

**BARRA RESOURCES LIMITED**

**ABN 76 093 396 859**

**NOTICE OF ANNUAL GENERAL MEETING  
OF SHAREHOLDERS**

**THURSDAY, 8 NOVEMBER 2018  
COMMENCING AT 9.00 AM (WST)**

**AT**

**HLB MANN JUDD  
LEVEL 4, 130 STIRLING STREET  
PERTH  
WESTERN AUSTRALIA**

**BARRA RESOURCES LIMITED  
NOTICE OF ANNUAL GENERAL MEETING**

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Notice is hereby given that the Annual General Meeting of Barra Resources Limited ("Barra" or "the Company") will be held at HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia on Thursday, 8 November 2018 at 9.00 am WST.

**AGENDA**

**FINANCIAL REPORT**

To table the Annual Financial Report of the Company for the year ended 30 June 2018 and the related Director's Report, Director's Declaration and Audit Report thereon.

**RESOLUTION 1: ADOPTION OF REMUNERATION REPORT**

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

*"That the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."*

**Voting prohibition**

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

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

**RESOLUTION 2: RE-ELECTION OF MR SEAN GREGORY AS A DIRECTOR**

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

*"That Mr Sean Gregory, having retired in accordance with clause 9.8 of the Constitution of the Company and being eligible for re-election, be and is hereby re-elected as a director."*

**RESOLUTION 3: RE-ELECTION OF MR JONATHAN ALISTER YOUNG AS A DIRECTOR**

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

*"That Mr Jonathan Alister Young, having retired in accordance with clause 9.3 of the Constitution of the Company and being eligible for re-election, be and is hereby re-elected as a director."*

**RESOLUTION 4: RATIFICATION OF PREVIOUS SHARE ISSUE**

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

*"That for the purpose of Listing Rule 7.4 and for all other purposes, the Company ratify the issue by the Directors of 57,142,857 Shares at an issue price of 3.5 cents each per Share to raise \$2,000,000 and otherwise on the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement**

The Company will disregard any votes cast on Resolution 4 by any person who participated in the issue the subject of Resolution 4 and any associate of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by a 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.

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**RESOLUTION 5: APPROVAL OF ADDITIONAL PLACEMENT CAPACITY**

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

*"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, to be issued on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*

**Short Explanation:** The Company seeks approval to issue an additional 10% of the Company's issued ordinary securities during a 12 month period in accordance with Listing Rule 7.1A.

The Company will disregard any votes cast on this Resolution by a 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 Shareholder, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote cast on this Resolution if it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the Chair of 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 AND PROXIES**

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the person who is entitled to vote in accordance with the directions on the proxy form or it is cast by Chair of 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.
3. The Chair of the Meeting will vote undirected proxies FOR all the proposed Resolutions.

The proxy form expressly authorises the Chair to exercise the proxy in relation to Resolution 1 (Adoption of Remuneration Report) even though this resolution is connected directly or indirectly with the remuneration of a member of the key management personnel. Any undirected proxies held by a Director, any member of the key management personnel or any of their closely related parties (who are not the Chair of the Meeting) will not be voted on Resolution 1.

Key management personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year 30 June 2018. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependents and companies they control.

4. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is Tuesday 6 November 2018 at 5.00 pm (WST).
5. A proxy form is attached. If required it should be completed, signed and returned to the Company's share registry in accordance with the instructions on that form.

By order of the Board



**Grant J Mooney**  
Company Secretary

Dated: 4 October 2018

**BARRA RESOURCES LIMITED  
EXPLANATORY MEMORANDUM**

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This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of Barra Resources Limited (the "Company").

This Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting. Details of the definitions and abbreviations are set out in the Glossary to this Explanatory Memorandum.

## **FINANCIAL REPORTS**

The first item of the Notice deals with the presentation of the annual financial report of the Company for the financial year ended 30 June 2018 together with the Directors' declaration and report in relation to that financial year and the auditor's report on those financial statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item. Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the business, operations and management of the Company.

The Chairman will also provide Shareholders a reasonable opportunity to ask the auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent audit report;
- the accounting policies adopted by the Company in relation to the preparation of accounts; and
- the independence of the auditor in relation to the conduct of the audit.

## **RESOLUTION 1: ADOPTION OF REMUNERATION REPORT**

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

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

However, the Corporations Act has been amended by the Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011 (Director and Executive Remuneration Act) which received the Royal Assent on 27 June 2011 and came into effect on 1 July 2012.

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

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

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

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

**The Chairman of the Meeting intends to vote all available Proxies in favour of Resolution 1.**

## **RESOLUTIONS 2 & 3 - ELECTION AND RE-ELECTION OF DIRECTORS**

Listing Rule 14.4 and Clause 9.3 of the Constitution requires that at an Annual General Meeting one-third of Directors for the time being shall retire from office. A retiring Director is eligible for re-election.

In accordance with the Constitution, Mr Jonathan (Jon) Alister Young retires by way of rotation as a Director and being eligible, offers himself for re-election as a Director.

A Director appointed during the year must stand for election and the next Annual General Meeting of the Company. Mr Sean Gregory was appointed since the last Annual General Meeting and hereby offers himself for election.

Full details of Messrs Young and Gregory's qualifications are set out in the 2018 Annual Report.

All Directors, with the exception of the Directors being offered for election or re-election as the case may be, recommend Shareholders vote in favour of Resolutions 2 & 3.

## **RESOLUTION 4 – RATIFICATION OF PREVIOUS SHARE ISSUE**

Resolution 4 seeks Shareholder ratification of the issue by the Directors of 57,142,857 Shares ("**Placement Shares**") at an issue price of \$0.035 (3.5 cents) each per Share made on 10 September 2018 ("**Private Placement**"). The Private Placement raised \$2,000,000.

The Placement Shares were issued under the Private Placement to Mineral Resources Limited. The purpose of the Private Placement was to fund the pre-feasibility study at the Mt Thirsty Cobalt deposit, for gold exploration and for general working capital purposes.

Subject to certain exceptions, Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the company's ordinary securities on issue at the commencement of that period without shareholder approval.

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the securities were issued in accordance with Listing Rule 7.1. If subsequent approval to the Private Placement is provided by Shareholders, it will "refresh" the Company's ability to issue Shares up to the 15% limit without the need for Shareholder approval. The Company seeks Shareholder ratification of the issue of Shares under the Private Placement so that the Company will have flexibility to issue further securities should the need or opportunity arise.

In accordance with the requirements of Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess Resolution 4:

- (a) A total of 57,142,857 Placement Shares were issued.
- (b) The Shares were issued at an issue price of 3.5 cents each per Placement Share.
- (c) The Shares were issued and allotted to Mineral Resources Limited in accordance with section 708 of the Corporations Act.
- (d) Mineral Resources Limited is not a related party of the Company.
- (e) The Placement Shares issued were fully paid ordinary shares and rank equally in all respects with the existing Shares on issue.
- (f) The funds raised by the issue of the Placement Shares under the Private Placement have been, and will be, used primarily for the pre-feasibility study at the Mt Thirsty Cobalt deposit, for gold exploration and for general working capital purposes.
- (g) A voting exclusion is included in the Notice.

## **RESOLUTION 5: APPROVAL OF 10% PLACEMENT FACILITY**

### **General**

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

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EXPLANATORY MEMORANDUM**

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An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity and its market capitalisation at the date of this Notice of Meeting is approximately \$21 million.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

As disclosed in the Company's quarterly activities reports, the Company is exploring and developing a portfolio of gold, nickel and cobalt assets in Western Australia. The Company may use the 10% Placement Facility to advance these projects and for working capital purposes.

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

**Description of Listing Rule 7.1A**

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

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

The Company, as at the date of the Notice, has on issue two classes of Equity Securities, Shares and Options.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

where:

**A** is the number of shares on issue 12 months before the date of issue or agreement:

(A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;

(B) plus the number of partly paid shares that became fully paid in the 12 months;

(C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;

(D) less the number of fully paid shares cancelled in the 12 months.

*Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

**D** is 10%

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

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 530,890,740 Shares and therefore has a capacity to issue:

(i) 79,633,611 Equity Securities under Listing Rule 7.1, subject to the passing of Resolution 4; and

(ii) subject to Shareholder approval being provided under Resolution 5, a total of 53,089,074 Equity Securities under Listing Rule 7.1A.

**BARRA RESOURCES LIMITED**  
**EXPLANATORY MEMORANDUM**

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The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days in which trades in the class of securities to be issued were recorded immediately before:

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

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), (**10% Placement Period**).

**Listing Rule 7.1A**

The effect of Resolution 5 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1. Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

**Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days in which trades in the class of securities to be issued were recorded immediately before:
  - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are exercised). There is a risk that:
  - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice. The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

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VARIABLE 'A' IN LISTING RULE 7.1A.2		DILUTION		
		\$0.02 50% DECREASE IN ISSUE PRICE	\$0.040 ISSUE PRICE	\$0.08 100% INCREASE IN ISSUE PRICE
<b>CURRENT VARIABLE A</b>  <b>530,890,740 SHARES</b>	10% Voting dilution	53,089,074 shares	53,089,074 Shares	53,089,074 Shares
	Funds raised	\$1,061,781	\$2,123,563	\$4,247,126
<b>50% INCREASE IN CURRENT VARIABLE A</b>  <b>796,336,110 SHARES</b>	10% Voting Dilution	79,633,611 Shares	79,633,611 Shares	79,633,611 Shares
	Funds raised	\$1,592,672	\$3,185,344	\$6,370,689
<b>100% INCREASE IN CURRENT VARIABLE A</b>  <b>1,061,781,480 SHARES</b>	10% Voting Dilution	106,178,148 Shares	106,178,148 Shares	106,178,148 Shares
	Funds raised	\$2,123,563	\$4,247,126	\$8,494,252

**The table has been prepared on the following assumptions:**

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
  - (ii) No Options are exercised into Shares before the date of the issue of the Equity Securities;
  - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
  - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
  - (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
  - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
  - (vii) The issue price is \$0.04, being the closing price of the Shares on ASX on 19 September 2018.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration for the acquisition of the new resources assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
  - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), continued exploration and project evaluation/study expenditure on the Company's current assets and/or general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).
- (v) The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.



**BARRA RESOURCES LIMITED**  
**EXPLANATORY MEMORANDUM**

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- (vi) Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.
- (e) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Company has previously obtained Shareholder approval under Listing Rule 7.1A.

The Company has previously received Shareholder approval for the Additional Placement capacity. Pursuant to Listing Rule 7.3A.6 the following information is provided to Shareholders:

The details for each separate issue of Equity Securities issued during the 12 months preceding the date of the Meeting are:

- On 16 November 2017, the Company issued 9,000,000 unlisted Options for nil consideration and in equal proportions to directors Gary Berrell, Jon Young and Grant Mooney pursuant to Shareholder approval on 16 November 2017. The Options have an exercise price of 8 cents (3 million), 9 cents (3 million) and 10 cents (3 million) and an expiry date of 16 November 2020. The Company has valued the Options at the date of issue at 3.0 cents, 2.8 cents and 2.6 cents per Option respectively using the Black and Scholes option pricing model. At the date of this Notice of Meeting, the Options have a value of 0.9 cent, 0.8 cent and 0.7 cent per Option respectively using the Black and Scholes option pricing model.
  - On 16 November 2017, the Company issued 14,000,000 unlisted Options for nil consideration to Managing Director Sean Gregory pursuant to an employee share option plan. The Options have an exercise price of 8 cents (4 million), 9 cents (4 million), and 10 cents (6 million) and an expiry date of 16 November 2020. The Company has valued the Options at the date of issue at 3.0 cents, 2.8 cents and 2.6 cents per Option respectively using the Black and Scholes option pricing model. At the date of this Notice of Meeting, the Options have a value of 0.9 cent, 0.8 cent and 0.7 cent per Option respectively using the Black and Scholes option pricing model.
  - On 30 November 2017, the Company issued 3,000,000 unlisted Options for nil consideration to employee Gary Harvey (Exploration Manager) pursuant to an employee share option plan. The Options have an exercise price of 8 cents (1 million), 9 cents (1 million), and 10 cents (1 million) and an expiry date of 16 November 2020. The Company has valued the Options at the date of issue at 3.0 cents, 2.8 cents and 2.6 cents per Option respectively using the Black and Scholes option pricing model. At the date of this Notice of Meeting, the Options have a value of 0.9 cent, 0.8 cent and 0.7 cent per Option respectively using the Black and Scholes option pricing model.
  - On 12 December 2017, the Company issued 50,000,000 shares at an issue price of 4.5 cents per share raising \$2.25 million to applicants to a Share Purchase Plan representing a 15% discount to the prevailing share price at the time of issue. Funds raised from the issue have been applied towards exploration, PFS studies at the Mt Thirsty Cobalt Project and general working capital.
  - On 10 September 2018, the Company issued 57,142,857 shares to Mineral Resources Limited pursuant to a share placement at an issue price of 3.5 cents per share to raise \$2 million for the purposes of providing funding for the pre-feasibility study at the Mt Thirsty Cobalt deposit, for exploration and for general working capital purposes. The issue price represented a 6% premium to the closing share price immediately prior to the issue of shares. No funds have yet been expended.
- (f) In accordance with Listing Rule 7.3A.6(a), the percentage of equity securities issued during the year when compared with the number of securities on issue at the beginning of the year is 22.4% on a fully diluted basis.
- (g) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

**BARRA RESOURCES LIMITED  
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GLOSSARY

**Additional Placement Capacity** means the capacity to issue additional Equity Securities by way of placement approved by Shareholders under Listing Rule 7.1A.

**Annual Report** means the Directors' Report, the Annual Financial Report and Auditor's Report thereon, in respect to the financial year ended 30 June 2018.

**Annual Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

**ASIC** means Australian Securities and Investments Commission.

**ASX** means ASX Limited (ABN 98 008 624 691) and where the context permits, the Australian Securities Exchange operated by ASX Limited.

**ASX Listing Rules** means the listing rules of the ASX.

**Audit Report** means the auditor's report on the Financial Report.

**Board** means 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 the ASX declares is not a business day.

**Chair or Chairman** means the person appointed to chair the general meeting of the Company convened by the Notice.

**Closely Related Party** means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

**Company or Barra** means Barra Resources Limited (ABN 76 093 396 859).

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

**Directors** means directors of the Company.

**Directors Report** means the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities

**Explanatory Memorandum** means this explanatory memorandum attached to the Notice.

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

**Listing Rules** means the Listing Rules of ASX.

**Notice** means this notice of meeting.

**Option** means an option to subscribe for a share.

**Placement** means the issue by the Company of ordinary Shares.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Resolution** means a resolution contained in the notice.

**Share** means an ordinary fully paid share in the capital of the Company.

**SPP** means Share Purchase Plan.

**Shareholder** or **Member** means a registered member of the Company.

**\$** means Australian dollars unless otherwise stated.

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# BARRA RESOURCES LIMITED

ACN: 093 396 859

REGISTERED OFFICE:  
GROUND FLOOR  
6 THELMA STREET  
WEST PERTH WA 6005

SHARE REGISTRY:  
Security Transfer Australia Pty Ltd  
All Correspondence to:  
PO BOX 52  
Collins Street West VIC 8007  
Suite 913, Exchange Tower  
530 Little Collins Street  
Melbourne VIC 3000  
T: 1300 992 916 F: +61 8 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

«EFT\_REFERENCE\_NUMBER»

«Holder\_name»  
«Address\_line\_1»  
«Address\_line\_2»  
«Address\_line\_3»  
«Address\_line\_4»  
«Address\_line\_5»

«Company\_code» «Sequence\_number»

Code:

BAR

Holder Number:

«HOLDER\_NUM

## PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE  
ONLINE**

Lodge your proxy vote securely at [www.securitytransfer.com.au](http://www.securitytransfer.com.au)

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

### SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 9:00am WST on Thursday 8 November 2018 at HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia and at any adjournment of that meeting.

### SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

#### RESOLUTION

1. Adoption of Remuneration Report

For

Against

Abstain\*

2. Re-election of Mr Sean Gregory as a Director

3. Re-Election of Mr Jonathan Alister Young as a Director

4. Ratification of previous Share Issue

5. Approval of additional Placement Capacity

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. \* If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Sole Director & Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 9:00am WST on Tuesday 6 November 2018.

My/Our contact details in case of enquiries are:

Name:

Number:

(  )

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BARPX1061118

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## 1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

## 2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

## 3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

## 4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

## 5. SIGNING INSTRUCTIONS

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

**Joint Holding:** where the holding is in more than one name, all of the Shareholders must sign.

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

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

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

## 6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

### Security Transfer Australia Pty Ltd

<b>Online</b>	<a href="http://www.securitytransfer.com.au">www.securitytransfer.com.au</a>
<b>Postal Address</b>	PO BOX 52 Collins Street West VIC 8007
<b>Street Address</b>	Suite 913, Exchange Tower 530 Little Collins Street Melbourne VIC 3000
<b>Telephone</b>	1300 992 916
<b>Facsimile</b>	+61 8 9315 2233
<b>Email</b>	<a href="mailto:registrar@securitytransfer.com.au">registrar@securitytransfer.com.au</a>

## PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.