

---

**THE CARAJAS COPPER COMPANY LIMITED**  
**ACN 076 390 451**  
**NOTICE OF ANNUAL GENERAL MEETING**

---

**TIME:** 4.00pm AWST  
**DATE:** 30 November 2016  
**PLACE:** Level 1, Allendale Square, 77 St Georges Terrace  
Perth, WA 6000

*This Notice of Annual General Meeting is an important document and requires your immediate attention. Please read it carefully. If you are in doubt as to what you should do, please consult your professional adviser.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 (8) 9200 3467*

---

## CONTENTS

---

Business of the Meeting	3
Explanatory Statement	7
Glossary	19
Schedule 1 – Issues of Equity Securities since 30 November 2016	21
Schedule 2 – Terms and Conditions of Options	22
Proxy Form	Enclosed

---

## IMPORTANT INFORMATION

---

### VENUE

---

The Annual General Meeting of the Shareholders of The Carajas Copper Company Limited which this Notice of Annual General Meeting relates to will be held at 4.00pm AWST on 30 November 2016 at:

Level 1, Allendale Square, 77 St Georges Terrace  
Perth, WA 6000

### YOUR VOTE IS IMPORTANT

---

The business of the Meeting affects your shareholding and your vote is important.

### VOTING ELIGIBILITY

---

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm AWST on 28 November 2016.

### VOTING IN PERSON

---

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

### VOTING BY PROXY

---

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

### ***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

Notice is given that the Annual General Meeting of Shareholders of The Carajas Copper Company Limited will be held at Level 1, Allendale Square, 77 St Georges Terrace, Perth, Western Australia 6000 at 4.00 pm AWST on 30 November 2016.

The Explanatory Statement provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

### AGENDA

---

#### ORDINARY BUSINESS

##### Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

---

#### 1. 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 resolution**:

*“That for the purposes of Section 250R(2) of the Corporations Act, and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial period ended 30 June 2016.”*

*Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.*

##### Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (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, a person (the **Voter**) described above may vote on this Resolution as a proxy vote if the vote is not cast on behalf of a person described above and either:

- (a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the Voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this 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, or if the Company is part of a consolidated entity, for the entity.

---

#### 2. RESOLUTION 2 – ELECTION OF A DIRECTOR – MS PAULA COWAN

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

*“That, for the purpose of clause 3.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Ms Paula Cowan, a Director who was appointed on 16 May 2016, retires, and being eligible, is elected as a Director.”*

---

**3. RESOLUTION 3 – ELECTION OF A DIRECTOR – MR MARK REILLY**

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

*“That, for the purpose of clause 3.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Mark Reilly, a Director who was appointed on 16 May 2016, retires, and being eligible, is elected as a Director.”*

---

**4. RESOLUTION 4 – ELECTION OF A DIRECTOR – MR GREGORY WOOD**

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

*“That, for the purpose of clause 3.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Gregory Wood, a Director who was appointed on 16 May 2016, retires, and being eligible, is elected as a Director.”*

---

**5. RESOLUTION 5 – APPROVAL OF 10% 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, Shareholders approve the issue of Equity Securities totalling 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 and on the terms and conditions in the Explanatory Memorandum.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed and any associates of those persons. However, the Company need not disregard a vote 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 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.

---

**6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE – SHARES**

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 51,249,981 Shares on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote 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 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.

---

**7. RESOLUTION 7 – APPROVAL TO ISSUE SHARES**

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

*“That for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 15,416,686 Shares on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any 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 holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote 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 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.

---

## 8. RESOLUTION 8 – APPROVAL TO ISSUE SECURITIES

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

*“That for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 133,333,334 Shares and 133,333,334 Options on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any 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 holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote 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 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.

---

## 9. RESOLUTION 9 – APPROVAL TO ISSUE SHARES

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

*“That for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 100,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any 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 holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote 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 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.

---

## 10. RESOLUTION 10 – ISSUE OF SHARES TO RELATED PARTY – DAVID WHEELER

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

*“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 12,000,000 Shares to Mr David Wheeler (or his nominee/s) on the terms and conditions set out in the Explanatory Statement.”*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Mr David Wheeler (or his nominee/s) and any of his associates. However, the Company need not disregard a vote 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 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.

---

## 11. RESOLUTION 11 – ISSUE OF SHARES TO RELATED PARTY – GIUSEPPE GRAZIANO

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

*“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 12,000,000 Shares to Mr Giuseppe Graziano (or his nominee/s) on the terms and conditions set out in the Explanatory Statement.”*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Mr Giuseppe Graziano (or his nominee/s) and any of his associates. However, the Company need not disregard a vote 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 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.

---

**12. RESOLUTION 12 – ISSUE OF SHARES TO RELATED PARTY – NICOLE FERNANDES**

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

*“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 12,000,000 Shares to Ms Nicole Fernandes (or her nominee/s) on the terms and conditions set out in the Explanatory Statement.”*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Ms Nicole Fernandes (or her nominee/s) and any of her associates. However, the Company need not disregard a vote 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 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.

---

**DATED: 24 October 2016**

**By order of the Board**

**PAULA COWAN  
COMPANY SECRETARY**

---

## EXPLANATORY STATEMENT

---

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution in the Notice of Meeting.

---

### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial period ended 30 June 2016 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's annual financial report on its website at [www.carajascopper.com](http://www.carajascopper.com).

---

### 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 2016.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

#### 2.2 Voting Consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**) at the second annual general meeting.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting. All of the directors who were in office when the directors' report (as included in the company's annual financial report for the financial year ended immediate before the second annual general meeting) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as directors is approved will be the directors of the company.

#### 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 were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.



## 2.4 Proxy Restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Proxy	Directions given	No directions given
Key Management Personnel <sup>1</sup>	Vote as directed	Unable to vote <sup>3</sup>
Chair <sup>2</sup>	Vote as directed	Able to vote at discretion of Proxy <sup>4</sup>
Other	Vote as directed	Able to vote at discretion of Proxy

### Notes:

1 Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.

2 Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member).

3 Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

4 The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

---

## 3. RESOLUTIONS 2 TO 4 – ELECTION OF DIRECTOR – MS PAULA COWAN, MR MARK REILLY AND MR GREGORY WOOD

### 3.1 General

Clause 3.3 of the Constitution of the Company provides that the Board may appoint a person to be a Director at any time except during a general meeting. In accordance with the Constitution and ASX Listing Rule 14.4, any person so appointed automatically retires at the next annual general meeting and is eligible for election by that annual general meeting but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Ms Paula Cowan, Mr Mark Reilly and Mr Gregory Wood, having been appointed as Directors on 16 May 2016, retire in accordance with clause 3.3 of the Constitution and ASX Listing Rule 14.4 and, being eligible, seek election at the Annual General Meeting.

### 3.2 Qualifications and other material directorships

(a) Ms Paula Cowan

Ms Cowan is a finance professional with over 10 years' experience and is presently a director of a consulting and secretarial advisory firm specialising in business advisory, consulting and back office support (finance and secretarial) to SMEs and ASX listed entities. Prior to that Ms Cowan held senior roles in advisory firms KordaMentha and Ernst & Young. Ms Cowan holds a Bachelor of Commerce/Law (Hons), is a qualified Chartered Accountant and a Graduate of the Australian Institute of Company Directors.

Ms Cowan has not held any other listed directorships over the past three years.

(b) Mr Mark Reilly

Mr Reilly is a Chartered Accountant with over 20 years' experience in advisory work with extensive experience in the mining, banking and finance industries. Mr Reilly worked with Coopers & Lybrand in Perth before establishing his own accounting practice in 1997. Mr Reilly also has extensive experience in the mining, banking and finance industries in an advisory capacity.

Mr Reilly is a director of Bos Global Holdings Limited (formerly Forte Energy NL) (appointed 2 August 2004), Harvest Minerals Limited (appointed 4 July 2014) and

IODM Limited (appointed 2 October 2015). Mr Reilly was a director of Black Star Petroleum Limited (appointed 3 July 2014, resigned 11 May 2016) and Ochre Group Holdings Limited (appointed 28 January 2014, resigned 29 December 2014). He has not held any other listed directorships over the past three years.

(c) Mr Gregory Wood

Mr Wood is a Systems Accountant with over 12 years extensive experience in financial reporting, financial analysis, developing key performance indicators and modelling of financial reports over a number of industries including transport, media and infrastructure. He held management positions with companies including Asciano Limited, Patrick Stevedores and Pacific National. He has extensive experience in the oil and gas industry having been until recently the CEO of an ASX listed oil explorer. Mr Wood has completed the Petroleum Engineering for Non Engineers programme in Houston, Texas.

Mr Wood has not held any other listed directorships over the past three years.

### 3.3 Independence

Ms Paula Cowan, Mr Mark Reilly and Mr Gregory Wood have no interests, positions, associations or relationships that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the board considers all Directors will be independent.

### 3.4 Board recommendation

The Board supports the election of Ms Paula Cowan, Mr Mark Reilly and Mr Gregory Wood and recommends that Shareholders vote in favour of Resolutions 2 to 4

---

## 4. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY

### 4.1 General

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

An eligible entity for the purposes of Listing Rule 7.1A is an entity that:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a market capitalisation of \$300 million or less (excluding restricted securities and securities quoted on a deferred settlement basis).

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$2,750,416 (based on the number of Shares on issue and the closing price of Shares on the ASX on 11 October 2016).

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 4.2(c) below).

The effect of Resolution 5 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without subsequent Shareholder approval and without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

## 4.2 Description of Listing Rule 7.1A

### (a) Shareholder Approval

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

### (b) Equity Securities

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

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

As at the date of this Notice, the Company currently has one (1) class of quoted Equity Securities on issue, being the Shares (ASX Code: CJC).

### (c) Formulae for calculating 10% Placement Capacity

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

**(A x D) – E**

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

- plus the number of fully paid shares issued in the previous 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid shares that become fully paid in the previous 12 months;
- plus the number of fully paid shares issued in the previous 12 months with approval of holders of Shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- less the number of fully paid shares cancelled in the 12 months.

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

D is 10%

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

## 4.3 Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 5 ASX trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

#### 4.4 10% Placement Period

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (a) the date that is 12 months after the date of this Annual General Meeting at which approval is obtained; or
- (b) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main understanding) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

or such longer period if allowed by ASX (10% Placement Period).

#### 4.5 Specific Information required in accordance with Listing Rule 7.3A

##### (a) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are exercised). There is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Shares on the issue date,

which may have an effect on the amount of funds raised by the issue of the 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:

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

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.0035 50% decrease in Issue Price	\$0.007 Current Issue Price	\$0.014 100% Increase in Issue Price
<b>Current Variable A</b> 677,666,538 Shares	<b>Shares Issued</b>	67,766,653	67,766,653	67,766,653
	<b>Funds raised</b>	\$237,183	\$474,366	\$948,733
<b>50% increase in Variable A</b> 1,016,499,807 Shares	<b>Shares Issued</b>	101,649,981	101,649,981	101,649,981
	<b>Funds raised</b>	\$355,775	\$711,550	\$1,423,100
<b>100% increase in Variable A</b> 1,355,333,076 Shares	<b>Shares Issued</b>	135,533,307	135,533,307	135,533,307
	<b>Funds Raised</b>	\$474,367	\$948,733	\$1,897,466

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

**The table above uses the following assumptions:**

- There are currently 677,666,538 Shares on issue as at the date of this Notice of Meeting comprising:
  - 392,916,518 existing Shares as at the date of this Notice of Meeting; and
  - 284,750,020 Shares which will be issued if Resolutions 7-12 (inclusive) are passed at this Meeting.
- The issue price set out above is the closing price of the Shares on the ASX on 11 October 2016.
- The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- 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%.

Shareholders should note that there is a risk that:

- the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(b) **Purpose of Issue under 10% Placement Capacity**

The Company may seek to issue the Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) non-cash consideration for the acquisition of new resources, assets and investments including previously announced acquisitions. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised for an acquisition of new assets or investments (including expense associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.

The Company will comply with the disclosure obligations under the Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities pursuant to the 10% Placement Capacity.

(c) **Allocation policy under the 10% Placement Capacity**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity.

The identity of the recipients of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the purpose of the issue;
- (ii) alternative methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company including, but not limited to, the financial situation and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

The recipients of Equity Securities under the 10% Placement Capacity have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources assets or investments.

(d) **Previous approval under ASX Listing Rule 7.1A**

The Company obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its previous annual general meeting held on 26 November 2015.

The Company has issued no Equity Securities pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 30 November 2015, the Company otherwise issued a total of 256,249,904 Shares which represents approximately 187.50% of the total diluted number of Equity Securities on issue in the Company at 30 November 2015 which was 136,666,614.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 1.

(e) **Voting Exclusion**

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

---

**5. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE – SHARES**

**5.1 General**

The Company has signed a mandate with CPS Capital Group Pty Ltd (ACN 088 055 636) (**CPS Capital Group Pty Ltd**) to place up to 66,666,667 Shares at \$0.003 per Shares to raise approximately \$200,000 (**Mandate**) (**Placement**).

Pursuant to the terms of the Mandate, the Placement is to be conducted via two tranches:

- (a) 51,249,981 Shares to raise approximately \$153,750 (**Tranche 1 Shares**); and
- (b) 15,416,686 Shares to raise approximately \$46,250 (**Tranche 2 Shares**).

All Shares to be issued under the Placement are to clients of CPS Capital Group Pty Ltd, none of whom are related parties or associates of the Company.

On 5 August 2016, the Company issued the Tranche 1 Shares pursuant to its capacity under ASX Listing Rule 7.1.

The Company is seeking Shareholder approval to issue the Tranche 2 Shares (Resolution 7).

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Tranche 1 Shares (**Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in an Annual General Meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

**5.2 Technical information required by ASX Listing Rule 7.4**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 51,249,981 Shares were issued;
- (b) the issue price of the Shares was \$0.003 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- (d) the Shares were issued to clients of CPS Capital Group Pty Ltd. None of these subscribers are related parties or associates of the Company; and
- (e) the Company used the funds raised from the offer for working capital.

---

## 6. RESOLUTION 7 – APPROVAL TO ISSUE SHARES

### 6.1 General

As noted above, Resolution 7 seeks Shareholder approval for the issue of the Tranche 2 Shares.

A summary of ASX Listing Rule 7.1 is set out in section 5.1 above.

The effect of Resolution 7 will be to allow the Company to issue the Tranche 2 Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

### 6.2 Technical information required by ASX Listing Rule 7.1

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Consideration Securities under Resolution 7:

- (a) the maximum number of Shares to be issued is 15,416,686;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the issue price of the Shares will be \$0.003 each;
- (d) the Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Shares will be issued to clients of CPS Capital Group Pty Ltd. None of these subscribers are related parties or associates of the Company; and
- (f) the Company will use the funds raised from the offer for working capital.

---

## 7. RESOLUTION 8 – APPROVAL TO ISSUE SECURITIES

### 7.1 General

As announced by the Company on 23 May 2016, the Company signed a letter of intent with American based Kiwanda Copper LLC (Company Number 121204291) to acquire the rights to the Picha Copper Project in Southern Peru (the **Acquisition**).

The Company further announced on 4 August 2016 that it had agreed formal terms for the Acquisition through execution of a Share Sale Agreement with Kiwanda Copper LLC and Canadian based Lara Exploration Ltd (TXS Venture: LRA) to purchase 100% of the shares in Kiwanda Peru SAC through the issue of 133,333,334 Shares (**Consideration Shares**) and 133,333,334 Options with an exercise price of \$0.004 expiring two years from the date of issue, subject to shareholder approval (**Consideration Options**) (together the **Consideration Securities**).

Resolution 8 seeks Shareholder approval for the issue of the Consideration Securities.

A summary of ASX Listing Rule 7.1 is set out in section 5.1 above.

The effect of Resolution 8 will be to allow the Company to issue the Consideration Securities during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.



## 7.2 Technical information required by ASX Listing Rule 7.1

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Consideration Securities under Resolution 8:

- (a) the maximum number of Securities to be issued is 133,333,334 Shares and 133,333,334 Options;
- (b) the Consideration Securities will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated that all of the Consideration Securities will be issued on the same day;
- (c) the Consideration Securities will be issued to the following persons and in the following proportions:

Name	Number of Consideration Shares	Number of Consideration Options
Kiwanda Copper LLC	43,333,334	43,333,334
Kiwanda Group	50,000,000	50,000,000
Lara Exploration	40,000,000	40,000,000
<b>Total</b>	<b>133,333,334</b>	<b>133,333,334</b>

None of the recipients are related parties of the Company.

The Company confirms that no Shares, including Shares to be issued on exercise of any Options, will be issued to any party where it would have the effect of increasing that party's (and its associates') Voting Power in the Company above 20%, unless the Company obtains further Shareholder approval for the purpose of section 611 (Item 7) of the Corporations Act or the issue is otherwise permitted by a relevant exception under the Corporations Act;

- (d) the Consideration Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Consideration Options will be issued on the terms set out in Schedule 2 to this Notice of Meeting; and
- (f) no funds will be raised from the issue of the Consideration Securities as the Consideration Securities are being issued as part consideration of the Acquisition.

---

## 8. RESOLUTION 9 – APPROVAL TO ISSUE SHARES

### 8.1 General

Resolution 9 seeks Shareholder approval for the issue of 100,000,000 Shares in consideration for amounts owing to creditors of the Company (**Placement**).

The Company is currently attempting to satisfy a portion of creditor claims through conducting the Placement. At the time of this Notice, a formal arrangement is yet to be finalised with the relevant creditors. As such, the Company is seeking prior approval to carry out the Placement in order to satisfy a portion of the outstanding debt owed to the creditors once an arrangement has been formally agreed.

A summary of ASX Listing Rule 7.1 is set out in section 5.1 above.

The effect of Resolution 9 will be to allow the Company to issue the Shares pursuant to the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

## 8.2 Technical information required by ASX Listing Rule 7.1

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Consideration Securities under Resolution 9:

- (a) the maximum number of Shares to be issued is 100,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the deemed issue price of the Shares will be \$0.003 each;
- (d) the Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Shares will be issued to creditors of the Company. None of these subscribers are related parties or associates of the Company; and
- (f) the Shares will be issued for nil cash consideration in order to satisfy a portion of the outstanding debt owed to specific creditors, accordingly no funds will be raised.

---

## 9. RESOLUTIONS 10 TO 12 – ISSUE OF SHARES TO RELATED PARTIES –MR DAVID WHEELER, MR GUISEPPE GRAZIANO AND MS NICOLE FERNANDES

### 9.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 36,000,000 Shares (**Related Party Shares**) to Mr David Wheeler, Mr Guiseppe Graziano and Ms Nicole Fernandes (or their respective nominee/s) (**Related Parties**) in order to satisfy a portion of the outstanding debt owed to the Related Parties.

### 9.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The issue of the Related Party Shares constitutes giving a financial benefit and the Related Parties are related parties of the Company by virtue of:

- (a) Mr David Wheeler was Director of the Company within the last 6 months;
- (b) Mr Guiseppe Graziano was a Director of the Company within the last 6 months; and
- (c) Ms Nicole Fernandes was Director of the Company within the last 6 months.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Related Party Shares under Resolutions 10 to 12 because the Related Party Shares will be issued in order to satisfy a portion of the outstanding debt owed to the Related Parties, as such the giving of the financial benefit is on arm's length terms.

### 9.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or

a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the Related Party Shares will be issued to the Related Parties in order to satisfy a portion of the outstanding debt owed to the Related Parties it is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

#### **9.4 Technical Information required by ASX Listing Rule 10.13**

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 10 to 12:

- (a) the Related Party Shares will be issued to Mr David Wheeler, Mr Guiseppe Graziano and Ms Nicole Fernandes;
- (b) the maximum number of Related Party Shares to be issued is 36,000,000, comprising:
  - (i) 12,000,000 Shares to Mr David Wheeler (or his nominee);
  - (ii) 12,000,000 Shares to Mr Guiseppe Graziano; and
  - (iii) 12,000,000 Shares to Ms Nicole Fernandes (or her nominee).
- (c) the Related Party Shares will be issued no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Shares will be issued on one date;
- (d) the Related Party Shares will be issued with a deemed issue price of \$0.003 per Shares, the same as those Shares issued under the Placement;
- (e) the Related Party Shares will be issued for nil cash consideration in order to satisfy a portion of the outstanding debt owed to the Related Parties, accordingly no funds will be raised;
- (f) the Related Party Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (g) approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Shares to the Related Party as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Related Party Shares to the Related Party will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

#### **9.5 Enquiries**

Shareholders should contact the Company Secretary on +61 8 9200 3467 if they have any queries in respect of the matters set out in this Notice of Meeting.

---

## GLOSSARY

---

**\$** means Australian dollars.

**10% Placement Capacity** has the meaning given in Section 4.1.

**10% Placement Period** has the meaning given in Section 4.4.

**Acquisition** means the acquisition by the Company of the Picha Copper Project.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

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

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires.

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

**Board** means the board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Company** means The Carajas Copper Company Limited (ACN 076 390 451).

**Consideration Options** means the Options to be issued in part consideration of the Acquisition on the terms set out in Schedule 2.

**Consideration Securities** means the Consideration Shares and Consideration Options.

**Consideration Shares** means the Shares to be issued in part consideration of the Acquisition.

**Constitution** means the Company's constitution.

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

**Directors** mean the current directors of the Company.

**Equity Securities** has the same meaning as in the ASX Listing Rules.

**Explanatory Statement** means the explanatory statement to the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Notice** or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of Annual General Meeting including the Explanatory Statement.

**Option** means an option to acquire a Share.

**Proxy Form** means the proxy form accompanying the Notice.

**Picha Copper Project** means a copper exploration project, located in Peru, for which the Company has an option to conduct due diligence and acquire under the Letter of Intent with Kiwanda Copper LLC.

**Related Party Share** means a Share granted pursuant to Resolutions 10 to 12.

**Remuneration Report** means the remuneration report set out in the Directors' report section of the Company's annual financial report for the year ended 30 June 2016.

**Resolutions** means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement unless indicated otherwise.

**Securities** means Share and/or Options.

**Share** means a fully paid ordinary share in the Company.

**Shareholder** means a holder of a Share in the Company.

**Voting Power** means the voting power determined in accordance with Section 610 of the Corporations Act.

**VWAP** means volume weight average price.

**AWST** means Western Standard Time as observed in Perth, Western Australia.

**SCHEDULE 1 – ISSUES OF EQUITY SECURITIES SINCE 30 NOVEMBER 2016**

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) <sup>1</sup>	Form of consideration
Issue & Appendix 3B – 21 June 2016	38,962,999	Shares <sup>2</sup>	Rights issue take up pursuant to entitlement issue prospectus lodged with the ASX on 24 May 2016.	\$0.003 per share (20% discount to market price on 20 June 2016)	Cash. Funds raised to be used as detailed in entitlement issue prospectus lodged with the ASX on 24 May 2016. Picha Project, Salobo South Copper Project and Primavera Project, payment to creditors, new project identification costs, working capital and expenses of the offer. Amount raised: \$116,889 Amount spent: \$116,889
Issue & Appendix 3B – 8 July 2016	166,036,924	Shares <sup>2</sup>	Shortfall placement pursuant to entitlement issue prospectus lodged with the ASX on 24 May 2016.	\$0.003 per share (40% discount to market price on 7 July 2016)	Cash. Funds raised to be used as detailed in entitlement issue prospectus lodged with the ASX on 24 May 2016. Picha Project, Salobo South Copper Project and Primavera Project, payment to creditors, new project identification costs, working capital and expenses of the offer. Amount raised: \$498,111 Amount spent: \$333,539
Issue & Appendix 3B – 5 August 2016	51,249,981	Shares <sup>2</sup>	Placement to sophisticated investors per announcement lodged with the ASX on 5 August 2016.	\$0.003 per share (40% discount to market price on 4 August 2016)	Cash. Funds raised towards working capital. Amount raised: \$153,750 Amount spent: \$nil

**Notes:**

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: CJC (terms are set out in the Constitution).

---

**SCHEDULE 2 – TERMS AND CONDITIONS OF CONSIDERATION OPTIONS**

---

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.004 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm AWST the date that is two years after the date of issue of the Options (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Unquoted**

The Company will not apply for quotation of the Options on ASX.

(n) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(o) **Restriction on exercise**

Notwithstanding any other terms of the Options, the Holder may not exercise Options to the extent that the Holder would, if Shares were issued upon exercise of those Options, have a relevant interest in the Company (itself and together with its associates) of greater than 20% in contravention of section 606 of the Corporations Act, unless the issue of Shares upon exercise is approved by Shareholders for the purpose of Section 611 (Item 7) of the Corporations Act or is otherwise permitted by a relevant exception under the Corporations Act.



APPOINTMENT OF PROXY

THE CARAJAS COPPER COMPANY LIMITED  
ACN 076 390 451

ANNUAL GENERAL MEETING

I/We

of:

being a member of The Carajas Copper Company Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint:

Name of proxy

OR  the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Annual General Meeting to be held at 4.00pm AWST, on 30 November 2016 at Level 1, Allendale Square, 77 St Georges Terrace, Perth WA 6000 and at any adjournment thereof.

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 5-12 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 5-12 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

If no directions are given, the Chair will vote in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Appointment of Director – Ms Paula Cowan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Appointment of Director – Mr Mark Reilly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Appointment of Director – Mr Gregory Wood	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Ratification of Prior Issue - Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval to Issue Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Approval to Issue Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Approval to Issue Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Issue of Shares to Related Party – Mr David Wheeler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 Issue of Shares to Related Party – Mr Guiseppe Graziano	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12 Issue of Shares to Related Party – Ms Nicole Fernandes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is \_\_\_\_\_%

Signature of Shareholder (s):

Date: \_\_\_\_\_

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: \_\_\_\_\_ Contact Ph (daytime): \_\_\_\_\_

### Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
  - **(Individual):** Where the holding is in one name, the member must sign.
  - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
  - **(Power of Attorney):** If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) deliver the proxy form by hand to the Company's registered office at 22 Lindsay Street, Perth, Western Australia;
  - (b) mail the proxy form to the Company's registered office at PO Box 8546 Perth BC, Western Australia, 6849; or
  - (c) send the proxy form by facsimile to the Company on facsimile number +61 8 9200 4469,so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy forms received later than this time will be invalid.**