



Notice of General Meeting

Explanatory Memorandum and Proxy Form

Meeting to be held at 9:00am (Perth Time) on 7th May 2018 at The Celtic Club, 48 Ord Street, West Perth, Western Australia.

Your Directors recommend that you vote **AGAINST all Resolutions**

This is an important document that requires your immediate attention.

You should read this document in its entirety before deciding whether or not to vote for or against any resolution at the General Meeting. A Proxy Form has been enclosed with this Notice for your convenience. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

If you have questions about the General Meeting or the resolutions, please call the Company's Help Line on 08 9426 6400 (within Australia) or +61 8 9426 6400 (outside Australia), Monday to Friday between 9:00am and 5:00pm Perth Time.



29 March 2018

Dear Fellow Shareholders

On the 8th March 2018, Caravel Minerals Limited (**Caravel** or **the Company**) received a notice (**Requisition Notice**) to call a general meeting to consider resolutions to remove Messrs Marcel Hilmer, James Harris and Peter Alexander as directors (**Removal Resolutions**) and elect Messrs Alasdair Cooke and Alexander Sundich as directors (**Appointment Resolutions**).

The Requisition Notice was jointly signed and issued under section 249D of the *Corporations Act 2001* (Cth) (**Corporations Act**) by Alasdair Cooke and 11 other Caravel shareholders set out in Annexure A (**Cooke Group**).

Section 249D of the Corporations Act provides a process by which a member who holds at least 5% of the votes in a company may require the company to convene a general meeting to consider the resolutions requested by that member. The Cooke Group together hold a relevant interest in approximately 26.8% of the Company's shares (refer to Annexure A for further details).

Caravel has confirmed that the Requisition Notice was valid with respect to the Appointment Resolutions only and accordingly, only the Appointment Resolutions will be considered at the meeting.

The Company has made an application to the Takeovers Panel seeking a declaration of unacceptable circumstances with respect to the coordinated actions of the Cooke Group (**Panel Application**) and shareholders are referred to the announcement by the Takeovers Panel on 26th March 2018 (available on the Company's ASX platform, ASX:CVV) for further details.

Your directors unanimously recommend that shareholders VOTE AGAINST THE APPOINTMENT RESOLUTIONS, or alternatively that shareholders nominate me, as Chairman of the meeting, to act as their proxy, and I will vote all open (undirected) proxies against the Appointment Resolutions.

All Caravel directors will vote **AGAINST** the Appointment Resolutions. The Board makes these recommendations because we believe that the Appointment Resolutions are not in the best interests of the Company and its shareholders.

Your Board is highly active: Your Board, in conjunction with management, has made excellent progress with the Calingiri Project. Following the highly successful recent bulk ore sorting campaign, an updated Scoping Study will incorporate the substantial economic benefits expected to flow from inclusion of ore sorting. We expect it to sharply enhance external views on the world class Calingiri copper resource.

Your Board has great experience: Your Board has extensive operational resources experience in Australia and, in particular, the business of developing and commissioning large scale copper projects globally. This includes significant involvement in taking many greenfield and early-stage projects right through the development and funding pipeline to production.

Your Board has a clear strategy: Your Board has established and pursued an integrated development and funding strategy for the Company that has been consistently and clearly communicated to all shareholders over an extended period. A key pillar of this strategy is a resolute focus on funding pathways for Calingiri that minimise equity dilution to existing shareholders.

Board Nominees: The Board nominees, Alasdair Cooke and Alexander Sundich, have previously outlined to the Caravel Board their preference for the adoption of a relatively high dilution equity funding strategy by Caravel.

If shareholders would like to further discuss any of these matters or ask any questions, your Directors can be contacted on +61 8 9426 6400.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Alexander', with a stylized flourish at the end.

Peter Alexander
Non-Executive Chairman
Caravel Minerals Limited

Notice of General Meeting

Notice is given that a General Meeting of shareholders of Caravel Minerals Limited will be held at 9:00am (Perth Time) on 7th May 2018 at The Celtic Club, 48 Ord Street, West Perth, Western Australia.

Business

(a) Resolution 1 – Appointment of Director – Alasdair Cooke

"That, Mr. Alasdair Cooke, having consented to act, be appointed a director of the Company with effect from the end of the general meeting of Caravel Minerals Limited at which this resolution is passed."

(b) Resolution 2 – Appointment of Director – Alexander Sundich

"That, Mr. Alexander Sundich, having consented to act, be appointed a director of the Company with effect from the end of the general meeting of Caravel Minerals Limited at which this resolution is passed."

Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

The Explanatory Memorandum provides details as to why **YOU SHOULD VOTE AGAINST THE APPOINTMENT RESOLUTIONS**.

Member's Statement

Section 249P of the Corporations Act permits the shareholders who have requisitioned the meeting to submit a statement for circulation to members regarding the resolutions and any other matter that may be properly considered at the meeting.

The Cooke Group have provided the Company with a statement purported to be under section 249P of the Corporations Act (**Member's Statement**) however the Member's Statement was not signed by the members making the request (as required) and has therefore not been included with this Notice of Meeting.

The Appointment Resolutions are not inter-dependent

The Appointment Resolutions are not inter-dependent. This means that one of the Appointment Resolutions can be passed even if the other Appointment Resolution is not passed.

Entitlement to Vote

It has been determined that in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), for the purposes of the General Meeting, shares will be taken to be held by the persons who are the registered holders at 9.00am Perth time on 5th May 2018.

Proxies

A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote on behalf of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- ⇒ appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act; and
- ⇒ provides satisfactory evidence of the appointment of its corporate representative to the Company. If such evidence is not received, then the body corporate (through its representative) will not be permitted to act as a proxy.

A shareholder that is 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. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

A Proxy Form accompanies this Notice of Meeting and to be effective must be received at the address stated.

The Proxy Form (and any Power of Attorney under which it is signed) must be received no later than 9.00am Perth time on 5th May 2018, being 48 hours before the time for holding the meeting.

Any Proxy Form received after that time will not be valid for the scheduled meeting. Please lodge the Proxy Form with the Company's Share Registry. You are encouraged to submit your proxy by:

Vote online:

Shareholders may vote online at www.securitytransfer.com.au:

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

By mail:

Caravel Minerals Limited c/- Security Transfer Australia Pty Ltd PO BOX 52, Collins Street West VIC 8007

By fax:

+61 8 9315 2233

By Order of the Board pursuant to requisitions under section 249D of the Corporations Act, 29 March 2018

Dale Hanna

Company Secretary

Caravel Minerals Limited

Explanatory Memorandum to Shareholders

1. Introduction

This Explanatory Memorandum has been prepared to assist shareholders to understand the business to be put to shareholders at the meeting.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions set out in the Notice of Meeting.

If any shareholder is in doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

2. Resolution 1 – Appointment of Director – Alasdair Cooke

The Requisition Notice requested a resolution to appoint Alasdair Cooke as a director of the Company.

In accordance with the requirements of the Constitution and the Corporations Act, the Company has put Resolution 1 to the meeting to allow shareholders to vote on the appointment of Alasdair Cooke as a director.

3. Resolution 2 – Appointment of Director – Alexander Sundich

The Requisition Notice requested a resolution to appoint Alexander Sundich as a director of the Company.

In accordance with the requirements of the Constitution and the Corporations Act, the Company has put Resolution 2 to the meeting to allow shareholders to vote on the appointment of Alexander Sundich as a director.

4. Why you should vote AGAINST the Appointment Resolutions

The Caravel Board unanimously recommends that you vote **AGAINST** the Appointment Resolutions as the directors have no confidence in the nominees. On 16 January 2018, a previous request by Alasdair Cooke to be appointed to the Board of Caravel was considered and unanimously rejected by the Directors of the Company.

There is no justification to extend the composition of the Caravel Board to six directors. It would add significant additional overhead to the Company's annual administrative costs. It would also leave Caravel with a total number of Directors that is significantly greater than the vast majority of equivalent sized ASX-listed companies by value.

With respect to the Board nominees:

- (a) Alasdair Cooke is also currently the subject of a writ of summons issued by Caravel in relation to share trading by Hartree Pty Ltd, a wholly owned company of Alasdair Cooke and other associates, during the period that the Company's recent entitlement offer was open (as announced to the ASX by Caravel on 7 February 2018); and
- (b) entities associated with Alasdair Cooke (Hartree Pty Ltd, Glenlaren Pty Ltd and AFR Australia Pty Ltd) and Alexander Sundich (Pine Street Pty Ltd) are parties to the Company's Panel Application, which seeks a declaration of unacceptable circumstances with respect to the actions of the Cooke Group in relation to the affairs of the Company (refer to the ASX announcement on 26 March 2018).

The Company maintains that the Cooke Group have acquired control over voting shares and are seeking to use the voting power in a coordinated effort to influence the composition of the Board (and ultimately the Company's affairs) to promote their own agenda, to the detriment of the Company's shareholders.

Annexure A- Cooke Group shareholders

REGISTERED SHAREHOLDER	SHARES	%
Alasdair Campbell Cooke	375,000	0.3
AFR Australia Pty Ltd ACN 149 849 847	11,282,357	9.6
Calama Holdings Pty Ltd ¹ ACN 007 822 166	2,475,650	2.1
Clarkson's Boathouse Pty Ltd ¹ ACN 000 019 965	3,583,278	3.0
Corporate Property Services Pty Ltd ¹ ACN 008 189 795	1,941,708	1.6
Glenlaren Pty Ltd ¹ ACN 092 289 355	2,500,000	2.1
Hartree Pty Ltd	6,190,992	5.2
Pine Street Pty Ltd ¹ ACN 103 907 142	571,479	0.5
Revenge Holdings Pty Ltd ¹ ACN 143 868 606	375,000	0.3
Steven Luke Jackson	206,729	0.2
Terra Metallica Nominees Pty Ltd ¹ ACN 623 190 429	1,875,000	1.6
Trepanier Pty Ltd ¹ ACN 088 661 045	300,000	0.3%
TOTAL	31,677,193	26.84

Notes:

- ^{1.} These entities hold shares in the capacity as trustee.

This page has been left blank intentionally.