

25 October 2018

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.net.au

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 Suite 1002, Level 10, 171 Clarence Street, Sydney, New South Wales, 2000 on Tuesday 13 November 2018 commencing 10.00AM (Sydney time).

ORDINARY BUSINESS

2018 Annual Report

To consider the Company's 2018 Annual Report which includes the Financial Statements for the year ended 30 June 2018 along with associated notes, Directors' Report and Auditor's Report.

The Company's 2018 Annual Report will be laid before the meeting. There is no requirement for Shareholders to approve the Company's Financial Statements for the year ended 30 June 2018 along with associated notes, Directors' Report and Auditor's Report.

At the Annual General Meeting, Shareholders will be given an opportunity to raise questions of Directors and the Company's Auditor about the Company's 2018 Annual Report.

Resolution 1: Re-election of Director – Mr F Creagh O'Connor

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

"That F Creagh O'Connor, 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 re-election, is re-elected a director of the Company."

Resolution 2: Re-election of Director – Mr Denis Geldard

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

"That Denis Geldard, 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 re-election, is re-elected a director of the Company."

Resolution 3: Election of Director – Mr Anthony (Trangie) Johnston

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

"That Anthony Johnston, being a director of the Company who was elected since the Company's last annual general meeting as an addition to the existing Directors in accordance with clause 26.2 of the Company's Constitution, being eligible and offering himself for election, is elected a director of the Company."

Resolution 4: 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."

00001003
For personal use only

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 (Sydney time) on Sunday 11 November 2018. Accordingly, transactions registered after that time will be disregarded in determining Shareholders 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 Shareholders or the Shareholder’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 10.00AM (Sydney time) on Sunday 11 November 2018.

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
25 October 2018

EXPLANATORY STATEMENT

This Explanatory Statement forms part of the Notice of Annual General Meeting to Shareholders of the Annual General Meeting to be held at Suite 1002, Level 10, 171 Clarence Street, Sydney, New South Wales, 2000 on Tuesday 13 November 2018 commencing 10.00AM (Sydney time).

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

ORDINARY BUSINESS

2018 Annual Report

The Company's Financial Statements for the year ended 30 June 2018 along with associated notes, Directors' Report and Auditor's Report will be laid before the meeting.

This item provides an opportunity for Shareholders at the meeting to ask questions and comment on the Financial Statements for the year ended 30 June 2018 along with associated notes, Directors' Report and Auditor's Report.

- (a) You have a right to receive from the Company, free of charge, a copy of the Company's 2018 Annual Report if you make a request to the Company to receive a copy; and
- (b) You may obtain a copy of the 2018 Annual Report by electronic means from <https://www.bhpl.net.au> and
- (c) The Company has not prepared, in relation to the same accounting period as the 2018 Annual Report, a concise annual report.

No resolution is required to be passed on this matter.

Resolution 1: Re-election of Director Mr F Creagh O'Connor: AM, FAIM, FAICD. Chairman and Non-Executive Director (Independent). Member of the Remuneration Committee, Member of the Audit Committee.

Appointed 22 June 2000

Creagh O'Connor was appointed to the Board in 2000 and to the role of Chairman in 2004. He has approximately 40 years' senior management experience in providing consulting and advisory services for oil, gas and mineral projects throughout Australia and overseas. He is a leading consultant for Australian construction and development consortiums. He has served as a Director and Chairman on a number of listed and private companies.

Directors (with Mr F Creagh O'Connor 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: Re-election of Director – Mr Denis Geldard: AWASM, MAIMM, Non-Executive Director (Independent), Member of the Audit Committee.

Appointed 3 August 2015

Denis Geldard was appointed to the Board on 3 August 2015 and has over 40 years' technical and operational experience in exploration and project development in Australia and internationally. He has over 20 years' experience specifically in the Heavy Mineral Sands Industry with companies such as Western Titanium Ltd, Associated Minerals Consolidated and Iluka Resources. Denis is a Mining Engineering graduate from the Kalgoorlie School of Mines in Western Australia. He has managed and run a number of junior and mid-tier mining and exploration companies and mining operations over the past 40 years including directorships of a number of Australian listed mining and exploration companies.

Directors (with Mr Denis Geldard abstaining) recommend that Shareholders vote in favour of Resolution 2.

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

Resolution 3: Election of Director – Mr Anthony (Trangie) Johnston: B.Sc, M.Sc. Managing Director

Appointed 18 January 2018

Trangie Johnston was appointed to the post of Chief Executive Officer (CEO) on 20 May 2016 and Managing Director on 18 January 2018. Trangie is a skilled geologist with 22 years' experience in exploration, project development and mining activities. His diversified career spans the private, public, consulting and government sectors, with experience throughout Australia and internationally. During the last three years, Trangie was on the Board of ASX listed Cobalt Blue Holdings Limited (resigned 18 June 2018).

Directors (with Mr Anthony Johnston abstaining) recommend that Shareholders vote in favour of Resolution 3.

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

Resolution 4: 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 4.

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

INTERPRETATION

For the purposes of interpreting the Explanatory Notes and the Notice:

- (a) the singular includes the plural and vice versa;
- (b) words importing any gender include the other genders;
- (c) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments and all consolidations, amendments, re-enactments or replacements for the time being in force;
- (d) all headings, bold typing and italics (if any) have been inserted for convenience of reference only and do not define, limit or affect the meaning or interpretation of the Explanatory Notes and the Notice;
- (e) reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors, substitutes (including without limitation persons taking by novation and assignment); and
- (f) reference to **cents, \$, A\$, Australian Dollars** or **dollars** is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia.

GLOSSARY

In this Notice and the Explanatory Statement:

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

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

Auditor means Nexia Sydney Audit Pty Ltd ABN 77 606 785 399

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

Board means the board of Directors.

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.

Explanatory Statement means the explanatory statement attached to the Notice.

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

Notice means this notice of annual general meeting.

Proxy Form means the proxy form attached to the Notice.

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.

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 10:00am (Sydney time) on Sunday 11 November 2018

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 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:



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

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.

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 Suite 1002, Level 10, 171 Clarence Street, Sydney, New South Wales, 2000 on Tuesday 13 November 2018 at 10:00am (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 F Creagh O'Connor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director - Mr Denis Geldard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director – Mr Anthony (Trangie) Johnston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Auditor's Remuneration	<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 / / _____