



Notice of Annual General Meeting

The Annual General Meeting of BBX Minerals Limited will be held at the offices of the Company, Level 1, 35 Havelock Street, West Perth, 6005, on 25 November 2014 at 9.30am (WST).

This Notice of Annual 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 if you wish to discuss any matter concerning the Meeting.

BBX Minerals Limited
ABN: 82 089 221 634

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of the Shareholders of BBX Minerals Limited will be held at the offices of the Company, Level 1, 35 Havelock Street, WST Perth, 6005, on 25 November 2014 at 9.30am (WST).

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

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 9.30am on 23 November 2014.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1 of the Explanatory Memorandum.

Agenda

1 ANNUAL REPORT

To receive and consider the financial statements of the Company and the reports of the Directors and Auditors for the financial year ended 30 June 2014.

2 RESOLUTION 1 - REMUNERATION REPORT (NON-BINDING)

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

“That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, Shareholders adopt the Remuneration Report set out in the Directors’ Report for the year ending 30 June 2014.”

A voting prohibition statement is set out below.

3 RESOLUTION 2 - RE-ELECTION OF DIRECTOR - WILLIAM DIX

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

“That William Dix, who retires by rotation in accordance with the Company’s Constitution and, offers himself for re-election, be re-elected as a Director.”

4 RESOLUTION 3 - APPROVAL OF 10% PLACEMENT FACILITY

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.”

A voting prohibition statement is set out below.

5 RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF SECURITIES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,000,000 Shares on the terms and conditions in the Explanatory Memorandum.”

A voting prohibition statement is set out below

6 RESOLUTION 5 - RATIFICATION OF PRIOR ISSUE OF SECURITIES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the grant of 6,000,000 Unlisted Options on the terms and conditions in the Explanatory Memorandum.”

A voting prohibition statement is set out below

7 RESOLUTION 6 - 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 up to 24,000,000 Shares to Engegold Mineracao Ltda or their nominee(s), on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

8 RESOLUTION 7 - 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 up to 6,000,000 Shares to Antonio de Castro, or his nominee(s), on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

9 RESOLUTION 8 - 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 up to 25,000,000 Shares on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

10 RESOLUTION 9 - ISSUE OF INCENTIVE OPTIONS TO RELATED PARTY - MICHAEL 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, Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue up to 3,000,000 Incentive Options to Michael Schmulian, or his nominee(s), on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

11 RESOLUTION 10 - ISSUE OF INCENTIVE OPTIONS TO RELATED PARTY - ALASTAIR SMITH

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, Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue up to 3,000,000 Incentive Options to Alastair Smith, or his nominee(s), on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

12 RESOLUTION 11 - ISSUE OF INCENTIVE OPTIONS TO RELATED PARTY - WILLIAM 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, Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue up to 3,000,000 Incentive Options to William Dix, or his nominee(s), on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

13 RESOLUTION 12 - ISSUE OF INCENTIVE OPTIONS TO SIMON ROBERTSON

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 2,000,000 Incentive Options to Simon Robertson or his nominee on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

14 RESOLUTION 13 - ISSUE OF INCENTIVE OPTIONS TO JEFF MCKENZIE

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 6 million Incentive Options to Jeff Mckenzie or his nominee on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

15 VOTING PROHIBITION AND EXCLUSION STATEMENT

Corporations Act

The Corporations Act and the Listing Rules prohibits votes being cast (in any capacity) on the following resolutions by any of the following persons:

Resolution	Persons Excluded from Voting
Resolution 1 - Remuneration Report	A vote on this Resolution must not be cast (in any capacity) by or on behalf of the following persons:

Resolution	Persons Excluded from Voting
(Non-Binding)	<p>(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or</p> <p>(b) a Closely Related Party of such member.</p> <p>However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <p>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</p> <p>(b) the voter is the chair of the meeting and the appointment of the chair as proxy:</p> <p>(i) does not specify the way the proxy is to vote on this Resolution; and</p> <p>(ii) expressly authorises the chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.</p>

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 3 - Approval of 10% Placement Facility	A person 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 any associate of that person.
Resolutions 4 and 5 - Ratification of prior issue of securities	A person who participated in the issue and any associate of that person.
Resolutions 6 to 8 - Issue of Shares	A person who may participate in the proposed issue and a person who might obtain a benefit, except a

Resolution	Persons excluded from voting
	benefit solely in the capacity as a holder of ordinary securities, if the resolution is passed, and any associate of that person.
Resolutions 9 to 11 - Issue of Options to Related Parties	A person who is to receive Incentive Options in relation to the Company and any associate of that person.
Resolution 12 - Issue of Incentive Options to Simon Robertson	A person who may participate in the proposed issue and 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 any associate of that person.
Resolution 13 - Issue of Incentive Options to Jeff Mckenzie	A person who may participate in the proposed issue and 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 any 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 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.

By order of the Board of Directors



Simon Robertson
 BBX Minerals Limited
 10 October 2014

BBX Mineral 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 offices of the Company, Level 1, 35 Havelock Street, West Perth, 6005, on 25 November 2014 at 9.30am (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, and includes the following:

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

Please contact the Company Secretary on 08 6555 2955 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 representative (or 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 9.30am on 23 November 2014. 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	PO Box 223, West Perth WA 6872
By Facsimile	+61 8 9321 2337
By Hand	Automic Registry Services Suite 1a, Level 1, 7 Ventnor Avenue West Perth WA 6005

Shareholders lodging a Proxy Form are not precluded from attending and voting in person at the Meeting.

2.2 Corporate representatives

Shareholders who are body corporates may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

An appointment of corporate representative form is available from the website of the Company's share registry (www.automic.com.au).

2.3 Eligibility to vote

The Directors have determined that, for the purposes of voting at the Meeting, Shareholders are those persons who are the registered holders of Shares at 9.30am (WST) on 23 November 2014.

3 ANNUAL REPORT

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report for the financial year ended 30 June 2014 which is available on the ASX platform at www.asx.com.au;
- (b) ask questions about or make comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

The chair of the Meeting will allow reasonable opportunity for the Shareholders as a whole at the Meeting to ask the auditor or the auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Company's auditor about:

- (a) the content of the auditor's report to be considered at the Meeting; and
- (b) the conduct of the audit of the annual financial report to be considered at the Meeting,

may be submitted no later than 5 business days before the Meeting to the company Secretary at the Company's registered office.

4 RESOLUTION 1 - REMUNERATION REPORT (NON-BINDING)

The Remuneration Report is in the Directors' Report section of the Company's Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the Company's executives and group executives named in the Remuneration Report for the financial year ended 30 June 2014.

Section 250R(2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. However, the vote on this resolution is advisory only and does not bind the Board or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution that a further meeting is held at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

Less than 25% of the votes cast at the Company's 2013 annual general meeting were cast against the 2013 remuneration report.

5 RESOLUTION 2 - RE-ELECTION OF DIRECTOR - WILLIAM DIX

5.1 Introduction

The Company's Constitution requires that one-third of the Directors retire by rotation at each annual general meeting and that Directors appointed by the Board hold office until the next annual general meeting:

In accordance with rule 6.1(f) of the Constitution William Dix retires from office at this Meeting and offers himself for re-election.

Mr Dix is a geologist with 20 years' experience in base metal, uranium and gold exploration and mining. He holds a Bsc and Msc (Geology) from Monash University and is a member of AusIMM. Formerly Exploration Manager for Apex Minerals NL he led a successful exploration team that was responsible for significantly growing gold resources at all of Apex Minerals NL's projects.

Previously, Mr Dix spent 7 years with LionOre Mining International where he was a District Supervising Geologist in Western Australia. During his time with LionOre Mining International, Mr Dix was part of the team that discovered the Waterloo Nickel Mine and delineated the 2 million ounce Thunderbox Gold Project.

Mr Dix has a proven track record of successful project and team management and also has extensive experience in commercial activities including capital raisings, mergers, acquisitions and divestments.

Mr Dix is currently a director of Credo Resources Ltd and Fitzroy Resources Limited.

5.2 Directors' recommendation

The Board (excluding Mr Dix) recommends that Shareholders vote in favour of Resolution 2.

6 RESOLUTION 3 - APPROVAL OF 10% PLACEMENT FACILITY

6.1 General

The Company seeks Shareholder approval to issue Equity Securities up to 10% of its issued share capital through issues over a 12 month period following Shareholder approval (**10% Placement Facility**).

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 6.3(b) below).

As the date of this Notice, the Company has 118,454,232 Shares and 23,500,000 Options on issue. Subject to Shareholders approving Resolutions 4, the Company has a capacity to issue:

- (a) 17,768,134 Equity Securities under Listing Rule 7.1; and
- (b) 11,845,423 Equity Securities under Listing Rule 7.1A, assuming no Options are exercised.

6.2 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 to continue exploration and acquire assets, whilst preserving the Company's 15% annual limit permitted by Listing Rule 7.1.

6.3 Listing Rule 7.1A

(a) Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period following shareholder approval by way of a special resolution. The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1.A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalization of \$300 million or less. The Company is an eligible entity.

(b) Maximum number of Equity Securities which may be issued

The number of Equity Securities which may be issued, or agreed to be issued, under the 10% Placement Facility is prescribed in Listing Rule 7.1A.2 and is calculated as follows:

$$\text{Maximum number of Equity Securities} = (A \times D) - E$$

Where:

- “A” the number of shares on issue 12 months before the date of issue or agreement to issue:
- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (B) plus the number of partly paid shares that become fully paid in the 12 months;
 - (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity’s 15% placement capacity without shareholder approval;
 - (D) 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 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 shareholders under Listing Rule 7.1 or 7.4.

The actual number of Equity Securities that may be issued under Listing Rule 7.1A is calculated at the date of issue of the Equity Securities in accordance with the above formula.

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity’s 15% placement capacity under Listing Rule 7.1.

6.4 Specific information by Listing Rule 7.3A

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

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company’s Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) 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,or such longer period if allowed by ASX.

- (b) There is a risk of economic and voting dilution to existing Shareholders in approving the 10% Placement Facility, including the risks that:
- (i) the market price for the Company’s Equity Securities may be significantly lower of the date of the issue of the Equity Securities than when Shareholders approval the 10% Placement Facility; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company’s Equity Securities on the issue date, or issued for non-cash consideration for the acquisition of a new asset.

Following is a table that sets out the potential dilution of existing Shareholders if Equity Securities are issued under the 10% Placement Facility:

Variable “A” in Listing Rule 7.1A.2 (118,454,232 Shares)		Dilution		
		\$0.008 50% decrease in Share price	\$0.016 Share price	\$0.032 100% increase in Share price
Current Variable A (118,454,232 Shares)	10% Voting Dilution	11,845,423	11,845,423	11,845,423
	Funds Raised	\$94,763	\$189,527	\$379,054
50% increase in current Variable A (177,681,348)	10% Voting Dilution	17,768,135	17,768,135	17,768,135
	Funds Raised	\$142,145	\$284,290	\$568,580
100% increase in current Variable A (236,908,464)	10% Voting Dilution	23,690,846	23,690,846	23,690,846
	Funds Raised	\$189,527	\$379,054	\$758,107

The table has been prepared on the following assumptions:

- (i) The Company issues, or agrees to issue, the maximum number of Equity Securities available under the 10% Placement Facility.

- (ii) No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
- (iii) The 10% voting dilution reflects the maximum aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (v) The issue price is \$0.016 being the closing price of the Shares on ASX on 29 September 2014.
- (vi) Shareholders approve Resolution 4.

The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

- (c) The latest date by which Equity Securities may be issued is 12 months after the Meeting. Approval for the issue of Equity Securities under the 10% Placement Facility will cease to be valid in the event that Shareholders approve 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).
- (d) The Equity Securities may be issued for the following purposes:
 - (i) To raise funds, in which case the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.
 - (ii) In consideration of the acquisition of new resources assets and investments, in which case the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities under the 10% Placement Facility.

- (e) The Company is yet to identify the persons to whom Equity Securities will be issued to under the 10% Placement Facility. The Company's policy for allocating Equity Securities issued under the 10% Placement Facility will be

determined on a case-by-case basis depending upon the purpose, and prevailing market conditions at the time, of any issue and having regard to factors including but not limited to the following:

- (i) The fundraising methods available to the Company, including but not limited to, rights issue or other issue which may minimise dilution to Shareholders.
- (ii) In the case of an asset or investment acquisition, the nature and circumstances of the acquisition.
- (iii) The effect of the issue of the Equity Securities on the control of the Company.
- (iv) The financial situation and solvency of the Company.
- (v) Advice from corporate, financial and broking advisers (if applicable).

The allottees may include vendors (in the case of any issue for non-cash consideration), existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

- (f) The total number of Equity Securities issued in the 12 months preceding the date of the Meeting is 10,000,000 , representing approximately 7% of the total number of Equity Securities on issue at the commencement of that 12 month period (25 November 2013). The details of all issues of Equity Securities by the Company during the 12 months preceding the date of the Meeting is set out in Schedule 4 below.
- (g) A voting exclusion statement is included in the Notice.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities, and no existing Shareholder's votes will be excluded under the voting exclusion in the Notice.

7 RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF SHARES

7.1 Introduction

On 31 January 2014 the Company issued 4,000,000 Shares to Mundo Mineracao Ltda to settle part final consideration for Chapada asset. The issue of Shares settled the final payment of A\$110,000 due to Mundo Mineracao Ltda, for 51% of the Chapada Mineral Right under the agreement dated 21 October 2011, and amended on 2 February 2012, 27 July 2012, 11 October 2012 and 28 March 2013.

The issue of Shares has restricted the Company's ability to issue further equity securities without shareholder approval. Shareholder approval is sought pursuant to ASX Listing Rule 7.4 to reinstate the Company's capacity to issue equity securities representing up to 15% of its issued ordinary capital, if required, without prior shareholder approval during the next 12 months.

7.2 Information required by Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, the following information is provided to shareholders in relation to the issue of Shares:

- (a) The total number of Shares issued was 4,000,000.
- (b) The Shares were issued for no consideration to settle part of the final consideration for Chapada asset.
- (c) The Shares issued were in the same class of the Company's existing quoted fully paid ordinary shares.
- (d) The Shares were issued to Mundo Mineracao Ltda, an unrelated party of the Company.
- (e) No funds were raised from the issue.
- (f) A voting exclusion statement in respect of Resolution 4 is set out in the Notice.

7.3 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 4. This will restore the 15% annual limit permitted by Listing Rule 7.1 and allow the Company to issue further securities without Shareholder approval.

Resolution 4 is an ordinary resolution. The Chairman intends to exercise all available proxies in favour of Resolution 4.

8 RESOLUTION 5 - RATIFICATION OF PRIOR ISSUE OF OPTIONS

8.1 Introduction

On 31 July 2014 the Company granted 6,000,000 Unlisted Options exercisable at \$0.05 on or before 1 July 2017 to a geological consultant to the Company, Mr Antonio de Castro as incentive options.

The grant of Unlisted Options has restricted the Company's ability to issue further equity securities without Shareholder approval. Shareholder approval is sought pursuant to ASX Listing Rule 7.4 to reinstate the Company's capacity to issue equity securities representing up to 15% of its issued ordinary capital, if required, without prior Shareholder approval.

8.2 Information required by Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, the following information is provided to shareholders in relation to the grant of Unlisted Options:

- (a) The total number of Unlisted Options granted was 6,000,000.
- (b) The options were granted to the consultant as incentive options and no funds were raised from this issue.
- (c) The Unlisted Options were granted to Mr Antonio de Castro.
- (d) The terms and conditions of the Unlisted Options granted are set out in Schedule 2.
- (e) A voting exclusion statement in respect of Resolution 5 is set out in the Notice.

8.3 Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 5. This will restore the 15% annual limit permitted by Listing Rule 7.1 and allow the Company to issue further securities without Shareholder approval.

Resolution 5 is an ordinary resolution. The Chairman intends to exercise all available proxies in favour of Resolution 5.

9 RESOLUTION 6 - ISSUE OF SHARES

9.1 Introduction

Resolution 6 seeks Shareholder approval to issue 24,000,000 Shares to Enggold Mineracao Ltda or their nominee(s).

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 6 will be to allow

the Directors to issue securities in accordance with the Resolution without those securities being included in the 15% limit.

9.2 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 24,000,000 Shares.
- (b) The securities 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 Listing Rules).
- (c) The effective issue price of the Shares will be \$0.0393, however, no further funds will be raised from the issue of Shares.
- (d) It is intended that the securities will be issued to Enggold Mineracao Ltda (**Engep Group**) or their nominee(s) who are not related parties of the Company.
- (e) The Shares to be issued are in the same class of the Company's existing quoted fully paid ordinary shares.
- (f) The Shares will be issued in exchange for the advanced payment of R\$2,000,000 under the advanced payment agreement between the Company's 100% owned subsidiary Mineracao BBX do Brasil Ltda and the Engep Group (refer to ASX announcement 7 April 2014) so no further funds will be raised from the issue of Shares.
- (g) The issue will occur progressively.
- (h) A voting exclusion statement is included in the Notice.

9.3 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 6. 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.

Resolution 6 is an ordinary resolution. The Chairman intends to exercise all available proxies in favour of Resolution 6.

10 RESOLUTION 7 - ISSUE OF SHARES

10.1 Introduction

Resolution 7 seeks Shareholder approval to issue 6,000,000 Shares to Antonio de Castro, or his nominee(s).

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 7 will be to allow

the Directors to issue securities in accordance with the Resolution without those securities being included in the 15% limit.

10.2 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 6,000,000.
- (b) The securities 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 Listing Rules).
- (c) The issue price of the securities is intended to be nil.
- (d) It is intended that the securities will be issued to Antonio de Castro, who is the previous shareholder of MINORTE Extracao de Minerio Ltda, or his nominee(s) who are not related parties of the Company.
- (e) The Shares to be issued are in the same class of the Company's existing quoted fully paid ordinary shares.
- (f) The Shares will be issued as partial payment for acquiring 100% interest in MINORTE Extracao de Minerio Ltda as required under the sale and purchase agreement between the Company's 100% owned subsidiary Mineracao BBX do Brasil Ltda and Antonio de Castro (refer to ASX announcement 1 September 2014) so no funds will be raised.
- (g) The issue will occur progressively.
- (h) A voting exclusion statement is included in the Notice.

10.3 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 7. 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.

Resolution 7 is an ordinary resolution. The Chairman intends to exercise all available proxies in favour of Resolution 7.

11 RESOLUTION 8 - ISSUE OF SHARES

11.1 Introduction

Resolution 8 seeks Shareholder approval to issue 25,000,000 Shares.

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 8 will be to allow the Directors to issue securities in accordance with the Resolution without those securities being included in the 15% limit.

11.2 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 25,000,000.
- (b) The securities 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 Listing Rules).
- (c) The issue price of the securities is yet to be determined but will be no less than 80% average market price for securities calculated over the last 5 days on which sales in the securities were recorded before the day on which the issue was made or, if there is a disclosure document relating to the issue, over the last 5 days on which sales in the securities were recorded before the date of the disclosure document.
- (d) It is intended that the securities will be issued to investors identified by the Directors, and who are unrelated parties of the Company.
- (e) The Shares to be issued are in the same class of the Company's existing quoted fully paid ordinary shares.
- (f) The intended use of the funds raised is general working capital including possible further acquisition payments for tenements or companies holding tenements in Brazil and South America.
- (g) The issue will occur progressively.
- (h) A voting exclusion statement is included in the Notice.

11.3 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 8. 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.

12 RESOLUTIONS 9 TO 11 - ISSUE OF OPTIONS TO RELATED PARTIES

12.1 Introduction

The Company proposes to issue 3,000,000 Incentive Options to each of the Directors, Messrs Michael Schmulian, Alastair Smith and William Dix or any of their nominees.

The proposed issue of Incentive Options to the Directors or their nominees requires Shareholder approval under both the Corporations Act and Listing Rules.

12.2 Requirement for Shareholder approval

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.

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 Schmulian, Smith and Dix are Directors of the Company and therefore related parties of the Company, and the issue of the Incentive Options to them or their nominees constitutes the provision of a financial benefit for the purposes of Chapter 2E of the Corporations Act.

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 the proposed issue will not be included in 15% annual limit permitted by Listing Rule 7.1.

12.3 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:

- (a) The related parties to whom the proposed resolution would permit the benefit to be given are Messrs Michael Schmulian, Alastair Smith and William Dix, Directors of the Company.

- (b) The nature of the financial benefit

The proposed financial benefits to be given are the issue of 3,000,000 Incentive Options to each of the Directors. The terms and conditions of the Incentive Options are set out in Schedule 2 to this Explanatory Memorandum.

- (c) Reasons for giving the benefit

The grant of the Incentive Options to the Messrs Michael Schmulian, Alastair Smith and William Dix is to preserve cash reserves while providing an incentive for future performance in their roles as Directors.

The Board (other than the Director receiving the Incentive Options believe that it is appropriate to issue the specified number of Incentive Options for the following reasons:

- (i) the issue of the Incentive Options to the Directors will align the interests of the Directors with those of Shareholders;
- (ii) the issue of the Incentive Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors; and
- (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Options upon the terms proposed

(d) Existing relevant interest

	Shares	Options
Michael Schmulian	3,592,000	nil
Alastair Smith	7,298,000	6,875,000
William Dix	100,760	nil

(e) Directors' remuneration package

	2014 ¹	2013 ¹
Michael Schmulian	24,000	66,500
Alastair Smith	24,000	68,333
William Dix	26,400	17,038

¹ This includes security based incentive component.

(f) Dilution effect on existing members' interests

The Company's existing share capital will not change as a result of the issue of Incentive Options to the Directors.

If the Incentive Options are exercised, a total of 9,000,000 Shares will be issued. This will increase the number of Shares from 118,454,232 to 127,454,232 (assuming no other Options are exercised or other Shares issued) and dilute current Shareholders of the Company by 7.6%, consisting of 2.53% from each of Messrs Michael Schmulian, Alastair Smith and William Dix.

(g) Valuation of the financial benefit to be given

The valuation of the Incentive Options is set out in Schedule 3.

(h) 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 9 to 11.

12.4 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 maximum number of Incentive Options to be issued for each Director is 3,000,000 (a total of 9 million Options).
- (b) The Incentive 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 issue will occur on the same date.
- (c) The issue price of the Incentive Options is intended to be nil.
- (d) The Incentive Options will be issued to Messrs Michael Schmulian, Alastair Smith and William Dix, Directors of the Company
- (e) The terms of the Incentive Options are set out in Schedule 2.
- (f) There will not be any funds raised under the issue.
- (g) A voting exclusion statement is included in the Notice.

12.5 Directors' recommendation

The Directors, other than the Director receiving Incentive Option under each of Resolutions 9, 10 and 11, considers the issue of Incentive Options reasonable in the circumstances for the reason set out in 12.3(c) and recommend that Shareholders vote in favour of Resolutions 9 to 11.

Michael Schmulian declines to make a recommendation to Shareholders in relation to Resolution 9 as he has a material personal interest in the outcome of Resolution 9. Michael Schmulian and his associates will not be entitled to vote on Resolution 9.

Alastair Smith declines to make a recommendation to Shareholders in relation to Resolution 10 as he has a material personal interest in the outcome of Resolution 10. Alastair Smith and his associates will not be entitled to vote on Resolution 10.

William Dix declines to make a recommendation to Shareholders in relation to Resolution 11 as he has a material personal interest in the outcome of Resolution 11. William Dix and his associates will not be entitled to vote on Resolution 11.

13 RESOLUTIONS 12 AND 13 - ISSUE OF INCENTIVE OPTIONS TO SIMON ROBERTSON AND JEFF MCKENZIE

13.1 Introduction

Resolutions 12 and 13 seek Shareholder approval to issue Incentive Options to each of Simon Robertson the Company's secretary and Jeff McKenzie the Company's acting CEO.

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 Resolutions 12 and 13 will be to allow the Directors to issue securities in accordance with the Resolution without those securities being included in the 15% limit.

13.2 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 2,000,000 under Resolution 12 and 6 million under Resolution 13.
- (b) The securities 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 Listing Rules) and it is intended that issue will occur on the same date.
- (c) The issue price of the Incentive Options is intended to be nil.
- (d) It is intended that the securities will be issued to:
 - (i) Resolution 12 : Simon Robertson or his nominee(s); and
 - (ii) Resolution 13 : Jeff McKenzie or his nominee(s).
- (e) The terms of the Incentive Options are set out in Schedule 2.
- (f) No funds will be raised under the issue.
- (g) A voting exclusion statement is included in the Notice.

13.3 Directors' recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolutions 12 and 13. 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.

SCHEDULE 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.
Board	means the board of Directors.
Chairman	means the Chairman of the Meeting.
Closely Related Party	means a spouse or child of the member, a child of the member's spouse, a dependent of the member or the member's spouse, 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; company the member controls; or a person prescribed by the <i>Corporations Regulations 2001</i> (Cth).
Company	means BBX Minerals Limited ABN 82 089 221 634
Constitution	means the constitution of the Company as amended.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
Equity Securities	has the same meaning giving in the Listing Rules.
Explanatory Memorandum	means this explanatory memorandum.
Incentive Options	means Options the terms and conditions of which are set out in Schedule 2.
Key Management Personnel	has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
Listing Rules	means the listing rules of the ASX.
Meeting or Annual General Meeting	means the meeting convened by this Notice (as adjourned from time to time).

Notice	means this notice of meeting.
Option	means an option to purchase a Share.
Proxy Form	means the proxy form attached to this Notice.
Remuneration Report	means the remuneration report of the Company included in the Directors Report section of the Company's Annual Report.
Resolution	means a resolution set out in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
Trading Days	means a day determined by ASX to be a trading day in accordance with the Listing Rules.
Unlisted Options	means Options on the terms set out in Schedule 2 of this Notice.
VWAP	means volume weighted average price.
WST	means Western Standard Time.
10% Placement Facility	has the meaning given in section 6.1 of this Explanatory Memorandum.

SCHEDULE 2 TERMS AND CONDITIONS OF OPTIONS

The exercise price of each \$0.05 Unlisted Option is \$0.05 and the expiry date is 1 July 2017.

The exercise price of the Incentive Options is the greater of:

1. 5 cents; and
2. 1.43 times the volume weighted average market price (as defined in the Listing Rules) for Shares calculated over the last 5 days on which sales in Shares were recorded before the day on which the Incentive Option is exercised.

The expiry date of the Incentive Options is 3 years from the date of issue.

The remaining terms of both the Unlisted Options and the Incentive Options are as follows:

3. Entitlement
The Options entitle the holder to subscribe for one Share upon exercise of each Option.
4. Exercise Period
The Options are only exercisable during the exercise period (being from the date of issue to the expiry date set out above).
5. Notice of Exercise
The Options may be exercised by notice in writing to the Company. Any notice of exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.
6. Timing of Issue of Shares
After an Option is validly exercised, the Company must as soon as possible:
 - (a) issue and allot the Share; and
 - (b) do all such acts matters and things to obtain the grant of quotation for the Share on ASX in accordance with the Listing Rules.

The listing of any Shares issued following exercise of an Option shall be subject to the Option holder complying with all requirements imposed by Australian Securities Exchange as a condition to listing (including entering into any required restriction agreement regulating the sale of Shares issued on exercise of an Option).
7. Shares issued on exercise
Shares issued on exercise of the Options rank equally with the then Shares of the Company.
8. Quotation of Shares on exercise
Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.
9. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

10. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

11. Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = \frac{O - E[P - (S + D)]}{N + 1}$$

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new Share.

12. Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Optionholders will be varied to comply the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

13. Quotation of Options

No application for quotation of the Options will be made by the Company.

14. Options non-transferable

The Options are non-transferable.

15. Lodgement Instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Registered Office.

SCHEDULE 3 VALUATION OF INCENTIVE OPTIONS

Independent accounting firm Stanton's International Securities Pty Ltd has valued the Incentive Options using the Black Scholes option pricing model.

Its valuation was based on the following assumptions:

Underlying Security Value	\$0.013
Exercise Price	\$0.05
Valuation Date	1 October 2014
Life of the Options	3 Years
Volatility	140%
Risk free rate	2.72%
Valuation per option	\$0.0079
Valuation per Tranche Michael Schmulian	\$23,700
Valuation per Tranche Alistair Smith	\$23,700
Valuation per Tranche William Dix	\$23,700
Valuation per Tranche Jeff McKenzie	\$47,400
Valuation per Tranche Simon Robertson	\$15,800

SCHEDULE 4 INFORMATION REQUIRED BY LISTING RULE 7.3A.6

In the 12 months preceding the date of this Notice the Company issued a total 10,000,000 Equity Securities which represent 7% of the total number of Equity Securities on issue at 25 November 2013. The Equity Securities issued in the preceding 12 months were as follows:

Date of Issue	Number, class and terms of Equity Securities	Issued to or basis of issue	Price at which the Equity Securities were issued and the discount to market price¹	Amount raised, use of funds or non-cash consideration	The current value of the non-cash consideration.
31/1/2014	4,000,000 Shares	Issued to Mundo Mineracao Ltda to settle part final consideration for Chapada asset.	The Shares were issued with a value of \$0.02 being a 20% discount to the Market Price.	No cash was raised from the issue. The shares were issued to settle part final consideration for Chapada asset.	Non-cash consideration. The current value of each Share is represented by the latest market price of Shares on ASX on 6 October 2014 which was \$0.013 (total value of 4 million Shares is \$52,000)
31/7/2014	6,000,000 Unlisted Options Exercise price \$0.05 expiring on 1 July 2017	Issued as incentive to a geological consultant to the Company, Mr Antonio de Castro.	The Unlisted Options were issued for nil consideration.	No cash was raised from the issue.	Non-cash consideration. Unlisted Options issued as part of incentive based remuneration. Each Unlisted Option has been valued at \$0.008 per Unlisted Option.

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.

Security Holder Appointment of Proxy – Annual General Meeting

I/We being a Shareholder entitled to attend and vote at the Meeting, hereby appoint

(Name of Proxy)

OR

The Chair as my/our proxy

or failing the person so named or, if no person is named, the Chair, or the Chair’s nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Annual General Meeting to be held at 9.30AM (WST) on 25 November 2014 at the offices of the Company, Level 1, 35 Havelock Street, West Perth, Western Australia and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolutions 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

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.

VOTING ON BUSINESS OF THE MEETING

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1 Remuneration Report (Non-Binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – William Dix	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Issue of Incentive Options to Related Party – Michael Schmulian	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Issue of Incentive Options to Related Party – Alastair Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Prior Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Issue of Incentive Options to Related Party – William Dix	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of Prior Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Issue of Incentive Options to Simon Robertson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Issue of Incentive Options to Jeff Mckenzie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

SIGNATURE OF SHAREHOLDER(S):

Individual or Shareholder 1

Sole Director / Company Secretary

Shareholder 2

Director

Shareholder 3

Director / Company Secretary

INSTRUCTIONS FOR COMPLETING 'APPOINTMENT OF PROXY' FORM

APPOINTING A PROXY

A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. The appointed proxy may be an individual or body corporate.

If a Body Corporate is appointed to act as your proxy then a representative of that Body Corporate must be appointed to act as its representative. When attending the meeting, the representative must bring a formal notice of appointment as per section 250D of the Corporations Act. Such notice must be signed as required by section 127 of the Corporations Act or the Body Corporate's Constitution.

If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll.

The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.

Note: If you wish to appoint a second proxy, you may copy this form but you must return both forms together.

VOTING ON BUSINESS OF MEETING

A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the number of votes that the proxy may exercise by writing the number of Shares next to the box marked for the relevant item of business.

Where a box is not marked the proxy may vote as they choose subject to the relevant laws.

Where more than one box is marked on an item the vote will be invalid on that item.

SIGNING INSTRUCTIONS

- **Individual:** Where the holding is in one name, the Shareholder must sign.
- **Joint holding:** Where the holding is in more than one name, all of the Shareholders should sign.
- **Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
- **Companies:** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

ATTENDING THE MEETING

Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

LODGEMENT OF VOTES

To be effective, a validly appointed proxy must be received by the Company **not less than 48 hours** prior to commencement of the Meeting.

Proxy appointments can be lodged by:

- a) **Hand Delivery** – Automic Registry Services, Level 1, 7 Ventnor Ave, West Perth WA 6005; or
- b) **Post** - to Automic Registry Services, PO Box 223, West Perth WA 6872; or
- c) **Facsimile** - to Automic on facsimile number +61 8 9321 2337.

Proxy Forms received later than this time will be invalid