



POZ MINERALS LIMITED
ACN 129 158 550

**NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY STATEMENT**

For the Annual General Meeting to be held
on Wednesday, 7 November 2018 at 2.00pm (Western Standard Time) at
Grant Thornton
Level 43, Central Park Building,
152-158 St Georges Terrace
Perth WA 6000

This is an important document. Please read it carefully.
Please speak to your professional advisers if you have any
questions about this document or how to vote at the Meeting.

TIME AND PLACE OF ANNUAL GENERAL MEETING AND HOW TO VOTE

Venue

The Annual General Meeting of the Company will be held at:
Grant Thornton
Level 43, Central Park Building
152-158 St Georges Terrace,
Perth WA 6000

Date & Time

Wednesday, 7 November 2018
Commencing at 2.00 pm (WST)

To vote by proxy, please complete and sign the enclosed Proxy Form and either:

1. post to:

POZ Minerals Limited
c/- LINK Market Services Ltd
Locked Bag A14, Sydney South NSW 1235; or

2. facsimile to +61 2 9287 0309; or

3. lodge online at www.linkmarketservices.com.au, instructions as follows:

Select 'Investor Login' and in the "Single Holding" section enter POZ Minerals Limited or the ASX code POZ in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the back of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website;

so that it is received not later than 48 hours before the commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

Notice is hereby given that the Annual General Meeting of the Shareholders of POZ Minerals Limited will be held at Grant Thornton, Level 43, Central Park Building, 152-158 St Georges Terrace, Perth, Western Australia, on Wednesday, 7 November 2018 at 2:00pm (WST) for the purpose of transacting the following business.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

AGENDA

GENERAL BUSINESS

Accounts and Reports

To receive and consider the Financial Report of the Company and the Report of the Directors and Auditor for the financial year ended 30 June 2018.

RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

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

"That the Remuneration Report for the financial year ended 30 June 2018 as set out in the 2018 Annual Report of the Company be adopted."

Short Explanation: The Company is required to put a resolution to adopt the remuneration report of the Company at each annual general meeting. This is an advisory resolution only and does not bind the Directors or the Company.

The Company will disregard any votes cast (in any capacity) on this Resolution by or on behalf of either of the following persons (the "voter"):

- (a) a member of the key management personnel, details of whose remuneration are included in the remuneration report; or
- (b) a closely related party of such a member.

However, the voter may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described in paragraphs (a) or (b) and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (d) the voter is the Chair of the Meeting and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

RESOLUTION 2 - RE-ELECTION OF DIRECTOR, MR GRANT MOONEY

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

"That, Mr Grant Mooney, who retires by rotation in accordance with Rule 7.3 of the Constitution of the Company, and being eligible offers himself for election, is hereby re-elected as a Director of the Company."

Short Explanation: Mr Grant Mooney is a non-executive Director and is presented for re-election in accordance with the rotation requirements of the Constitution.

RESOLUTION 3 - 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 5555,556 Shares at an issue price of 9 cents each per Share to raise \$500,000 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 3 by any person who participated in the issue the subject of Resolution 3 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.

RESOLUTION 4 - RATIFICATION OF PREVIOUS OPTION 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 3,000,000 Options for nil consideration pursuant to the Mining Benefits Agreement with The Warrwa People 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.

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.

RESOLUTION 6 - APPROVAL OF CHANGE OF COMPANY NAME

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

"In accordance with section 157 of the Corporations Act and for all other purposes, the name of the Company be changed to "Gibb River Diamonds Limited" with effect from the date that ASIC alters the details of the Company's registration."

Short Explanation: Shareholder approval is sought to a change of name under section 157 of the Corporations Act to allow the name of the Company to more accurately reflect the activities of the Company.

CONTINGENT RESOLUTION 7 - SPILL RESOLUTION

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

"That, subject to and conditional upon at least 25% of the votes cast on Resolution 1 being cast against the adoption of the Remuneration Report, for the purpose of section 250V(1) of the Corporations Act and for all other purposes, approval is given for:

- (a) the Company to hold another meeting of Shareholders within 90 days of the date of this Meeting (Spill Meeting); and*
- (b) all Vacating Directors to cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated pursuant to paragraph (b) to be put to vote at the Spill Meeting."*

Short Explanation: If more than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report (Resolution 1), this Resolution is required to be put by the Corporations Act. In order to pass this Resolution, there must be a majority of at least 50% of the votes cast on the Resolution being in favour.

The Company will disregard any votes cast (in any capacity) on this Resolution by or on behalf of either of the following persons (the "voter"):

- (a) a member of the key management personnel, details of whose remuneration are included in the remuneration report; or
- (b) a closely related party of such a member.

However, the voter may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described in paragraphs (a) or (b) and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the voter is the Chair of the meeting and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

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.
4. The proxy form expressly authorises the Chair to exercise the proxy in relation to Resolution 1 (Adoption of Remuneration Report). Any undirected proxies held by a Director, any member of the key management personnel or any of their closely related parties will not be voted on Resolution 1. The voting exclusion statement for this Resolution addresses an exception to the undirected proxy position.

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, dependants and companies they control.

5. 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 5 November 2018 at 4:00pm (WST).
6. 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
Director and Company Secretary

Dated: 4 October 2018

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

The business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company is not required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at <http://www.pozminerals.com.au>

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 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.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2018.

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

2.2 Voting Consequences

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "Spill Resolution") that another general meeting be held within 90 days at which all of the Directors (other than the Managing Director) must go up for re-election.

2.3 Previous voting results

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting represented approximately 35%, which is more than 25%. **Accordingly, the Spill Resolution will be relevant for this Meeting if at least 25% of the votes cast on the Remuneration Report resolution (Resolution 1) are voted against adoption of the Remuneration Report.** Such an against vote will constitute a second strike for the Company. Refer to Resolution 5 and Section 6 of the Explanatory Statement for further information.

2.4 Steps to address remuneration issues

Although the Company did not receive any specific feedback at the 2017 annual general meeting on its remuneration practices, the Directors in the last 12 months have sought to ensure its remuneration practices (summarised below) are appropriate.

The key management personnel of the Company as identified in the Remuneration Report are the 3 Directors – James Richards, Grant Mooney and Mark Thompson.

Each of the 3 Directors are paid a cash remuneration that they consider to be at the lower end of comparable roles at other junior ASX listed minerals companies. As part of cost cutting measures, in August 2013 the fees of James Richards as executive chairman was reduced from \$180,000 plus statutory superannuation to \$160,000 plus statutory superannuation and the director's fee of Grant Mooney was reduced from \$45,000 plus statutory superannuation to \$25,000 plus statutory superannuation. There has been no increase to these fees since August 2013. Mark Thompson was appointed a Director on 1 October 2012 and is paid \$20,000 plus statutory superannuation.

Mooney & Partners, a company associated with Grant Mooney, has a services contract with the Company to provide company secretarial and administrative services to the Company on a month by month basis. This annual fee of \$96,000 per annum plus GST was reduced to \$48,000 per annum plus GST on August 2013 as part of cost reductions of the Company. This fee has not subsequently been increased.

2.5 Proxy restrictions

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 (Remuneration Report) by marking either "For", "Against" or "Abstain" on the Proxy Form for Resolution 1.

If you appoint a member of the key management personnel whose remuneration details are included in the Remuneration Report (who is not the Chairman) or a closely related party of that member as your proxy, and you do not direct that person on how to vote on this Resolution 1, the proxy cannot exercise your vote and your vote will not be counted in relation to this Resolution 1.

The Chairman intends to vote all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the proxy form you are giving express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

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 to 30 June 2018. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

2.6 Recommendation

The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report.

3. RESOLUTION 2 - RE-ELECTION OF DIRECTOR - MR GRANT MOONEY

Rule 7.3 of the Constitution requires that at each annual general meeting, one-third of directors for the time being (rounded down to the nearest whole number) shall retire from office. This rule does not apply to the managing director. A retiring director is eligible for re-election.

Mr Grant Mooney retires as a Director of the Company in accordance with the requirements of the Constitution and being eligible, offers himself for re-election.

Mr Mooney is a non-executive Director of the Company. Details of the qualifications and experience of Mr Mooney is set out in the Company's 2018 Annual Report.

The Board recommends the re-election of Mr Mooney as a Director.

4. RESOLUTION 3– RATIFICATION OF PREVIOUS SHARE ISSUE

Resolution 3 seeks Shareholder ratification of the issue by the Directors of 5,555,556 Shares ("**Placement Shares**") at an issue price of \$0.09 (9 cents) each per Share made on 19 March 2018 ("**Private Placement**"). The Private Placement raised \$500,000.

The Placement Shares were issued under the Private Placement to various professional and sophisticated investors in accordance with section 708 of the Corporations Act. The purpose of the Private Placement was to progress field operations towards the Stage 1 bulk sampling and trial mining at the Blina Diamond Project in the Kimberley Region of Western Australia.

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 3:

- (a) A total of 5,555,556 Placement Shares were issued.
- (b) The Shares were issued at an issue price of 9 cents each per Placement Share.
- (c) The Shares were issued to various sophisticated and professional investors in accordance with section 708 of the Corporations Act.
- (d) No recipient of the Placement Shares was 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, progress field operations towards the Stage 1 bulk sampling and trial mining at the Blina Diamond Project in the Kimberley Region of Western Australia.
- (g) A voting exclusion is included in the Notice.

5. RESOLUTION 4– RATIFICATION OF PREVIOUS OPTION ISSUE

Resolution 4 seeks Shareholder ratification of the issue by the Directors of 3,000,000 Unlisted Options ("**Warrwa Options**") for nil consideration pursuant to the Mining Benefits Agreement with the Warrwa People of the Warrwa Combined Claim (WC2014/004) made on 20 February 2018.

The Warrwa Options were issued in accordance with section 708 of the Corporations Act. The purpose of the issue of the Warrwa Options was pursuant to a Mining Benefits Agreement with the Warrwa People, the traditional owners of the northern part of the Blina Diamond Project in the Kimberley Region of Western Australia (see ASX release dated 6 December 2017).

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:

- (h) A total of 3,000,000 Warrwa Options were issued.
- (i) The Warrwa Options were issued for nil consideration.
- (j) The Warrwa People are not a related party of the Company.
- (k) The Warrwa Options shall be exercisable at 5 cents each on or before 20 February 2021 and vesting upon commencement of Productive Mining pursuant to the Mining Benefits Agreement with the Warrwa People of the Warrwa Combined Claim (WC2014/004). Terms of the options are set out in Annexure A.
- (l) Shares issued upon the conversion of the Warrwa Options will rank equally in all respects with the existing Shares on issue.
- (m) No funds were raised from the issue of the Warrwa Options.
- (n) A voting exclusion is included in the Notice.

6. RESOLUTION 5 – ADDITIONAL PLACEMENT CAPACITY

6.1 General

Listing Rule 7.1 permits entities to issue 15% of its issued capital without shareholder approval in a 12 month period, subject to a number of exceptions.

Listing Rule 7.1A permits eligible entities, which have obtained shareholder approval by special resolution, to issue Equity Securities up to an additional 10% of its issued capital by placements over a 12 month period after the annual general meeting ("**Additional Placement Capacity**").

The Company seeks Shareholder approval under Resolution 3 to be able to issue Equity Securities under the Additional Placement Capacity. The exact number of Equity Securities to be issued is not fixed and will be determined in accordance the formula prescribed in Listing Rule 7.1A.2 (set out below).

6.2 Requirements of Listing Rule 7.1A

(a) Eligible entities

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. The Company's market capitalisation at the date of this Notice of Meeting is \$10.74 million.

(b) Shareholder approval

Shareholders must approve the Additional Placement Capacity by special resolution at the annual general meeting and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote. A resolution under Listing Rule 7.1A cannot be put at any other shareholder meeting.

(c) Equity Securities

Equity Securities issued under the Additional Placement Capacity must be in the same class as an existing class of Equity Securities of the Company that are quoted on ASX.

As at the date of this Notice, the Company has one class of Equity Securities quoted on ASX being fully paid ordinary Shares.

(d) Formula for calculating number of Equity Securities that may be issued under the Additional Placement Capacity

If Resolution 3 is passed, the Company may issue or agree to issue, during the 12 month period after this Meeting, the number of Equity Securities calculated in accordance with the following formula:

(AxD)-E

A	<p>The number of shares on issue 12 months before the date of issue or agreement:</p> <ul style="list-style-type: none"> • plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2; • plus the number of partly paid shares that became fully paid in the 12 months; • plus the number of fully paid shares issued in the 12 months with the approval of shareholders under Listing Rules 7.1 or 7.4; • less the number of fully paid shares cancelled in the 12 months.
D	10%
E	The number of Equity Securities issued or agreed to be issued under Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.

(e) Interaction between Listing Rules 7.1 and 7.1A

The Additional Placement Capacity under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The Company has 179,079,445 Shares on issue as at the date of this Notice. After this Meeting, the Company will be permitted to issue (as at the date of this Notice):

- 26,861,916 Equity Securities under Listing Rule 7.1 (assuming resolutions 3 & 4 are passed); and
- 17,907,945 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will be permitted to issue under Listing Rule 7.1A will be calculated at the date of issue or agreement to issue the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out above). The effect of Resolution 5 will be to allow the Company to issue securities under Listing Rule 7.1A without using the Company's placement capacity under Listing Rule 7.1.

6.3 Information for Shareholders as required by Listing Rule 7.3A

(a) Minimum price

The issue price of the new Equity Securities will be no lower than 75% of the volume weighted average price (VWAP) for securities in the relevant quoted class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price of the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 5 Business Days of the date above, the date on which the Equity Securities are issued.

(b) Risk of economic and voting dilution

If Resolution 5 is passed and the Company issues securities under the Additional Placement Facility, existing Shareholders' voting power in the Company will be diluted.

There is the risk that:

- the market price for the Company's existing Equity Securities may be significantly lower on the date of issue of the new Equity Securities than on the date of the Meeting; and
- the new Equity Securities may be issued at a price that is at a discount to the market price of the Company's existing Equity Securities on the issue date or the new Equity Securities may be issued as part of the consideration for the acquisition of a new asset,

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

The table below 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:

- 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 may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example a pro rata entitlement issue) or future placements under Listing Rule 7.1 that are approved by Shareholders in the future;
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

This table has been prepared on the following assumptions:

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.027 50% decrease in Issue Price	\$0.054 Issue Price	\$0.11 100% increase in Issue Price
Current 179,079,445 Shares	10% Voting Dilution	17,907,944 Shares	17,907,944 Shares	17,907,944 Shares
	Funds raised	\$483,515	\$967,029	\$1,969,874
50% increase in Variable A 268,619,168 Shares	10% Voting Dilution	26,861,917 Shares	26,861,917 Shares	26,861,917 Shares
	Funds raised	\$725,272	\$1,450,544	\$2,954,811
100% increase in Variable A 358,158,890 Shares	10% Voting Dilution	35,815,889 Shares	35,815,889 Shares	35,815,889 Shares
	Funds raised	\$967,029	\$1,934,058	\$3,939,748

- The Company issues the maximum number of Equity Securities available under the Additional Placement Capacity.
- No Options (including any Options issued under the Additional Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities.
- 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%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- 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.
- The issue of Equity Securities under the Additional Placement Capacity 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.
- The issue price is \$0.054 (5.4 cents), being the latest closing price of the Shares on ASX on 21 September 2018.

The Company's ability to issue securities under Listing Rule 7.1A is in addition to its ability to issue securities under listing rule 7.1.

(c) Placement Period

Shareholder approval of the Additional Placement Capacity under Listing Rule 7.1A is valid from 31 October 2018 (the date of this Meeting) and expires on the earlier of:

- 31 October 2019, which is 12 months after this Meeting;
or
- the date that Shareholders approve a transaction under Listing Rule 11.1.2 (significant change to nature or scale of activities) or 11.2 (disposal of the main undertaking), (the "**Placement Period**").

The Company will only issue and allot new securities during the Placement Period. The approval will cease to be valid in the event that Shareholders' approve a transaction under Listing Rules 11.1.2 or 11.2.

(d) Purposes for which the new Equity Securities may be issued

The Company may seek to issue new Equity Securities for the following purposes:

- cash consideration to raise funds for the acquisition of new assets or investments (including the expenses associated such acquisition), continued exploration and expenditure on the Company's current assets and for general working capital; or
- non-cash consideration for acquisition of new assets and investments or for the payment of goods and services provided to the Company. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

(e) Allocation policy

The Company's allocation policy for the issue of new Equity Securities under the Additional Placement Capacity will depend on the market conditions existing at the time of the proposed issue. The allottees will be determined at the relevant time having regard to factors such as:

- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- the effect of the issue of new securities on the control of the Company;
- the financial situation and solvency of the Company;
- advice from corporate, financial and broking advisers (as relevant).

As at the date of this Notice the allottees are not known but may include existing substantial Shareholders and/or new Shareholders. No allottee under the Additional Placement Capacity will be a related party or associate of a related party. Existing Shareholders may or may not be entitled to subscribe for any Equity Securities issued under the Additional Placement Capacity and it is possible that their shareholding will be diluted.

If the Additional Placement Capacity is used to acquire new assets or investments then it is likely that the allottees will be the vendors of the new assets.

The Company will comply with the disclosure obligations under Listing Rule 7.1A(4) and 3.10.5A on the issue of any new securities.

(f) Details of Equity Securities issued under earlier placement capacity approval

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 total number of Equity Securities issued in the 12 months before this Meeting (that is, since 26 October 2017) is 3,000,000 Warrwa Options, 5,000,000 Director Options, 500,000 employee options and 11,611,112 Ordinary Fully Paid Shares. The total number of Equity Securities on issue at 24 September 2018 was 179,079,445 Shares and 19,900,000 Options. The total number of Equity Securities issued in the 12 months since 31 October 2017 is 11.4% of the total number of Equity Securities on issue at 31 October 2018.

- The details for each separate issue of Equity Securities issued during the 12 months preceding the date of the Meeting are:
 1. On 8 November 2017 the Company issued 500,000 fully paid ordinary shares upon conversion of 500,000 employee options at an issue price of \$0.044 per share and an expiry date of 9 November 2017 raising \$22,000 consideration, with funds used for working capital purposes and exploration.
 2. On 26 October 2017, the Company issued 5,000,000 unlisted Options for nil consideration to directors Jim Richards (3,000,000), Grant Mooney (1,000,000) and Mark Thompson (1,000,000) pursuant to Shareholder approval on the same date. The Options have an exercise price of 9 cents and an expiry date of 26 October 2020. The Company has valued the Options at the date of issue at 2.4 cents using the Black and Scholes option pricing model. At the date of this Notice of Meeting, the Options have a value of 1.8 cents using the Black and Scholes option pricing model.
 3. On 26 October 2017, the Company issued 500,000 unlisted Options for nil consideration to employee Michael Denny pursuant to the Company's Employee Share Option Plan. The Options have an exercise price of 9 cents and an expiry date of 26 October 2020. The Company has valued the Options at the date of issue at 2.4 cents using the Black and Scholes option pricing model. At the date of this Notice of Meeting, the Options have a value of 1.8 cents using the Black and Scholes option pricing model.
 4. On 20 February 2018, the Company issued 3,000,000 unlisted options with an exercise price of \$0.05 per option to the Warrwa People and vesting upon the commencement of Productive Mining pursuant to the Mining Benefits Agreement with the Warrwa People of the Warrwa Combined Claim (WC2014/004) and expiring on 20 February 2021. The Company has valued the Options at the date of issue at 9.3 cents using the Black and Scholes option pricing model. At the date of this Notice of Meeting, the Options have a value of 3.0 cents using the Black and Scholes option pricing model. No funds were raised from the issue.
 5. On 2 March 2018, the Company issued 5,555,556 fully paid ordinary shares to various sophisticated and professional investors by way of a private placement at an issue price of \$0.09 per share, representing a 3% discount to the prevailing share price at the date of issue. A total of \$500,000 was raised from the issue, with funds applied towards progressing trial mining and bulk sampling at the Blina Diamond Project and working capital. Approximately \$250,000 remains at the date of this notice of meeting with these funds planned to be applied towards progressing trial mining and bulk sampling at the Blina Diamond Project and working capital.
 6. On 6 March 2018 the Company issued 300,000 fully paid ordinary shares upon conversion of 300,000 employee options at an issue price of \$0.026 per share and an expiry date of 29 July 2018 raising \$7,800 consideration, with all funds used for working capital purposes and exploration.
 7. On 20 March 2018, the Company issued 5,555,556 fully paid ordinary shares pursuant to a Share Purchase Plan at an issue price of \$0.09 per share raising \$500,000 with funds applied towards progressing trial mining and bulk sampling at the Blina Diamond Project and working capital. Approximately \$250,000 remains at the date of this notice of meeting with these funds planned to be applied towards progressing trial mining and bulk sampling at the Blina Diamond Project and working capital.

(g) Voting exclusion

At the date of this Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in a proposed issue of Equity Securities under the proposed Additional Placement Capacity. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

7. RESOLUTION 6 – APPROVAL OF CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 6 seeks the approval of Shareholders for the Company to change its name to "*Gibb River Diamonds Limited*".

If Resolution 6 is passed the change of name will take effect when ASIC alters the details of the Company's registration. The proposed name has been reserved by the Company and if Resolution 6 is passed the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change.

The Board proposes this change of name on the basis that it more accurately reflects the activities of the Company and the focus on its Blina Diamond Project located near to the Gibb River Road in the Kimberley Region of Western Australia.

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote.

The Directors recommend that Shareholders vote in favour of this resolution.

8. CONTINGENT RESOLUTION 7 – SPILL RESOLUTION

8.1 Possible withdrawal

If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Chairman will withdraw Resolution 7.

8.2 General

The Corporations Act requirements for this Resolution to be put to vote are set out in sections 250V and 250W.

The effect of this Resolution being passed by more than 50% of eligible votes cast in favour, is the Company will be required to hold another meeting of Shareholders within 90 days of the date of this Meeting ("**Spill Meeting**") and the Vacating Directors will cease to hold office immediately before the end of the Spill Meeting. These Vacating Directors may stand for re-election at the Spill Meeting.

If a Spill Meeting is held the Vacating Directors will be Grant Mooney and Mark Thompson. James Richards will not be included in the Vacating Directors as he is considered the managing director of the Company.

The business of the Spill Meeting will be to put to the vote resolutions to appoint persons to offices vacated by the Vacating Directors. Following the Spill Meeting, those persons whose election or re-election as Directors is approved will be the Directors of the Company.

In the event a Spill Meeting is required, a separate notice of meeting will be distributed to Shareholders with details about those persons that will seek election as directors of the Company at the Spill Meeting.

8.3 Proxy voting restrictions

Shareholders appointing a proxy for this this Resolution should note the voting restrictions set out in Section 2.5 of this Explanatory Statement apply in the same manner to this Resolution other than the Chairman intends to vote all undirected proxies against Resolution 7.

8.4 Recommendation

The Directors unanimously recommend that Shareholders vote **against** Resolution 7.

GLOSSARY

In the Notice and this Explanatory Statement the following expressions have the following meanings:

Additional Placement Capacity	the capacity to issue additional Equity Securities by way of placement approved by Shareholders under Listing Rule 7.1A.
ASX	ASX Limited (ACN 008 624 691).
Board	the Board of Directors of the Company.
Chair or Chairman	the person appointed to chair the Meeting convened by this Notice.
Company	POZ Minerals Limited (ACN 129 158 550).
Constitution	the constitution of the Company.
Corporations Act	the Corporations Act 2001 (Cth).
Directors	Directors of the Company from time to time.
Equity Securities	has the same meaning as in the Listing Rules.
Explanatory Statement	this Explanatory Statement.
Listing Rules or ASX Listing Rules	the listing rules of the ASX.
Meeting	the meeting convened by this Notice.
Notice	notice of meeting that accompanies this Explanatory Statement.
Option	an option to subscribe for a Share.
Placement Period	the period during which Shareholder approval under Listing Rule 7.1A is valid.
Resolution	a resolution referred to in the Notice.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a registered holder of Shares in the Company.
Warrwa Options	3,000,000 unlisted options issued pursuant to the Mining Benefits Agreement with the Warrwa People of the Warrwa Combined Claim (WC2014/004) and expiring on 20 February 2021.
WST	Western Standard Time, Perth, Western Australia.
\$	Australian dollars unless otherwise stated.

ANNEXURE A

TERMS AND CONDITIONS OF WARRWA OPTIONS

The terms and conditions of the Warrwa Options are detailed below:

- (i) Each Option entitles the holder to one share at an exercise price of \$0.05 per share ("Exercise Price").
- (ii) The Options shall lapse at 5.00p.m. Western Standard Time on the third anniversary of the date of issue of the Options ("Expiry Date")
- (iii) The Options shall be exercisable wholly or in part by notice in writing to the Company at any time from the date upon which Productive Mining (as defined in this Agreement) commences ("Vesting Date") until the Expiry Date and upon payment of the designated exercise price per option.
- (iv) There are no participating rights or entitlements inherent in these Options and holders of Options will not be entitled to participate in new issues of capital which may be offered to shareholders during the currency of the Options.
- (v) Shares issued on the exercise of the Options will rank pari passu with the then existing issued ordinary Shares.
- (vi) The Company shall, in accordance with Listing Rule 2.8, make application to have Shares allotted pursuant to an exercise of Options listed for Official Quotation, subject to the Company being a company listed on ASX.
- (vii) In the event of any re-organisation of capital of the Company, all rights of the Option Holder will be changed to the extent necessary to comply with the Listing Rules applying to a re-organisation of capital at the time of the re-organisation in accordance with the Listing Rules.
- (viii) The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.
- (ix) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Options may be reduced according to the following formula:
$$O' = \frac{O - E[P - (S + D)]}{N + 1}$$
 - O' = the new exercise price of the Option.
 - O = the old exercise price of the Option.
 - E = the number of underlying securities in the Company into which one option is exercisable.
 - P = the average market price per security (weighted by reference to volume) of the underlying securities in the Company during the five (5) trading days ending on the day before the ex rights date or ex entitlements date.
 - S = the Subscription price for a security under the pro rata issue.
 - D = the Dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue).
 - N = the Number of securities with rights or entitlements that must be held to receive a right to one new security in the Company.
- x) The number of Shares to be issued pursuant to the exercise of Options will be adjusted for bonus issues made prior to exercise of Options. The effect will be that upon exercise of the Options the number of Shares received by the holder of the Options ("Option Holder") will include the number of bonus Shares that would have been issued if the Options had been exercised prior to the record date for the bonus issue. The exercise price of the Options shall not change as result of any such bonus issue. The Company shall notify each Option Holder and ASX, subject to the Company being a company listed on ASX, within one (1) month after the record date for a pro-rata bonus issue of the adjustment to the number of Shares over which the Options exist.
- xi) The Company will not apply for quotation of the Options on the ASX.
- xii) The Options shall be freely transferrable or tradeable upon vesting.