



ELEMENTOS LIMITED

ABN 49 138 468 756

Notice of Annual General Meeting and Explanatory Statement

Annual General Meeting to be held at Level 8, 26 Wharf Street, Brisbane QLD on Wednesday, 26 November 2014 commencing at 10:00am AEST.

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Directors Mr Calvin Treacy (Managing Director)
Mr Corey Nolan (Non-executive Director)
Mr Richard Seville (Non-executive Director)

Joint Company Secretaries Ms Linda Scott and Mr Paul Crawford

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NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2014 Annual General Meeting of Shareholders of Elementos Limited (ABN 49 138 468 756) (**Company** or **Elementos**) will be held at Level 8, 26 Wharf Street, Brisbane QLD on Wednesday, 26 November 2014 at 10:00am AEST.

Terms used in this Notice of Meeting are defined in the "Interpretation" section of the accompanying Explanatory Statement.

ORDINARY BUSINESS

Financial Reports

To receive and consider the Company's Annual Financial Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Profit or Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and Notes to the Consolidated Financial Statements for the Company for the financial year ended 30 June 2014.

1. Resolution 1 – Remuneration Report

To consider, and if thought fit, pass the following advisory Resolution, without amendment:

"That the Remuneration Report for the year ended 30 June 2014 (as set out in the Directors' Report) be adopted."

The vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

Voting restriction pursuant to Section 250R(4) of the Corporations Act

A vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; and
- (b) a Closely Related Party of such a member.

However, the above persons may cast a vote on Resolution 1 if:

- (a) the person does so as a proxy; and
- (b) the vote is not cast on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and
- (c) either:
 - (i) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
 - (ii) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (1) does not specify the way the proxy is to vote on the Resolution; and
 - (2) expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Voting Intentions of Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolution the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act.

Further details, in relation to the ability of the Chairman to vote on undirected proxies are set out in the accompanying Proxy Form.

2. Resolution 2 – Re-election of Mr Richard Seville as a Director

To consider and, if thought fit, pass the following Resolution, as an Ordinary Resolution of the Company:

"That Mr Richard Seville, who retires in accordance with Clause 8.3 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

3. Resolution 3 – Issue of Shares to Mr Richard Seville

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an Ordinary Resolution of the Company:

*"That, for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue of 3,160,000 Shares in the Company at an issue price of \$0.012 per Share to Mr Richard Seville (or his nominee), a Non-executive Director of the Company (**Seville Placement Shares**)."*

Voting Exclusion Statement for Resolution 3:

The Company will disregard any votes cast on this Resolution 3 by:

- (a) Mr Richard Seville; and
- (b) any Associates of Mr Richard Seville.

However, the Company need not disregard a vote if:

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

4. Resolution 4 – Ratification of June Placement Shares

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an Ordinary Resolution of the Company:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 48,066,667 Shares to sophisticated and professional investors, at an issue price of \$0.012 per Share (**June Placement Shares**), in accordance with the terms set out in the Explanatory Statement."*

Voting Exclusion Statement for Resolution 4:

The Company will disregard any votes cast on this Resolution 4 by:

- (a) any person who received the June Placement Shares; and
- (b) any Associates of those persons.

However, the Company need not disregard a vote if:

- (a) 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

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

5. Resolution 5 – Ratification of Cleveland Consideration Shares

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 29,166,667 Shares to Bourse Securities Pty Ltd in consideration for the acquisition of the remaining interest in the Cleveland Tenement (Exploration License 7/2005) at an issue price of \$0.012 per Share (**Cleveland Consideration Shares**), in accordance with the terms set out in the Explanatory Statement."*

Voting Exclusion Statement for Resolution 5:

The Company will disregard any votes cast on this Resolution 5 by:

- (a) any person who received the Cleveland Consideration Shares; and
- (b) any Associates of those persons.

However, the Company need not disregard a vote if:

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

SPECIAL BUSINESS

6. Resolution 6 – Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

To consider and, if thought fit, pass the following Resolution, as a Special Resolution of the Company, with or without amendment:

*"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities in a number which is 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, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Statement (**Placement Securities**)."*

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution 6 by:

- (a) any person who may participate in the proposed issue of the Placement Securities and any associates of that person; and
- (b) a person who might obtain a benefit if this Special Resolution is passed, except a benefit solely in their capacity as a holder of Shares if this Resolution 3 is passed and any associates 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 the direction on the proxy form to vote as the proxy decides.

Important note

The proposed allottees of any Placement Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Placement Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By Order of the Board

Linda Scott
Joint Company Secretary

Dated: 28 October 2014

EXPLANATORY STATEMENT

INTRODUCTION

This Explanatory Statement is provided to Shareholders of Elementos Limited ACN 138 468 756 to explain the Resolutions to be put to Shareholders at the Annual General Meeting to be held at Level 8, 26 Wharf Street, Brisbane QLD on Wednesday, 26 November 2014 at 10:00am (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Statement in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Statement are defined in the "Interpretation" section of this Explanatory Statement.

CONSIDER THE COMPANY'S ANNUAL FINANCIAL REPORT

The Company's Annual Financial Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Profit or Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and Notes to the Consolidated Financial Statements for the Company for the financial year ended 30 June 2014 was released to the ASX on 30 September 2014. The Company's Annual Financial Report is placed before Shareholders for discussion. No voting is required for this item.

Time will be allowed during the Meeting for consideration of and questions from Shareholders in relation to the Annual Financial Report.

RESOLUTION 1 – REMUNERATION REPORT

In accordance with Section 250R of the Corporations Act, the Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the Annual Financial Report for the period ending 30 June 2014.

The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executives of the Company; and
- details and explains any performance conditions applicable to the remuneration of executive Directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

Voting restrictions on Key Management Personnel and their Closely Related Parties and their proxies

Members of the Key Management Personnel and their Closely Related Parties (**Restricted Voters**) and proxies of Restricted Voters are restricted from voting on a resolution which is connected directly or indirectly with the remuneration of a member of the Key Management Personnel (**Voting Restriction**).

Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

The Voting Restriction applies to Resolution 1. However, it does not apply where:

- (a) the member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a Restricted Voter) as a proxy where the appointment specifies the way the proxy is to vote on the resolution; or

- (b) the Chairperson is appointed in writing (by a Shareholder who is not a Restricted Voter) as a proxy where the appointment does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairperson to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

A vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

RESOLUTION 2 – RE-ELECTION OF MR RICHARD SEVILLE AS A DIRECTOR

In accordance with Clause 8.3 of the Company's Constitution, Mr Richard Seville will retire by rotation at the Annual General Meeting and, being eligible, offers himself for re-election as a Director.

Under Clause 8.3 of the Company's Constitution, one-third of Directors are required to retire at each general meeting (excluding Directors seeking election at the meeting for the first time, or the Managing Director).

Mr Seville was appointed as a Director of the Company on 14 October 2013 following his election as Director at the Extraordinary General Meeting of the Company on 8 October 2013. Mr Seville retires in accordance with the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director.

Mr Seville (BSc., MEngSc., MAusIMM, ARSM) is a mining geologist and geotechnical engineer with thirty years' experience in exploration, mine development and operations. He also has significant corporate experience in the roles of Chief Executive Officer and Operations Director in ASX/ AIM listed mining companies.

Mr Seville is presently a Non-executive Director of ASX and AIM listed Leyshon Resources Limited and the Managing Director of ASX and TSX listed Orocobre Ltd.

The Directors (with Mr Seville abstaining) recommend that you vote in favour of this Ordinary Resolution.

RESOLUTION 3 – ISSUE OF SHARES TO MR RICHARD SEVILLE

Background

Resolution 3 seeks the approval of Shareholders for the issue of 3,160,000 Shares at an issue price of \$0.012 per Share to Mr Richard Seville, a Non-executive Director of the Company (**Seville Placement Shares**).

During June and July 2014, the Company raised a total of \$2.1 million by way of:

1. a placement of 48 million Shares at an issue price of \$0.012 to sophisticated and professional investors (**June Placement**); and
2. a renounceable rights issue pursuant to which 126 million Shares were issued at an issue price of \$0.012 (**Rights Issue**).

As a Director of the Company, Mr Seville was ineligible to participate in the June Placement or the placement of shortfall shares under the Rights Issue without prior shareholder approval. Having received an expression of interest from Mr Seville to subscribe for additional securities as part of the Rights Issue shortfall placement, the Company (as announced on 7 August 2014) agreed to issue Mr Seville (or his nominee) 3,160,000 Shares at \$0.012, being the same price as the Shares issued under the June Placement and the Rights Issue.

Listing Rule 10.11

Listing Rule 10.11 requires shareholder approval for a company to issue Equity Securities to a Related Party. Mr Seville, being a Director of the Company, is a Related Party of the Company. Resolution 3 seeks shareholder approval for the issue of the Seville Placement Shares to Mr Seville (or his nominee) for the purposes of Listing Rule 10.11.

In accordance with Listing Rule 7.2, if approval is given to issue the Seville Placement Shares to Mr Seville (or his nominee) under Listing Rule 10.11, Shareholder approval will not be required Under Listing Rule 7.1 and the Shares issued to Mr Seville (or his nominee) will not be counted towards the Company's 15% placement capacity.

For the purposes of Listing Rule 10.13, the Company advises as follows:

- (a) the maximum number of Seville Placement Shares to be issued to Mr Seville (or his nominee) is 3,160,000 Shares;
- (b) the Seville Placement Shares are intended to be issued as soon as possible following the Shareholder approval at this AGM, but in any event, within one (1) month of the date of this AGM;
- (c) the issue price per share is \$0.012 per Share and the Seville Placement Shares will rank pari passu with the existing Shares on issue in the Company; and
- (d) the intended use of the funds raised is to advance the Company's development activities at the Cleveland tin-copper and tungsten projects in Tasmania.

The Directors (with Mr Seville abstaining) recommend that you vote in favour of this Ordinary Resolution.

RESOLUTION 4 – RATIFICATION OF JUNE PLACEMENT SHARES

Background

As announced on 6 June 2014, the Company undertook a private placement of 48,066,667 Shares at an issue price of \$0.012 per Share to cornerstone strategic investors, who were unrelated professional or sophisticated investors or otherwise exempt from the disclosure provisions of the Corporations Act, to raise approximately \$580,000 to fund the advanced development activities at the Cleveland tin-copper and tungsten projects in Tasmania (**June Placement Shares**).

Listing Rule 7.4

In accordance with Listing Rule 7.4, Shareholder approval is sought to ratify the issue of the June Placement Shares being issues of securities made by the Company during the previous 12 months for which Shareholder approval has not already been obtained.

Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new Equity Securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its Shareholders. Equity Securities issued with shareholder approval under Listing Rule 7.1 do not count towards the 15% limit.

Listing Rule 7.4 provides that an issue of Equity Securities made without prior approval under Listing Rule 7.1 can be treated as having been made with that approval if the issue did not breach the 15% limit and Shareholders subsequently approve it. The issue of the June Placement Shares did not breach the 15% limit.

If Resolution 4 is approved, this will have the effect of refreshing the Company's ability to raise further capital in accordance with Listing Rule 7.1 in the next 12 months (if required), without the need to obtain further Shareholder approval (subject to the Listing Rules and the Corporations Act).

If Resolution 4 is not passed, the June Placement Shares will be counted towards the 15% limit pursuant to Listing Rule 7.1 for a period of 12 months from the date of issue.

For the purposes of Listing Rule 7.5, the Company advises as follows:

- (a) 48,066,667 Shares were issued under the June Placement;
- (b) the June Placement Shares were issued at a price of \$0.012 per Share to raise \$576,800;
- (c) the June Placement Shares rank pari passu with the existing Shares on issue in the Company;
- (d) the June Placement Shares were issued to cornerstone strategic investors who were unrelated sophisticated or professional investors or otherwise exempt from the disclosure provisions of the Corporations Act; and

- (e) the funds raised from the issue of the June Placement Shares were used primarily to advance the Company's development activities at the Cleveland tin-copper and tungsten projects in Tasmania.

The Directors unanimously recommend that you vote in favour of this Ordinary Resolution.

RESOLUTION 5 – RATIFICATION OF CLEVELAND CONSIDERATION SHARES

Background

As announced on 6 June 2014, the Company acquired the remaining 50% interest in the Cleveland Tenement (Exploration License 7/2005). Consideration for the acquisition included the issue of \$350,000 in Shares of the Company at an issue price of \$0.012 per Share, resulting in the issue of 29,166,667 Shares to Bourse Securities Pty Ltd (**Cleveland Consideration Shares**).

In accordance with Listing Rule 7.4, Shareholder approval is sought to ratify the issue of the Cleveland Consideration Shares being issues of securities made by the Company during the previous 12 months for which Shareholder approval has not already been obtained.

For the purposes of Listing Rule 7.5, the Company advises as follows:

- (a) 29,166,667 Shares were issued as consideration for the acquisition of the remaining interest in the Cleveland tenement;
- (b) the Cleveland Consideration Shares were issued at a price of \$0.012 per Share;
- (c) the Cleveland Consideration Shares rank pari passu with the existing ordinary Shares on issue in the Company;
- (d) the Cleveland Consideration Shares were issued to Bourse Securities Pty Ltd; and
- (e) the Cleveland Consideration Shares were issued as consideration for the acquisition of the remaining interest in the Cleveland tenement, and accordingly, there were no funds raised from the issue of the Cleveland Consideration Shares.

The Directors unanimously recommend that you vote in favour of this Ordinary Resolution.

RESOLUTION 6 – APPROVAL TO ISSUE AN ADDITIONAL 10% OF THE ISSUED CAPITAL OF THE COMPANY OVER A 12 MONTH PERIOD PURSUANT TO LISTING RULE 7.1A

General

Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval to allow it to issue Equity Securities up to 10% of its issued capital over a period up to 12 months after the entity's annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The Company is an Eligible Entity.

If Shareholders approve Resolution 6, 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 Listing Rule 7.1A.2 (as set out in Section below).

The effect of Resolution 6 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting (**Placement Securities**), without subsequent Shareholder approval and without using the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 6 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present an eligible to vote at the Meeting must be in favour of Resolution 6 for it to be passed.

Listing Rule 7.1A

Listing Rule 7.1A 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:

- is not included in the S&P/ASX 300 Index; and
- 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 \$6.86 million.

The Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has only one class of quoted Equity Securities on issue, being the Shares.

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

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

Where:

A = the number of fully paid ordinary securities (Shares) on issue 12 months before the date of issue or agreement:

- plus the number of Shares issued in the previous 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the previous 12 months;
- plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rule 7.1 and 7.4;
- less the number of Shares cancelled in the previous 12 months.

D = 10%.

E = the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the issue date or date of agreement to issue that are not issued with the approval of holders of ordinary securities under Listing Rule 7.1 or 7.4.

Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution 6:

Minimum Price

The minimum price at which the Placement Securities may be issued is 75% of the volume weighted average price of Equity Securities in the same class, calculated over the 15 Trading Days immediately before:

- the date on which the price at which the relevant Placement Securities are to be issued is agreed; or
- if the relevant Placement Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the relevant Placement Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the relevant Placement Securities.

Date of Issue

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

- 12 months after the date of the Annual General Meeting; and
- the date of approval by Shareholders of any transaction under 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), at which time approval under Listing Rule 7.1A will cease to be valid; or

- (iii) such longer period if allowed by ASX (**10% Placement Capacity Period**).

Risk of voting dilution

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

If Resolution 6 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.

Dilution				
Number of shares on Issue *	Number of Shares issued under 10% Placement Capacity	Funds Raised based on an issue price of \$0.0045 (50% decrease in current share price)	Funds Raised based on an issue price of \$0.009 (current share price)	Funds Raised based on an issue price of \$0.0135 (50% Increase in current share price)
760,216,638 (current)	76,021,663	\$342,097	\$684,194	\$1,026,292
1,140,324,957 (50% increase)	114,032,495	\$513,146	\$1,026,292	\$1,539,438
1,520,433,276 (100% increase)	152,043,327	\$684,194	\$1,368,389	\$2,052,584

* 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 14 October 2014.
2. The share price set out above is the closing price of the Shares on the ASX on 14 October 2014.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The above table only shows the dilutionary effect based on the 10% Placement Capacity under Listing Rule 7.1A and not the 15% issue under Listing Rule 7.1.
5. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.

6. The issued capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 14 October 2014; and
7. The issue price of the Placement Securities used in the table is the same as the share price and does not take into account the discount to the share price.
8. 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.
9. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1, such as approval sought under Resolution 3.
10. Only Shares will be issued under the 10% Placement Capacity and none of the Company's unquoted options or performance rights have been exercised.

Shareholders should note that there is a risk that:

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

Purpose of Issue under 10% Placement Capacity

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

- (i) as cash consideration, in which case the Company intends to use funds raised for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current assets and general working capital ; or
- (ii) as non-cash consideration for the acquisition of new resources assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

Allocation under the 10% Placement Capacity

The allottees of the Placement Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Placement Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties or Associates of a 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 Placement Securities on the control of the Company;
- (iv) the Company's circumstances, including, but not limited to, its financial position and solvency;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Previous Approval under ASX Listing Rule 7.1A

The Company previously obtained approval under Listing Rule 7.1A at the Annual General Meeting held on 29 November 2013. No Equity Securities were issued pursuant to the Listing Rule 7.1A approval during the year.

As the Company previously obtained Shareholder approval under Listing Rule 7.1A, the following information is provided to Shareholders, in accordance with Listing Rule 7.3A.6 regarding the total number of Equity Securities (quoted and unquoted) issued in the past 12 months preceding the date of the Meeting (that is, since 26 November 2013).

Listing Rule 7.3A.6(a): The total equity securities issued in the 12 months preceding the date of the Meeting (until 14 October 2014 being the date of preparation of this Notice of Meeting and excludes any securities that may have been issued between this date and the date of the Meeting):

Number of equity securities on issue 12 months before the date of the Meeting	532,866,277 Shares 32,952,052 Listed Options 10,700,000 Unlisted Options (exercisable between \$0.06 and \$0.326, expiring between 23 December 2013 and 20 January 2017)
Equity securities issued in the preceding 12 month period	227,350,361 Shares 9,300,000 Unlisted Options
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	41.05%

Listing Rule 7.3A.6(b): Details of equity securities issued in the previous 12 months until 14 October 2014 being the date of preparation of this Notice of Meeting and excludes any securities that may have been issued between this date and the date of the Meeting):

Type of Equity Securities	Terms	Details of Issue	Issue Date	Number Issued	Name of recipient or basis on which recipient determined	Issue price of Equity Securities and Discount to closing market price on the date of issue	If issue for cash consideration – the total funds received, use of funds and amount remaining; If issue for non-cash consideration – the non-cash consideration paid and current value of non-cash consideration
Shares	Fully paid ordinary shares	Issue of securities pursuant to the scrip based merger with Rockwell Minerals Ltd	6/12/2013	2,835,000	Rockwell to be held in trust for certain former shareholders of Rockwell whose shares	\$0.02 which was the same price as the shares issued to Rockwell shareholders as a result of the merger	Issued for non-cash consideration for compulsory acquisition of remaining 1.3% of ordinary shares in

Type of Equity Securities	Terms	Details of Issue	Issue Date	Number Issued	Name of recipient or basis on which recipient determined	Issue price of Equity Securities and Discount to closing market price on the date of issue	If issue for cash consideration – the total funds received, use of funds and amount remaining; If issue for non-cash consideration – the non-cash consideration paid and current value of non-cash consideration
		(Rockwell)			were acquired under the compulsory acquisition provisions of the Corporations Act	with Elementos Ltd and a premium to the market price on the date of issue	Rockwell pursuant to the scrip based takeover offer of 3.5 Shares for every 1 Rockwell share held. The current value of the Shares issued based on the Market Price as at 14 October 2014 (Current Market Price) is \$25,515.
Shares	Fully paid ordinary shares	Private placement as approved at extraordinary general meeting of the Company on 20/02/2014	20/03/2014	15,000,000	Sophisticated or professional investors	\$0.02 which was a premium to market price on the date of issue	\$300,000 was received under the issue which was used in full to fund the advanced development activities at the Cleveland tin-copper and tungsten projects in Tasmania (Cleveland Project) and for working capital.
Shares	Fully paid ordinary shares	Issue of Shares under the Director & Executive Staff Salary Sacrifice Plan (Plan)	20/03/2014	887,923	Certain eligible Directors or Executive Staff under the Plan	\$0.01608 which was the VWAP calculated over the 5 previous Trading Days and a discount of \$0.00192 (10.66%) to the	Issued for non-cash consideration under the Plan in lieu of Director and Executive Staff fees or remuneration

Type of Equity Securities	Terms	Details of Issue	Issue Date	Number Issued	Name of recipient or basis on which recipient determined	Issue price of Equity Securities and Discount to closing market price on the date of issue	If issue for cash consideration – the total funds received, use of funds and amount remaining; If issue for non-cash consideration – the non-cash consideration paid and current value of non-cash consideration
						market price of \$0.0180 on the date of issue	payable to the recipients. The current value of the Shares issued based on the Current Market Price is approximately \$7,991.
Options	Exercise price: \$0.03 per Option Expiry Date: 20/03/2018 Options vest automatically on date of issue	Incentivise Key Personnel	20/03/2014	9,300,000	Certain Key Personnel of the Company	Nil	Nil
Shares	Fully paid ordinary shares	Private placement of securities	12/06/2014	48,066,667	Sophisticated or professional investors	\$0.012 which was a discount of \$0.005 (29.41%) to the market price of \$0.017 on the date of issue	\$576,800 was received under the issue which was used in full to fund the development activities at the Cleveland Project and for working capital.
Shares	Fully paid ordinary shares	Consideration paid for acquisition of Cleveland Tenement Exploration License 7/2005	12/06/2014	29,166,667	Bourse Securities Pty Ltd	\$0.012 which was a discount of \$0.005 (29.41%) to the market price of \$0.017 on the date of issue	Issued for non-cash consideration for part payment of the final 50% interest in Cleveland Tenement Exploration License 7/2005. In total the consideration

Type of Equity Securities	Terms	Details of Issue	Issue Date	Number Issued	Name of recipient or basis on which recipient determined	Issue price of Equity Securities and Discount to closing market price on the date of issue	If issue for cash consideration – the total funds received, use of funds and amount remaining; If issue for non-cash consideration – the non-cash consideration paid and current value of non-cash consideration
							paid to the vendor was \$350,000 in Shares and a cash payment of \$150,000. The current value of the Shares issued based on the Current Market Price is approximately \$262,500.
Shares	Fully paid ordinary shares	Settlement of Santo Domingo tenement option payment	12/06/2014	3,395,135	Recipients of Santo Domingo tenement option payment	\$0.0147 which was the VWAP calculated over the 5 previous Trading Days and a discount of \$0.0023 (13.53%) to the market price of \$0.017 on the date of issue	Issued for non-cash consideration for settlement of Santo Domingo tenement option payment of approximately \$49,908. The current value of the Shares issued based on the Current Market Price is approximately \$30,556.
Shares	Fully paid ordinary shares	Issue of Shares under the Plan	12/06/2014	973,199	Certain eligible Directors or Executive Staff under the Plan	\$0.0147 which was the VWAP calculated over the 5 previous Trading Days and a discount of \$0.0023 (13.53%) to the market price of \$0.017 on the date of issue	Issued for non-cash consideration under the Plan in lieu of Director and Executive Staff fees or remuneration payable to the recipients. The current value

Type of Equity Securities	Terms	Details of Issue	Issue Date	Number Issued	Name of recipient or basis on which recipient determined	Issue price of Equity Securities and Discount to closing market price on the date of issue	If issue for cash consideration – the total funds received, use of funds and amount remaining; If issue for non-cash consideration – the non-cash consideration paid and current value of non-cash consideration
							of the Shares issued based on the Current Market Price is approximately \$8,759.
Shares	Fully paid ordinary shares	Settlement of broker placement fees from November 2013 private placement	12/06/2014	120,000	Certain Broker of the Company who assisted in the November 2013 private placement	\$0.02 which was the same price as shares issued under the November 2013 private placement and a premium to the market price on the date of issue	Issued for non-cash consideration for the settlement of broker placement fees (being \$2,400) associated with a private placement undertaken by the Company in November 2013. The current value of the Shares issued based on the Current Market Price is approximately \$1,080.
Shares	Fully paid ordinary shares	Issue of shareholder entitlement and additional shares allotted under rights issue	25/07/2014	83,186,790	Participants in rights issue	\$0.012 which was a discount of \$0.003 (20%) to the market price of \$0.015 on the date of issue	\$998,241 was received under the issue and approximately \$53,711 has been used to fund the development activities at the Cleveland Project. There is approximately \$944,530 remaining from

Type of Equity Securities	Terms	Details of Issue	Issue Date	Number Issued	Name of recipient or basis on which recipient determined	Issue price of Equity Securities and Discount to closing market price on the date of issue	If issue for cash consideration – the total funds received, use of funds and amount remaining; If issue for non-cash consideration – the non-cash consideration paid and current value of non-cash consideration
							the issue which will be used to fund the Cleveland Project and for working capital.
Shares	Fully paid ordinary shares	Issue of shortfall shares pursuant to the rights issue	11/08/2014	40,315,384	Recipients of shortfall shares	\$0.012 which was the same price as shares issued under the rights issue and a discount of \$0.001 (7.69%) to the market price of \$0.013 on the date of issue	\$483,784 was received under the issue and approximately \$26,024 has been used to fund the development activities at the Cleveland Project. There is approximately \$457,760 remaining from the issue which will be used to fund the Cleveland Project and for working capital.
Shares	Fully paid ordinary shares	Private Placement of securities	11/08/2014	2,000,230	Sophisticated or professional investors	\$0.012 which was the same price as shares issued under the rights issue and a discount of \$0.001 (7.69%) to the market price of \$0.013 on the date of issue	\$24,002 was received under and approximately \$1,292 has been used to fund the development activities at the Cleveland Project. There is approximately \$22,710

Type of Equity Securities	Terms	Details of Issue	Issue Date	Number Issued	Name of recipient or basis on which recipient determined	Issue price of Equity Securities and Discount to closing market price on the date of issue	If issue for cash consideration – the total funds received, use of funds and amount remaining; If issue for non-cash consideration – the non-cash consideration paid and current value of non-cash consideration
							remaining from the issue which will be used to fund the Cleveland Project and for working capital.
Shares	Fully paid ordinary shares	Issue of Shares under the Plan	2/10/2014	1,403,366	Certain eligible Directors or Executive Staff under the Plan	\$0.0101 which was the VWAP calculated over the 5 previous Trading Days and the same as the market price on the date of issue	Issued for non-cash consideration under the Plan in lieu of Director and Executive Staff fees or remuneration payable to the recipients. The current value of the Shares issued based on the Current Market Price is approximately \$12,630.

The Directors unanimously recommend that you vote in favour of this Special Resolution.

INTERPRETATION

AEDT means Australian Eastern Daylight Time.

AEST means Australian Eastern Standard Time.

Annual General Meeting or **Meeting** means the annual general meeting of the Company to be held on 26 November 2014.

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited ACN 008 624 691 or Australian Securities Exchange (as applicable).

ASIC means the Australian Securities and Investments Commission.

Board means the board of Directors of the Company.

Chairperson or **Chair** means the person chairing the Meeting.

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependent of the member or the member's spouse; or
- (d) 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 dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this paragraph.

Company or **Elementos** means Elementos Limited ACN 138 468 756.

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

Directors means the directors of the Company.

Eligible Entity has the meaning given to that term in the Listing Rules.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Statement means this explanatory statement accompanying the Notice of Meeting.

Key Management Personnel has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any Director (whether executive or otherwise) of that entity.

Listing Rules means the listing rules of ASX.

Market Price has the meaning given to that term in the Listing Rules.

Notice of Meeting or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying this Explanatory Statement.

Options means options to acquire Shares in the capital of the Company.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast by members entitled to vote on the Resolution.

Placement Securities means the Equity Securities that may be issued if Resolution 6 is passed, representing up to 10% of the issued capital of the Company (at the time of issue) and calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3, and otherwise on the terms and conditions described in the Explanatory Statement.

Remuneration Report means the section of the Directors' Report in the 2014 Financial Report dealing with the remuneration of the Company's Directors, Company Secretary and senior executives described as 'Remuneration Report'.

Resolutions means the resolutions proposed to be put to Shareholders at the Annual General Meeting and **Resolution** shall have a corresponding meaning.

Shareholder means a holder of ordinary shares in the Company.

Shares means ordinary fully paid shares in the issued capital of the Company.

Special Resolution means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) passed by at least 75% of the votes cast by members entitled to vote on the Resolution.

Trading Day has the meaning given to that term in the Listing Rules.

VWAP means the volume weighted average market price of the Shares.

Proxy, Representative and Voting Entitlement Instructions

Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. 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 may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under section 250D of the Corporations Act.

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 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, posted to, or sent by facsimile transmission to the address listed below**, 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.

By Delivery:

Boardroom Pty Limited
Level 7
207 Kent Street
SYDNEY NSW 2000
AUSTRALIA

By Mail:

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
AUSTRALIA

By Fax:

+61 2 9290 9655

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's share registry.

A proxy form is attached to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 7.00pm (AEDT) on Monday, 24 November 2014. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

You must sign the proxy 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, all of the security holders should sign.

Power of Attorney:

To sign under Power of Attorney, you must have already lodged this document 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 must be signed by that person. If the company (pursuant to section 204A of the Corporations Act) does not have a Company Secretary, a Sole Director can also sign alone.

Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.



All Correspondence to:

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

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

 **By Fax:** +61 2 9290 9655

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

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before 10:00am (AEST) on Monday 24 November 2014.

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

The form must be signed as follows:

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by 10:00am (AEST) on Monday, 24 November 2014. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

 **By Fax** + 61 2 9290 9655

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

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

Attending the Meeting

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

☐

Your Address

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

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of Elementos Limited (Company) and entitled to attend and vote hereby appoint:

☐

the Chair of the Meeting (mark box)

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at Level 8, 26 Wharf Street, Brisbane QLD 4000 on Wednesday, 26 November, 2014 at 10:00am (AEST) and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for Elementos Limited (which includes the Chair) or if the Company is part of a consolidated entity, for the entity.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution. Unless you indicate otherwise by ticking either the 'For', 'Against' or 'Abstain' box, you will be authorising the Chair to vote in accordance with the Chair's voting intention. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Ordinary Business				
Resolution 1	To Adopt the Remuneration Report	☐	☐	☐
Resolution 2	To re-elect Mr Richard Seville as a Director	☐	☐	☐
Resolution 3	Issue of 3,160,000 shares to Mr Richard Seville	☐	☐	☐
Resolution 4	Ratification of June 2014 Placement Shares – 48,066,667 Shares	☐	☐	☐
Resolution 5	Ratification of Cleveland Consideration Shares – 29,166,667 Shares	☐	☐	☐
Special Business				
Resolution 6	Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A	☐	☐	☐

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2014