

# SUPPLEMENTARY NOTICE TO NOTICE OF ANNUAL GENERAL MEETING

for the
Annual General Meeting of the Company
to be held at
16:00h (Sydney local time) on 21 February 2018
at
Nexia Australia
Level 16, 1 Market Street,
Sydney NSW

This Supplementary Notice to Notice of Annual General Meeting should be read in conjunction with the Notice of Annual General Meeting released to the ASX on 19 January 2018.

If shareholders are in doubt as to how they should vote, they should seek advice from an appropriately qualified accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 2 8916 6280.

Shareholders should attend or vote by lodging the Proxy Form attached to this Notice.

# CONDOR BLANCO MINES LIMITED ABN 16 141 347 640

# SUPPLEMENTARY NOTICE TO NOTICE OF ANNUAL GENERAL MEETING

This is a Supplementary Notice to the Notice of Meeting dated 19 January 2018 convening the Company's Annual General Meeting ("AGM") which is to be held at Nexia Australia, Level 16, 1 Market Street, Sydney NSW on Wednesday, 21 February 2018, at 16:00 (Sydney local time).

This Supplementary Notice together with Supplementary Explanatory Notes contain important supplementary information to and should be read in conjunction with the original AGM Notice of Meeting and accompanying Explanatory Notes.

This Supplementary Notice is issued to advise shareholders of three additional items of ordinary business to be considered at the AGM. The additional items of business are ordinary resolutions for the election of directors.

# ADDITIONAL RESOLUTIONS

# Resolution 10 – Election of Director: Mr Patrick Volpe

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

"That Patrick Volpe being eligible in accordance with clause 11 of the Constitution and for all other purposes and offering himself for election, be elected as a Director of the Company."

# Resolution 11 - Election of Director: Mr Vince Truda

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

"That Vince Truda being eligible in accordance with clause 11 of the Constitution and for all other purposes and offering himself for election, be elected as a Director of the Company."

# Resolution 12 – Election of Director: Mr Ramon Jimenez

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

"That Ramon Jimenez being eligible in accordance with clause 11 of the Constitution and for all other purposes and offering himself for election, be elected as a Director of the Company."

Dated 29 January 2018

#### BY ORDER OF THE BOARD OF DIRECTORS

Joshua Farquhar Executive Chairman

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# CONDOR BLANCO MINES LIMITED ABN 16 141 347 640

# SUPPLEMENTARY EXPLANATORY NOTES

#### 1. Introduction

These Supplementary Explanatory Notes have been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at Nexia Australia, Level 16, 1 Market Street, Sydney, NSW 2000 on Wednesday, 21 February 2018 at 16:00 (Sydney local time).

The Supplementary Explanatory Notes form part of the Supplementary Notice which should be read in its entirety. The Supplementary Explanatory Notes contain the terms and conditions on which the Resolutions will be voted. The Supplementary Explanatory Notes include the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2: Action to be taken by Shareholders

Section 3: Resolutions 10, 11 and 12 – Election of Directors

# 2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Notes carefully before deciding how to vote on the Resolutions.

### **Proxies**

An updated Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the updated Proxy Form to the Company in accordance with the instructions thereon. Lodgement of an updated Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

### Please note that:

- a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- b) a proxy need not be a member of the Company; and
- c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed updated Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

An updated Proxy Form addressing all resolutions to be considered at the Meeting accompanies this Supplementary Notice. You may use the accompanying updated Proxy Form to vote on all resolutions to be considered at the Meeting.

If you have already completed and lodged a Proxy Form, and you subsequently lodge an updated Proxy Form, your updated Proxy Form will supersede your previously lodged Proxy Form.

Previously lodged Proxy Forms will remain valid if you do not lodge an updated Proxy Form.

If you lodge an updated Proxy Form and only vote on resolutions 10, 11 and 12, your previously lodged Proxy Form will remain valid for the purposes of the other resolutions.

Should you have any questions concerning the accompanying updated Proxy Form, please contact the Company on +61 2 8916 6280.

# 3. Resolutions 10, 11 and 12 - Election of Directors

The Company has received nominations from shareholders Vermar Pty Ltd (ACN 007 284 997) and Trayburn Pty Ltd (ACN 006 048 639), both of which are companies controlled by Mr Patrick Volpe, for the elections of Mr Patrick Volpe, Mr Vince Truda and Mr Ramon Jimenez. The Company has also received signed consents from Mr Volpe, Mr Truda and Mr Jimenez. In accordance with Clause 11.2(a) of the Constitution, Mr Volpe, Mr Truda and Mr Jimenez are eligible for election and the Company gives notice of their candidature for election as a Director.

Clause 11.4 of the Constitution provides that the Company in general meeting may by resolution appoint any person to be a Director in addition to the existing Directors.

The Company has not received a statement or profiles of the proposed Directors for inclusion in the Notice of Meeting from the nominating Shareholders.

The Chairman intends to exercise all available proxies **against** Resolutions 10 – 12

# **Directors' recommendation**

Condor's Board of Directors unanimously recommends that shareholders vote <u>against</u> the elections of Mr Volpe, Mr Truda and Mr Jimenez.

# **Updated Proxy Form - AGM**

Condor Blanco Mines Limited ACN 141 347 640 PO Box A568 Sydney South NSW 1235

STEP	1 - Appointment of Proxy						
I/We							
being appo	; a shareholder/s of Condor Blanco Mines Limit int:	If you are not appointing the Chairman of the Genera Meeting as your proxy please write here the full name o					
				the individual or body corporate (excluding the registered security holder) you are appointing as your proxy.			
proxy <b>Sydn</b>	iling the individual or body corporate named, at the Annual General Meeting of Condor Bey local time on 21 February 2018 and at any tions or, if no directions have been given, then	anco Mines Limited to be held at Nexia Au adjournment of that General Meeting, to ac	ıstralia, Level 16, 1	Market Street, Sy	dney NSW 2000 a	t 16:00	
STEP	2 - Voting directions to your Proxy. Please m	ark "X" to indicate your directions:				l	
	Ordinary business		For	Against	Abstain*		
	Resolution 1 - Election of Director – Mr Craig McGrath						
	Resolution 2 - Re-election of Director – Dr Simon Wood						
	Resolution 3 - Remuneration Report						
	Resolution 4 - Issue of shares to Executive Chairman: Mr Joshua Farquhar						
	Resolution 5 - Issue of shares to Director: Dr Simon Wood						
	Resolution 6 - Issue of shares to Director: Mr Craig McGrath						
	Resolution 7 - Ratification of prior issue of shares						
	Resolution 8 - Approval of issue of shares						
	Resolution 9 - Approval of issue of securities for the purpose of ASX Listing Rule 7.1A						
	Additional resolutions		For	Against	Abstain*		
	Resolution 10 - Election of Director – Mr Patrick Volpe						
	Resolution 11 - Election of Director – Mr Vin						
	Resolution 12 - Election of Director – Mr Ramon Jimenez						
STEP 3 - Please sign here: Individual or Security holder 1 Security holder 2 (or Sole Director and Company Secretary) (or Director)			Security holder 3 (or Director or Company Secretary)				
This :	section <u>must</u> be signed in accordance with the	Instructions overleaf to enable your direction	ns to be implement	ed.			
Cor	itact name	Contact daytime telephone		Date /	/ / 2018		

<sup>\*</sup>Note: if you mark the 'Abstain' box for any resolution, you are directing your proxy not to vote on the resolution on a show of hands or on a poll and your vote will not be counted.

# **Updated Proxy Form**

Condor Blanco Mines Limited ACN 141 347 640 PO Box A568 Sydney South NSW 1235

#### YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 16:00PM (SYDNEY LOCAL TIME) on 19 FEBRUARY 2018

#### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1: Appointment of Proxy

Indicate using this form who you want to appoint as your Proxy.

If you wish to appoint someone other than the Chairman of the General Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the General Meeting, the Chairman of the General Meeting will be your proxy. A proxy need not be a shareholder of the Company. Do not write the name of the issuer company or the registered member in the space.

#### Proxy which is a body corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the General Meeting must provide evidence of his or her appointment by providing an "Appointment of Corporate Representative" form prior to admission. An Appointment of Corporate Representative form can be obtained from the Company.

#### Appointment of a second Proxy

You are entitled to appoint up to two proxies to attend the General Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company or you may copy this form.

To appoint a second proxy you must:

- (a) Complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) Return both forms together in the same envelope.

#### STEP 2: Voting directions to your Proxy

You can tell your Proxy how to vote. To direct your proxy how to vote, place a mark in one of the boxes opposite each Resolution. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution, your vote on that Resolution will be invalid.

#### STEP 3: Sign the Form

The form must be signed as follows:

Individual: this form is to be signed by the security holder.

**Joint holding**: where the holding is in more than one name, all the security holders must sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the Company. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a director jointly with either another director or a company secretary. Where the company has a sole director who is also the sole company secretary, this form must be signed by that person.

Please indicate the office held by signing in the appropriate place.

#### STEP 4: Lodgement of a Proxy

In accordance with clause 10.16 of the Company's constitution, this Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below at least 48 hours before the commencement of the Annual General Meeting. Any Proxy Form received after this time will not be a valid proxy for the scheduled Meeting.

#### Proxies may be lodged as follows:

BY MAIL - Condor Blanco Mines Limited

PO Box A568

Sydney South NSW 1235

Australia

**BY FAX** - + 61 2 8916 6258

VIA EMAIL - info@condormines.com

#### Attending the Meeting

If you wish to attend the General Meeting please bring this form with you to assist registration.