

15 November 2017

Broken Hill Prospecting Limited
ARBN 003 453 503
NZ Company No: 322887
Suite 1002, Level 10,
171 Clarence Street, Sydney NSW 2000
GPO Box 1546, Sydney NSW 2001
P: +61 2 9238 1170
F: +61 2 9299 1408

Website: www.bhpl.biz

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of Shareholders of Broken Hill Prospecting Limited ("the Company") will be held at Level 10, 171 Clarence Street, Sydney, New South Wales, 2000 on Thursday 21 December 2017 at 11:00 am (Sydney time).

ORDINARY BUSINESS

Annual Report

To table and consider the Company's Annual Report which includes the Financial Statements, Directors' Report and the Auditor's Report for the year ended 30 June 2017.

Note: The Financial Statements, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2017 will be laid before the meeting. There is no requirement for Shareholders to approve those reports. Shareholders will be given an opportunity to raise questions of the Directors and the Company's auditor on the Financial Statements and Auditor's Report at the Annual General Meeting.

Resolution 1: Re-election of Director – Mr Geoffrey Hill

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

"That Geoffrey Hill, being a Director of the Company who retires by rotation in accordance with clause 27.1 of the Company's Constitution, being eligible and offering himself for election, be re-elected a Director of the Company."

Resolution 2: Appointment of New Auditor – Nexia

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

"That Nexia be appointed as auditor of the Company"

Resolution 3: Auditor's Remuneration

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

"That the Directors are authorised to fix the fees and expenses of the auditor of the Company."

SPECIAL BUSINESS

Resolution 4: Approval of Granting of Options to Mr Matthew Hill

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

That in accordance with Listing Rule 10.11 and for all other purposes, the Company be permitted and authorised to grant 500,000 unquoted Options, with an exercise price of A\$0.06 each and exercisable for a five (5) year period commencing the grant date, to Mr Matthew Hill a Related Party, or his nominee, for nil cash consideration and otherwise on the terms and conditions set out in the accompanying Explanatory Statement.

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

- (a) Mr Matthew Hill; and
- (b) an Associate of that person.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

For personal use only

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

Resolution 5: Approval of Granting of Options to Mr Anthony (Trangie) Johnston

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

That in accordance with Listing Rule 7.1 and for all other purposes, the Company be permitted and authorised to grant 5,000,000 unquoted Options, and subject to certain vesting conditions, exercisable for a five (5) year period commencing the grant date, as follows:

- (a) 3,000,000 unquoted Options with an exercise price of A\$0.08 each; and
- (b) 2,000,000 unquoted Options with an exercise price of A\$0.10 each

to Mr Anthony (Trangie) Johnston, or his nominee, for nil cash consideration and otherwise on the terms and conditions set out in the accompanying Explanatory Statement.

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

- (a) Mr Anthony (Trangie) Johnston; and
- (b) an Associate of that person.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

GENERAL INFORMATION

Eligibility to Vote

For the purpose of determining a person's entitlement to vote at the meeting, shares will be taken to be held by persons who are registered as Shareholders as at 7:00pm (Adelaide time) on Tuesday 19 December 2017. Accordingly, transactions registered after that time will be disregarded in determining members entitled to attend and vote at the meeting.

Proxies

A proxy form is attached. You may exercise your right to vote at the meeting either by being present in person or by appointing a proxy to attend and vote in your place. You may appoint either an individual or a body corporate as your proxy. A proxy need not be a member of the Company. A proxy form must be signed by the member or the member's attorney. Proxies given by corporations must be signed either under seal or in accordance with the Constitution of the Company. The Proxy Form and the power of attorney or other authority (if any) under which it is signed (or a certified copy of the power of attorney or authority) must be received not later than 48 hours before the time for holding the meeting

Please complete and forward the Proxy Form to the company's share registrar, Computershare Investor Services Pty Limited:

by post at the following address:

Computershare Investor Services Pty Limited

GPO Box 242

MELBOURNE VIC 3001

or

by facsimile on 1800 783 447 (within Australia) or
+61 3 9473 2555 (outside Australia);

or for **Intermediary Online subscribers** only
(custodians), cast the shareholder's vote online by
visiting www.intermediaryonline.com

so that it is received no later than 11:00 am (Sydney time) on Tuesday 19 December 2017.

Attending the meeting

If you are attending the meeting please bring the Proxy Form to assist with registration.

By order of the Board

Broken Hill Prospecting Limited



Ian Morgan,
Company Secretary
15 November 2017

EXPLANATORY STATEMENT

This Explanatory Statement forms part of the Notice of Annual General Meeting to Shareholders of the Annual General Meeting to be held Thursday 21 December 2017 at 11:00 am (Sydney time).

This Explanatory Statement, as well as the Notice of Annual General Meeting, should be read carefully and in their entirety.

ORDINARY BUSINESS

Annual Financial Report

The Company's Annual Report including the Financial Statements, Director's Report and the Auditor's Report for the year ended 30 June 2017 will be laid before the meeting.

This item provides an opportunity for Shareholders at the meeting to ask questions and comment on the Financial Report (including the Financial Statements), the Directors' Report and the Auditor's Report.

- (a) You have a right to receive from the Company, free of charge, a copy of the Company's Annual Report if you make a request to the Company to receive a copy; and
- (b) You may obtain a copy of the Annual Report by electronic means from www.bhpl.biz; and
- (c) The Company has not prepared, in relation to the same accounting period as the Annual Report, a concise annual report.

No resolution is required to be passed on this matter.

Resolution 1: Re-election of Director – Mr Geoffrey Hill B.Ec., MBA, FCPA, ASIA, FAICD. Non-Executive Director, Member of the Remuneration Committee.

Appointed 27 August 2015

Geoff Hill is a founding director of the Company, serving from 1989 to 30 June 2014. He re-joined the Board on 27 August 2015. Geoff is a merchant banker based in Hong Kong, with experience in mergers and capital raising and has acted for a wide range of corporate clients in Australia and overseas, particularly in the resources sector. He is Chairman of the International Pacific Securities Group. He is Chairman of ASX listed Pacific American Coal Limited and Asian Property Investments Limited. He was previously Chairman of Mount Gibson Iron Ore Limited and a director of New Talisman Gold Mines Limited.

Directors (with Mr Geoffrey Hill abstaining) recommend that Shareholders vote in favour of Resolution 1.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.

Resolution 2: Appointment of New Auditor – Nexia

Shareholders will be asked to appoint Nexia as the Company's new external auditor to replace K.S. Black & Co.

K.S. Black & Co has been the Company's auditor for four years.

Notwithstanding K.S. Black & Co is an auditing firm based in Parramatta NSW, Australia, with extensive experience in small mining and exploration companies, the Company took the opportunity to invite three audit firms (including K.S. Black & Co.) to tender for the provision of audit services. The Company again sought to have an audit firm close to the Company's operations in NSW, Australia and provide audit services in accordance with New Zealand law, as the Company is registered in New Zealand.

Following this robust and competitive tender process, the Board recommends Nexia be appointed as the Company's new external auditor, and Nexia has consented to the appointment.

K.S. Black & Co have confirmed that they will not stand for reappointment at the Meeting.

The Board wishes to take this opportunity to thank K.S. Black & Co for the audit services it has provided the Company, since 2013.

K.S. Black & Co will attend the Meeting to respond to any questions shareholders may have on the financial statements for the financial year ended 30 June 2017.

Directors recommend that Shareholders vote in favour of Resolution 2.

Broken Hill Prospecting Limited Notice of Annual General Meeting Thursday 21 December 2017

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2.

Resolution 3: Auditor's Remuneration

Shareholders will be asked to authorise Directors to fix the auditor's fees and expenses for the financial year ending 30 June 2018.

Directors recommend that Shareholders vote in favour of Resolution 3.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3.

SPECIAL BUSINESS

Resolution 4: Approval of Granting of Options to Mr Matthew Hill

Background

Subject to Shareholder approval, the Company proposes to grant a total of 500,000 unquoted Options to vest with Matthew Hill, or his nominee, on terms and conditions as set out in the Explanatory Statement.

The Options have the following terms and conditions:

- (a) The strike price is A\$0.06 each Share (Exercise Price);
- (b) Options must be exercised within the exercise period;
- (c) The date of granting the Options is the commencement date (Commencement Date); and
- (d) Any Options not exercised before 5.00 pm (Sydney time) on the fifth anniversary of the Commencement Date will lapse.

Remuneration payable to Mr Matthew Hill

The cash remuneration paid to date by the Company to Mr M Hill is at the rate of A\$22,500 per annum including statutory superannuation plus 1,500,000 Options granted during the year ended 30 June 2016 (A\$12,000), for Mr Matthew Hill to be a non-executive Director.

Trading History

On 15 November 2017 the Company's share price was A\$0.053. Since 1 December 2016, the Company's lowest and highest share price trade on the ASX and monthly turnover are as follows:

Month	Monthly share price range	Volume traded on ASX
December 2016	\$0.035 to \$0.05	3,380,776
January 2016	\$0.038 to \$0.057	3,593,480
February 2017	\$0.032 to \$0.067	13,987,310
March 2017	\$0.039 to \$0.052	3,177,676
April 2017	\$0.033 to \$0.04	2,517,085
May 2017	\$0.03 to \$0.038	3,308,287
June 2017	\$0.025 to \$0.032	2,662,807
July 2017	\$0.028 to \$0.037	4,509,056
August 2017	\$0.027 to \$0.038	4,390,739
September 2017	\$0.027 to \$0.034	2,720,463
October 2017	\$0.032 to \$0.047	3,529,497
To 15 November 2017	\$0.044 to \$0.055	4,801,697
Total	\$0.025 to \$0.07	52,578,873

Broken Hill Prospecting Limited Notice of Annual General Meeting Thursday 21 December 2017

Dilution effects on existing members interests

If the Options to be granted pursuant to Resolution 4 are exercised, the effect will be to dilute the interests of existing Shareholders.

The table below sets out the impact of passing Resolution 4, on the number of Shares and Options on an undiluted and diluted basis.

	Undiluted Shares	Fully diluted Shares	Potential dilution of issued capital
	Number	Number	%
Shares on issue at the date of the Notice	147,773,401	147,773,401	-
Quoted Options on issue with an exercise price of A\$0.08 expiring 12 November 2019.	-	46,689,388	-
Unquoted Options on issue with an exercise price of A\$0.06 expiring 1 November 2022.		2,400,000	
Equity Securities on issue at the date of the Notice	147,773,401	196,862,789	-
Proposed granting of Options to Matthew Hill or his nominee	-	500,000	0.3
New potential issued capital	147,773,401	197,362,789	0.3

Opportunity costs and taxation consequences to the Company

It is not considered that from an economic and commercial point of view that there are any costs or detriments, including opportunity costs or taxation consequences for the Company or benefits foregone by the Company, resulting from the granting of Options pursuant to Resolution 4. New Zealand Generally Accepted Accounting Practice (NZ GAAP) may require the Company to expense the 500,000 Options proposed to be granted to Mr Matthew Hill or his nominee, with the expense being transferred to an Option Reserve being estimated at A\$18,000 (A\$0.036 each Option).

This amount is expected to be transferred from the Option Reserve to Issued Capital when (and if) the Options are exercised. If the Options lapse, the amounts will remain in the Option Reserve.

Mr Matthew Hill's Current Interests

Equity Securities held by Mr Matthew Hill

The table below sets out Equity Securities held in the Company by Mr Matthew Hill's related entities.

Since Mr Matthew Hill's appointment as a Director on 14 March 2012, the number of Equity Securities of the Company held, directly, indirectly or beneficially, by Mr Matthew Hill, including his personally-related entities is as follows:

Equity Securities	Number held at the date of the Notice
Ordinary fully paid shares	5,000
Quoted Options with an exercise price of A\$0.08 expiring 12 November 2019.	1,500,000

For personal use only

Broken Hill Prospecting Limited Notice of Annual General Meeting Thursday 21 December 2017

Listing Rules

Pursuant to Listing Rule 10.13, the following information is provided regarding Listing Rule 10.11 approval:

Rule 10.13.1: Name of person:

Mr Matthew Hill

Rule 10.13.2: Maximum Number of securities to be issued to the person:

500,000 Options

Rule 10.13.3: Date by which the securities are to be issued:

If Shareholders approve Resolution 4, the granting of the Options to Mr Matthew Hill, or his nominee, will occur on a date which is up to one month after the date of this AGM.

Rule 10.13.4: Nature of relationship:

Mr Matthew Hill is a non-executive director of the Company

Rule 10.13.5: Issue price of the securities and a statement of terms of issue:

The Options will be granted to Mr Matthew Hill or his nominee for nil consideration.

Options Terms and Conditions

The Options are subject to the following salient terms and conditions:

- (a) the Options will be issued at no cost;
- (b) each Option entitles the holder thereof to subscribe for one Share in the Company;
- (c) the Options may be exercised in whole or in part by notice in writing being delivered to the Company at any time prior to or on each Expiry Date;
- (d) the exercise price of the Options is A\$0.06 for each Share subscribed for;
- (e) the Options are exercisable for a five (5) year period commencing the grant date;
- (f) any Option not exercised on or before the expiry date will expire and cease to carry any rights or benefits;
- (g) a statement will be issued for the Options. A new holding statement will be issued when a change takes place in the number of Options held;
- (h) the holder of Options will not have the right to participate in new issues of capital which may be offered to Shareholders during the currency of the Options. Any change to the Option's exercise price or the number of underlying securities must be made in accordance with Listing Rules 6.21 and 6.22;
- (i) the rights of the holders of Options will change to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation;
- (j) the Options are freely transferable;
- (k) Shares issued pursuant to the exercise of the Options will be allotted following receipt of all relevant documents and payments in respect thereto and will rank for dividends pro rata with the existing issued Shares, as at the date of exercise of the Options. Subject to any ASX ruling regarding Restricted Securities, Shares so issued will rank pari passu with the then issued Shares of the Company; and
- (l) the Options will not be listed on the ASX. The Company will make application for any Shares issued upon the exercise of any Option to be granted Official Quotation by the ASX.

Rule 10.13.6A: Intended use of the funds:

No funds will be raised from the granting of Options. On an exercise of an Option, the Option holder will subscribe the Exercise Price per Share. The Company intends to allocate these funds towards additional working capital while the Company progresses development funding for its heavy mineral sands tenements.

Rule 10.13.6: A voting exclusion statement:

A Voting Exclusion Statement is included in the Notice.

Rule 7.2, Exception 14: Approval not required under Rule 7.1:

As approval for the issue of the Options referred to in Resolution 4 is being sought under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

The Directors (excluding Mr Matthew Hill) recommend that Shareholders vote in favour of Resolution 4.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 4.

Resolution 5: Approval of Granting of Options to Mr Anthony (Trangie) Johnston

Background

The objectives of the Company's executive compensation are as follows:

- (a) by designing a total compensation package to be competitive with an appropriate peer group, attract and retain highly qualified executives who share the Company's values and are committed to its strategic plan;
- (b) to motivate executives to provide excellent leadership and achieve Company goals by linking incentive pay to the achievement of specific targets;
- (c) to align the interests of executives, employees, and shareholders by tying a large portion of executives' total direct compensation (defined as base salary, short-term incentive remuneration and equity awards) to the achievement of objective goals related to the Company's development, financial performance, safety record, and cost structure; and
- (d) to provide executives with reasonable security to motivate them to continue employment with the Company and achieve goals that will help the Company thrive for the long term.

Listing Rule 7.1 imposes a restriction on the maximum number of Equity Securities that can be issued by an entity in any 12-month period without Shareholder approval. This restriction is broadly 15% of the number of ordinary securities of that entity already on issue within any 12-month period.

The Company seeks approval of the proposed Options to be granted by the Company described below under Listing Rule 7.1.

Resolution 5 will have the effect that the Options will not count towards the restriction in Listing Rule 7.1 in the future, thus preserving the Company's capacity to issue further Equity Securities pursuant to Listing Rule 7.1. If Shareholders approve Resolution 5, the Company's capacity to issue Equity Securities without approval under Listing Rule 7.1 will remain approximately 19,766,010 Equity Securities as at the date of the Meeting.

The following information is provided to Shareholders for the purposes of Listing Rule 7.1 (in accordance with Listing Rule 7.3).

Rule 7.3.1: Maximum number of securities the entity is to issue (if known) or the formula for calculating the number of securities the entity is to issue

Maximum number of securities to be issued is 5,000,000

Rule 7.3.2: The date by which the entity will issue the securities

If Shareholders approve Resolution 5, the granting of the Options to Mr Anthony (Trangie) Johnston, or his nominee, will occur on a date which is up to three months after the date of the Meeting.

Broken Hill Prospecting Limited Notice of Annual General Meeting Thursday 21 December 2017

Rule 7.3.3: The issue price of the securities

The Options will be granted for nil consideration.

Rule 7.3.4: The names of the persons to whom the entity will issue the securities (if known) or the basis upon which those persons will be identified or selected.

The Company's Chief Executive Officer Mr Anthony (Trangie) Johnston, or his nominee, will be granted the Options.

Rule 7.3.5: The terms of the securities

Apart from certain vesting conditions, the Options are subject to the following salient terms and conditions:

- (a) the Options will be issued at no cost;
- (b) each Option entitles the holder thereof to subscribe for one Share in the Company;
- (c) the Options may be exercised in whole or in part by notice in writing being delivered to the Company at any time prior to or on each Expiry Date;
- (d) the exercise prices of the Options are:
 - (i) For 3,000,000 STI Options, A\$0.08; and
 - (ii) For 2,000,000 LTI Options, A\$0.10for each Share subscribed for;
- (e) the Options are exercisable for a five (5) year period commencing the grant date;
- (f) any Option not exercised on or before the expiry date will expire and cease to carry any rights or benefits;
- (g) a statement will be issued for the Options. A new holding statement will be issued when a change takes place in the number of Options held;
- (h) the holder of Options will not have the right to participate in new issues of capital which may be offered to Shareholders during the currency of the Options. Any change to the Option's exercise price or the number of underlying securities must be made in accordance with Listing Rules 6.21 and 6.22;
- (i) the rights of the holders of Options will change to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation;
- (j) the Options are freely transferable;
- (k) Shares issued pursuant to the exercise of the Options will be allotted following receipt of all relevant documents and payments in respect thereto and will rank for dividends pro rata with the existing issued Shares, as at the date of exercise of the Options. Subject to any ASX ruling regarding Restricted Securities, Shares so issued will rank pari passu with the then issued Shares of the Company; and
- (l) the Options will not be listed on the ASX. The Company will make application for any Shares issued upon the exercise of any Option to be granted Official Quotation by the ASX.

Granting of Unvested Options

If Shareholders approve Resolution 5, up to 5,000,000 unvested Options would be granted from the Commencement Date, for the exercise period of five years and subject to certain vesting conditions.

	Maximum Number of Options
Unvested Options subject to Short Term Incentive (STI) targets	3,000,000
Unvested Options subject to Long Term Incentive (LTI) targets	2,000,000
Total	5,000,000

Vesting conditions are as follows:

(a) Short Term Incentive (STI) Targets

Target	Value (%)
(i) Define at least 10 million tonnes of Heavy Mineral Sands Indicated Mineral Resource¹ (as defined under JORC² 2012 Edition) with at least a 6% (commercial) grade	25
(ii) Purchase a Board approved new commercially viable business identified by Mr Anthony (Trangie) Johnston	40
(iii) Improved investor relations – BPL 60-day VWAP share price of A\$0.10 per share or higher	35
Total	100

(b) Long Term Incentive (LTI) Targets

Target	Value (%)
(i) Define at least 25 million tonnes of Heavy Mineral Sands Indicated Mineral Resource (as defined under JORC 2012 Edition) with at least a 6% (commercial) grade	50
(ii) Establish NSW mineral sands business to first production	50
Total	100

Rule 7.3.6: The intended use of funds raised

No funds will be raised from the granting of Options. On an exercise of an Option, the Option holder will subscribe the Exercise Price per Share. The Company intends to allocate these funds towards additional working capital while the Company progresses development funding for its heavy mineral sands tenements.

Rule 7.3.7: The issue date or a statement that the issue will occur progressively

The issue date will occur on a date which is up to three months after the date of the Meeting.

Rule 7.3.8: A voting exclusion statement:

A Voting Exclusion Statement is included in the Notice.

The Directors recommend that Shareholders vote in favour of Resolution 5.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 5.

¹ An 'Indicated Mineral Resource' is that part of a Mineral Resource for which quantity, grade (or quality), densities, shape and physical characteristics are estimated with sufficient confidence to allow the application of Modifying Factors (consideration of mining, processing, metallurgical, infrastructure, economic, marketing, legal, environment, social and government factors) in sufficient detail to, subject to BPL Board approval, support mine planning and evaluation of the economic viability of the deposit.

² Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves

For personal use only

GLOSSARY

In this Notice and the Explanatory Statement:

A\$ means Australian Dollars.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2017.

Associate has the meaning given in the Listing Rule 19.12

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

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Business Day has the same meaning as defined in the Listing Rules.

Chair or **Chairman** means the person appointed to chair the Meeting convened by this Notice.

Company means Broken Hill Prospecting Limited (ARBN 003 453 503).

Director means a director of the Company.

Directors' Report means the annual directors' report.

Equity Securities has the same meaning as in the Listing Rules and includes shares and options.

Explanatory Statement means the explanatory statement attached to the Notice.

Listing Rules means the listing rules of ASX, as amended from time to time.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of annual general meeting.

Option means a listed option which entitles the holder to subscribe for one Share.

Proxy Form means the proxy form attached to the Notice.

Related Party has the meaning given in the Listing Rule 19.12

Resolution means a resolution contained in the Notice.

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

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

VWAP means volume weight average share price.

In this Notice and the Explanatory Statement words importing the singular include the plural and vice versa.

For personal use only

BPL

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 556 161
(outside Australia) +61 3 9415 4000

Proxy Form

XX

For your vote to be effective it must be received by 11:00am (Sydney time) on Tuesday 19 December 2017

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged 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, 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Broken Hill Prospecting Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Broken Hill Prospecting Limited to be held at Level 10, 171 Clarence Street, Sydney, New South Wales, 2000 on Thursday 21 December 2017 at 11:00am (Sydney time) and at any adjournment or postponement of that Meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

	For	Against	Abstain
1 Re-election of Director - Mr Geoffrey Hill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Appointment of New Auditor - Nexia	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Auditor's Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

4 Approval of Granting of Options to Mr Matthew Hill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Granting of Options to Mr Anthony (Trangie) Johnston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

B P L

9 9 9 9 9 9 A

Computershare +