



NOTICE OF EXTRAORDINARY GENERAL MEETING

for an
Extraordinary General Meeting of the Company
to be held at
16:00h (Sydney local time) on 7 March 2018
at
Nexia Australia
Level 16, 1 Market Street,
Sydney NSW

The Notice of General Meeting should be read in its entirety. 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

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Condor Blanco Mines Limited ("the Company") will be held at Nexia Australia, Level 16, 1 Market Street, Sydney NSW on 7 March 2018 at 16:00h (Sydney local time) ("the Meeting").

The Explanatory Notes to this Notice provide additional information on matters to be considered at the Meeting. The Explanatory Notes and the Proxy Form comprise part of this Notice.

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 as Shareholders at the time 24 hours immediately prior to the commencement time of the meeting as promulgated in this notice.

AGENDA

1. Resolution 1 – Election of Director: Mr Patrick John Volpe

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

"That Mr Patrick John Volpe be and is hereby appointed as a Director of the Company."

2. Resolution 2 – Election of Director: Mr Vince Truda

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

"That Mr Vince Truda be and is hereby appointed as a Director of the Company."

3. Resolution 3 – Election of Director: Mr Ramon Jimenez

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

"That Mr Ramon Jimenez be and is hereby appointed as a Director of the Company."

4. Resolution 4 – Removal of Director: Mr Joshua Farquhar

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

"That Mr Joshua Farquhar be and is hereby removed as a Director of the Company."

5. Resolution 5 – Removal of Director: Dr Simon Wood

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

“That Dr Simon Wood be and is hereby removed as a Director of the Company.”

6. Resolution 6 – Removal of Director: Mr Craig McGrath

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

“That Mr Craig McGrath be and is hereby removed as a Director of the Company.”

Dated 29 January 2018

BY ORDER OF THE BOARD OF DIRECTORS

Joshua Farquhar
Executive Chairman

EXPLANATORY NOTES

1. Introduction

These 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 7 March 2018 at 16:00 (Sydney local time).

The Explanatory Notes form part of the Notice which should be read in its entirety. The Explanatory Notes contains the terms and conditions on which the Resolutions will be voted. The 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: Background

Section 4: Resolution 1 – Election of Director - Mr Patrick Volpe

Section 5: Resolution 2 – Election of Director - Mr Vince Truda

Section 6: Resolution 3 – Election of Director - Mr Ramon Jimenez

Section 7: Resolution 4 – Removal of Director - Mr Joshua Farquhar

Section 8: Resolution 5 – Removal of Director - Simon Wood

Section 9: Resolution 6 – Removal of Director - Mr Craig McGrath

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

A 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 Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a 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 Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

The Chairman intends to vote all undirected Proxies against all Resolutions at the EGM.

3. **Background**

As announced to the ASX on 10 January 2018, the Company has received a notice given to the Company pursuant to section 249D of the *Corporations Act 2001* dated 8 January 2018 from certain shareholders of the Company ("Requisitioning Shareholders"). The Company is required to hold a general meeting on the request of members with at least 5% of the votes that may be cast at the general meeting.

The Requisitioning Shareholders are Vermar Pty Ltd (ACN 007 284 997) and Trayburn Pty Ltd (ACN 006 048 639), who are holders of greater than 5% of the issued capital of the company. Both companies are controlled by Mr Patrick Volpe.

The Requisitioning Shareholders requested that the Directors convene a General Meeting to consider each of the Resolutions set out in the Notice of Meeting.

The Directors have therefore convened this Meeting to consider the proposed resolutions.

As at the date of this notice, the Requisitioning Shareholders have not provided a statement for inclusion with this Notice of Meeting.

4. **Resolution 1 – Election of Director: Mr Patrick John Volpe**

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

"That Mr Patrick John Volpe be and is hereby appointed as a Director of the Company."

Directors' Recommendation

The Directors recommend that Shareholders vote **against** the Resolution to appoint Mr Volpe.

5. **Resolution 2 – Election of Director: Mr Vince Truda**

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

"That Mr Vince Truda be and is hereby appointed as a Director of the Company."

Directors' Recommendation

The Directors recommend that Shareholders vote **against** the Resolution to appoint Mr Truda.

6. **Resolution 3 – Election of Director: Mr Ramon Jimenez**

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

"That Mr Ramon Jimenez be and is hereby appointed as a Director of the Company."

Directors' Recommendation

The Directors recommend that Shareholders vote **against** the Resolution to appoint Mr Jimenez.

7. **Resolution 4 – Removal of Director: Mr Joshua Farquhar**

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

"That Mr Joshua Farquhar be and is hereby removed as a Director of the Company."

Directors' Recommendation

The Directors recommend that Shareholders vote **against** the Resolution to remove Mr Farquhar.

8. **Resolution 5 – Removal of Director: Dr Simon Wood**

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

"That Dr Simon Wood be and is hereby removed as a Director of the Company."

Directors' Recommendation

The Directors recommend that Shareholders vote **against** the Resolution to remove Dr Wood.

9. **Resolution 6 – Removal of Director: Mr Craig McGrath**

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

"That Mr Craig McGrath be and is hereby removed as a Director of the Company."

Directors' Recommendation

The Directors recommend that Shareholders vote **against** the Resolution to remove Mr McGrath.

Proxy Form

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

STEP 1 - Appointment of Proxy

I/We

being a shareholder/s of Condor Blanco Mines Limited and entitled to attend and vote, hereby appoint:



If you are not appointing the Chairman of the General Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered security holder) you are appointing as your proxy.

or, failing the individual or body corporate named, or if no individual or body corporate is named, appoint the Chairman of the General Meeting, as my/our proxy at the **General Meeting of Condor Blanco Mines Limited to be held at Nexia Australia, Level 16, 1 Market Street, Sydney NSW 2000 at 16:00 Sydney local time on 7 March 2018** and at any adjournment of that General Meeting, to act on my/our behalf and to vote in accordance with the following directions or, if no directions have been given, then as the proxy sees fit.

STEP 2 - Voting directions to your Proxy. Please mark "X" to indicate your directions:

Ordinary Business	For	Against	Abstain*
Resolution 1 - Election of Director – Mr Patrick Volpe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 - Election of Director – Mr Vince Truda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 - Election of Director – Mr Ramon Jimenez	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 - Removal of Director – Mr Joshua Farquhar	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 - Removal of Director – Dr Simon Wood	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 - Removal of Director – Mr Craig McGrath	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 - Please sign here:

Individual or Security holder 1
(or Sole Director and Company Secretary)

Security holder 2
(or Director)

Security holder 3
(or Director or Company Secretary)

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

Contact name

Contact daytime telephone

Date / / 2018

*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.

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 5 March 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 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.