



14 February 2014

**Company Announcements Platform  
Australian Securities Exchange Limited  
20 Bridge Street  
Sydney NSW 2000**

Dear Sir/Madam,

**NOTICE OF MEETING AND PROXY FORM**

Please find attached a copy of the Notice of Meeting, Explanatory Statement and Proxy Form for the Extraordinary General Meeting of shareholders to be held at 10.00am (Perth time) on 20<sup>th</sup> March 2014 at the Terrace Hotel, 237 St George's Terrace, Perth, Western Australia.

Yours sincerely,

**Niall Lenahan  
Director and Company Secretary**

T: +61 2 9810 7816

**Mamba Minerals Limited (ABN 34 119 770 142)**

First Floor, 91 Evans St, Rozelle NSW 2039

PO Box 881, Rozelle NSW 2039

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# NOTICE OF EXTRAORDINARY GENERAL MEETING

## MAMBA MINERALS LIMITED

ABN 34 119 770 142

*This is an important document that should be read in its entirety.  
If you do not understand it you should consult your professional advisers without delay.*

Notice is hereby given that the Extraordinary General Meeting of Mamba Minerals Limited ("Company") will be held at The Terrace Hotel, 237 St Georges Terrace, Perth, Western Australia at 10.00am (Perth time) on Thursday, 20 March 2014 for the purposes of transacting the following business.

**Note:** In this notice of meeting, "Condition" means that the arrangement among the Company, its wholly-owned subsidiary, Champion Exchange Limited, and Champion Iron Mines Limited pursuant to a court-approved plan of arrangement under the *Business Corporations Act* (Ontario) (annexed as Schedule B to the Arrangement Agreement included as Appendix B-1 in the circular issued by Champion Iron Mines Limited dated 10 February 2014) shall have become effective in accordance with its terms.

## AGENDA

### Resolution 1 – Approval for share placement

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 the Condition, the issue and allotment of up to 30,000,000 fully paid ordinary shares in the Company (including the issue of up to 2,000,000 shares to Michael O'Keeffe and up to 800,000 shares to Niall Lenahan, directors of the Company) on the terms and conditions set out in the Explanatory Statement be approved for the purposes of ASX Listing Rule 7.1 and ASX Listing Rule 10.11 and for all other purposes."*

**Voting Exclusion:** As required by the ASX Listing Rules, the Company will disregard any votes cast on Resolution 1 by:

- any person who may participate in the issue or any person who might obtain a benefit if the resolution is passed (except a benefit solely in the capacity of a holder of ordinary shares in the Company); and
- any associate of such persons.

However, the Company will not disregard a vote on Resolution 1 if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chair 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 2 – Approval to consolidate and convert the Performance Shares

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 the satisfaction of the Condition, for the purpose of section 254H of the Corporations Act and for all other purposes:*

- (a) the 6,400,000 Class A Performance Shares issued in the capital of the Company are consolidated into 640,000 Class A Performance Shares and that each of the 640,000 Class A Performance Shares is converted into one fully paid ordinary share ranking equally with the Company's existing fully paid ordinary shares;*
- (b) the 6,400,000 Class B Performance Shares issued in the capital of the Company are consolidated into 640,000 Class B Performance Shares and that each of the 640,000 Class B Performance Shares is converted into one fully paid ordinary share ranking equally with the Company's existing fully paid ordinary shares;*
- (c) the 6,400,000 Class C Performance Shares issued in the capital of the Company are consolidated into 640,000 Class C Performance Shares and that each of the 640,000 Class C Performance Shares is converted into one fully paid ordinary share ranking equally with the Company's existing fully paid ordinary shares;*
- (d) the 6,400,000 Class D Performance Shares issued in the capital of the Company are consolidated into 640,000 Class D Performance Shares and that each of the 640,000 Class D Performance Shares is converted into one fully paid ordinary share ranking equally with the Company's existing fully paid ordinary shares; and*
- (e) the 6,400,000 Class E Performance Shares issued in the capital of the Company are consolidated into 640,000 Class E Performance Shares and that each of the 640,000 Class E Performance Shares is converted into one fully paid ordinary share ranking equally with the Company's existing fully paid ordinary shares.”*

### **Resolution 3 – Change of company name and adoption of new constitution**

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

*“That, subject to and conditional upon the satisfaction of the Condition,*

- (a) the name of the Company be changed to Champion Iron Limited with effect from the day on which the Australian Securities and Investments Commission alters the details of the Company's registration; and*
- (b) the constitution tabled at the meeting and signed by the Chair of the meeting for the purposes of identification, be adopted as the constitution of the Company in substitution for, and to the exclusion of, both the existing constitution and the replaceable rules set out in the Corporations Act.”*

\* \* \*

By order of the Board



Niall Lenahan  
Company Secretary  
14 February 2014

## IMPORTANT INFORMATION FOR SHAREHOLDERS

### Refer to accompanying Explanatory Statement

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement. The Explanatory Statement forms part of this Notice of Meeting.

### Voting entitlement

In accordance with Corporations Act and the Company's constitution, the Board has determined that, for the purposes of the Extraordinary General Meeting, shares will be taken to be held by the persons who are registered holders as at 4.00pm (Perth time) on Tuesday, 18 March 2014. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

### Appointment of a proxy

A member entitled to attend and vote at the meeting is entitled to appoint up to 2 persons as the member's proxy to attend and vote at the meeting instead of the member. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If the member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. The proxy does not need to be a member of the Company.

A proxy form accompanies this Notice. To vote by proxy, please complete and sign the attached proxy form as soon as possible and either:

- **email** to [registrar@securitytransfer.com.au](mailto:registrar@securitytransfer.com.au)
- **fax** to +61 8 9315 2233
- **deliver** to Security Transfer Registrars Pty Ltd, Alexandria House, Suite 1, 770 Canning Highway Applecross, Western Australia 6153
- **mail** the proxy form to Security Transfer Registrars Pty Ltd, PO Box 535, Applecross, Western Australia 6953

For an appointment of a proxy to be effective, the proxy form must be received by the Company or its share registrar by no later than 4.00pm (Perth time) on Tuesday, 18 March 2014.

### Attending the meeting

A member that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the enclosed proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the meeting to facilitate this registration process.

A member that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

## **EXPLANATORY STATEMENT: INFORMATION ABOUT THE PROPOSED RESOLUTIONS**

### **Proposed acquisition of Champion Iron Mines Ltd**

As announced to the ASX on 6 December 2013, the Company entered into a definitive arrangement agreement on 5 December 2013 to effect a merger of the Company and Canadian iron ore developer Champion Iron Mines Ltd ("Champion") by way of a court approved plan of arrangement ("Arrangement"). Under the terms of the Arrangement, Champion ordinary shareholders will receive 11 ordinary shares in the Company for every 15 Champion ordinary shares they hold. The holders of Champion options and warrants will receive a replacement option or warrant of Mamba of equivalent consideration and adjusted based on this exchange ratio.

Champion securityholders who meet certain eligibility criteria (principally being Canadian residents or persons not exempt from the application of the Canadian *Income Tax Act*) will have the option to receive Exchangeable Shares in Champion Exchange Limited, a wholly-owned Canadian subsidiary of the Company, instead of ordinary shares in the Company. This structure is being implemented to allow those eligible Canadian shareholders to receive roll-over treatment and defer Canadian capital gains tax that would otherwise be payable on the issue of ordinary shares in the Company. Each Exchangeable Share will be exchangeable into an ordinary share in the Company at no cost to the holder.

The merged company will be a focussed iron ore company with significant holdings in the Labrador Trough in Canada, one of the world's leading iron ore regions. Subject to shareholder approval, the Company will change its name to Champion Iron Limited.

Immediately following completion of the Arrangement, the Company proposes to commence work upgrading the pre-feasibility study undertaken by Champion on its major asset, the Consolidated Fire Lake North Project ("Fire Lake") to a bankable feasibility study ("BFS").

The Arrangement is conditional upon the Company raising at least A\$10 million through the issue of ordinary shares at an issue price of at least A\$0.50 per share to professional and sophisticated investors. These funds will be applied to assist the merged company completing the BFS on Fire Lake.

The Arrangement is also conditional on the Company consolidating and converting the 32 million outstanding Performance Shares into 3.2 million ordinary shares and the Company being conditionally listed on the TSX (in addition to its listing on the ASX), a matter which will require some amendments being made to the Company's constitution.

Both of these matters require shareholder approval and are included as resolutions 2 and 3 in the notice of meeting. The change of name to "Champion Iron Limited" also requires shareholder approval by way of a special resolution, and this is included as part of resolution 3.

A full list of the conditions to which the Arrangement is subject is set out in the Champion Circular which has been lodged with ASX and which is available on the Company's website.

### **About the Arrangement**

To become effective, the Arrangement will need to be approved by the Ontario Superior Court of Justice and the requisite majorities of Champion's securityholders. Champion has convened a meeting of its securityholders to be held on at 10.00am (Toronto time) on Thursday, 27 March 2014, in relation to which the Ontario Superior Court of Justice has approved the dispatch of a circular by

Champion to its securityholders ("Champion Circular"). A copy of the Champion Circular is available on the Company's website and has been lodged with the ASX.

In order for the Arrangement to be implemented, it must, among other items, be approved by (i) at least 66 2/3% of the votes cast by Champion's shareholders, (ii) at least 66 2/3% of the votes cast by Champion shareholders and Champion optionholders voting together as a single class, (iii) a majority of the votes cast by the Champion shareholders excluding votes held by certain interested parties and which must be excluded by application of the Canadian related party rule, Multilateral Instrument 61-101, and (iv) the Ontario Superior Court of Justice, and the conditions to the Arrangement must be satisfied (which will require among other things that Shareholders approve each of the resolutions contained in this Notice of Meeting).

The indicative timetable for completion of the Arrangement is set out below. You will see that the transaction is scheduled to be implemented on Monday, 31 March 2014. The Company will notify Shareholders of any changes to this timetable by making an announcement on the ASX.

Action	Date
Meeting of the Company's shareholders	Thursday, 20 March 2014
Meeting of Champion securityholders	Thursday, 27 March 2014
Final Court order approving the Arrangement to be sought by Champion	Friday, 28 March 2014
Arrangement to become effective and issue of new Shares (or Exchangeable Shares) to Champion securityholders as consideration for their Champion securities	Monday, 31 March 2014
Issue of placement Shares	Monday, 7 April 2014

### About Champion

Champion is a Canadian-based iron ore developer with properties located in Canada's main iron ore mining district, the Labrador Trough, as is the Company's Snelgrove Lake project.

Champion is one of the largest landholders of iron ore in the Labrador Trough, with holdings located southwest of Fermont, Québec. The company's portfolio includes its flagship project, Fire Lake, plus the Harvey-Tuttle, Moire Lake and O'Keefe-Purdy projects, further details of which are available at [www.championironmines.com](http://www.championironmines.com). Champion's Fire Lake project is adjacent to one of ArcelorMittal's Fire Lake operating mine (1.6Mtpa) and within 70km of 45Mtpa of production from IOC/RIO, Cliffs and ArcelorMittal.

As described in the Company's 6 December 2013 ASX announcement of the proposed transaction, Champion's most advanced project is Fire Lake, which contains a Canadian Institute of Mining, Metallurgy and Petroleum (CIM) calculated Inferred Resource of 2.8 Billion tonnes plus 746 Million tonnes in the Measured and Indicated categories that includes 464 Million tonnes of Reserve. (CIM is the definitional standard approved under Canadian National Instrument 43-101). The Fire Lake ore body is metallurgical course-grained hematite which beneficiates easily with an 83% recovery achieved in the Prefeasibility Study ("PFS") to produce a 66% Fe grade.

A summary of the PFS conducted by Champion on Fire Lake is set out below:

Average annual Production	9.3 Mtpa
NPV @ 8%	C\$3.3b
IRR	31%
Payback	3.4 years
Product Fe%	66%
Assumes a price for benchmark 62% CFR China for years 1-5, 6-20	C\$115/t, C\$110/t
Operating cost including rail payments (FOB Sept Iles port), including capital and interest repayments for rail	C\$44/t

Further details about Champion and the Arrangement are set out in the Company's 6 December 2013 announcement and the Champion Circular, both of which are available on the Company's website and on the ASX company announcements platform.

### **RESOLUTION 1 – Approval for share placement**

The Company proposes to issue a maximum of 30,000,000 fully paid ordinary shares at a price of no less than A\$0.50 per share to professional and sophisticated investors pursuant to irrevocable subscription agreements entered into with those investors which are conditional upon Shareholders passing this resolution and the Arrangement becoming effective. The shares will rank equally with the Company's existing fully paid ordinary shares.

It is proposed that Michael O'Keeffe and Niall Lenahan, who are each directors of the Company, will participate in the placement, up to a maximum of 2,000,000 shares and 800,000 shares, respectively.

The funds raised from the issue will be used to assist the Company to complete the BFS on Fire Lake (including additional infill drilling and working capital). The Company will incur capital raising costs equal to 5% of the amount raised under the placement.

### **Reason for seeking approval**

It is a condition of the Arrangement that the Company receives subscription funds of at least A\$10 million through the issue of ordinary shares at a price of at least A\$0.50 per share, and places those funds in trust no less than two business days prior to the effectiveness of the Arrangement. The Company proposes to issue 30 million ordinary shares at a price of no less than A\$0.50 per share for this purpose.

If this resolution is not approved, it will not be possible to satisfy this condition.

The issue of 30 million ordinary shares represents approximately 42.5% of the Company's current issue share capital. Shareholder approval to the issue is required because, under Listing Rule 7.1, a company may not issue more than 15% of its issued share capital in any 12 month period without the approval of its shareholders. Approval is also required under Listing Rule 10.11 because Michael O'Keeffe and Niall Lenahan, who are both Directors, propose to participate in the issue up to a maximum of 2,000,000 shares and 800,000 shares, respectively.

If this resolution is approved, the Company intends to issue the shares as soon as practicable after the Arrangement becomes effective (and in any event no later than 25 June 2014).

## Summary of the information required under Listing Rules 7.3 and 10.13

Maximum number of securities to be issued under the placement (7.3.1)	30,000,000, being approximately 42.5% of the Company's current issued capital
Maximum number of securities to be issued to related parties (10.13.2)	The Company proposed to issue up to 2,000,000 shares to Michael O'Keeffe and up to 800,000 shares to Niall Lenahan, each of whom are directors of the Company
Proposed issue date (7.3.2, 7.3.7, 10.13.3)	As soon as practicable after the Arrangement becomes effective (and in any event no later than 25 June 2014)  The Company has applied for a waiver from the ASX in relation to Listing Rule 10.13.3, which would otherwise require any shares issued to directors of the Company to be issued within one month of this meeting
Proposed issue price (7.3.3, 10.13.5)	At least A\$0.50 per share
Terms of the securities (7.3.5, 10.13.5)	The securities to be issued will be fully paid ordinary shares which will rank equally with the Company's existing ordinary share capital
Persons to whom shares will be issued (7.3.4, 10.13.1, 10.13.4)	The Company proposes to issue shares to: <ul style="list-style-type: none"> <li>• Michael O'Keeffe, Director;</li> <li>• Niall Lenahan, Director; and</li> <li>• selected sophisticated and professional investors (none of whom will be related parties of the Company) identified by Capital Investment Partners, the Company's financial advisor</li> </ul>
Intended use of funds (7.3.6, 10.13.6A)	Completion of the BFS on Fire Lake (including additional infill drilling and working capital) by the merged company and payment of capital raising costs

### Directors' Recommendation

The Directors unanimously recommend that Shareholders approve the placement as it is a condition of the Arrangement that the Company receives irrevocable subscriptions (which may be conditional on the Arrangement becoming effective) with subscription funds fully paid into trust no less than 2 business days before the Arrangement becomes effective in respect of at least A\$10 million at a price of at least A\$0.50 per share. The Company notes that Michael O'Keeffe and Niall Lenahan have a personal interest in this resolution as they will participate in the proposed placement.

### **RESOLUTION 2 – Approval to consolidate and convert the Company's Performance Shares to ordinary shares**

The Company has on issue 6,400,000 A Class Performance Shares, 6,400,000 B Class Performance Shares, 6,400,000 C Class Performance Shares, 6,400,000 D Class Performance Shares and 6,400,000 E Class Performance Shares (being a total of 32 million Performance Shares).



It is a condition of the Arrangement that at least 77% of the holders of each class Performance Shares agree to consolidate and convert their Performance Shares as outlined in resolution 2. The Company has received from the holders of more than 77% of each class of Performance Shares their written consent to the consolidation and conversion of those Performance Shares on the basis outlined in resolution 2. If this resolution is approved, the Company's 32 million Performance Shares will be consolidated and converted into 3.2 million fully paid ordinary shares, conditional on the Arrangement becoming effective in accordance with its terms..

Under section 254H of the Corporations Act, a company may consolidate any class of its shares if the consolidation is approved by an ordinary resolution of Shareholders at a general meeting.

#### **Directors' Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of the consolidation and conversion of the Company's Performance Shares as this is a condition which must be satisfied before the Arrangement can become effective.

#### **RESOLUTION 3 – Change of company name and amendments to the Company's constitution**

It is a condition of the Arrangement that the Company receives conditional listing approval from TSX in respect of the listing of the Company's ordinary shares. To facilitate this approval, the changes outlined below need to be made to the Company's constitution in order to comply with TSX requirements related to the election of directors. TSX rules require that at each Annual General Meeting, all directors of a TSX listed entity must stand for re-election and all shareholders must be permitted to vote on the election of all directors. These changes can only be made with the approval of Shareholders.

This resolution is conditional on the Arrangement becoming effective in accordance with its terms.

This resolution also seeks Shareholder approval to effect a change in the Company's name to Champion Iron Limited. In connection with the name change, the Company has requested that, if the Arrangement becomes effective, the ASX change its ASX ticker symbol to "**CIA**". The Company will request that same ticker symbol in respect of its proposed TSX listing.

The current constitution of the Company was adopted by special resolution at the Company's 2013 AGM. It is proposed that the Company adopt a new constitution and replace the current constitution in its entirety.

A copy of the proposed new constitution (with the proposed amendments highlighted) is available on the Company's website at [www.mamba.com.au](http://www.mamba.com.au). It will also be available for inspection at the Company's registered office and can be sent by mail or email to any Shareholder who requests a copy. Requests for inspection or a copy should be made to the Company Secretary.

This resolution is a special resolution and can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution (whether in person or by proxy, attorney or representative) are voted in favour.

## Summary of proposed new constitution

Set out below is a summary of the key differences between the current constitution and the proposed new constitution:

- For such time as the Company is listed on the TSX, all Directors (including the Managing Director) must retire from office at each annual general meeting (and may seek re-election at that time) – refer proposed new rule 3.12.
- The proposed new constitution authorises the issue of a new class of share known as a Special Voting Share, which entitles the holder to voting rights at any meeting of shareholders at which ordinary shareholders may vote – refer proposed new rule 22.3 and schedule 2 of the proposed new constitution.

### About the Special Voting Share

The amendment to facilitate the issue of a Special Voting Share is being made to enable those eligible Canadian Champion securityholders who elect to receive Exchangeable Shares in Champion Exchange Limited to have the right to vote at meetings of Shareholders as though they were the holders of ordinary shares in the Company. This is needed because the Exchangeable Shares will not themselves give holders voting rights at general meetings of the Company. The Company will issue a Special Voting Share to a trustee, which will hold the Special Voting Share on behalf of all holders of Exchangeable Shares. The Special Voting Share will carry as many votes at Shareholder meetings as there are Exchangeable Shares on issue at the voting eligibility cut-off time of the meeting.

Holders of Exchangeable Shares will be able to direct the trustee how to vote in respect of the number of Exchangeable Shares they hold, and the trustee will exercise the voting rights attaching to the Special Voting Share in accordance with those directions. Where authority to do so has been given to the trustee, the trustee will be entitled to exercise undirected voting rights in its discretion.

The Special Voting Share will not be listed on any stock exchange, will not be transferable, redeemable or convertible and will not carry any rights to participate in dividends or other distributions of the Company, including on a winding up.

If in the future all Exchangeable Shares are converted to ordinary shares in the Company, the Special Voting Share will cease to have any voting rights at meetings of Shareholders. The Company will then arrange for the cancellation of the Special Voting Share by way of a selective buy back or selective capital reduction under the Corporations Act for a nominal consideration.

### Directors' Recommendation

The Directors unanimously recommend that Shareholders approve the change of company name and the adoption of the proposed new constitution as these matters must be satisfied before the Arrangement can become effective.

## Glossary of terms used in this Explanatory Statement

"Arrangement"	means the proposed arrangement among the Company, its wholly-owned subsidiary, Champion Exchange Limited, and Champion pursuant to a court-approved plan of arrangement under the <i>Business Corporations Act</i> (Ontario) (annexed as Schedule B to the Arrangement Agreement included as Appendix B-1 to the Champion Circular) that would, if approved, effect a merger of the Company and Champion.
"ASX"	means Australian Securities Exchange or ASX Limited (ABN 98 008 624 691), as the context requires.
"BFS"	means a bankable feasibility study on a mining project.
"Champion Circular"	means the management information circular dated 10 February 2014 prepared by Champion in connection with the Arrangement and approved for dispatch to Champion securityholders by the Ontario Superior Court of Justice.
"Champion"	means Canadian iron ore developer Champion Iron Mines Limited.
"Director"	means a director of the Company.
"Fire Lake"	means the Consolidated Fire Lake North Project owned by Champion and which is located in the Labrador Trough, Newfoundland, Canada.
"Listing Rules"	means the listing rules of the ASX, as applicable from time to time.
"PFS"	means a preliminary feasibility study on a mining project.
"Shareholder"	means a shareholder of the Company.
"TSX"	means the Toronto Stock Exchange operated by the TSX Group Inc. and including any other securities exchanges or markets operated by the TSX Group Inc.

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**PROXY FORM**

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

**MAMBA MINERALS LIMITED**

ABN: 34 119 770 142

**REGISTERED OFFICE:**

91 Evans Street  
ROZELLE NSW  
AUSTRALIA 2039

**SHARE REGISTRY:**

Security Transfer Registrars Pty Ltd  
**All Correspondence to:**  
PO BOX 535,  
APPLECROSS WA 6953 AUSTRALIA  
770 Canning Highway,  
APPLECROSS WA 6153 AUSTRALIA  
T: +61 8 9315 2333 F: +61 8 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

Code:

Holder Number:

**SECTION A: Appointment of Proxy**

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

OR

The meeting Chairperson  
(mark with an "X")

The name of the person you are appointing  
(if this person is someone other than the Chairperson of the meeting).

or failing the person named, or if no person is named, the Chairperson of the Meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Extraordinary General Meeting of the Company to be held at 10:00am (Perth Time) on Thursday 20 March 2014 at The Terrace Hotel, 237 St Georges Terrace, Perth, Western Australia and at any adjournment of that meeting.

**SECTION B: Voting Directions to your Proxy**

Please mark "X" in the box to indicate your voting directions to your Proxy.

**Resolution**

**For Against Abstain\***

1. Approval for share placement

  

2. Approval to consolidate and convert the Performance Shares

  

3. Change of company name and adoption of new constitution (as a special resolution)

  

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

If no directions are given my proxy may, subject to any voting exclusions, vote as the proxy thinks fit or may abstain.

If the Chair of the meeting is appointed as your proxy, or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of resolution 1, please mark this box. The Chair of the meeting intends to vote undirected proxies in favour of resolution 1.

By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of this resolution and that votes cast by the Chair of the meeting for that resolution, other than as a proxyholder, will be disregarded because of that interest. If you do not mark this box and you have not directed your proxy how to vote, the Chair will not cast your votes on resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on this resolution.

**SECTION C: Please Sign Below**

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

Individual or Security Holder

Sole Director and Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director / Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 10:00am (Perth Time) on Tuesday 18 March 2014.

**ONLINE PROXY SERVICE**

You can lodge your proxy online at [www.securitytransfer.com.au](http://www.securitytransfer.com.au)

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

Online Proxy ID:

My/Our contact details in case of enquiries are:

NAME

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TELEPHONE NUMBER

(			)														
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## NOTES

### 1. Name and Address

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

### 2. Appointment of a Proxy

If you wish to appoint the Chairperson of the Meeting as your Proxy please mark "X" in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the Chairperson as your Proxy.

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

### 3. Directing your Proxy how to vote

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

### 4. Appointment of a Second Proxy

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by telephoning the Company's share registry +61 8 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

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

### 5. Signing Instructions

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

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

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

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

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

### 6. Lodgement of Proxy

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than 10:00am (Perth Time) on Tuesday 18 March 2014, being 48 hours before the time for holding the meeting. Any Proxy form received after that time will not be valid for the scheduled meeting.

**Security Transfer Registrars Pty Ltd**  
**PO BOX 535**  
**Applecross, Western Australia 6953**

**Street Address:**  
**Alexandra House, Suite 1**  
**770 Canning Highway**  
**Applecross, Western Australia 6153**

**Telephone** +61 8 9315 2333

**Facsimile** +61 8 9315 2233

**Email** registrar@securitytransfer.com.au

## PRIVACY STATEMENT

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