



Castle Minerals Limited
ACN 116 095 802

Notice of Annual General Meeting
and
Explanatory Notes

The general meeting will be held:

At: the offices of Azumah Resources Ltd, 11 Ventnor Avenue, West Perth WA 6005.

On: Tuesday, 22 November 2016 at 9am.

You can vote by:

Attending and voting at the meeting; or

Appointing someone as your proxy to attend and vote at the meeting on your behalf, by completing and returning the proxy form to Castle in the manner set out in the proxy form. The proxy form must be received by the Company no later than 9.00am on 20 November 2016.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of shareholders of Castle Minerals Limited (the "Company") will be held at 9am, on Tuesday 22 November 2016 at the offices of Azumah Resources Ltd, 11 Ventnor Avenue, West Perth WA 6005.

Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2016, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Resolution 1 - Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2016."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2 - Re-election of Director – Stephen Stone

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

"That, for the purpose of clause 11.12 of the Constitution and for all other purposes, Stephen Stone, a Director, retires, and being eligible, is re-elected as a Director."

Resolution 3 - Re-election of Director – Michael Atkins

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

"That, for the purpose of clause 11.12 of the Constitution and for all other purposes, Michael Atkins, a Director, retires, and being eligible, is re-elected as a Director."

Resolution 4 - Re-election of Director – Ian Hobson

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

"That, for the purpose of clause 11.12 of the Constitution and for all other purposes, Ian Hobson, a Director, retires, and being eligible, is re-elected as a Director."

Resolution 5: Issue of Shares to Director Michael Atkins

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

"That, for the purposes of ASX Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, approval is given for the Company to issue 612,007 Shares to Mr Michael Atkins (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Resolution 6: Issue of Shares to Director Stephen Stone

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

“That, for the purposes of ASX Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, approval is given for the Company to issue 612,007 Shares to Mr Stephen Stone (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Resolution 7: Issue of Shares to Director Ian Hobson

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

“That, for the purposes of ASX Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, approval is given for the Company to issue 639,830 Shares to Mr Ian Hobson (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Resolution 8: Issue of Options to Director Michael Atkins

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

“That, for the purposes of sections 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 2,000,000 Options to Michael Atkins (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Resolution 9: Issue of Options to Director Stephen Stone

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

“That, for the purposes of sections 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 2,000,000 Options to Stephen Stone (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Resolution 10: Issue of Options to Director Ian Hobson

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

“That, for the purposes of sections 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 2,000,000 Options to Ian Hobson (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

4. Resolution 11 – Approval of 10% Placement Capacity

To consider, and if thought fit, to pass as a special resolution the following:

“That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the Shares on issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement”

Dated: 10 October 2016

By order of the Board

A handwritten signature in blue ink, appearing to read 'I. Hobson', is positioned above the printed name and title.

Ian Hobson
Company Secretary

Voting Exclusions

The Company will disregard any votes cast on the resolution by or on behalf of any person specified below in relation to that resolution and an associate of any such person when determining the result of the resolution except where the vote is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the Chairman as a proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 1:

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the remuneration report, or a Closely Related Party of such member. However, a vote may be cast by such person if:

3. the person is acting as proxy and the proxy form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
4. the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.

Resolution 5: The Company will disregard any votes cast on these Resolutions by Mr Atkins (or his nominee) and any of his associates respectively. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chairman 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.

Resolutions 6: The Company will disregard any votes cast on these Resolutions by Mr Stone (or his nominee) and any of his associates respectively. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chairman 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.

Resolution 7: The Company will disregard any votes cast on this Resolution by Mr Hobson (or his nominee) and any of his associates respectively. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chairman 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.

Resolutions 8, 9 & 10: The Company will disregard any votes cast on this Resolution by Messrs Atkins, Stone or Hobson (or nominees) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

Resolution 11: The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution 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 associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

PROXY AND VOTING INSTRUCTIONS

A shareholder entitled to attend and vote at the meeting may appoint one or two proxies to attend and vote on their behalf. Each proxy will have the right to vote on a poll and also to speak at the meeting.

A proxy need not be a member of the Company and a proxy can be either an individual or a body corporate.

The appointment of a proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half the votes).

If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that resolution as they think fit.

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf.

If a proxy form is returned but the nominated proxy does not attend the meeting, or does not vote on the resolution, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions.

Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the resolutions proposed in this Notice of General Meeting.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be returned to the **Company Secretary at PO Box 226 Subiaco WA 6904, hand delivered to Suite 5, 95 Hay Street, Subiaco WA 6008, faxed on +61-8 9388 8256 or emailed to: ianhobson@bigpond.com** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act 2001. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

A proxy form accompanies this Notice of General Meeting.

Corporate Representatives

Any corporation that is a shareholder of the Company may authorise (by a form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chairman) a natural person to act as its representative at any general meeting.

Voting Entitlement

The Company has determined that for the purposes of the meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00 pm on 20 November 2016. Accordingly, transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

Explanatory Statement

Annual Report

There is no requirement for Shareholders to approve the Annual Report. Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report;
- (b) ask questions or make comment on the management of the Company;
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

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

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies 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,

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

Resolution 1 - Remuneration Report

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Section 250R(3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act was amended in 2011 by the *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (**Director and Executive Remuneration Act**).

The Director and Executive Remuneration Act introduced new sections 250U and 250Y, amongst others, into the Corporations Act, giving Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting the consequences are that it may result in the re-election of the Board.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing

and returning the Proxy Form, the Shareholder is considered to have provided the Chairman with an express authorization for the Chairman to vote the proxy in accordance with the Chairman's intention.

RESOLUTIONS 2, 3, AND 4: RE-ELECTION OF DIRECTORS

Messrs Atkins, Stone and Hobson were appointed by the Company on 18 January 2016. Pursuant to Article 11.12 of the Company's Constitution, a Director appointed by the Company pursuant to Article 11.11 holds office until the next annual general meeting and is eligible for re-election.

Resolutions 2, 3 and 4 seeks approval for the re-election of Messrs Atkins, Stone and Hobson, who will cease to hold office at the annual general meeting and offer themselves for re-election. Messrs Atkins, Stone and Hobson's details are set out in the annual report.

RESOLUTIONS 5, 6, and 7 – ISSUE OF SHARES TO DIRECTORS

Resolutions 5, 6 and 7 seek Shareholder approval for the issue of Shares to the Directors (or their nominees) in lieu of directors' fees for the period from 1 July 2016 to 30 September 2016. As a consequence no cash payment by way of Director's fees for this period is contemplated.

The directors' remuneration has been set at \$40,000 p.a. plus \$1,500/day for more than 60 hours per quarter work provided to the Company each for of Michael Atkins and Stephen Stone. Ian Hobson is remunerated at \$200/hr for his combined services as a director and company secretary. In order to preserve the Company's cash, the directors' have agreed, subject to shareholder approval, to receive their fees in shares in the Company in lieu of cash.

The issue price of the shares is calculated by reference to the 15 day VWAP for the end of month that the fees accrued. If shareholders do not approve the issue of shares, the remuneration will be paid in cash. In addition, the directors seek shareholder approval pursuant to Resolutions 8, 9 and 10 to be issued with 2,000,000 Options each on the terms set out in Annexure B ("Related Party Options") to preserve cash resources, to compensate them for modest director fees and to incentivise them.

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the proposed grants involve the issue of Shares to related parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required.

The following information is provided in relation to the proposed Participation:

1. the related parties are Messrs Atkins, Stone and Hobson and they are related parties by virtue of being Directors;
2. the directors were all appointed on 18 January 2016. The remuneration and emoluments from the Company to the Directors for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Director	Annual Director Fee Current Financial Year (FY16/17)	Director Fee Accrued 1 July to 30 September 2016	Previous Financial Year (FY15/16)
Michael Atkins	\$40,000*	\$10,000	\$18,065
Stephen Stone	\$40,000*	\$10,000	\$63,065
Ian Hobson	\$200/Hr	\$10,400	\$19,600

*\$1,500/day for more than 60 hours per quarter work provided to the Company each for of Michael Atkins and Stephen Stone.

3. the calculation of shares in lieu of fees is :

	Total Director Fee Accrued 1 July to 30 September 2016	VWAP FOR THE PERIOD	Shares
Michael Atkins	\$10,000	\$0.01634	612,007
Stephen Stone	\$10,000	\$0.01634	612,007
Ian Hobson	\$10,400	\$0.01634	639,380

4. the maximum number of Shares (being the nature of the financial benefit being provided) to be issued to the Directors is set out in the table below:

Director	Shareholding on Date of Issue of this Notice of Meeting	Maximum Shares subject to Resolutions 5, 6 and 7	Shareholding assuming approval of Resolutions 5, 6 and 7
Michael Atkins	4,137,615	612,007	4,749,622
Stephen Stone	16,740,382	612,007	17,352,389
Ian Hobson	4,302,808	639,380	4,942,638

5. the Shares will be issued to the Directors no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Shares will be issued on one date;
6. the issue price is Nil. The Shares will be deemed to be issued at the price as at the date on which the Shares are in fact issued.
7. the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
8. the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.019	9/8/2016
Lowest	\$0.007	23/12/2015
Last	\$0.014	30/9/2016

9. the primary purpose of the grant of Participation of the Directors is to preserve cash resources of the company and in lieu of payment of Director's fees as set out above. No funds will be raised from this share issue;
10. each Director declines to make a recommendation to Shareholders in relation to Resolutions 5, 6 and 7 due to their material personal interest in the outcome of the Resolution on the basis that each Director is to be issued should Resolutions 5, 6 and 7 be passed; and

11. the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 5, 6 and 7.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares to the Directors (or their nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

RESOLUTIONS 8, 9 and 10 – ISSUE OF OPTIONS TO DIRECTORS

General

Resolutions 8, 9 and 10 seek Shareholder approval for the grant of 2,000,000 Related Party Options to each of Messrs Atkins, Stone and Hobson (or nominees) on the terms set out in Annexure B to preserve cash resources, to compensate them for modest director fees and to incentivise them.

Shareholder Approval (Listing Rule 10.11)

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Related Party Options:

1. the related parties are Michael Atkins, Stephen Stone and Ian Hobson who are related parties by virtue of being directors of the Company;
2. the maximum number of Related Party Options to be issued on the date of issue is 6,000,000 ;
3. the Related Party Options will be granted to each Related Party no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Options will be issued on one date;
4. the Related Party Options will be granted for nil cash consideration, accordingly no funds will be raised;
5. the exercise and deemed issue price of the Related Party Options is 3 cents per share;
6. the other terms and conditions of the Related Party Options are set out in Annexure B;
7. the value of the Related Party Options using a Black Scholes methodology is set out as follows:

Details	Input
Share price	\$0.014
Exercise Price	\$0.03
Risk Free Rate (RBA 180 day Rate)	1.95%
Volatility (Annualised)	100%
Start Date	24 November 2016
Expiry Date	24 November 2019
Value per Option	\$0.0066

8. the relevant interest of the directors in Shares and their current option holdings are set out above;
9. the remuneration and emoluments from the Company to each of the directors in the previous financial year and the proposed remuneration and emoluments for the current financial year are set out above,(disregarding the proposed grant of the Related Party Options);
10. the dilution effect if the Related Party Options granted to the Related Parties are exercised is set out in below on the basis of 168,502,536 shares currently on issue;

Director	Shareholding on Date of Issue of this Notice of Meeting	Maximum Shares subject to Resolutions 5, 6 and 7	Maximum Shares assuming exercise of options subject to Resolutions 8, 9 and 10	Shareholding assuming approval of Resolutions 5, 6, 7, 8, 9 and 10	% of Fully diluted equity securities assuming all resolutions approved
Michael Atkins	4,137,615	612,007	2,000,000	6,749,622	3.8%
Stephen Stone	16,740,382	612,007	2,000,000	19,352,389	11.0%
Ian Hobson	4,302,808	639,380	2,000,000	6,942,638	3.9%

11. the market price for Shares during the term of the Related Party Options would normally determine whether or not the Related Party Options are exercised. If, at any time any of the Related Party Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Related Party Options, there may be a perceived cost to the Company. The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out above;
12. the primary purpose of the grant of Participation of the Directors is to preserve cash resources of the company and in lieu of payment of Director's fees as set out above. No funds will be raised from this share issue;
13. each Director declines to make a recommendation to Shareholders in relation to Resolutions 8, 9 and 10 due to their material personal interest in the outcome of the Resolution on the basis that each Director is to be issued Options should Resolutions 8, 9 and 10 be passed; and
14. the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 8, 9 and 10.

RESOLUTION 11

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital at the time of the issue over a period up to 12 months after the annual general meeting (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 11, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below).

The effect of Resolution 11 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue at the time of the issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing.

If and when the Company does utilise the 10% Placement Facility within the 12 months following the AGM, assuming Resolution 11 is passed, the Company will be required to give ASX details of who the allottees are and how many Equity Securities they each received. In addition the Company will be required to release by way of ASX announcement the information set out in Listing Rule 3.10.5A, namely:

- (a) details about the dilution to the existing Shareholders caused by the issue of Equity Securities under the Special Placement Facility;

- (b) if cash is raised, an explanation why a pro rata issue or other type of issue allowing existing shareholders to participate was not adopted instead of or as well as using the 10% Placement Facility;
- (c) details about any underwriting and underwriting fees paid, and
- (d) details about any other fees or costs incurred in connection with the issue of Equity Securities under the 10% Placement Facility.

The Directors of the Company believe that Resolution 11 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 11 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 11 for it to be passed.

7.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$2.5m.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of Equity Securities on issue, being the Shares (ASX Code: CDT).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
 - (a) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (b) plus the number of partly paid shares that became fully paid in the previous 12 months;
 - (c) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under this rule; and
 - (d) less the number of Shares cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX 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 holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

7.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 3:

- (a) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX 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 ASX trading days of the date in Section 7.3(a)(i), the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking).

(10% Placement Capacity Period).

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 11 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.008	\$0.015	\$0.023
		50% decrease in Issue Price	Current Issue Price	50% increase in Issue Price
168,502,536	Shares issued	16,850,254	16,850,254	16,850,254
(Current)		Shares	Shares	Shares
	Funds raised	\$126,377	\$252,754	\$379,131
252,753,804	Shares issued	25,275,380	25,275,380	25,275,380
(50% increase)		Shares	Shares	Shares
	Funds raised	\$189,565	\$252,754	\$568,696
337,005,072	Shares issued	33,700,507	33,700,507	33,700,507
(100% increase)		Shares	Shares	Shares
	Funds raised	\$252,754	\$505,508	\$758,261

*The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. The current shares on issue are the Shares on issue as at 3 October 2016.
2. The issue price set out above is the closing price of the Shares on the ASX on 30 September 2016.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
5. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised to continue expansion of the Rewardle Merchant and Member Network; or
- (ii) as non-cash consideration for product development and expansion. In such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

(e) Allocation policy under the 10% Placement Capacity

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous Approval under ASX Listing Rule 7.1A**

The Company did not previously obtained Shareholder approval under ASX Listing Rule 7.1A at its annual general meeting held on 23 November 2015. In the 12 months preceding the date of the 2016 Annual General Meeting, the Company issued a total of 37,510,017 Equity Securities, representing 39% of the total number of Equity Securities on issue at 23 November 2015.

The Equity Securities issued in the preceding 12 month period comprise of the details of these issues are set out in Annexure A.

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. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

ANNEXURE A

Date of issue	Number issued	Class/Type of equity security and Summary of terms	Names of persons who received securities or basis on which those persons was determined	Issue Price	Consideration	
25 January 2016	8,329,212	Ordinary Shares	Azumah Resources Ltd	0.9 cents per share (discount to closing price = 18%)	Total cash consideration	\$74,963
					Amount of cash consideration spent and description of what consideration was spent on	Cash spent:\$74,963 Administration and tenement costs
					Intended use for remaining cash consideration	N/A
					Non-cash consideration paid and current value of that non-cash consideration	N/A
27 June 2016	10,000,000	Ordinary Shares	Sophisticated investor	1 cents per share (discount to closing price = 20%)	Total cash consideration	\$100,000
					Amount of cash consideration spent and description of what consideration was spent on	Spent: \$100,000 Administration and tenement costs
					Intended use for remaining cash consideration	Expansion and development of business
					Non-cash consideration paid and current value of that non-cash consideration	N/A
15 August 2016	9,180,805	Ordinary Shares	Directors – Michael Atkins, Stephen Stone & Ian Hobson in lieu of directors fees	1.1 cents per share (discount to closing price = 38%)	Total cash consideration	N/A
					Amount of cash consideration spent and description of what consideration was spent on	N/A
					Intended use for remaining cash consideration	N/A
					Non-cash consideration paid and current value of that non-cash consideration	Consideration paid:\$100,730 Current value: \$128,531

15 August 2016	10,000,000	Ordinary Shares	Directors – Michael Atkins, Stephen Stone	1 cents per share (discount to closing price = 38%)	Total cash consideration	\$100,000
					Amount of cash consideration spent and description of what consideration was spent on	Nil N/A
					Intended use for remaining cash consideration	Administration costs and tenement fees
					Non-cash consideration paid and current value of that non-cash consideration	N/A

ANNEXURE B – TERMS OF RELATED PARTY OPTIONS

TERMS AND CONDITIONS OPTIONS EXPIRING 30 November 2019

The Options to be issued pursuant to the Resolutions will be issued on the following terms:

1. Each Option shall be issued for no consideration.
2. The exercise price of each Option will be 3 cents per share ("**Exercise Price**").
3. Each Option entitles the holder to subscribe for one Share in Castle Minerals Limited ACN 116 095 802 ("**Company**") upon the payment of the Exercise Price per Share subscribed for.
4. The Options will vest on the issue date.
5. The Options will lapse at 5.00 pm, Western Standard Time on 30 November 2019 ("**Expiry Date**").
6. The Options may be transferred at any time in accordance with the Corporations Law, the SCH Business Rules and/or the Listing Rules;
7. There are no participating rights or entitlements inherent in these Options and holders of the Options will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the Option.
8. Option holders have the right to exercise their Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company made during the currency of the Options, and will be granted a period of at least 10 business days before books closing date to exercise the Options.
9. In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to the holders of Shares after the date of issue of the Options, the exercise price of the Options will be adjusted in accordance with the formula set out in the ASX Listing Rules;
10. In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
11. The Options shall be exercisable at any time until the Expiry Date ("**Exercise Period**") by the delivery to the registered office of the Company of a notice in writing ("**Notice**") stating the intention of the Option holder to exercise all or a specified number of Options held by them accompanied by an Option certificate and a cheque made payable to the Company for the subscription monies for the Shares. The Notice and cheque must be received by the Company during the Exercise Period. An exercise of only some Options shall not affect the rights of the Option holder to the balance of the Options held by it.
12. The Company shall allot the resultant Shares and deliver a statement of shareholdings with a holders' identification number within 5 business days of exercise of the Options.
13. The Shares allotted shall rank, from the date of allotment, equally with the existing ordinary shares of the Company in all respects.
14. Quotation of the Options on ASX will not be sought. However, the Company will apply to ASX for official quotation of Shares issued on the exercise of Options.

CASTLE MINERALS LIMITED

ACN 116 095 802

Proxy Form for General Meeting

<shareholder name & address>

All correspondence to:

By mail: PO Box 226, Subiaco WA 6904

By hand: Suite 5, 95 Hay Street, Subiaco WA 6008

Telephone +61 8 9388 8290

Facsimile +61 8 9388 8256

Email to the Company Secretary: ianhobson@bigpond.com

I/We the shareholder(s) named above hereby appoint(s) the Chairman of the meeting as proxy, **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered security holder) you are appointing as your proxy in the box below, or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the General Meeting of the Company to be held at the offices of Azumah Resources Ltd, 11 Ventnor Avenue, West Perth WA 6005 on 22 November 2016 at 9:00am and at any adjournment of that meeting.

of

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the Company. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

The proportion or number of my/our voting rights which this proxy is appointed to represent is

% being	number of votes (see note 4)
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Voting Instructions**Resolutions**

1. Adoption of Remuneration Report
2. Re-election of Director - Michael Atkins
3. Re-election of Director - Stephen Stone
4. Re-election of Director - Ian Hobson
5. Issue of Shares to Director Michael Atkins
6. Issue of Shares to Director Stephen Stone
7. Issue of Shares to Director Ian Hobson
8. Issue of Options to Director Michael Atkins
9. Issue of Options to Director Stephen Stone
10. Issue of Options to Director Ian Hobson
11. Approval of 10% placement capacity

FOR**AGAINST****ABSTAIN**

If no direction is given above or if more than one box is marked, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of the resolutions to be considered by the meeting and any adjournment of the meeting.

Signature(s)

Date

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

NOTES ON PROXY FORM

1. Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. **Please note: you cannot change ownership of your shares using this form.**

2. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box underneath your name and address. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name and address of that person in the boxes on the form for that purpose. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

3. Votes on Items of Business

You should direct your proxy how to vote by placing a mark in 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.

4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

5. Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either security holder may sign.

Power of Attorney: to sign under Power of Attorney, you should have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form should be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company.

6. Lodgment of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 9.00 am on 20 November 2016, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged by hand, mail or fax at the address set out below:

- (a) by mail: PO Box 226, Subiaco WA 6904
- (b) by hand: Suite 5, 95 Hay Street, Subiaco WA 6008
- (c) by facsimile: +61 8 9388 8256; or
- (d) email to the Company Secretary: ianhobson@bigpond.com