% annual limit permitted by Listing Rule 7.1.

9 RESOLUTION 6 - ISSUE OF ADVISOR OPTIONS TO BLACKWOOD EQUITIES

9.1 Introduction

The Company proposes to issue 7,500,000 Advisor Options to Blackwood Equities (who assisted with the Capital Raising), a company controlled by Mr Smith a Director of the Company. As such, Blackwood Equities is a related party of the Company.

9.2 Requirement for Shareholder approval

Listing Rule 10.11 requires a listed company to obtain Shareholder approval by ordinary resolution prior to the issue of securities to a related party. If shareholder approval is obtained under Listing Rule 10.11, shareholder approval is not required under Listing Rule 7.1 and Listing Rule 7.1 will not apply to the proposed issue.

The Directors (other than Mr Smith) consider the terms of the Advisor Options to be reasonable in the circumstances if the Company and Blackwood Equities were dealing at arm's length, so that Shareholder approval is not required under Chapter 2E of the Corporations Act. In doing so they have noted that the Advisor Options will be issued to Blackwood Equities on the same terms as the Advisor Options to be issued to Seal Capital (an unrelated party of the Company) and the terms of the Advisor Options were negotiated with Blackwood Equities before Mr Smith became a Director.

9.3 Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided about the proposed issue:

- (a) The Advisor Options will be issued to Blackwood Equities (a company controlled by Mr Smith).
- (b) The maximum number of Advisor Options to be issued is 7.5 million.
- (c) The Advisor Options will be issued no later than 1 month after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that allotment will occur on the same date.
- (d) The Advisor Options do not have an issue price as they will be issued for nil consideration in return for services provided in conjunction with the Capital Raising. The terms of the Advisor Options are set out in Schedule 2 of this Explanatory Memorandum.
- (e) A voting exclusion statement is included in the Notice.
- (f) No funds will be raised by the issue of the Advisor Options. Funds raised from the exercise of the Advisor Options will be used as general working capital.

9.4 Directors' recommendation

The Directors, other than Mr Smith, unanimously recommend that Shareholders vote in favour of Resolution 6.

10 RESOLUTIONS 7 TO 10 - ISSUE OF SECURITIES TO RELATED PARTIES

10.1 Introduction

Pursuant to Resolutions 7 to 10, the Company proposes to issue Shares to the Directors and Mr Suriano (a former director) or their nominees in satisfaction of director's fees accrued to date. The proposed issue of Shares to the Directors and Mr Suriano requires Shareholder approval under both the Listing Rules and the Corporations Act.

10.2 Requirement for Shareholder approval

Listing Rule 10.11

Listing Rule 10.11 requires a listed company to obtain Shareholder approval by ordinary resolution prior to the issue of securities to a related party. If shareholder approval is obtained under Listing Rule 10.11, shareholder approval is not required under Listing Rule 7.1 and Listing Rule 7.1 will not apply to the proposed issue.

Each Director is a related party of the Company. Mr Suriano resigned as a Director on 24 January 2013, and is also a related party of the Company for the purposes of Listing Rule 10.11.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provision; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

Related party is widely defined under the Corporations Act, and includes directors of a company and former directors of a company who have resigned in the previous 6 months.

Financial benefit is defined broadly and includes benefits from the public company's subsidiaries. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. The Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate.

Messrs Hogg, Schmulian and Dix are each Directors, and therefore related parties of the Company. Mr Suriano resigned as a director of the Company on 24 January 2013 and is also a related party of the Company. The issue of the securities to

each of them constitutes the provision of a financial benefit for the purposes of Chapter 2E of the Corporations Act.

10.3 Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided about the proposed issues:

Resolution number	The person to whom the securities will be issued	Directors' fees owed	The maximum number of securities to be issued
Resolution 7	Mr Hogg	\$56,333	1,126,660
Resolution 8	Mr Suriano	\$50,673	1,013,460
Resolution 9	Mr Schmulian	\$39,600	792,000
Resolution 10	Mr Dix	\$5,038	100,760

- (a) The Shares to be issued pursuant to Resolutions 7 to 10 will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that allotment will occur on the same date.
- (b) The issue price of the Shares to be issued pursuant to Resolutions 7 to 10 will be \$0.05. The Shares will be fully paid ordinary shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares.
- (c) A voting exclusion statement for each Resolution is included in the Notice.
- (d) The Shares will be issued in satisfaction of unpaid director's fees, and no funds will be raised from the issue.

10.4 Information required by Chapter 2E of the Corporations Act

For the purposes of section 219 of the Corporations Act and ASIC Regulatory Guide 76, the following information is provided to Shareholders to enable them to assess the merits of the resolution:

Related party	Mr Hogg	Mr Suriano	Mr Schmulian	Mr Dix
Relevant interest in Shares and Options held by the related	Nil	1,500,000 Shares held by PMS Investments Pty Ltd as	2,300,000 Shares, , or 2.6% of BBX's issued share capital, and	Nil

Related party	Mr Hogg	Mr Suriano	Mr Schmulian	Mr Dix
party		trustee for the Suriano Family Trust of which Mr Suriano is a Director, or 1.7% of BBX's issued share capital	250,000 Options with an exercise price of \$0.25 expiring on 30 June 2014	
Total remuneration package	\$2,200 per month	Nil	\$2,200 per month	\$2,200 per month
Dilutive effect of passing the Resolution	1.27%	1.14%	0.89%	0.11%

(a) The nature of the financial benefit

The proposed financial benefit to be given is the issue of Shares. The Shares are fully paid ordinary shares and will be issued on the same terms and conditions as the Company's existing Shares.

(b) Reasons for giving the benefit

The Shares are to be issued in satisfaction of directors' fees which have already accrued. The Shares will be issued in the place of cash due to the current financial position of the Company.

(c) Valuation of the financial benefit to be given

There are various ways to value the Shares, however the Directors consider the Shares are valued at \$0.02 taking into consideration the following:

- (i) the issue price of the Shares under the Capital Raising is \$0.02; and
- (ii) the Company's recent Share price, which is as follows:

3 month high (closing price)	3 month low (closing price)	Last market sale price
\$0.10 on 12 February 2013	\$0.01 on 17 April 2013	\$0.01 on 19 April 2013

(d) Other Information

The Directors are not aware of any other information that is reasonably required by Shareholders to allow them to make a decision on whether it is in the best interests of the Company to pass Resolutions 7 to 10.

10.5 Directors' recommendation

Mr Smith recommends that the Shareholders vote in favour of Resolutions 7 to 10. The remaining directors each have a material personal interest in Resolutions 7 to 10 and decline to make a recommendation to Shareholders.

1 DEFINITIONS

In this Notice and Explanatory Memorandum:

ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Advisor Option	means an advisor option to be issued a Share on the terms in Schedule 2.
Blackwood Equities	Blackwood Equities (NSW) Pty Ltd (ACN: 162 331 035), a company controlled by Mr Smith.
Board	means the board of Directors.
Capital Raising	has the meaning given in section 4.
Company or BBX	means BBX Minerals Limited (ABN 82 089 221 634).
Constitution	means the Company's constitution.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company as at the date of this Notice.
Explanatory Memorandum	means this explanatory memorandum.
Listing Rule	means the listing rules of the ASX.
Meeting	means the meeting convened by this Notice (as adjourned from time to time).
Notice	means this notice of meeting.
Proxy Form	means the proxy form attached to this Notice.
Resolution	means a resolution set out in the Notice.
Seal Capital	means Seal Capital Limited (a company incorporated in the Cayman Islands), an unrelated party of the Company.
Shareholder	means a holder of a Share.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
WST	means Western Standard Time.

2 TERMS OF ADVISOR OPTIONS

The terms of the issue of the Advisor Options are:

1. Each Advisor Option entitles the holder to be issued one Share.
2. The exercise price of the Advisor Options is 5 cents each.
3. The expiry date of the Advisor Options is 30 March 2016.
4. The Advisor Options may be exercised at any time prior to the expiry date, in whole or in part, upon payment of the exercise price per Advisor Option.
5. The Advisor Options will not be quoted and are transferable.
6. The Company will provide to each Advisor Option holder a notice that is to be completed when exercising the Advisor Options (**Notice of Exercise**). Advisor Options may be exercised by the Advisor Option holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Secretary of the Company to be received prior to the expiry date. The Notice of Exercise must state the number of Advisor Options exercised, the consequent number of Shares to be allotted and the identity of the proposed allottee. The Notice of Exercise by an Advisor Option holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of the exercise price per Share.
7. All Shares issued upon the exercise of the Advisor Options will rank equally in all respects with the Company's then issued Shares. The Company must apply to the ASX on or before the date of issue for all Shares to be issued pursuant to the exercise of Advisor Options to be admitted to quotation.
8. There are no participating rights or entitlements inherent in the Advisor Options and the holders will not be entitled to participate in new issues or pro-rata issues of capital to Shareholders during the term of the Advisor Options. Thereby, the Advisor Option holder has no rights to a change in the exercise price of the Advisor Option or a change to the number of underlying securities over which the Advisor Option can be exercised except in the event of a bonus issue. The Company will ensure, for the purposes of determining entitlements to any issue, that Advisor Option holder will be notified of a proposed issue after the issue is announced. This will give Advisor Option holders the opportunity to exercise their Advisor Options prior to the date for determining entitlements to participate in such issues.
9. If from time to time on or prior to the Expiry Date the Company makes a bonus issue of securities to holders of Shares in the Company (**Bonus Issue**), then upon exercise of his or her Advisor Options a holder will be entitled to have issued to him or her (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise) the number of securities which would have been issued to him or her under that

Bonus Issue if the Advisor Options had been exercised before the record date for the Bonus Issue.

10. In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Advisor Option holder shall be reconstructed (as appropriate) in accordance with the ASX Listing Rules.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (WST) on Wednesday 5 June 2013.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (WST) on Wednesday, 5 June Month 2013.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **BBX Minerals Limited** and entitled to attend and vote hereby appoint

Appoint the **Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

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 at the General Meeting of the Company to be held at the **Celtic Club, 48 Ord Street, West Perth, WA on Friday, 7 June, 2013 at 10:00am (WST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The chair of the meeting will be Mr Will Dix who is not the chair of the Company.

If the chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of Resolution 10, please place a mark in the box. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of Resolution 10 and that the votes cast by the Chair of the meeting for Resolution 10 other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on Resolution 10 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 10.

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

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

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

STEP 2 VOTING DIRECTIONS

		For	Against	Abstain*
Resolution 1	Re-election of Mr Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of prior securities issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of securities to Mr Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Advisor Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Advisor Options to Blackwood Equities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Issue of securities to Mr Hogg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Issue of securities to Mr Suriano	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Issue of securities to Mr Schmulian	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Issue of securities to Mr Dix	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2013