

SHREE MINERALS LIMITED

ACN 130 618 683

NOTICE OF ANNUAL GENERAL MEETING

And

EXPLANATORY MEMORANDUM

And

PROXY FORM

Date of Meeting: Wednesday, 23rd November 2011

Time of Meeting: 11.00 am (WST)

Place of Meeting: Forrest Centre
Level 29, 221 St Georges Tce
PERTH WA 6000

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

SHREE MINERALS LIMITED
ACN 130 618 683

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Shree Minerals Limited ACN 130 618 683 ("**Shree**" or "**Company**") will be held at Level 29, 221 St Georges Tce, Perth, Western Australia 6000 on Wednesday , 23rd November 2011, commencing at 11.00 am (WST).

The Explanatory Memorandum that accompanies and forms part of this Notice of Annual General Meeting describes the various matters to be considered.

Terms used in this Notice of Annual General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary of Terms as contained in the Explanatory Memorandum.

AGENDA

FINANCIAL REPORTS

To receive and consider the Financial Report and the Reports of the Directors and Auditor of the Company and its controlled entities for the year ended 30 June 2011.

RESOLUTIONS

1. GRANT OF SECURITIES TO MR. MAHENDRA PAL

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

"That, for the purposes of Listing rule 10.11 of the Listing Rules of the ASX Limited and for all other purposes, approval is given for the company to allot and issue Mr. Mahendra Pal or his nominee up to 1,000,000 Share Performance Rights and for the issue of Shares upon the vesting of those Share Performance Rights, to be issued on the terms and conditions set out in the Explanatory Statement accompanying this notice."

The entity will disregard votes cast (in any capacity) by or on behalf of a member of the Key Management Personnel (KMP) or that KMP's closely related party .The entity will also disregard any votes cast on this resolution by Mr. Mahendra Pal and any associate of Mr. Mahendra Pal.

However the entity need not disregard a vote if:

- i. 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
- ii. It is cast by a person chairing the meeting as proxy for a person who is entitled to vote as the proxy decides.

2. ADOPTION OF THE REMUNERATION REPORT

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

"That the Remuneration Report, which forms part of the Directors' Report for the year ended 30th June 2011, be adopted."

The entity will disregard votes cast (in any capacity) by or on behalf of a member of the Key Management Personnel (KMP) or that KMP's closely related party. However the entity need not disregard a vote if:

- i. *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*
- ii. *It is cast by a person chairing the meeting as proxy for a person who is entitled to vote as the proxy decides.*

3. APPOINTMENT OF MR. AMU SHAH AS A DIRECTOR OF THE COMPANY

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

“Resolved that Mr. Amu Shah who was appointed as an additional director of the Company by the board of directors in terms of Clause 13.4 of the Constitution be appointed as a director of the Company.”

4. RE ELECTION OF DIRECTOR

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

“Resolved that Mr. Arun Kumar Jagatramka, who retires in accordance with the clause 13.2 of the Company's Constitution, be re-elected as a director of the Company.”

5. RE ELECTION OF DIRECTOR

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

“Resolved that Mr. Andy Lau, who retires in accordance with the clause 13.2 of the Company's Constitution, be re-elected as a director of the Company.”

6. GRANT OF SHARES & OPTIONS TO MR. ANDY LAU

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

- a. *“That, for the purposes of Listing Rule 10.11 of the Listing Rules of the ASX Limited and for all other purposes, resolved that 1,000,000 options exercisable at \$0.20 per option vesting on 24th November 2011 and expiring on 31st October 2012 be issued to Mr. Andy Lau, director of the Company, to be issued on the terms and conditions set out in the Explanatory Statement accompanying this notice.”*
- b. *“That, for the purposes of Listing Rule 10.11 of the Listing Rules of the ASX Limited and for all other purposes, approval is given for the company to allot and issue Mr. Andy Lau or his nominee up to 150,000 fully paid ordinary shares in the Capital of the Company, to be issued on the terms and conditions set out in the Explanatory Statement accompanying this notice.”*

The entity will disregard votes cast (in any capacity) by or on behalf of a member of the Key Management Personnel (KMP) or that KMP's closely related party. The entity will also disregard any votes cast on a resolution by Mr. Andy Lau and any associate of Mr. Andy Lau.

However the entity need not disregard a vote if:

- i. 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
- ii. It is cast by a person chairing the meeting as proxy for a person who is entitled to vote as the proxy decides.”

7. GRANT OF SHARES & OPTIONS TO MR. ARUN KUMAR JAGATRAMKA

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

- a. *“That, for the purposes of Listing Rule 10.11 of the Listing Rules of the ASX Limited and for all other purposes, resolved that 1,000,000 options exercisable at \$0.20 per option vesting on 24th November 2011 and expiring on 31st October 2012 be issued to Mr. Arun Kumar Jagatramka, Director of the Company, to be issued on the terms and conditions set out in the Explanatory Statement accompanying this notice.”*
- b. *“That, for the purposes of Listing Rule 10.11 of the Listing Rules of the ASX Limited and for all other purposes, approval is given for the company to allot and issue Mr. Arun Kumar Jagatramka or his nominee up to 150,000 fully paid ordinary shares in the Capital of the Company, to be issued on the terms and conditions set out in the Explanatory Statement accompanying this notice.”*

The company will disregard votes cast (in any capacity) by or on behalf of a member of the Key Management Personnel (KMP) or that KMP’s closely related party. The entity will also disregard any votes cast on a resolution by Mr. Arun Kumar Jagatramka and any associate of Mr. Arun Kumar Jagatramka.

However the entity need not disregard a vote if:

- i. 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
- ii. It is cast by a person chairing the meeting as proxy for a person who is entitled to vote as the proxy decides.”

8. GRANT OF SHARES & OPTIONS TO MR. SANJAY LOYALKA

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

- a. *“That, for the purposes of Listing Rule 10.11 of the Listing Rules of the ASX Limited and for all other purposes, resolved that 1,000,000 options exercisable at \$0.20 per option vesting on 24th November 2011 and expiring on 31st October 2012 be issued to Mr. Sanjay Loyalka, Director of the Company, to be issued on the terms and conditions set out in the Explanatory Statement accompanying this notice.”*
- b. *“That, for the purposes of Listing Rule 10.11 of the Listing Rules of the ASX Limited and for all other purposes, approval is given for the company to allot and issue Mr. Sanjay Loyalka or his nominee up to 500,000 fully paid ordinary shares in the Capital of the Company, to be issued on the terms and conditions set out in the Explanatory Statement accompanying this notice.”*

The company will disregard votes cast (in any capacity) by or on behalf of a member of the Key Management Personnel (KMP) or that KMP's closely related party. The entity will also disregard any votes cast on a resolution by Mr. Sanjay Loyalka and any associate of Mr. Sanjay Loyalka.

However the entity need not disregard a vote if:

- i. 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
- ii. It is cast by a person chairing the meeting as proxy for a person who is entitled to vote as the proxy decides."

9. GRANT OF SHARES & OPTIONS TO MR. AMU SHAH

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

- a. *"That, for the purposes of Listing Rule 10.11 of the Listing Rules of the ASX Limited and for all other purposes, resolved that 1,000,000 options exercisable at \$0.20 per option vesting on 24th November 2011 and expiring on 31st October 2012 be issued to Mr. Amu Shah, director of the Company, to be issued on the terms and conditions set out in the Explanatory Statement accompanying this notice."*
- b. *"That, for the purposes of Listing Rule 10.11 of the Listing Rules of the ASX Limited and for all other purposes, approval is given for the company to allot and issue Mr. Amu Shah or his nominee up to 150,000 fully paid ordinary shares in the Capital of the Company, to be issued on the terms and conditions set out in the Explanatory Statement accompanying this notice."*

The company will disregard votes cast (in any capacity) by or on behalf of a member of the Key Management Personnel (KMP) or that KMP's closely related party. The entity will also disregard any votes cast on a resolution by Mr. Amu Shah and any associate of Mr. Amu Shah.

However the entity need not disregard a vote if:

- i. 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
- II. It is cast by a person chairing the meeting as proxy for a person who is entitled to vote as the proxy decides.

BY ORDER OF THE BOARD

Sanjay Loyalka
Company Secretary

Dated: 18th October 2011

PROXY AND VOTING ENTITLEMENT INSTRUCTIONS

PROXY INSTRUCTIONS

Shareholders are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be deposited at or sent by facsimile transmission to the registered office of **Shree Minerals Limited at UNIT 4 , The Pines Business Centre, 86-88 Forrest Street, Cottesloe, WA 6011, facsimile number +61 8 93855194**, 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 i.e. 21st November 2011 ,11.00 am (WST).

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act.

The proxy may, but need not, be a Shareholder of Shree Minerals Limited.

In the case of shares jointly held by two or more persons, all joint holders must sign the proxy form.

A proxy form is attached to this Notice.

VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 11.00 am WST on 21st November 2011. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

SHREE MINERALS LIMITED
ACN 130 618 683

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders of Shree Minerals Limited ("**Shree**" or "**Company**") in connection with the business to be conducted at the Annual General Meeting of shareholders to be held at Level 29, 221 St Georges Tce, Perth, Western Australia on Wednesday, 23rd November 2011 commencing at 11:00 am (WST).

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting.

1. FINANCIAL REPORT

- The first item of the Notice of Annual General Meeting deals with the presentation of the Financial Report and the Reports of the Directors and Auditor of the Company for the year ended 30th June 2011. Elements of the Financial Report are detailed in the Audit Report of the Annual Report. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.
- No resolution is required to be moved in respect of this item.

2. RESOLUTION 1 – Grant of securities to Mr. Mahendra Pal, Director

RESOLUTION 1 seeks Shareholder approval to allot and issue up to 1,000,000 Share Performance Rights and for the issue of Shares upon the vesting of those Share Performance Rights to Mr. Mahendra Pal (or his nominee) for no cash consideration.

- i. As a director of the Company, Mr Mahendra Pal is a related party of the company. ASX Listing Rule 10.11 requires the Company to obtain Shareholder approval prior to the issue of securities to a related party.
- ii. Approval required pursuant to ASX Listing rule 7.1 is not required in as approval is being sought under ASX Listing Rule 10.11. ASX Listing rule 10.13 requires the following information to be provided;
- iii. The Share Performance Rights and for the issue of Shares upon the vesting of those Share Performance Rights will be issued to Mr. Mahendra Pal or his nominee.
- iv. The Share Performance Rights are proposed to be issued to Mr. Mahendra Pal as an award for identifying potential of DSO (Direct Shipping Ore) Resources at Nelson Bay River (NBR) and subsequent discovery of such Resources. The Share Performance Rights are proposed to be issued in lieu of cash bonus for this performance with an objective to conserve cash as a prudent measure in initial stages of the company's business development. However , if this resolution to is not approved , the company would opt to grant a cash bonus to Mr.Mahendra Pal of \$0.20 for every one (1) tonne of DSO Iron Ore sold over the three years ending on 30th June 2013, 30th June 2014 and 30th June 2015 respectively subject to \$200,000 in aggregate cash bonus.

- v. The maximum number of Share Performance Rights the Company will grant is 1,000,000 Share Performance Rights.
- vi. The Share Performance Rights will be issued no later than one month after the date of this meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
- vii. The Share Performance Rights will be vested in three trenches on 31st October 2013, 31st October 2014 and 31st October 2015 respectively. The number of Share Performance Rights to be vested on each of the dates will be One (1) Share Performance Right for every one (1) tonne of DSO Iron Ore sold over the three years ending on 30th June 2013, 30th June 2014 and 30th June 2015 respectively subject to issue of maximum of 1,000,000 Share Performance Rights in aggregate.
- viii. Mr Mahendra Pal is a director of the Company and is a related party.
- ix. The Share Performance Rights and the issue of Shares upon the vesting of those Share Performance Rights will be issued for nil cash consideration and the Shares will rank equally with all other Shares issued by the Company.
- x. There will be no funds raised from the issue of the Share Performance Rights and the issue of Shares upon the vesting of those Share Performance Rights.
- xi. The Share Performance Rights granted under the Scheme do not give any right to participate in dividends or rights issues until Shares are allotted pursuant to the vesting of the relevant Share Performance Rights. The number of Shares issued on the vesting of Share Performance Rights will be adjusted for bonus issues made prior to the vesting of the Share Performance Rights.
- xii. If the Company, after having granted Share Performance Rights, reduces its issued Share Capital or subdivides or consolidates its Shares, the number of the Shares issued to the Right holder on vesting of Shares Performance Rights will be reduced, subdivided or consolidated, as the case may be, in accordance with the ASX Listing Rules.
- xiii. Share Performance Rights are not transferable.
- xiv. The terms mentioned in this notice for the share performance rights are the full terms of these rights.

3. RESOLUTION 2 – ADOPTION OF THE REMUNERATION REPORT

- Pursuant to the introduction of CLERP 9 from 1 July 2004 the directors of Shree Minerals Limited have elected to adopt and present, for shareholder consideration, the Remuneration Report which forms part of the Directors' Report included in the 2011 Annual Report.
- Details of director and executive remuneration are clearly explained in the Remuneration Report (refer pages 12 - 16 of the Annual Report). The resolution on the Remuneration Report is advisory only and in no way binds the directors of the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

4. RESOLUTION 3 – APPOINTMENT OF MR. AMU SHAH AS DIRECTOR OF THE COMPANY

The board of directors of the Company had appointed Mr. Amu Shah as an additional director in terms of Clause 13.4 of the Constitution of the Company. Accordingly Mr. Shah seeks appointment from the Shareholders of the Company at the Annual General Meeting.

5. RESOLUTION 4 – RE ELECTION OF DIRECTOR

In accordance with the Company's Constitution, Mr. Arun Kumar Jagatramka retires by rotation, is eligible for re-election and offers himself for re-election as a director.

6. RESOLUTION 5 – RE ELECTION OF DIRECTOR

In accordance with the Company's Constitution, Mr. Andy Lau retires by rotation, is eligible for re-election and offers himself for re-election as a director.

7. RESOLUTION 6 – GRANT OF SHARES & OPTIONS TO MR. ANDY LAU

RESOLUTION 6 seeks Shareholder approval to:

- allot and issue up to 1,000,000 options to Mr. Andy Lau (or his nominee) for no cash consideration and
- Allot and issue up to 150,000 Shares to Mr Andy Lau (or his nominee) for no cash consideration.
 - i. As a director of the Company, Mr. Andy Lau is a related party of the Company. ASX Listing rule 10.11 requires the Company to obtain Shareholder approval prior to the issue of securities to a related party.
 - ii. Approval required pursuant to ASX Listing Rule 7.1 is not required in as approval is being sought under ASX Listing Rule 10.11. ASX Listing Rule 10.13 requires the following information to be provided;
 - iii. The shares & options will be issued to Mr. Andy Lau or his nominee
 - iv. As the company progresses towards development due to its exploration success, there is the need to attract & retain appropriate personnel by adequate & competitive remuneration which was initially kept at a modest level as a start up Exploration Company. Hence the Director's fees have been increased by \$22,500 per annum to \$30,000. The resolution seeks to take approval to enable the company to have the option to issue shares & options in lieu of Director's fees paid in cash with an objective to conserve cash as a prudent measure in initial stages of the company's business development. However, if this resolution is not approved, the company would opt to pay in cash, the annual fees of Mr. Andy Lau of \$30,000.
 - v. The maximum number of options the Company will grant is 1,000,000 options.
 - vi. The maximum number of shares the Company will grant is 150,000 Shares.

- vii. The shares & options will be issued no later than one month after the date of this meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
- viii. Each option entitles the holder thereof, when exercised, to one fully paid ordinary share in the capital of the Company.
- ix. The exercise price of each option is \$0.20 which may be less than the market price of the shares on the date of grant of the same.
- x. These options may be exercised anytime by 31st October 2012.
- xi. No loan arrangements have been proposed for the exercise of these options.
- xii. The Board intends to use the funds that would be raised when these options are exercised for exploration and/or mine development and/or for working capital facilities.
- xiii. The options do not give any right to participate in dividends or rights issues until Shares are allotted pursuant to the exercise of the relevant shares. The number of Shares issued on the exercise of options will be adjusted for bonus issues made prior to the exercise of the options.
- xiv. If the Company, after having granted options, reduces its issued Share Capital or subdivides or consolidates its Shares, the number of the Shares issued to the Option holder on exercise of options will be reduced, subdivided or consolidated, as the case may be, in accordance with the ASX Listing Rules.
- xv. Options are fully transferable.
- xvi. Mr Andy Lau is a director of the Company and is a related party.
- xvii. The shares & options will be issued for nil cash consideration and the Shares will rank equally with all other Shares issued by the Company.
- xviii. There will be no funds raised from the issue of the Shares.
- xix. The terms mentioned in this notice for the options are the full terms of these options.

8. RESOLUTION 7 – GRANT OF SHARES & OPTIONS TO MR. ARUN KUMAR JAGATRAMKA

RESOLUTION 7 seeks Shareholder approval to:

- allot and issue up to 1,000,000 options to Mr. Arun Kumar Jagatramka (or his nominee) for no cash consideration and
 - Allot and issue up to 150,000 Shares to Mr Arun Kumar Jagatramka (or his nominee) for no cash consideration.
- i. As a director of the Company, Mr. Arun Kumar Jagatramka is a related party of the Company. ASX Listing rule 10.11 requires the Company to obtain Shareholder approval prior to the issue of securities to a related party.

- ii. Approval required pursuant to ASX Listing rule 7.1 is not required in as approval is being sought under ASX Listing Rule 10.11. ASX Listing Rule 10.13 requires the following information to be provided;
- iii. The shares & options will be issued to Mr. Arun Kumar Jagatramka or his nominee.
- iv. As the company progresses towards development due to its exploration success, there is the need to attract & retain appropriate personnel by adequate & competitive remuneration which was initially kept at a modest level as a start up Exploration Company. Hence the Director's fees have been increased by \$22,500 per annum to \$30,000. The resolution seeks to take approval to enable the company to have the option to issue shares & options in lieu of Director's fees paid in cash with an objective to conserve cash as a prudent measure in initial stages off the company's business development. . However, if this resolution is not approved, the company would opt to pay in cash, the annual fees of Mr. Arun Kumar Jagatramka of \$30,000.
- v. The maximum number of options the Company will grant is 1,000,000 options.
- vi. The maximum number of shares the Company will grant is 150,000 Shares.
- vii. The shares & options will be issued no later than one month after the date of this meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules)
- viii. Each option entitles the holder thereof, when exercised, to one fully paid ordinary share in the capital of the Company
- ix. The exercise price of each option is \$0.20 which may be less than the market price of the Shares on the date of grant of the same.
- x. These options may be exercised anytime by 31st October 2012.
- xi. No loan arrangements have been proposed for the exercise of these options.
- xii. The Board intends to use the funds that would be raised when these options are exercised for exploration and/or mine development and/or for working capital facilities.
- xiii. The options do not give any right to participate in dividends or rights issues until Shares are allotted pursuant to the exercise of the relevant shares. The number of Shares issued on the exercise of options will be adjusted for bonus issues made prior to the exercise of the options.
- xiv. If the Company, after having granted options, reduces it's issued Share Capital or subdivides or consolidates its Shares, the number of the Shares issued to the Option holder on exercise of options will be reduced, subdivided or consolidated, as the case may be, in accordance with the ASX Listing Rules.
- xv. Options *are* fully transferable.
- xvi. Mr. Arun Kumar Jagatramka is a director of the Company and is a related party
- xvii. The shares & options will be issued for nil cash consideration and the Shares will rank equally with all other Shares issued by the Company.
- xviii. There will be no funds raised from the issue of the Shares.

- xix. The terms mentioned in this notice for the options are the full terms of these options.

9. RESOLUTION 8 – GRANT OF SHARES & OPTIONS TO MR. SANJAY LOYALKA

RESOLUTION 8 seeks Shareholder approval to:

- allot and issue up to 1,000,000 options to Mr. Sanjay Loyalka (or his nominee) for no cash consideration and
- Allot and issue up to 500,000 Shares to Mr Sanjay Loyalka (or his nominee) for no cash consideration.
 - i. As a director of the Company, Mr Sanjay Loyalka is a related party of the Company. ASX Listing Rule 10.11 requires the Company to obtain Shareholder approval prior to the issue of securities to a related party.
 - ii. Approval required pursuant to ASX Listing Rule 7.1 is not required in as approval is being sought under ASX Listing Rule 10.11. ASX Listing rule 10.13 requires the following information to be provided;
 - iii. The shares & options will be issued to Mr. Sanjay Loyalka or his nominee.
 - iv. As the company progresses towards development due to its exploration success , there are increased job commitments of the CEO as well as there is need to attract & retain appropriate personnel by adequate & competitive remuneration which was initially kept at a modest level as a start up exploration company. Hence, the annual remuneration has been increased by \$100,000 per annum and \$20,000 for acting as company secretary to a revised total of \$320,000. The resolution seeks to take approval to enable the company to have the option to issue shares & options partly in lieu of remuneration being paid fully in cash (by keeping remuneration paid in cash at \$220,000) with an objective to conserve cash as a prudent measure in initial stages of the company's business development . However, if this resolution is not approved, the company would opt to pay fully in cash the annual remuneration of Mr. Sanjay Loyalka of \$320,000.
 - v. The maximum number of options the Company will grant is 1,000,000 options.
 - vi. The maximum number of shares the Company will grant is 500,000 Shares.
 - vii. The shares & options will be issued no later than one month after the date of this meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
 - viii. Each option entitles the holder thereof, when exercised, to one fully paid ordinary share in the capital of the Company
 - ix. The exercise price of each option is \$0.20 which may be less than the market price of the Shares on the date of grant of the same.
 - x. These options may be exercised anytime by 31st October 2012.
 - xi. No loan arrangements have been proposed for the exercise of these options.

- xii. The Board intends to use the funds that would be raised when these options are exercised for exploration and/or mine development and/or for working capital facilities.
- xiii. The options do not give any right to participate in dividends or rights issues until Shares are allotted pursuant to the exercise of the relevant Shares. The number of Shares issued on the exercise of options will be adjusted for bonus issues made prior to the exercise of the options.
- xiv. If the Company, after having granted options, reduces its issued Share Capital or subdivides or consolidates its Shares, the number of the Shares issued to the Option holder on exercise of options will be reduced, subdivided or consolidated, as the case may be, in accordance with the ASX Listing Rules.
- xv. Options are fully transferable.
- xvi. Mr. Sanjay Loyalka is a director of the Company and is a related party
- xvii. The shares & options will be issued for nil cash consideration and the Shares will rank equally with all other Shares issued by the Company.
- xviii. There will be no funds raised from the issue of the Shares.
- xix. The terms mentioned in this notice for the options are the full terms of these options.

10. RESOLUTION 9 – GRANT OF SHARES & OPTIONS TO MR. AMU SHAH

RESOLUTION 9 seeks Shareholder approval to:

- allot and issue up to 1,000,000 options to Mr. Amu Shah (or his nominee) for no cash consideration and
- Allot and issue up to 150,000 Shares to Mr Amu Shah (or his nominee) for no cash consideration.
 - i. As a director of the Company, Mr. Amu Shah is a related party of the Company. ASX Listing Rule 10.11 requires the Company to obtain Shareholder approval prior to the issue of securities to a related party.
 - ii. Approval required pursuant to ASX Listing Rule 7.1 is not required in as approval is being sought under ASX Listing Rule 10.11. ASX Listing rule 10.13 requires the following information to be provided;
 - iii. The shares & options will be issued to Mr. Amu Shah or his nominee.
 - iv. As the company progresses towards development due to its exploration success, there is the need to attract & retain appropriate personnel by adequate & competitive remuneration which was initially kept at a modest level as a start up Exploration Company. Hence the Director's fees have been increased by \$22,500 per annum to \$30,000. The resolution seeks to take approval to enable the company to have the option to issue shares & options in lieu of Director's fees paid in cash with an objective to conserve cash as a prudent measure in initial stages off the company's business development. . However, if this resolution is

not approved, the company would opt to pay in cash, the annual fees of Mr. Amu Shah of \$30,000.

- v. The maximum number of options the Company will grant is 1,000,000 options.
- vi. The maximum number of shares the Company will grant is 150,000 Shares.
- vii. The shares & options will be issued no later than one month after the date of this meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
- viii. Each option entitles the holder thereof, when exercised, to one fully paid ordinary share in the capital of the Company
- ix. The exercise price of each option is \$0.20 which may be less than the market price of the Shares on the date of grant of the same.
- x. These options may be exercised anytime by 31st October 2012.
- xi. No loan arrangements have been proposed for the exercise of these options.
- xii. The Board intends to use the funds that would be raised when these options are exercised for exploration and/or mine development and/or for working capital facilities.
- xiii. The options do not give any right to participate in dividends or rights issues until Shares are allotted pursuant to the exercise of the relevant Shares. The number of Shares issued on the exercise of options will be adjusted for bonus issues made prior to the exercise of the options.
- xiv. If the Company, after having granted options, reduces its issued Share capital or subdivides or consolidates its Shares, the number of the Shares issued to the option holder on exercise of options will be reduced, subdivided or consolidated, as the case may be, in accordance with the ASX Listing Rules.
- xv. Options are fully transferable.
- xvi. Mr. Amu Shah is a director of the Company and is a related party.
- xvii. The shares & options will be issued for nil cash consideration and the shares will rank equally with all other Shares issued by the Company.
- xviii. There will be no funds raised from the issue of the Shares.
- xix. The terms mentioned in this notice for the options are the full terms of these options.

11. QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE MEETING

- In accordance with the Corporations Act 2001, a reasonable opportunity will be given to shareholders to ask questions about or to make comments on the management of Shree Minerals Limited at the meeting.
- Similarly a reasonable opportunity will be given to shareholders to ask the external auditor, questions relevant to:
 - i. the conduct of the audit;
 - ii. the preparation and content of the auditor's report;
 - iii. the accounting policies adopted in relation to the preparation of the Company's Financial Statements, and;
 - iv. The independence of the auditor in relation to the conduct of the audit.
- Shareholders may also submit relevant written questions to the auditor. These must be received by mail or facsimile at the Company's registered office by no later than 5.00 pm WST on **Friday, 18th November 2011**.

12. GLOSSARY OF TERMS

In this Explanatory Memorandum and Notice of Annual General Meeting the following expressions have the following meanings:

"ANNUAL REPORT" means the Annual Report dated 30 June 2011. The Annual Report is available on request from the company directly or is available for download on www.shreeminerals.com

"ASX" means Australian Securities Exchange Limited.

"Board" means the Board of Directors.

"Company" or **"Shree"** means Shree Minerals Limited ACN 130 618 683.

"Constitution" means the constitution of Shree Minerals Limited from time to time.

"Corporations Act" means the Corporations Act 2001 (Cth).

"Directors" means the Directors of Shree Minerals Limited from time to time.

"Explanatory Memorandum" means the explanatory memorandum that accompanies and forms part of this Notice.

"Meeting" or **"Annual General Meeting"** means the annual general meeting of Shareholders convened by this Notice.

"Notice" or **"Notice of Annual General Meeting"** means the notice of annual general meeting which accompanies this Explanatory Memorandum.

"Resolution" means a resolution referred to in the Notice of Annual General Meeting.

"Share" means a fully paid ordinary share in the capital of the Company.

"Shareholder" means a person who is entered in the Company's register as a holder of Shares as at 5.00pm (WST) on 18th November 2011.

"WST" means western standard time.

SHREE MINERALS LIMITED
ACN 130 618 683
PROXY FORM

The Company Secretary
Shree Minerals Limited
Unit 4, The Pines Business Centre
86 -88 Forrest Street
Cottesloe, WA 6011
Australia
Fax Number: +61 8 93855194
I/We _____
Of _____

Being a shareholder/(s) of Shree Minerals Limited ("**Shree**") and entitled to _____
Shares in Shree Minerals Limited, Hereby appoint _____

Of _____

Or failing him/her__

Of _____

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of Shree Minerals Limited to be held at, Level 29, 221 St Georges Tce, Perth, Western Australia on Wednesday , 23rd November 2011 commencing at 11.00 am and at any adjournment thereof in respect of _____ of my/our shares or, failing any number being specified, **ALL** of my/our shares in Shree Minerals Limited.

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is [] %. (An additional proxy form will be supplied by Shree Minerals Limited on request.)

If you wish to indicate how your proxy is to vote, please tick the appropriate places below. If no indication is given on a resolution, the proxy may abstain or vote at his or her discretion.

I/we direct my/our proxy to vote as indicated below:

	FOR	AGAINST	ABSTAIN
1. GRANT OF SECURITIES TO MR. PAL	☐	☐	☐
2. ADOPTION OF REMUNERATION REPORT	☐	☐	☐
3. APPOINTMENT OF MR. AMU SHAH AS DIRECTOR	☐	☐	☐
4. RE ELECTION OF DIRECTOR - MR. JAGATRAMKA	☐	☐	☐
5. RE ELECTION OF DIRECTOR - MR. LAU	☐	☐	☐
6. GRANT OF SHARES & OPTIONS - MR. LAU	☐	☐	☐
7. GRANT OF SHARES & OPTIONS - MR. JAGATRAMKA	☐	☐	☐
8. GRANT OF SHARES & OPTIONS - MR. LOYALKA	☐	☐	☐
9. GRANT OF SHARES & OPTIONS TO MR. SHAH	☐	☐	☐

Proxies given by a natural person must be signed by each appointing shareholder or the shareholder's attorney duly authorised in writing. Proxies given by companies must be executed in accordance with section 127 of the Corporations Act or signed by the appointer's attorney duly authorised in writing. The Chairman intends to vote all undirected proxies in favour of all Resolutions.

If the chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct

your proxy how to vote as your proxy in respect of a resolution, please place a mark in this box. ☐

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

If you do not mark this box , and you have not directed your proxy how to vote , the chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

As witness my/our hand/s this day of 2011

If a natural person:

Signed by:

Signature

Signature (if joint holder)

Print name in full

Print name in full

If a company:

The Common Seal of
was affixed in the presence of:

Signature of Director

Signature of Directory/Secretary

Name of Director in full

Name of Directory/Secretary in full

If by power of attorney:

Signed for and on behalf of
by
under a Power of Attorney dated _____ and
who declares that he/she has not received any revocation
of such Power of Attorney in the presence of:

Signature of Attorney

Signature of Witness

Name of Attorney in full

Name of Witness in full