



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 28 November 2016 at 8.30am (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, West Perth, 6005, on 28 November 2016 at 8.30am (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 will 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 26 November 2016 at 8.30am.

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 2016.

2 RESOLUTION 1 - REMUNERATION REPORT (NON-BINDING)

To consider, and if thought fit, to pass the following as a **non-binding 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 2016.”

A voting prohibition statement is set out below.

3 RESOLUTION 2 - RE-ELECTION OF DIRECTOR - MICHAEL SCHMULIAN

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

“That Michael Schmulian, 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 the following as a **special resolution**:

“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 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 (Non-Binding)	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of the following persons:</p> <ul style="list-style-type: none">(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or(b) a Closely Related Party of such member. <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> <ul style="list-style-type: none">(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or(b) the voter is the chair of the meeting and the appointment of the chair as proxy:<ul style="list-style-type: none">(i) does not specify the way the proxy is to vote on this Resolution; and(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.

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.

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
Company Secretary
BBX Minerals Limited
25 October 2016

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 28 November 2016 at 8.30am (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:

1	INTRODUCTION	5
2	ACTION TO BE TAKEN BY SHAREHOLDERS.....	5
3	ANNUAL REPORT.....	6
4	RESOLUTION 1 - REMUNERATION REPORT (NON-BINDING).....	7
5	RESOLUTION 2 - RE-ELECTION OF DIRECTOR - MICHAEL SCHMULIAN.....	8
6	RESOLUTION 3 - APPROVAL OF 10% PLACEMENT FACILITY.....	9

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 26 November 2016 at 8.30am. 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 2226, Strawberry Hills, NSW, 2012

By Facsimile +61 8 6210 1153

By Hand Automic Registry Services
Suite 310, 50 Holt Street
Surrey Hills NSW 2010

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

For the purposes of regulations 7.11.37 and 7.11.38 of the Corporations Act Regulations, 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 4:00 pm (WST) on 26 November 2016.

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 2016 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 2016.

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 (**Spill Resolution**).

If more than 50% of votes cast are in favour of the Spill Resolution, the Company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the Directors of the company who were in office when the Directors' report (as included in the Company's annual financial report for the most recent financial year) was approved, other than the Managing Director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Less than 25% of the votes cast at the Company's 2015 annual general meeting were cast against the 2015 remuneration report. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting

5 RESOLUTION 2 - RE-ELECTION OF DIRECTOR - MICHAEL SCHMULIAN

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 Michael Schmulian retires from office at this Meeting and offers himself for re-election.

Mr Schmulian is a geologist with over 40 years of mining and exploration experience. His experience includes 24 years in Brazil where he established a strong network in the industry. He is a former Brazil Country Manager for Western Mining Corporation, South America brownfields Exploration Manager for Anglo Gold Ashanti and Executive Director of ASX listed Mundo Minerals, responsible for establishing the Company's Engenho gold mine.

5.2 Directors' recommendation

The Board (excluding Mr Schmulian) 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**).

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The 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).

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

The Company currently has only one class of quoted Equity Securities on issue being the Ordinary Shares in the Company.

As the date of this Notice, the Company has 301,449,076 quoted Shares and 72,818,581 Unlisted Options on issue. The Company has a capacity to issue:

- (a) 44,799,594 Equity Securities under Listing Rule 7.1; and
- (b) 30,108,580 Equity Securities under Listing Rule 7.1A,

assuming no further 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 capitalisation of \$300 million or less. The Company is an eligible entity.

The Company has a market capitalization of \$12,962,310 at the date of this Notice

(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.
- (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.		Dilution		
		\$0.0215 50% decrease in Share price	\$0.0430 Share price	\$0.0860 100% increase in Share price
Current Variable A (301,449,076 Shares)	10% Voting Dilution	30,144,908	30,144,908	30,144,908
	Funds Raised	\$648,116	\$1,296,231	\$2,592,462
50% increase in current Variable A (452,173,614 Shares)	10% Voting Dilution	45,217,361	45,217,361	45,217,361
	Funds Raised	\$972,173	\$1,944,347	\$3,888,693
100% increase in current Variable A (602,898,152 Shares)	10% Voting Dilution	60,289,815	60,289,815	60,289,815
	Funds Raised	\$1,296,231	\$2,592,462	\$5,184,924

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 \$0.043 being the closing price of the Shares on ASX on 25 October 2015.

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 expenses 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 by the Company for the period from 28 November 2015 (being the date 12 months preceding the date of the Meeting) to the date of this Notice is 135,342,518, representing approximately 43.9% of the total number of Equity Securities on issue at the commencement of that 12 month period (28 November 2015). The details of all issues of Equity Securities by the Company for the period from 28 November 2015 (being the date 12 months preceding the date of the Meeting) to the date of this Notice is set out in **Schedule 2** 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.

SCHEDULE 1**DEFINITIONS**

In this Notice and Explanatory Memorandum:

Annual Report	means the annual report of the Company for the financial year ended 30 June 2016.
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.
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.
Spill Meeting	has the meaning given in section 4 of the Explanatory Memorandum.
Spill Resolution	has the meaning given in section 4 of the Explanatory Memorandum.
Trading Days	means a day determined by ASX to be a trading day in accordance with the Listing Rules.
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
INFORMATION REQUIRED BY LISTING RULE 7.3A.6

The Company has issued the following Equity Securities for the period from 28 November 2015 (being the date 12 months preceding the date of the Meeting) to the date of this Notice:

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 closing price on day of issue	Amount raised, use of funds or non-cash consideration	The current value of the non-cash consideration.
19 January 2016	1,511,650 Ordinary Shares	Issue to Energold Drilling Corporation for services provided	Nil per Ordinary Share Share price on 19 January 2016 \$0.019	Nil	Non-cash consideration The closing share price at the day of notice was \$0.043
16 February 2016	31,217,000 Ordinary Shares 7,804,250 Attaching Options in Placement at exercise price \$0.05 expiring on 19 April 2018	Issue of Securities under placement	\$0.025 per Ordinary Share Nil per attaching Option Share Price on 16 February 2016 \$0.028	\$780,425. Legal \$46,825 Admin \$140,476 Tenement Cost \$179,497 Consultant/Salaries/Wages \$163,889 Exploration costs \$249,738	Non-cash consideration. Each Option has been valued at: On the date of issue: \$0.014 At the date of this notice \$0.025
8 March 2016 18 May 2016	2,273,250 Ordinary Shares 1,136,625 Free attaching Options exercise price	Issue of Securities on conversion of Convertible Notes	Nil per Ordinary Share Nil per attaching Options Share Price on:	Securities issued on redemption of convertible notes with a face value of \$0.01	Non-cash consideration The closing share price at the day of notice was \$0.043

	\$0.0125 expiring on 1 March 2018		8 March 2016 \$0.023 18 May 2016 \$0.02		Each Option has been valued at: On the date of issue: \$0.014 At the date of this notice \$0.035
19 April 2016	10,750,000 Incentive Options exercise price \$0.03 expiring on 19 April 2017	Issued to: M. Schmulian W Dix J McKenzie Robward Pty Ltd A De Castro C Smith Following Shareholder approval	The Options were issued for nil consideration.	No cash was raised from the issue.	Non-cash consideration. Each Option has been valued at: On the date of issue: \$0.009 At the date of this notice \$0.021
19 April 2016	10,750,000 Incentive Options exercise price \$0.037 expiring on 19 April 2020	Issued to: M. Schmulian W Dix J McKenzie Robward Pty Ltd A De Castro C Smith Following Shareholder approval	The Options were issued for nil consideration.	No cash was raised from the issue.	Non-cash consideration. Each Option has been valued at: On the date of issue: \$0.021 At the date of this notice \$0.036
18 May 2016	300,000 Ordinary Shares 75,000 Free attaching Options exercise price \$0.05 expiring on 18 May 2018	Issued to M Schmulian following Shareholder approval	\$0.025 per ordinary Share Nil per Attaching Options Share Price at 18 May 2016 \$0.02	\$7,500 Legal \$450 Admin \$1,350 Tenement Cost \$1,725 Consultant/Salaries/Wages \$1,575 Exploration costs \$2,400	Non-cash consideration. The closing share price at the day of notice was \$0.043 Each Option has been valued at: On the date of issue: \$0.009

					At the date of this notice \$0.025
14 July 2016	2,800,000 Ordinary Shares 700,000 Free attaching Options exercise price \$0.05 expiring on 13 July 2018	Issued to: J. McKenzie Robward Pty Ltd Skyrocket Investments Pty Ltd Following Shareholder approval	\$0.025 per ordinary Share Nil per Attaching Options Share Price at 14 July 2016 \$0.024	\$70,000 Legal \$4,200 Admin \$12,600 Tenement Cost \$16,100 Consultant/Salaries/Wages \$14,700 Exploration costs \$22,400	Non-cash consideration. The closing share price at the day of notice was \$0.043 Each Option has been valued at: On the date of issue: \$0.012 At the date of this notice \$0.027
19 August 2016	22,726,750 Ordinary Shares 11,363,375 Free attaching Options exercise price \$0.0125 expiring on 1 March 2018	Issue of Securities on conversion of Convertible Notes by Drake Private Investment LLC	Nil per Ordinary Share Nil per attaching Options	Nil	Non-cash consideration: Share price on date of issue: \$0.02 The closing share price at the day of notice was \$0.043 Each Option has been valued at: On the date of issue: \$0.014 At the date of this notice \$0.035

19 August 2016	4,597,928 Ordinary Shares	Issue of Securities to Drake Private Investment LLC	<p>\$0.025 per Ordinary Share</p> <p>Share Price on 19 August 2016 \$0.02</p>	<p>\$114,948. Funds being expended as follows</p> <p>Legal \$6,896</p> <p>Admin \$20,690</p> <p>Tenement Cost \$26,438</p> <p>Consultant/Salaries/Wages \$24,139</p> <p>Exploration costs \$36,785</p>	N/A
<p>19 January 2016</p> <p>22 February 2016</p> <p>19 September 2016</p> <p>5 October 2016</p> <p>10 October 2016</p> <p>14 October 2016</p> <p>21 October 2016</p>	13,232,690 Ordinary Shares	Exercise of options	<p>\$0.0125 per Ordinary Shares</p> <p>Share price on date of issue:</p> <p>19 January 2016: \$0.19</p> <p>22 February 2016: \$0.03</p> <p>19 September 2016: \$0.047</p> <p>5 October 2016: \$0.046</p> <p>10 October 2016: \$0.046</p> <p>14 October 2016: \$0.047</p> <p>21 October 2016: \$0.046</p>	<p>\$165,409. Funds expended or to be expended as follows</p> <p>Legal \$9,321</p> <p>Admin \$27,964</p> <p>Tenement Cost \$35,731</p> <p>Consultant/Salaries/Wages \$32,624</p> <p>Exploration costs \$59,769</p>	N/A

19 January 2016	100,000 Ordinary Shares	Exercise of options	\$0.05 per Option Share price 19 January 2016: \$0.019	\$5,000. All funds have been expended for working capital purposes.	N/A
5 October 2016 10 October 2016 14 October 2016 21 October 2016	8,000,000 Ordinary Shares	Exercise of options	\$0.03 per Option Share price on date of issue: 5 October 2016: \$0.046 10 October 2016: \$0.46 14 October 2016 \$0.047 21 October 2016: \$0.046	\$368,000. Funds remain unexpended. To be expended on exploration at Juma East and working capital	N/A
20 October 2016 21 October 2016	6,000,000 Ordinary Shares	Exercise of options	\$0.037 per Option Share issue on date of issue: 20 October 2016: \$0.046 21 October 2016: \$0.046	\$222,000. Funds remain unexpended. To be expended on exploration at Juma East and working capital	N/A

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

BBX MINERALS LIMITED | ABN: 82 089 221 634

Holder Number

Vote by Proxy

BBX:

Holder Number:

Option A – Please choose to vote online, because:

- ✓ **Save Your Money:** This company you own a part of has to spend thousands of dollars each year in print and postage costs. Online voting will reduce this unnecessary expense.
- ✓ **It's Quick and Secure:** Voting online provides you with greater privacy over your instructions, eliminates any postal delays and removes the risk of it being potentially lost in transit.
- ✓ **Receive Vote Confirmation:** Voting online is the only method which provides you with confirmation that your vote has been processed. It also allows you to amend your vote if required.



To Access online voting you can scan the barcode to the right with your tablet or mobile device or you can enter the following link into your browser. Voting online is quick and easy to do.

<https://investor.automic.com.au/#/loginsah>

STEP 1: Please appoint a Proxy

Option B – Appoint a proxy, by paper:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of the Company, to be held at **8.30am (WST) on Monday, 28 November 2016 at the offices of the Company, Level 1, 35 Havelock Street, West Perth, 6005** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

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 Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2: Voting Direction

Resolutions

- 1 REMUNERATION REPORT (NON-BINDING)
- 2 RE-ELECTION OF DIRECTOR – MICHAEL SCHMULIAN
- 3 APPROVAL OF 10% PLACEMENT FACILITY

For Against Abstain

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<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.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016

Email Address _____

HOW TO COMPLETE THIS PROXY VOTING FORM

LOGGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **8.30am (WST) on Saturday, 26 November 2016**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Proxy Voting Forms can be lodged:

ONLINE



<https://investor.automic.com.au/#/loginsah>



Login to the Automic website using the holding details as shown on the Proxy Voting Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, shareholders will need their Holder Number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on front of the Proxy Voting form.



BY MAIL

Automic Registry Services
PO Box 2226
Strawberry Hills NSW 2012



BY HAND

Automic Registry Services
Level 3, 50 Holt Street, Surrj Hills NSW 2010



ALL ENQUIRIES TO

Telephone: 1300 288 664 Overseas: + 61 2 9698 5414

DEFAULT TO THE CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services on 1300 288 664 or you may copy this form.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

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

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

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

CORPORATE REPRESENTATIVES

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

ATTENDING THE MEETING

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

YOUR NAME AND ADDRESS

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

VOTING UNDER STEP 1 - APPOINTING A PROXY

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