
MINBOS RESOURCES LIMITED

ACN 141 175 493

NOTICE OF GENERAL MEETING

TIME: 9.00am (WST)

DATE: Monday, 14 April 2014

PLACE: The Hay Room
38 Station Street
SUBIACO WA 6008

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Paige Exley on (+61 8) 9322 9295.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 9.00am (WST) on Monday, 14 April 2014 at The Hay Room, B.D.O, 38 Station Street, Subiaco, Western Australia.

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 9.00am (WST) on Saturday, 12 April 2014.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders will be held at 9.00am (WST) on Monday, 14 April 2014 at The Hay Room, B.D.O, 38 Station Street, Subiaco, Western Australia.

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 9am (WST) on Saturday, 12 April 2014.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

AGENDA

1. RESOLUTION 1 – APPROVAL TO ISSUE CONVERTIBLE NOTES - CARTER

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 25 convertible notes to James and Kristen Carter (and/or their nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by James and Kristen Carter (and their nominee) and any of their associates and anyone who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. RESOLUTION 2 – APPROVAL TO ISSUE TRANCHE 3 CONVERTIBLE NOTES – RELATED PARTY

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

“That, for the purpose of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2 convertible notes to Wilgus Investments Pty Ltd (or its nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Wilgus Investments Pty Ltd (or its nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:

- (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 3 CONVERTIBLE NOTES – NON-RELATED PARTIES

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 10 convertible notes on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Noteholders and any other person who may obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the resolution is passed, and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. RESOLUTION 4 – APPROVAL TO ISSUE SHARES IN RELATION TO LIND CONVERTIBLE SECURITY

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for Company to issue up to 20,000,000 Shares to Lind on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by the Australian Special Opportunity Fund, LP, or its nominees and any other person who may obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the resolution is passed, and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. RESOLUTION 5 – APPROVAL TO PARTIALLY REDEEM LIND CONVERTIBLE SECURITY THROUGH ISSUE OF SHARES

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for Company to partially redeem the Lind Convertible

Security through the issue of 37,500,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by the Australian Special Opportunity Fund, LP, or its nominees and any other person who may obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the resolution is passed, and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. RESOLUTION 6 – APPROVAL OF ISSUE OF SHARES IN LIEU OF INTEREST ON TRANCHE 1 AND TRANCHE 2 CONVERTIBLE NOTES

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 25,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. RESOLUTION 7 – APPROVAL OF ISSUE OF SHARES IN LIEU OF INTEREST ON TRANCHE 1 AND TRANCHE 2 CONVERTIBLE NOTES – RELATED PARTIES

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

“That, for the purpose of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue Shares to Brijohn Nominees Pty Ltd and Pheakes Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Brijohn Nominees Pty Ltd (or its nominee) and Pheakes Pty Ltd (or its nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

8. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES - LIND

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue on 13 December 2013 of 12,500,000 Shares to the Australian Special Opportunity Fund, LP (or its nominees) on the terms and conditions set out the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

9. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF SHARES – GEOLOGICAL RESOURCE SOLUTIONS

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue on 10 September 2013 of 2,000,000 Shares to Geological Resource Solutions Pty Ltd, or its nominees on the terms and conditions set out the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

10. RESOLUTION 10 – APPROVAL TO REDEEM REEVES CONVERTIBLE NOTES THROUGH ISSUE OF SHARES

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

“That, for the purpose of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to redeem the 25 Convertible Notes issued to Eleanor Jean Reeves ATF The Elanwi Trust (and/or her nominee) through the issue of Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Wilgus Investments Pty Ltd (or its nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

11. RESOLUTION 11 – PLACEMENT – SHARES

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 500,000,000 Shares at an issue price of not less than \$0.003 per Share on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

12. RESOLUTION 12 – ISSUE – OPTIONS TO CPS CAPITAL PTY LTD – RELATED PARTY

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

“That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 30 million Options to CPS Capital Pty Ltd (AFSL 294848) (or its nominee) on the terms and conditions set out in the Explanatory Statement.”

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Damian Black (or his nominee) or CPS Capital Pty Ltd (AFSL 294848) (or its nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a **person** as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (A) a member of the Key Management Personnel; or
 - (B) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

13. RESOLUTION 13 – APPROVAL OF AMENDMENT TO THE CONSTITUTION

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

“That, the Company’s constitution be modified amending clause 15.11 regarding written resolutions as per the document tabled at the general meeting and signed by the Chairman of the meeting for the purposes of identification.”

DATED: 12 MARCH 2014

BY ORDER OF THE BOARD

**PAIGE EXLEY
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 9am (WST) on 14 April 2014 at The Hay Room, B.D.O, 38 Station Street, Subiaco, Western Australia.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. RESOLUTION 1 – APPROVAL TO ISSUE CONVERTIBLE NOTES – CARTER

1.1 General

Resolution 1 seeks Shareholder approval for the issue to James and Kristen Carter of up to 25 secured convertible notes each with a face value of \$10,000 (**Carter Convertible Notes**) under the terms of a convertible note deed entered into between the Company and Carter on 2 April 2013 for a facility of up to \$250,000 (together the **Carter Convertible Note Facility**).

The issue of the Carter Convertible Notes is subject to Shareholder approval.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 1 will be to allow the Directors to issue the Carter Convertible Notes pursuant to the Carter Convertible Note Facility during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Carter Convertible Note Facility:

- (a) the maximum number of Carter Convertible Notes to be issued is 25 each with a face value of \$10,000 to raise up to \$250,000;
- (b) the maximum number of Shares the Carter Convertible Notes may convert into is 3,968,254 Shares (based on a conversion price of \$0.063 per Share);
- (c) the Carter Convertible Notes will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue will occur on the same date;
- (d) the issue price of the Carter Convertible Notes will be \$10,000 per Convertible Note and they will be issued for cash consideration. The Company has received \$250,000 cash in respect of the Carter Convertible Notes;

- (e) the Carter Convertible Notes will be issued to James and Kristen Carter, neither of whom are related parties of the Company;
- (f) the Carter Convertible Notes will be issued on the terms and conditions set out in Schedule 1 as soon as practicable following the approval of Resolution 1; and
- (g) the issue of the Convertible Notes is a method of ensuring that the Company has a facility capable of being drawn down at its election to provide short term funding in a market where it is currently difficult to raise funds.

Directors' recommendations

The Board unanimously recommends that Shareholders vote in favour of Resolution 1 for the following reasons:

- (a) the issue of the Carter Convertible Notes is a method of ensuring that the Company has a facility capable of being drawn down at its election to provide short term funding in a market where it is currently difficult to raise funds; and
- (b) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 1.

2. RESOLUTION 2 AND 3 – APPROVAL TO ISSUE TRANCHE 3 CONVERTIBLE NOTES

2.1 Background

Resolutions 2 and 3 seek Shareholder approval for the issue of up to 12 secured convertible notes each with a face value of \$25,000 (**Tranche 3 Convertible Notes**) under the terms of a capital raising/corporate advisory mandate dated 4 July 2013 between the Company and CPS Capital Group Pty Ltd and a convertible note trust deed dated 27 August 2013 (together the **Convertible Note Facility**).

Shareholder approval for the issue of a series of tranche 1 convertible notes (\$500,000) and tranche 2 convertible notes (\$950,000) under the Convertible Note Facility was obtained at the Company's annual general meeting held on 25 November 2013.

The issue of the Tranche 3 Convertible Notes will raise a total of up to \$300,000 (before costs).

ASX Listing Rule 7.1 is summarised in section 1.1 above.

The effect of Resolutions 2 and 3 will be to allow the Directors to issue the Tranche 3 Convertible Notes pursuant to the Convertible Note Facility during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

2.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Convertible Note Facility:

- (a) the maximum number of Tranche 3 Convertible Notes to be issued is 12 Convertible Notes each with a face value of \$25,000 (with an aggregate face value of \$300,000);
- (b) the maximum number of securities to be issued upon conversion of all of the 12 Tranche 3 Convertible Notes will be :
 - (i) 30,000,000 Shares plus 30,000,000 Free Attaching Options; or
 - (ii) 100,000,000 Shares plus 100,000,000 Free Attaching Options in the event that the Cabinda Joint Venture Licences have not been renewed within 3 months of the date of the issue of the Tranche 3 Convertible Notes;
- (c) the Tranche 3 Convertible Notes will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue will occur on the same date;
- (d) the issue price of the Tranche 3 Convertible Notes will be \$25,000 per Tranche 3 Convertible Note and they will be issued for cash consideration;
- (e) the Tranche 3 Convertible Notes will be issued to clients of CPS Capital Group Pty Ltd, one of whom is a related party of the Company;
- (f) the Tranche 3 Convertible Notes will be issued on the terms and conditions set out in Schedule 2; and
- (g) the issue of the Convertible Notes is a method of ensuring that the Company has a facility capable of being drawn down at its election to provide short term funding in a market where it is currently difficult to raise funds.

2.3 Issue of Tranche 3 Convertible Notes to a related party

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Tranche 3 Convertible Notes constitutes giving a financial benefit as Wilgus Investments Pty Ltd is a related party of the Company by virtue of the fact that Mr David Reeves, who was a Director of the Company in the previous 6 months, is also director and shareholder of Wilgus Investments Pty Ltd (**Related Party**).

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

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of the Tranche 3 Convertible Notes to the Related Party.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Tranche 3 Convertible Notes to the Related Party as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Convertible Notes to the Related Party will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

2.4 Technical information required by Chapter 2E of the Corporations Act and ASX Listing Rule 10.11

Pursuant to and in accordance with the requirements of Sections 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of the Tranche 3 Convertible Notes pursuant to Resolution 3:

- (a) Wilgus Investments Pty Ltd is a related party of the Company by virtue of the fact that it is controlled by Mr David Reeves who was a Director of the Company in the previous 6 months;
- (b) the maximum number of Tranche 3 Convertible Notes (being the nature of the financial benefit) to be issued to the Related Party is 2. The Tranche 3 Convertible Notes may convert, in accordance with their terms, into a maximum of 16,666,666 Shares;
- (c) the Tranche 3 Convertible Notes will be granted to the Related Party no later than 1 month after the date of the Meeting (or such later date as permitted by an ASX waiver or modification of the ASX Listing Rules);
- (d) the issue price for the Tranche 3 Convertible Notes is \$25,000 per Tranche 3 Convertible Note, being a total \$50,000;
- (e) the total face value of the Tranche 3 Convertible Notes is \$50,000 with each Tranche 3 Convertible Note valued at \$25,000. This valuation is based on the terms of the Convertible Note Facility;
- (f) each Tranche 3 Convertible Note is convertible on its terms into Shares at the rate of \$0.01 or \$0.003 per Share in accordance with the terms and conditions of the Tranche 3 Convertible Notes are set out in Schedule 2;
- (g) the estimated value of the Tranche 3 Convertible Notes is set out in Schedule 5;
- (h) the relevant interests of Mr David Reeves in securities of the Company are as set out below:

Related Party	No. Shares held as at date of this Notice	Options
Wilgus Investments Pty Ltd	123,200	Nil
Mrs Eleanor J Reeves <Elanwi Trust A/C>	12,391,667	Nil
Mr DRS Reeves & Mrs EJ Reeves <Bodmin Super Fund A/C>	88,500	Nil

- (i) Wilgus Investments Pty Ltd is the entity which Mr Reeves has nominated to receive remuneration and emoluments paid by the Company in respect of his previous position as a Director. The non-executive Directors of the Company, including Mr Reeves, have not received any director fee remuneration since April 2013, however these director fees have been accrued by the Company. Fees accrued relating to Mr Reeves up to the date of his resignation as a Director of the Company are \$27,000 + GST;
- (j) if the Tranche 3 Convertible Notes are all converted in accordance with their terms, up to 16,666,666 Shares plus 16,666,666 Free Attaching Options will be issued by the Company, reducing the liability of the Company to repay the Tranche 3 Convertible Notes;
- (k) the trading history of Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	1.9 cents	10,11,14 &17 October 2013
Lowest	0.3 cents	30, 31 December 2013 & 3 January 2014 & 12, 14 February 2014
Last	0.65 cents	12 March 2014

- (l) the primary purpose for the issue of the Tranche 3 Convertible Notes to the Related Party is to provide short term cash funding that the Company can draw on at its election on terms relatively favourable to the Company in this difficult economic environment; and
- (m) Shareholders should note, if Resolution 3 is approved and the Tranche 3 Convertible Notes issued to the Related Party are converted, their holdings will be diluted as compared to their holdings and number of Shares on issue as at the date of this Notice as set out in the table below:

Tranche 3 Conversion Price	Maximum number of proposed shares	Current Shares on Issue	Proposed Shares on issue	Dilutionary effect
\$0.01	5,000,000	257,148,938	262,148,938	1.9%
\$0.003	16,666,666	257,148,938	273,815,604	6.1%

Shareholders should also note that the Company may proceed with an entitlement offer to raise up to \$1,542,894 at an issue price of \$0.003 per Share together with one (1) free Option for every Share subscribed for (**Entitlement Offer**). It is anticipated that the Entitlement Offer will be completed prior to the date of the Meeting.

Upon completion of the Entitlement Offer, assuming all entitlements are accepted and no Options are exercised the number of Shares in the Company will increase from 257,148,938 currently on issue to 771,446,814. If the Entitlement Offer is implemented this will significantly reduce the dilutionary effect that the conversion of the Tranche 3 Convertible Notes will have upon Shareholders.

Directors' recommendations

The Directors recommend that Shareholders vote in favour of Resolution 2 & 3 as the issue of the Tranche 3 Convertible Notes is a method of ensuring that the Company has a facility capable of being drawn down at its election to provide short term funding in a market where it is currently difficult to raise funds.

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 2 & 3.

3. RESOLUTIONS 4 AND 5 – ISSUE OF SHARES TO LIND IN RELATION TO CONVERTIBLE SECURITY

3.1 Background

On 7 March 2013, the Company entered into a convertible security facility up to \$300,000 (**Lind Convertible Debt**) with the Australian Special Opportunity Fund, LP (**Lind**) pursuant to a Share Purchase and Convertible Security Agreement (**Lind Convertible Security**).

As at the date of this Notice, \$100,000 of the Lind Convertible Debt has already been converted in accordance with the terms of the Lind Convertible Security, with a balance of \$200,000 remaining outstanding (**Outstanding Lind Debt**).

3.2 Lind Debt Satisfaction Election

The Company has entered into a settlement deed with Lind (**Settlement Deed**) pursuant to which the Company may satisfy the Outstanding Lind Debt by paying Lind, or procuring the payment to Lind, of AU\$200,000 by 7 March 2014 and issuing 10,000,000 Shares to Lind (**Debt Satisfaction Shares**) (**Lind Debt Satisfaction**).

Pursuant to the Settlement Deed, if the Company does not to complete the Lind Debt Satisfaction by 7 March 2014 by paying or procuring the payment of AU\$200,000 to Lind, it has agreed to issue 20,000,000 Shares to Lind (**Continuation Shares**). If the Company elects not to complete Lind Debt Satisfaction, the rights and obligations of Lind and the Company in respect of the Outstanding Lind Debt will continue.

Resolution 4 seeks Shareholder approval for the issue of Shares to Lind as contemplated under the Settlement Deed.

A summary of ASX Listing Rule 7.1 is set out in section 1.1 above.

The effect of Resolution 4 will be to approve the issue of Shares to Lind as contemplated under the Settlement Deed without using the Company's 15% annual placement capacity.

In the event Shareholder approval is not obtained for the issue of Shares to Lind as contemplated under the Settlement Deed, the Board will, at such time as the Company has sufficient placement capacity to issue the Shares in accordance with Listing Rule 7.1, take all steps required to complete the issue.

Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of Shares to Lind as contemplated under the Settlement Deed:

- (a) the maximum number of Shares to be issued is 20,000,000;
- (b) the Shares will be issued pursuant to the terms of the Settlement Deed;
- (c) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue will occur progressively;
- (d) the Shares will be issued to Lind (or its nominee), which is not a related party of the Company; and
- (e) no funds will be raised from the issue.

3.3 Partial redemption in the event the Company elects not to satisfy Outstanding Lind Debt

If the Company elects not to complete the Lind Debt Satisfaction as described in section 3.2, in addition to the issue of the Continuation Shares to Lind, the Company and Lind have agreed, subject to Shareholder approval, to partially redeem the Outstanding Lind Debt through the issue of 37,500,000 Shares to Lind (**Lind Partial Redemption Issue**).

Resolution 5 seeks Shareholder approval for the Lind Partial Redemption Issue.

A summary of ASX Listing Rule 7.1 is set out in section 1.1 above.

The effect of Resolution 5 will be to approve the Lind Partial Redemption Issue without using the Company's 15% annual placement capacity.

In the event Shareholder approval is not obtained for the Lind Partial Redemption Issue, the Board will, at such time as the Company has sufficient placement capacity to issue the Shares in accordance with Listing Rule 7.1, take all steps required to complete the Lind Partial Redemption Issue.

Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Lind Partial Redemption Issue:

- (a) the maximum number of Shares to be issued is 37,500,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue will occur progressively;
- (c) the deemed issue price will be \$0.002 per Share;
- (d) the Shares will be issued to Lind (or its nominee), which is not a related party of the Company; and
- (e) key terms and conditions of the Lind Convertible Security are set out in Schedule 3; and
- (f) no funds will be raised from issue of Shares as the Shares will be issued in partial satisfaction of the Outstanding Lind Debt.

4. RESOLUTIONS 6 AND 7 - APPROVAL OF ISSUE OF SHARES IN LIEU OF INTEREST ON TRANCHE 1 AND TRANCHE 2 CONVERTIBLE NOTES

4.1 Background

Resolutions 6 and 7 seek Shareholder approval for the issue of up to 25,000,000 Shares in lieu of payment of interest by the Company to holders of Tranche 1 Convertible Notes and Tranche 2 Convertible Notes.

Interest is payable on the Tranche 1 Convertible Notes Tranche 2 Convertible Notes at 15% per annum. Total interest which is due and payable in respect of these convertible notes as at the time of this Notice is \$75,000 (**Interest Amount**).

A summary of ASX Listing Rule 7.1 is set out in 1.1 above.

The effect of Resolutions 6 and 7 will be to allow the Company to issue the Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

4.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement:

- (a) the maximum number of Shares to be issued is 25,000,000 ;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;

- (c) the deemed issue price will be \$0.003 per Share which is the conversion price of the Tranche 1 Convertible Notes and the Tranche 2 Convertible Notes;
- (d) the Shares will be issued to holders of the Tranche 1 Convertible Notes and the Tranche 2 Convertible Notes, none of whom are related parties of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from the issue as the Shares are being issued in lieu of the obligation to pay interest in respect of the Tranche 1 Convertible Notes and the Tranche 2 Convertible Notes.

4.3 Issue of Shares in lieu of interest on Tranche 1 and Tranche 2 Convertible Notes to related parties

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Shares in lieu of payment of interest on the Tranche 1 and Tranche 2 Convertible Notes to Brijohn Nominees Pty Ltd and Pheakes Pty Ltd constitutes giving a financial benefit as:

- (c) Brijohn Nominees Pty Ltd is a related party of the Company by virtue of the fact that Mr Damian Black, who is a Director of the Company, has a controlling interest in Brijohn Nominees Pty Ltd; and
- (d) Pheakes Pty Ltd is a related party of the Company by virtue of the fact that Mr Peter Wall, who is a Director of the Company, has a controlling interest in Pheakes Pty Ltd,

(Related Parties).

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

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the issue of Shares in lieu of payment of interest on the Tranche 1 and Tranche 2 Convertible Notes to the Related Parties.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shares in lieu of payment of interest on the Tranche 1 and Tranche 2 Convertible

Notes to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares in lieu of payment of interest on the Tranche 1 and Tranche 2 Convertible Notes to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

4.4 Technical information required by Chapter 2E of the Corporations Act and ASX Listing Rule 10.11

Pursuant to and in accordance with the requirements of Sections 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of Shares in lieu of payment of interest on the Tranche 1 and Tranche 2 Convertible Notes pursuant to Resolution 7:

- (a) Brijohn Nominees Pty Ltd is a related party of the Company by virtue of the fact that Mr Damian Black, who is a Director of the Company, has a controlling interest in Brijohn Nominees Pty Ltd;
- (b) Pheakes Pty Ltd is a related party of the Company by virtue of the fact that Mr Peter Wall, who is a Director of the Company, has a controlling interest in Pheakes Pty Ltd;
- (c) the maximum number of Shares to be issued to the Related Parties is 7,500,000 Shares as follows:
 - (i) 3,750,000 Shares to be issued to Brijohn Nominees Pty Ltd; and
 - (ii) 3,750,000 Shares to be issued to Pheakes Pty Ltd;
- (d) the Shares will be issued to the Related Parties no later than 1 month after the date of the Meeting (or such later date as permitted by an ASX waiver or modification of the ASX Listing Rules);
- (e) the issue price for the Shares is \$0.003 per Share;
- (f) the estimated value of the Shares is \$22,500;
- (g) the relevant interests of Mr Damian Black in securities of the Company are as set out below:

Related Party	Securities
Mr Damian Peter Black + Mr Andrew Black - Lenoir Superfund	750,000 Shares 3,000,000 unlisted Options exercisable 25 cents, expiry 30 December 2014
Brijohn Nominees Pty Ltd	26,327,000 Shares 25,000,000 unlisted Options exercisable 1 cent, expiry 30 December 2016
Lenoir Capital Pty Ltd	220,000 Shares

Brijohn Nominees Pty Ltd holds Convertible Notes with a total face value of \$75,000 at a conversion price, subject to conditions, of \$0.01 or \$0.003

able to convert up to 25 million fully paid ordinary shares with 25 million attaching options exercisable 1 cent, expiry 30 December 2016;

- (h) the relevant interests of Mr Peter Wall in securities of the Company are as set out below:

Related Party	Securities
Pheakes Pty Ltd	26,363,430 Shares 25,000,000 unlisted Options exercisable 1 cent, expiry 30 December 2016

Pheakes Pty Ltd holds Convertible Notes with a total face value of \$75,000 at a conversion price, subject to conditions, of \$0.01 or \$0.003 able to convert up to 25 million fully paid ordinary shares with 25 million attaching options exercisable 1 cent, expiry 30 December 2016.

- (i) Shareholders should note, if Resolution 7 is approved and the proposed issue of Shares in lieu of payment of interest on the Tranche 1 and Tranche 2 Convertible Notes to the Related Parties takes place, their holdings will be diluted as compared to their holdings and number of Shares on issue as at the date of this Notice. Approval of Resolution 7 will result in an increase in the number of Shares on issue from 257,148,938 to 264,648,938 (assuming that no other Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by 2.8%;
- (j) Mr Damian Black and Mr Peter Wall were appointed as Directors on 21 February 2014 and will each receive remuneration of \$3,000 per month from the Company in respect of their positions as Directors;
- (k) the trading history of Shares on ASX in the 12 months before the date of this Notice is set out in section 2.4(k); and
- (l) no funds will be raised from the issue as the Shares are being issued in lieu of the obligation to pay interest in respect of the Tranche 1 Convertible Notes and the Tranche 2 Convertible Notes.

Directors' recommendations

The Directors recommend that Shareholders vote in favour of Resolution 6 as the issue of Shares in lieu of the obligation to pay interest in respect of the Tranche 1 Convertible Notes and the Tranche 2 Convertible Notes will free up cash reserves to be used for current projects and working capital.

Mr Damian Black and Mr Peter Wall decline to make a recommendation to Shareholders in relation to Resolution 7 due to their material personal interest in the outcome of the Resolution.

With the exception of Mr Black and Mr Wall, the remaining Directors recommend that Shareholders vote in favour of Resolution 7 as the issue of Shares in lieu of the obligation to pay interest in respect of the Tranche 1 Convertible Notes and the Tranche 2 Convertible Notes will free up cash reserves to be used for current projects and working capital.

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

5. RESOLUTION 8 – RATIFICATION OF PRIOR ISSUE OF SHARES – LIND

5.1 General

On 2 October 2013, the Company issued 5,000,000 Shares to Lind in satisfaction of an advance of working capital funds received under a share purchase agreement between the Company and Lind as announced on 8 March 2013 (**Lind Agreement**).

The 5,000,000 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1.

Resolution 8 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

A summary of ASX Listing Rule 7.1 is set out in section 1.1 above.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification:

- (a) 5,000,000 Shares were issued on 2 October 2013;
- (b) the issue price was \$0.01 per Share;
- (c) the Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Lind who is not a related party of the Company; and
- (e) the funds raised from this issue were used for general working capital requirements.

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 8, as it allows the Company to ratify the above issue of securities and retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months.

6. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF SHARES - GEOLOGICAL RESOURCE SOLUTIONS

6.1 General

On 10 September 2013, the Company issued 2,000,000 Shares for the acquisition of two (2) mining tenements located in the Carnarvon Shire of Western Australia.

2,000,000 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1.

Resolution 7 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

A summary of ASX Listing Rules 7.1 and 7.4 is set out in section 1.1 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification:

- (a) 2,000,000 Shares were issued on 10 September 2013;
- (b) the deemed issue price was \$0.014 per Share;
- (c) the Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to the Geological Resources Solutions Pty Ltd who is not a related party of the Company; and
- (e) the funds raised from this issue were used to acquire two (2) Western Australian mining tenements.

6.3 Directors recommendation

The Directors recommend that Shareholders vote in favour of Resolution 9, as it allows the Company to ratify the above issue of securities and retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months.

7. RESOLUTION 10 – APPROVAL TO REDEEM REEVES CONVERTIBLE NOTES THROUGH ISSUE OF SHARES

7.1 General

On 8 July 2013, Shareholder approval was obtained (**Original Approval**) for the issue of convertible notes with a face value of up to \$250,000 (**Reeves Convertible Notes**) to Mrs Eleanor Jean Reeves as trustee for the Elanwi Trust A/C (**Related Party**) in accordance with the terms of a convertible note deed entered into by the Company and the Related Party on 2 April 2013.

Following the Original Approval, 25 Reeves Convertible Notes were issued to the Related Party at an issue price of \$10,000 per Reeves Convertible Note, being a total of \$250,000 (**Reeves Convertible Note Debt**).

Resolution 10 seeks Shareholder approval to allow the Company to redeem the Reeves Convertible Note Debt through one of the following alternative issues of Shares:

- (a) 25,000,000 Shares (calculated at a deemed issue price of \$0.01 per Share); or
- (b) 83,333,333 Shares (calculated at a deemed issue price of \$0.003 per Share) in the event that the Company has completed an equity raising of at least \$1 million through the issue of shares at \$0.003,

(Redemption Issue).

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Redemption Issue constitutes the giving of a financial benefit as the Elanwi Trust is a related party of the Company by virtue of the fact that it is controlled by Mrs Eleanor Jean Reeves, who is the spouse of Mr David Reeves, who was a Director of the Company in the previous 6 months.

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

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought to approve the Redemption Issue.

7.2 Technical information required by Chapter 2E of the Corporations Act and ASX Listing Rule 10.11

Pursuant to and in accordance with the requirements of Sections 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed Redemption Issue pursuant to Resolution 10:

- (a) The Elanwi Trust is a related party of the Company by virtue of the fact that it is controlled by Mrs Eleanor Jean Reeves, who is the spouse of Mr David Reeves, who was a Director of the Company in the previous 6 months;
- (b) if Shareholders approve the Redemption Issue, the maximum number of Shares to be issued will be 83,333,333;

- (c) 25 Reeves Convertible Notes have been issued to the Related Party at an issue price of \$10,000 per Reeves Convertible Note, which in aggregate amounts to an outstanding principal debt of \$250,000;
- (d) the Redemption Issue will be made to the Related Party no later than one month after the date of the meeting;
- (e) if Shareholders approve the Redemption Issue, the estimated value of the Redemption Issue is set out in Schedule 5;
- (f) the relevant interests of Mr David Reeves and the Related Party are set out in sections 2.4(h), 2.4(i) and 2.4(j) above;
- (g) if Shareholders approve the Redemption Issue, up to 83,333,333 Shares will be issued by the Company, extinguishing the liability of the Company to repay the Reeves Convertible Notes. This will increase the number of Shares on issue from 257,148,938 to 340,482,271 (assuming that no Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted as set out in the table below:

Reeves Conversion Price	Maximum number of proposed shares	Current Shares on Issue	Proposed Shares on issue	Dilutionary effect
\$0.01	25,000,000	257,148,938	282,148,938	8.9%
\$0.003	83,333,333	257,148,938	340,482,271	24.5%

Shareholders should also note that the Company may proceed with a renounceable entitlement offer to raise up to \$1,542,894 at an issue price of \$0.003 per Share together with one (1) free Option for every Share subscribed for (**Entitlement Offer**). It is anticipated that the Entitlement Offer will be completed prior to the date of the Meeting.

Upon Completion of the Entitlement Offer, assuming all entitlements are accepted and no Options are exercised the number of Shares in the Company will increase from 257,148,938 currently on issue to 771,446,814. If the Entitlement Offer is implemented this will significantly reduce the dilutionary effect that the Redemption Issue will have upon Shareholders;

- (h) the trading history of Shares on ASX in the 12 months before the date of this Notice is set out in section 2.4(k) above; and
- (i) the primary purpose of the Redemption Issue is to extinguish the Reeves Convertible Notes Debt and to preserve cash reserves to enable the Company to meet short term cash funding requirements.

The Board recommend that Shareholders vote in favour of Resolution 10 as a means of extinguishing the Reeves Convertible Note Debt which will allow the Company to preserve cash reserves to enable the Company to meet short term cash funding requirements.

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 10.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shares to the Related Party as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the Redemption Issue will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

8. RESOLUTION 11 – PLACEMENT - SHARES

8.1 General

Resolution 11 seeks Shareholder approval for the issue of up to 500,000,000 Shares at an issue price of not less than \$0.003 per Share to raise approximately \$1,500,000 (**Placement**).

A summary of ASX Listing Rule 7.1 is set out in section 1.1 above.

The effect of Resolution 11 will be to allow the Company to issue Shares pursuant to the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

8.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement:

- (a) the maximum number of Shares to be issued is 500,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur progressively;
- (c) the issue price of the Shares will be not less than \$0.003 per Share. In the event the issue price of the Shares is greater than \$0.003 per Share, the amount raised by the Placement may be more than \$1,500,000;
- (d) the Shares will be issued to institutional and professional investors who will not be related parties of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the Company intends to use the funds raised from the Placement for working capital and to meet outstanding creditor payments.

9. RESOLUTION 12 – ISSUE OF OPTIONS TO CPS CAPITAL PTY LTD

9.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 30 million Options (**CPS Options**) to CPS Capital Pty Ltd (AFSL 294848) (**CPAS Capital**) on the terms and conditions set out below.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Mr Damian Black is a related party of the Company by virtue of his position as a Director. Mr Black is also an Associate Director of CPS Capital.

The grant of the CPS Options constitutes giving a financial benefit and CPS Capital is a related party of the Company by virtue of it acting in concert with Mr Damian Black.

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

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of the CPS Options to CPS Capital.

9.2 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of the CPS Options:

- (a) the related parties are Mr Damian Black by virtue of his position as a Director of the Company and CPS Capital by virtue of it acting in concert with Mr Black;
- (b) the maximum number of CPS Options (being the nature of the financial benefit being provided) to be granted to CPS Capital is 30,000,000. Of the 30,000,000 CPS Options to be issued to CPS Capital it is intended that Mr Black will subsequently receive up to 13,500,000 of these CPS Options in accordance with remuneration arrangements between CPS Capital and Mr Black;
- (c) the CPS Options will be granted to CPS Capital no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Options will be issued on one date;
- (d) no funds will be raised through the issue of the CPS Options as they are being issued in consideration for corporate advisory services provided by CPS Capital to the Company.
- (e) the terms and conditions of the CPS Options are set out in Schedule 4;

- (f) the value of the CPS Options and the pricing methodology is set out in Schedule 6;
- (g) the relevant interests of Mr Black in securities of the Company is set out in section 4.4(g) above. The relevant interest in securities of the Company of CPS is set out below:

Related Party	Shares	Options
CPS Capital	Nil	Nil

- (h) Mr Damian Black was appointed as a Director on 21 February 2014 and has not received any remuneration or emoluments from the Company in respect of his position as a Director;
- (i) if the CPS Options granted to CPS Capital are exercised, a total of 30,000,000 Shares would be issued, resulting in an increase in the number of Shares on issue as at the date of this Notice from 257,148,938 to 287,148,938 (assuming that no other Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by 10.4%.

Shareholders should also note that the Company may proceed with an entitlement offer to raise up to \$1,542,894 at an issue price of \$0.003 per Share together with one (1) free Option for every Share subscribed for (**Entitlement Offer**). It is anticipated that the Entitlement Offer will be completed prior to the date of the Meeting.

Upon completion of the Entitlement Offer, assuming all entitlements are accepted and no Options are exercised the number of Shares in the Company will increase from 257,148,938 currently on issue to 771,446,814. If the Entitlement Offer is implemented this will significantly reduce the dilutionary effect that the conversion of the Tranche 3 Convertible Notes will have upon Shareholders;

- (j) The market price for Shares during the term of the CPS Options would normally determine whether or not the CPS Options are exercised. If, at any time any of the CPS Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the CPS Options, there may be a perceived cost to the Company;
- (k) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out in section 2.4(k) above; and
- (l) the purpose of the grant of the CPS Options to CPS Capital is consideration for corporate advisory services provided by CPS Capital to the Company.

Directors' recommendations

Mr Damian Black declines to make a recommendation to Shareholders in relation to Resolution 12 due to his material personal interest in the outcome of the Resolution on the basis that he is subsequently to be granted up to 13,500,000 CPS Options should Resolution 10 be passed.

With the exception of Mr Black, the remaining Directors recommend that Shareholders vote in favour of Resolution 12 as the issue of the CPS Options is a reasonable and appropriate method to provide cost effective means of providing consideration for the services provided by CPS Capital.

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 12.

10. RESOLUTION 13 – APPROVAL OF AMENDMENT TO THE CONSTITUTION

10.1 General

Section 136(2) of the Corporations Act provides that a company may modify its constitution if the company passes a special resolution amending the constitution.

Resolution 13 seeks the approval of Shareholders with respect to the proposed amendment to Clause 15.11 of the Constitution of the Company, regarding written resolutions.

Clause 15.11 currently requires a written resolution to be signed by all Directors to be valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

Due to the number of Directors and the different time zones the Company operates in, obtaining all Directors' signatures in a timely manner is challenging and may disrupt the operations of the Company. It is proposed that Clause 15.11 is amended to permit a written resolution to be signed by a majority of Directors to be valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

Accordingly the Company seeks approval to amend the wording of clause 15.11 as follows:

"A resolution in writing signed by a majority of Directors for the time being (or their respective alternate Directors), except those Directors (or their alternates) who expressly indicate their abstention in writing to the Company and those who would not be permitted, by virtue of Section 195 of the Corporations Act to vote, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. This resolution may consist of several documents in like form, each signed by one or more Directors. Copies of the documents to be signed under this clause must be sent to every Director who is entitled to vote on the resolution. The resolution is taken to have been passed when the last Director signs the relevant documents. A facsimile transmission, an email bearing the signature of the Director or an email of the Director addressed to another officer of the Company confirming agreement with the resolution and undertaking to sign the resolution as soon as practicable shall be deemed to be a document in writing signed by the Directors."

10.2 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 13.

11. ENQUIRIES

Shareholders are requested to contact the Company Secretary on (+61) 8 9322 9295 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Cabinda Joint Venture Licences means:

Area Name	Tenement	Grant/ Application Date	Size	Registered Holder
Cabinda	006/06/01L.P./GOV.ANG.MGM/2010	20/01/2010	1,909 sqkm	Mongo Tando Lda

Cabinda Project means the phosphate exploration project located in the Cabinda Province of Angola in which the Company holds a 50% indirect interest. The project consisting of five historical deposits, Cacata, Mongo Tando, Chibuete, Chivovo and Ueca which are located within the Cabinda Joint Venture Licences.

Carter Convertible Notes means up to 25 convertible notes issued in accordance with the Carter Convertible Note Facility.

Carter Convertible Note Facility has the meaning given to it in section 1.1 of the Explanatory Statement.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Minbos Resources Limited (ACN 141 175 493).

Constitution means the Company's constitution.

Convertible Note Facility means has the meaning given to it in section 2.1 of the Explanatory Statement.

Corporations Act means the Corporations Act 2001 (Cth).

CPS Options means an Option with the terms and conditions set out in Schedule 4 issued to CPS Capital Pty Ltd (AFSL 294848).

Directors mean the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Free Attaching Options means an Option with the terms and conditions set out in Schedule 4 issued to a noteholder upon conversion of a Carter Convertible Note or a Tranche 3 Convertible Note.

General Meeting or **Meeting** means the meeting convened by the Notice.

Kanzi Phosphate Project means the phosphate exploration project located in the western Democratic Republic of Congo in which the Company holds a 49% indirect interest.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lind means The Australian Special Opportunity Fund, LP.

Lind Agreement means the share purchase and convertible security agreement entered into between the Company and Lind on 7 March 2013.

Lind Convertible Security has the meaning given to it in section 3.1 of the Explanatory Statement.

Notice or **Notice of Meeting** or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement and the Proxy Form.

Option means an option of the Company.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share(s) means a fully paid ordinary share in the capital of the Company.

Tranche 1 Convertible Notes means the series of convertible notes with a face value of up to \$500,000 issued under the terms of the Convertible Note Facility and approved by Shareholders at the Company's annual general meeting held on 25 November 2013.

Tranche 2 Convertible Notes means the series of convertible notes with a face value of up to \$950,000 issued under the terms of the Convertible Note Facility and approved by Shareholders at the Company's annual general meeting held on 25 November 2013.

Tranche 3 Convertible Notes means up to 12 tranche 3 convertible notes issued in accordance with the Convertible Note Facility.

SCHEDULE 1 – TERMS AND CONDITIONS OF CARTER CONVERTIBLE NOTES

The Carter Convertible Notes are issued to the holder on the following terms and conditions:

- (a) **(Secured)** Each Carter Convertible Note will be secured against the property of the Company under the terms of a general security deed to be entered into by the Company and noteholders. The full security will be extinguished when the notes convert or are repaid in full.
- (b) **(No voting rights)** A Carter Convertible Note does not entitle the holder to vote at shareholder meetings of the Company.
- (c) **(Unlisted)** The Company will not apply for quotation of the Carter Convertible Notes.
- (d) **(Non-transferable)** A Carter Convertible Note is not transferrable without the Company's prior written consent.
- (e) **(Interest)** 12% per annum on amounts advanced under the Carter Convertible Note Facility until 19 December 2013 then 15% per annum thereafter.
- (f) **(Maturity Date):** 30 June 2014, the Company must repay the amount outstanding on the facility and any accrued interest to the noteholder, excluding any amounts satisfied by the conversion of the Carter Notes or the repurchase of the Carter Convertible Notes by the Company.
- (g) **(Conversion)** A Carter Convertible Note can be converted by the holder at any time on or before Maturity Date. Shares issued on conversion will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (h) **(Conversion price)** Each Carter Convertible Note will have a face value of \$10,000 and a conversion price of \$0.063 per Share to issue a maximum of 158,730 Shares upon conversion of each Carter Convertible Note.
- (i) **(Reorganisation)** If and whenever there shall be an alteration to the number of issued Shares as a result of a consolidation, subdivision, bonus issue or reclassification, the conversion price shall be adjusted to reflect the alteration to the issued Shares.
- (j) **(No rights of participation)** There are no participating rights or entitlements inherent in the Carter Convertible Notes and holders will not be entitled to participate in new issues of capital offered to Shareholders without first converting their Carter Convertible Notes.
- (k) **(Redemption)** A Carter Convertible Note can be redeemed by the noteholder (if not previously converted) in the event the Company is in default (e.g. non-payment of interest, an event of insolvency), otherwise the Carter Convertible Note shall be redeemed on the Maturity Date.

SCHEDULE 2 – TERMS AND CONDITIONS OF TRANCHE 3 CONVERTIBLE NOTES

The key terms of the Tranche 3 Convertible Notes are set out below:

- (a) **(Security)** The Tranche 3 Convertible Notes will be secured against the property of the Company under the terms of a general security deed to be entered into by the Company and noteholders. The full security will be extinguished when the notes convert or are repaid in full.
 - (b) **(Issue Size)** Each Tranche 3 Convertible Note has a face value of \$25,000.
 - (c) **(Conversion Price)** Subject to the receipt of prior shareholder approval for the conversion either:
 - (i) the conversion price will be \$0.01 per Share plus one (1) Free Attaching Option for every Share issued; or
 - (ii) the conversion price will be \$0.003 per Share plus one (1) free attaching option for every Share issued in the event that the Cabinda Joint Venture Licences have not been renewed within 3 months of issue of the relevant convertible notes.
- In addition, if the Company completes a rights issue that raises more than \$1 million prior to the Maturity Date and the Cabinda Joint Venture Licences have been renewed, the Notes will be mandatorily converted.
- (d) **(Interest Rate)** 15% simple interest per annum.
 - (e) **(Interest Payment Period)** Interest is payable in arrears 5 Business Days after the Maturity Date.
 - (f) **(Maturity Date)** The maturity date is the first to occur of:
 - (i) the date of conversion of a Tranche 3 Convertible Note; or
 - (ii) 5 months from the date of the issue of that Tranche 3 Convertible Note; or
 - (iii) any earlier date on which the Company repays the Tranche 3 Convertible Note in accordance with the Convertible Note Facility.
 - (g) **(Redemption)** The Company may not redeem the Tranche 3 Convertible Notes before the Maturity Date, other than in accordance with a Noteholder exercising its right to convert.
 - (h) **(Redemption Price)** Redemption is at face value (being \$25,000) plus interest accrued (but not paid) to the date of redemption.
 - (i) **(Unlisted)** The Tranche 3 Convertible Notes will not be listed.
 - (j) **(Participation)** Prior to conversion, noteholders do not have a right to participate in issues of securities effected by the Company. However if a bonus share allotment is made by the Company any time subsequent to the issue of the Tranche 3 Convertible Note to a noteholder and prior to the date of conversion, the Company will issue the same class and number of Shares to which the noteholder would have been entitled to as if the conversion had already occurred on the date of actual conversion.

- (k) **(Voting Rights)** Noteholders have no right to vote at a general meeting of the Company except as required by law.

SCHEDULE 3 – TERMS AND CONDITIONS OF LIND CONVERTIBLE SECURITY

The key terms and conditions of the Lind Convertible Security are:

- (a) **(Conversion)** Amounts advanced under the Lind Convertible Security can be converted into Shares following the receipt by the Company of notice from Lind of its election to convert any portion of the Total Convertible Debt. Conversion is subject to all necessary regulatory approvals being obtained, including, if applicable ASX Listing Rule 7.1 approval;
- (b) **(Automatic Conversion)**: in the absence of a prior conversion notice, the notes will automatically convert on the last day of the term, being 7 March 2015.
- (c) **(Conversion Price)**: The conversion price will be 91% of the average of three (3) consecutive daily VWAPs per Share (in Australian dollars, to three decimal places provided that if the resultant number contains four or more decimal places, such number shall be rounded down to the next lowest number containing three decimal places), as selected by the Investor in its sole discretion, during the twenty (20) consecutive Trading Days immediately prior to the relevant Conversion Notice Date; and
- (d) **(Secured)**: The Lind Convertible Security is secured against the property of the Company under the terms of a general security deed entered into by the Company and noteholders. The full security will be extinguished when the notes convert or are repaid in full.

SCHEDULE 4: TERMS AND CONDITIONS OF FREE ATTACHING OPTIONS AND CPS OPTIONS

The key terms of the Free Attaching Options are set out below:

- (a) **(Entitlement)** Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **(Exercise Price)** Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.01.
- (c) **(Expiry Date)** Each Option will expire at 5.00pm (WST) on 30 December 2016 (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **(Exercise Period)** The Options are exercisable at any time on or prior to the Expiry Date.
- (e) **(Notice of Exercise)** The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **(Exercise Date)** A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
- (g) **(Timing of issue of Shares on exercise)** Within 15 Business Days after the later of the following:
 - (i) the Exercise Date; and
 - (ii) when excluded information in respect to the Company (as defined in F 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 20 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being

ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

- (h) **(Shares issued on exercise)** Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (i) **(Quotation of Shares issued on exercise)** If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.
- (j) **(Reconstruction of capital)** If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction
- (k) **(Participation in new issues)** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (l) **(Change in exercise price)** An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
- (m) **(Unquoted)** The Company will not apply for quotation of the Options on ASX.
- (n) **(Transferability)** The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

**SCHEDULE 5: VALUATION OF RELATED PARTY TRANCHE 3 CONVERTIBLE NOTES AND
REDEMPTION ISSUE (Conversion of Reeves Notes)**

The Tranche 3 Convertible Notes and Redemption Issue have been independently valued as set out below:

	Tranche 3 Convertible Notes		Redemption Issue (Conversion of Reeves Notes)	
	(\$0.01 conversion)	(\$0.003 conversion)	(\$0.01 conversion)	(\$0.003 conversion)
Face value of each note	\$25,000	\$25,000	\$10,000	\$10,000
Underlying Security spot price	\$0.003	\$0.003	\$0.003	\$0.003
Conversion price	\$0.01	\$0.003	\$0.01	\$0.003
Assumed grant date	12 February 2014	12 February 2014	12 February 2014	12 February 2014
Maturity date	12 July 2014	12 July 2014	8 April 2014	8 April 2014
Life of the Convertible Note (years)	0.42	0.42	0.15	0.15
Volatility	120%	120%	120%	120%
Risk free rate	2.78%	2.78%	2.78%	2.78%
Valuation of the conversion feature of the convertible note	\$0.0001	\$0.0009	\$0.000	\$0.0006
Present value of the Free Attaching Option	\$0.0013	\$0.0013	N/A	N/A
Total equity value of the conversion feature	\$0.0014	\$0.0022	nil	\$0.0006
Number of shares to be issued per Convertible Note	2,500,000	8,333,334	1,000,000	3,333,333
Total equity value per Convertible Note	\$3,500	\$18,333	nil	\$2,000

KEY ASSUMPTIONS

Convertible Notes

- A valuation date of 12 February 2014 was assumed. The closing share price of Minbos on 12 February 2014 was \$0.003.
- The Convertible Notes have been valued under both of the following scenarios:
 - conversion price of \$0.01 per Share; or
 - conversion price of \$0.003 per Share in the event that:
 - the Cabinda Joint Venture Licences have not been renewed within 3 months of issue of the relevant convertible notes or;*
 - the Company completes an equity raising of at least \$1 million through the issue of shares at 0.3 cents or less within 3 months of the issue of the relevant convertible notes.*
- The minimum life of the Convertible Notes is the length of any vesting period. The maximum life of the Tranche 3 Convertible Notes is based on the maturity date of 0.42 years from the date of issue. The maximum life of the Reeves Convertible Notes is 0.15 years, being the time between the valuation date and the maturity date.

4. The recent volatility of the share price of Minbos was calculated by Hoadley's volatility calculator for a 1 year period, using data extracted from Bloomberg. For the purpose the valuation a future estimated volatility level of 120% for Minbos was used.
5. The Australian Government 2-year bond rate of 2.78% as at the assumed grant date as the risk free rate of interest was used.

Free Attaching Options

1. Free Attaching Options have been valued using the Black Scholes model.
2. The Free Attaching Options will be issued upon the conversion of the Convertible Notes. The latest maturity date for the Convertible Notes is 5 months following issue. For the purposes of the valuation, it is assumed that the Convertible Notes are converted (and Free Attaching Options issued) 5 months following the issue, being 12 July 2014. The Minbos spot price 5 months after the issue date has been valued using a Monte Carlo model that simulates the share price of Minbos 5 months after the valuation date of the Convertible Note. The calculation simulated a share price of \$0.003.
3. The exercise price is \$0.01 for the Free Attaching Options.
4. The Convertible Notes have not yet been granted; therefore a grant date of 12 February 2014 was assumed. The valuation assumes that the options are issued at maturity, being 12 July 2014.
5. The minimum life of the Free Attaching Options is the length of any vesting period. The maximum life is based on the expiry date, which is approximately 2.47 years based on an assumed issue date of 12 July 2014 and an expiry date of 31 December 2016. For the purpose of valuing these Options the effective life of 2.47 years has been assumed.
6. The recent volatility of the share price of Minbos was calculated by Hoadley's volatility calculator for 1 and 2 year periods, using data extracted from Bloomberg. For the purpose of the valuation, a future estimated volatility level of 120% was used.
7. The Australian Government 3-year bond rate of 3.04% as at the assumed grant date as the risk free rate of interest was used in the option pricing model.
8. Minbos is currently unlikely to pay a dividend during the life of the Options.
9. The valuation of these Options assumes that all Options eventually will vest to the Option holder.

SCHEDULE 6: VALUATION OF CPS OPTIONS

The CPS Options to be issued to CPS Capital pursuant to Resolution 12 have been valued by internal management.

Using Black & Scholes option model and based on the assumptions set out below, the 30,000,000 CPS Options were ascribed the following value:

Assumptions:	
Valuation date	12 February 2014
Market price of Shares	0.3 cents
Exercise price	1 cent
Expiry date (length of time from issue)	2.88 years
Risk free interest rate	3.04%
Volatility (discount)	120%
Indicative value per Related Party Option	0.15 cents
Total Value of Related Party Options	\$45,221

As set out in section 9.2(a) of the Explanatory Statement it is intended that Mr Damian Black will subsequently receive up to 13,500,000 of the CPS Options to be issued to CPS in accordance with remuneration arrangements between CPS Capital and Mr Black.

Using Black & Scholes option model and based on the assumptions set out below, the 13,500,000 CPS Options were ascribed the following value:

Assumptions:	
Valuation date	12 February 2014
Market price of Shares	0.3 cents
Exercise price	1 cent
Expiry date (length of time from issue)	2.88 years
Risk free interest rate	3.04%
Volatility (discount)	120%
Indicative value per Related Party Option	0.15 cents
Total Value of Related Party Options	\$20,349

Note: The valuation noted above is not necessarily the market price that the CPS Options could be traded at and is not automatically the market price for taxation purposes.

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PROXY FORM

**APPOINTMENT OF PROXY
MINBOS RESOURCES LIMITED
ACN 141 175 493**

GENERAL MEETING

I/We
of

being a member of Minbos Resources Limited entitled to attend and vote at the General Meeting, hereby
Appoint

Name of proxy
OR the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at 9am (WST), on 14 April 2014 at The Hay Room, BDO, 38 Station Street, Subiaco, Western Australia, and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

Important for Resolutions 2, 7, 10 and 12

If you have not directed your proxy how to vote as your proxy in respect of Resolutions 2, 7 10 and 12 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolutions 2, 7 10 and 12 (except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy even though Resolutions 2, 7 10 and 12 are connected directly or indirectly with the remuneration of a member of Key Management Personnel and acknowledge that the Chair may exercise my/our proxy even if the Chair has an interest in the outcome of Resolutions 2, 7 10 and 12 and that votes cast by the Chair for Resolutions 2 and 10, other than as proxy holder, will be disregarded because of that interest.

If the Chair is, or may by default be, appointed your proxy and you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on Resolutions 2, 7 10 and 12 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 2, 7 10 and 12.

OR

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Approval to Issue Convertible Notes - Carter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Approval to Issue Tranche 3 Convertible Notes – Related Party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Approval to Issue Tranche 3 Convertible Notes – Non-Related Party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 –Approval to Issue Shares in Relation to Lind Convertible Security	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Approval to Partially Redeem Lind Convertible Security through Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Approval of Issue of Shares in Lieu of Interest on Tranche 1 and Tranche 2 Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Approval of Issue of Shares in Lieu of Interest on Tranche 1 and Tranche 2 Convertible Notes – Related Party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8- Ratification of Prior Issue of Shares - Lind	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9- Ratification of Prior Issue of Shares – Geological Resource Solutions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 – Approval to Redeem Reeves Convertible Notes through issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11- Placement – Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12- Issue of Options to CPS Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13 – Approval of Amendment of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll. _____%

If two proxies are being appointed, the proportion of voting rights this proxy represents is

Signature of Member(s): _____ **Date:** _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

MINBOS RESOURCES LIMITED
ACN 141 175 493

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at the General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Minbos Resources Limited, PO Box 1346, West Perth, WA 6872; or
 - (b) facsimile to the Company on facsimile number (+61 8) 6314 1587; or
 - (c) email to the Company at paige@bluehorse.com.au

so that it is received not later than 9am (WST) on Saturday, 12 April 2014.

Proxy forms received later than this time will be invalid.
