



## Nyota Minerals Limited

### Notice of AGM

Nyota Minerals Limited (“Nyota” or the “Company”) (ASX/AIM: NYO) announces a Notice of Annual General Meeting of Shareholders (“AGM”) to be held at 10.00am (WST) on 19 November 2014 at the Company’s office, Suite 2, 47 Havelock Street, West Perth, Australia.

The Annual Report and Accounts for the year ended 30 June 2014 (“Annual Report”) have previously been distributed and are available on the Company’s website: [www.nyotaminerals.com](http://www.nyotaminerals.com).

The attached Notice of AGM and Proxy Form will be distributed to shareholders today. A Form of Voting Instruction will be distributed to Depository Interest holders or their Nominee.

In accordance with section 250R(2) of the Corporations Act Resolution 1 in the Notice of Annual General Meeting is for Shareholders to adopt the Company’s 2014 Remuneration Report. In the event that the Remuneration Report receives a “no” vote of 25% or more of votes (“Strike”) at two consecutive annual general meetings, Shareholders will have the opportunity to seek to remove the whole board except the Managing Director pursuant to Resolution 5 at the Annual General Meeting. The Company’s Remuneration Report received a first Strike at the last annual general meeting. Resolution 5 may be put to Shareholders to call for an additional meeting of Shareholders to be held within 90 days of the Annual General Meeting (“Spill Meeting”) to vote on whether to remove existing Directors (except the Managing Director) and appoint replacement directors. However, Shareholders should be aware that there is no guarantee that new directors will be identified who would be deemed suitable to be directors of the Company under the AIM Rules for Companies.

To address Shareholder remuneration concerns, since last year the size of the Board has been reduced from 7 members to the current level of 3 and Directors’ fees and total key management personnel (KMP) remuneration have been substantially reduced. The Board trusts that Shareholders will be satisfied with the significant reduction in both the Board size and KMP remuneration, and accordingly the Directors recommend that Shareholders vote in favour of Resolution 1.

For further information please visit: <http://www.nyotaminerals.com> or enquire to:

Richard Chase	Nyota Minerals Limited Chief Executive Officer	+61 (0)8 9324 2955 <a href="mailto:info@nyotaminerals.com">info@nyotaminerals.com</a>
Antony Legge/Emma Earl	Nominated Adviser and Joint Broker Daniel Stewart & Company plc	+44 (0) 20 7776 6550
Susie Geliher/ Elisabeth Cowell	Financial PR St Brides Media & Finance Ltd	+44 (0) 20 7236 1177
Guy Wilkes	Joint Broker Ocean Equities Limited	+44 (0) 20 7786 4370

Neither the contents of the Company’s website nor the contents of any website accessible from hyperlinks on the Company’s website (or any other website) is incorporated into, or forms part of, this announcement.

# **NYOTA MINERALS LIMITED**

**ACN 060 938 552**

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## **NOTICE OF ANNUAL GENERAL MEETING**

**and**

## **EXPLANATORY MEMORANDUM**

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Date of Meeting: 19 November 2014

Time of Meeting: 10.00am (WST)

Place of Meeting: Suite 2, 47 Havelock Street, West Perth, Western  
Australia

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

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## CONTENTS

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Important Information

Business of the Meeting (setting out the Resolutions)

Explanatory Memorandum (explaining the Resolutions)

Glossary

Proxy Form

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## IMPORTANT INFORMATION

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### TIME AND PLACE OF MEETING

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Notice is hereby given that the annual general meeting of the shareholders of Nyota Minerals Limited (**Company**), to which this Notice relates, will be held at 10.00am (WST) on 19 November at Suite 2, 47 Havelock Street, West Perth, Western Australia, 6005 (**Meeting**).

### YOUR VOTE IS IMPORTANT

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

If Shareholders do not understand this Notice, the Explanatory Memorandum or any part thereof they should contact their stockbroker, lawyer, accountant, or financial or other professional adviser without delay.

### VOTING ELIGIBILITY

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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 7:00pm EST on 17 November 2014.

### VOTING IN PERSON

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

### VOTING BY PROXY

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

Shareholders who hold Shares which are traded on AIM should note that:

- if your Shares are held in your name on the Company's register, a "form of instruction" will be sent to you by Computershare Investor Services Plc (the Company's UK share registry) that should be used in place of the Proxy Form; and

- if your Shares are held in a nominee account by a stockbroker, you should contact that stockbroker to establish what is required in order for you to vote individually.

### ***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 Shareholders; 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.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. **Annual Report**

To receive and consider the Annual Report of the Company for the financial year ended 30 June 2014 together with the declaration of the Directors, the Directors' Report, the Remuneration Report, the Annual Financial Report and the Auditor's Report.

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#### 2. **Resolution 1 - Adoption of Remuneration Report**

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

*"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report on the terms and conditions in the Explanatory Memorandum."*

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

##### **Voting Exclusion**

A vote on this Resolution must not be cast:

- by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or
- by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- the person is appointed as a proxy that specifies the way the proxy is to vote on this Resolution; or
- the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

If the Chairman is appointed, or taken to be appointed by a Shareholder, as proxy, that Shareholder can direct the Chairman to vote for or against, or to abstain from voting on, Resolution 1 by marking the appropriate box opposite Resolution 1 on the Proxy Form. If the Chairman is a proxy and the relevant Shareholder does not mark any of the boxes opposite Resolution 1, the relevant Shareholder will be directing the Chairman to vote in favour of Resolution 1.

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3. **Resolution 2 - Re-election of Dr Evan Kirby as a Director**

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

*"That pursuant to and in accordance with rule 4.7 of the Constitution and being eligible, Dr Evan Kirby, who retires by rotation offers himself for re-election, be re-elected as a Director."*

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4. **Resolution 3 - Appointment of new auditor**

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

*"That, subject to the resignation of the current auditor of the Company, pursuant to and in accordance with section 327B of the Corporations Act and for all other purposes, HLB Mann Judd having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company with effect from the passing of this Resolution"*

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5. **Resolution 4 - Approval of 10% Placement Facility**

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 up to 10% of the issued capital of the Company (at the time of the 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 a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed.

However, the Company will not disregard a vote if:

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

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6. **Resolution 5 - Spill Resolution**

If 25% or more of votes cast on Resolution 1 are against the adoption of the Remuneration Report, to consider, and if thought fit, to pass with or without an amendment the following as an ordinary resolution:

*"That, pursuant to and in accordance with section 250V of the Corporations Act and for all other purposes, another meeting (**Spill Meeting**) of the Shareholders be held within 90 days of 19 November 2014, on the terms and conditions in the Explanatory Memorandum, so that:*

- *all of the Directors who hold office at the Meeting excluding the Managing Director will cease to hold office immediately before the end of the Spill Meeting;*

- *resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting (**Vacated Offices**) will be voted on at the Spill Meeting; and*
- *the persons appointed to Vacated Offices at the Spill Meeting may include Directors who hold office at the Meeting."*

#### **Voting Exclusion**

A vote on this Resolution must not be cast:

- by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member;
- by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- the person is appointed as a proxy that specifies the way the proxy is to vote on this Resolution; or
- the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

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## **BY ORDER OF THE BOARD**

Michael Langoulant  
Company Secretary

DATED: 17 October 2014

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## EXPLANATORY MEMORANDUM

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This Explanatory Memorandum has been prepared for the information of the Shareholders in connection with the business to be conducted at the Meeting to be held at 10.00am (WST) on 19 November 2014 at Suite 2, 47 Havelock Street, West Perth, Western Australia.

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

The Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting. For the assistance of Shareholders, a glossary of defined terms is included at the end of the Explanatory Memorandum.

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### 1. Annual Report

The Corporations Act requires that the Annual Report (which includes the Annual Financial Report, Directors' Report and Auditors' Report) be laid before the annual general meeting.

There is no requirement for the Shareholders to approve the Annual Report. However, Shareholders will be given an opportunity to ask questions and make comments about the Annual Report, which is available at [www.nyotaminerals.com](http://www.nyotaminerals.com), or the Company generally but there will be no formal resolution submitted to the Meeting in respect of it.

PwC, as the auditor responsible for preparing the Auditor's Report for the year ended 30 June 2014 (or his representative), will attend the Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any question you may have by mail to **Suite 2, 47 Havelock Street, West Perth WA 6005**, or by fax to **+61 8 9324 2977** so that it is received by no later than 5.00pm (WST) on 14 November 2014.

In accordance with section 250PA of the Corporations Act, at the Meeting, the Company will distribute a list setting out the questions directed to the auditor received in writing by Shareholders, being questions which the auditor considers relevant to the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report. The Chairman will allow reasonable opportunity to respond to the questions set out on this list.

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## 2. Resolution 1 - Adoption of Remuneration Report

### *General*

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors (KMP).

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors of the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Shareholders will have the opportunity to remove the whole Board except the Managing Director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

### *2013 AGM - First Strike*

The Company's Remuneration Report received a first Strike at the last annual general meeting. The Remuneration Report for the year ended 30 June 2014 is far simpler than reported for the year ended 30 June 2013. The total remuneration paid in the June 2013 year was significantly higher than the 2014 year as a result of the Company firstly having built-up to maximum staffing in expectation of development of the Tulu Kapi project and subsequently having to make all expatriate staff redundant after the decision not to proceed with development.

To address shareholder remuneration concerns the size of the Board has been reduced from 7 members to the current level of 3. In addition Directors' fees have been reduced by 50% and the current Managing Director has accepted a cut of 40% to his original base contract rate.

Year on year the total remuneration paid to KMP fell significantly, from \$2.4 million to \$0.9 million. The full impact of the reductions in salary and KMP staffing levels initially implemented in early 2013 is evident and a further significant reduction in total KMP remuneration is expected in the year ending 30 June 2015.

The Board's efforts to reduce total KMP remuneration is further evidenced by the Company not having an Employee Share Option Plan in existence, paying no short-term bonuses and having not issued options to KMP during the last two financial years.

The Board trusts that shareholders will be satisfied with the significant reduction in the Board size, the total KMP remuneration and the KMP remuneration structure for the next financial year.

### *Voting Consequences*

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company must put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

If the Remuneration Report receives a Strike at this Meeting, Resolution 5 (**Spill Resolution**) will be voted on at the Meeting. Accordingly, please note that a 'no' vote of 25% or more on Resolution 1 may result in the re-election of the Board.

The Chairman will allow reasonable opportunity for Shareholders to ask questions about or comment on the Remuneration Report.

Resolution 1 is an ordinary resolution.

#### *Proxy Voting Intentions*

The Chairman intends to exercise all available proxies in favour of Resolution 1.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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### **3. Resolution 2 – Re-election of Director**

Rule 4.7(a) of the Constitution requires that if the Company has three or more Directors one third of the Directors must retire from office at the Company's annual general meeting in every year.

The Company currently has three Directors and accordingly at least one must retire and offer himself for re-election by Shareholders in accordance with the Constitution.

A Director who retires by rotation under rule 4.7(a) of the Company's Constitution is eligible for re-election.

Dr Evan Kirby is a non-executive Director who was appointed to the Board in November 2002. Dr Evan Kirby is a metallurgist with over 30 years' experience. He worked in South Africa for 17 years primarily for Impala Platinum, Rand Mines and Rustenburg Platinum Mines before moving to Australia in 1992. In Australia, Dr Evan Kirby worked for Minproc Engineers and Bechtel before starting his own consulting business a decade later. With his broad experience, he has been involved in the development of a wide range of mining and minerals processing projects in Africa and Australia, as well as other parts of the world.

The Board considers Dr Kirby to be an independent director of the Company.

Further information regarding Dr Kirby is set out in the Directors Report of the Annual Report.

The Board (other than Dr Evan Kirby) supports the re-election of Dr Evan Kirby and recommends the re-election of Dr Evan Kirby.

The Chairman intends to vote all undirected proxies in favour of the re-election of Dr Evan Kirby.

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### **4. Resolution 3 – Appointment of new auditor**

Resolution 3 seeks Shareholder approval for the election of HLB Mann Judd as auditor of the Company.

PwC, the Company's existing auditor, has agreed to apply ASIC for their resignation as auditors of the Company pursuant to subsection 329(5) of the Corporations Act with effect from the conclusion of the AGM.

The Company has considered who should be appointed to replace the current auditors and, pursuant to subsection 328B of the Corporations Act, a Shareholder has nominated HLB Mann Judd to act as auditor of the Company. A copy of the nomination letter is attached as Schedule 1.

HLB Mann Judd has consented to act in the capacity of auditor, subject to the passing of Resolution 3, and all other requirements of the Corporations Act in relation to the appointment of an auditor have been, or, at the date of the Notice are being met.

Resolution 3 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 3.

The Board unanimously recommends that Shareholders approve Resolution 3.

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## 5. **Resolution 4 – Approval of 10% placement capacity**

### 5.1 **Background**

Listing Rule 7.1A enables eligible 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 is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is 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 5.2(c) below).

The Company may use the 10% Placement Facility to progress exploration of its suite of Ethiopian exploration assets, acquire new resource assets or investments and/or for general working capital.

The Directors of the Company believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 4 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).

### 5.2 **Description of Listing Rule 7.1A**

#### (a) **Shareholder approval**

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

#### (b) **Equity Securities**

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

As at the date of the Notice the Company's Shares are the only class of quoted Equity Securities.

(c) **Formula for calculating 10% Placement Facility**

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

**A** is the number of Shares on issue 12 months before the date of issue or agreement:

- a. plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.2;
- b. plus the number of partly paid Shares (that became fully paid in the 12 months);
- c. plus the number of Shares issued in the 12 months with approval of Shareholders under Listing Rules 7.1 and 7.4. This does not include an issue of Shares under the entity's 15% placement capacity without shareholder approval;
- d. less the number of Shares cancelled in the 12 months.
- e. 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 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.

(d) **Listing Rules 7.1 and 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 882,149,127 Shares and therefore the Company has capacity to issue:

- (i) 129,440,000 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval for Resolution 4 being obtained, 87,960,000 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 5.2(c) above).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average price (**VWAP**) of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (e)(i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) 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 undertaking), or such longer period if allowed by ASX (**10% Placement Period**),  
or such longer period if allowed by ASX.

**5.3 Listing Rule 7.1A**

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

**5.4 Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:
  - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
  - (i) the market price for the Company's Equity Securities 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 Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

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

- (c) The below table 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.

- (d) 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 50% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.001 50% decrease in Issue Price	\$0.002 Issue Price	\$0.004 100% increase in Issue Price
<b>Current Variable 'A'</b> 879,649,127 Shares	<b>10% voting dilution</b>	87,964,000 Shares	87,964,000 Shares	87,964,000 Shares
	<b>Funds raised</b>	\$87,964	\$175,928	\$351,856
<b>50% increase in current Variable 'A'</b> 1,319,473,691 Shares	<b>10% voting dilution</b>	131,947,000 Shares	131,947,000 Shares	131,947,000 Shares
	<b>Funds raised</b>	\$131,947	\$263,894	\$527,788
<b>100% increase in current Variable 'A'</b> 1,759,298,254 Shares	<b>10% voting dilution</b>	175,929,000 Shares	175,929,000 Shares	175,929,000 Shares
	<b>Funds raised</b>	\$175,928	\$351,856	\$703,712

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) 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%.
- (iii) 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 Facility, based on that Shareholder's holding at the date of the Meeting.
- (iv) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

- (v) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
  - (vi) The issue price is \$0.002, being the closing price of the Shares on ASX on 10 October 2014.
  - (e) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 4 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking)).
  - (f) The Company may seek to issue the Equity Securities for the following purposes:
    - (i) non-cash consideration for the acquisition of the new resources assets and investments. 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 towards 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.
  - (g) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.
  - (h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the subscribers 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 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;
    - (ii) the effect of the issue of the Equity Securities on the control of the Company;
    - (iii) the financial situation and solvency of the Company; and
    - (iv) advice from corporate, financial and broking advisers (if applicable).
  - (i) The subscribers under the 10% Placement Facility 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.
  - (j) A voting exclusion statement is included in the Notice.
  - (k) In the last 12 months the Company has not had shareholder approval to issue shares in accordance with Listing Rule 7.1A.
  - (l) 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.
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## GLOSSARY OF TERMS

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The following terms and abbreviations used in the Notice, this Explanatory Memorandum and Proxy Form have the following meanings:

**\$** means Australian dollars.

**10% Placement Facility** has the meaning given in Section 5.1.

**10% Placement Period** has the meaning given in Section 5.2(f).

**AIM** means the AIM Market of the LSE.

**AIM Rules** means the rules applicable to companies listed on the AIM or the LSE (as applicable).

**Annual Financial Report** means the Company's financial report contained in the Annual Report.

**Annual Report** means the Company's annual report for the year ending 30 June 2014.

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

**ASX** means ASX Limited.

**Auditor's Report** means the independent auditor's report contained in the Annual Report.

**Board** means the board of Directors.

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

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

**Company** means Nyota Minerals Limited ACN 060 938 552.

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

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

**Director** means a director of the Company.



**Directors' Report** means the director's report contained in the Annual Report.

**EST** means Eastern Summer Time, as observed in Sydney, New South Wales, Australia

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

**Explanatory Memorandum** means this explanatory memorandum.

**Key Management Personnel** means 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.

**Listing Rules** means the listing rules of ASX and any other rules of ASX that are applicable while the company is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver given by ASX.

**LSE** means London Stock Exchange Plc.

**Managing Director** means the managing director of the Company.

**Meeting** means the annual general meeting of Shareholders to be held at Suite 2, 47 Havelock Street, West Perth, Western Australia at 10.00am (WST) on 19 November 2014, or any adjournment thereof.

**Notice** means the notice of the Meeting, which includes this Explanatory Memorandum and the Proxy Form.

**Proxy Form** means the proxy form attached to the Notice.

**PwC** means PricewaterhouseCoopers.

**Remuneration Report** means the remuneration report contained in the Annual Report.

**Resolution** means a resolution in the Notice.

**Schedule** means a schedule to this Explanatory Memorandum.

**Section** means a section of this Explanatory Memorandum.

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

**Shareholders** means registered holders of Shares.

**Spill Meeting** has the meaning given in Resolution 5.

**Spill Resolution** means Resolution 5.

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

**Vacated Offices** has the meaning given in Resolution 5.

**VWAP** has the meaning given in Section 5.2(e).

**WST** means Western Standard Time in Perth, Western Australia.

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## Schedule 1 - Nomination of Auditor

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13 October 2014

The Directors  
Nyota Minerals Limited  
Suite 2, 47 Havelock Street  
6005 WEST PERTH WA

Dear Sirs,

### **NOMINATION OF AUDITOR**

For the purposes of section 328B(1) of the *Corporations Act 2001*, as a member of Nyota Minerals Limited ACN 060 938 552 (**Company**), I hereby nominate HLB Mann Judd for appointment as auditor of the Company at the Company's annual general meeting.

Yours faithfully

A handwritten signature in blue ink that reads "Lisa Samaha".

Lisa Samaha

**NYOTA MINERALS LIMITED**  
**ACN 060 938 552**

**INSTRUCTIONS FOR COMPLETING “APPOINTMENT OF PROXY” FORM**

1. **(Appointing a Proxy):** A Shareholder entitled to attend and cast a vote at a general meeting is entitled to appoint a proxy to attend and vote on their behalf at the meeting. If you wish to appoint the Chairman of the Meeting as your proxy, write 'chairman' in the space provided. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, you should instead write the full name of that individual or body corporate in the space provided. If you leave this section blank or your nominated proxy does not attend the meeting, the Chairman of the Meeting will be your proxy.
2. **(Appointing a Second Proxy):** If the Shareholder is entitled to cast 2 or more votes as the meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the meeting. However, where both proxies attend the meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fraction of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder of the Company.
3. **(Director to Vote):** A Shareholder 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.
4. **(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 Shareholder must sign.
  - **(Power of Attorney):** To sign under Power of Attorney, you must have already lodged the Power of Attorney with the Registry. If you have done so, 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 the 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.
5. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
6. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - post to Nyota Minerals Limited, PO Box 368, West Perth WA 6872, marked for the attention of the Company Secretary; or
  - facsimile +618 9324 2977, marked for the attention of the Company Secretary; or
  - email to the Company at [info@nyotaminerals.com](mailto:info@nyotaminerals.com),so that it is received not less than 48 hours prior to the commencement of the Meeting.

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

# NYOTA MINERALS LIMITED

ACN 060 938 552

## PROXY FORM

The Company Secretary

Nyota Minerals Limited

**By delivery:**

Suite 2  
47 Havelock Street  
WEST PERTH WA 6005

**By post:**

Suite 2  
47 Havelock Street  
WEST PERTH WA 6005

**By facsimile:**

+61 8 9324 2977

### Step 1 – Appoint a Proxy to Vote on Your Behalf

I/we being Shareholder/s of the Company hereby appoint:

**The Chairman (mark box)**

**OR** if you are **NOT** appointing the Chairman as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman to be held at Suite 2, 47 Havelock Street, West Perth, Western Australia on 19 November 2014 at 10:00am (WST, 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, except for Resolutions 1 and 5).

If 2 proxies are appointed, the proportion or number of votes that this proxy is authorised to exercise is [ ]% of the Shareholder's votes / [ ] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

#### Important – If the Chairman is your proxy or is appointed your proxy by default

The Chairman intends to vote all available proxies in favour of all Resolutions. If the Chairman is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolutions 1 and 5, you will be expressly authorising the Chairman to vote in accordance with the Chairman's voting intentions on Resolutions 1 and 5 even if Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of Key Management Personnel.

#### Proxy Notes:

A Shareholder entitled to attend and vote at the General Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting. If the Shareholder is entitled to cast 2 or more votes at the General Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting, the representative of the body corporate to attend the General Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

If a representative of the corporation is to attend the General Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Perth office of the Company (Suite 2, 47 Havelock Street, West Perth, Western Australia, or by post to Suite 2, 47 Havelock Street, West Perth, Western Australia or by facsimile 08 9324 2977 if faxed from within Australia or +61 8 9324 2977 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting (WST).

**Step 2 – Instructions as to Voting on Resolutions**

**INSTRUCTIONS AS TO VOTING ON RESOLUTIONS**

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report			
Resolution 2	Re-election of Director – Dr Evan Kirby			
Resolution 3	Appointment of new auditor			
Resolution 4	Approval of 10% Placement Facility			
Resolution 5	Spill Resolution			

\* If you mark the Abstain box for a particular Resolution, 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.

**Authorised signature/s** This section *must* be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

**The Chairman intends to vote all available proxies in favour of each Resolution.**

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Power of Attorney

Attorney - under a Power of Attorney dated and who declares that he/she has not received any revocation of such Power of Attorney

\_\_\_\_\_   
 Contact Name

\_\_\_\_\_   
 Contact Daytime Telephone

\_\_\_\_\_   
 Date