



**CONVERGENT**  
MINERALS LIMITED

ACN 120 909 953

## **NOTICE OF ANNUAL GENERAL MEETING & EXPLANATORY STATEMENT**

**Date and Time of Meeting:** 10 am (EST)  
on Thursday, 20 November 2014

**Place of Meeting:** Convergent Minerals Limited  
Suite 702, Level 7, 121 Walker Street  
North Sydney, New South Wales

*This is an important document. Please read it carefully.*

*If Shareholders are unable to attend the Meeting, please complete the Proxy Form enclosed and return it in accordance with the instructions set out on the form. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisers without delay.*

*If you have any questions in relation to the Resolutions to be considered at the Meeting, please contact the Company Secretary on (02) 9956 8750 or [info@convergentminerals.com](mailto:info@convergentminerals.com)*

*The Annual Report is available online. Visit [www.convergentminerals.com](http://www.convergentminerals.com)*

# NOTICE OF GENERAL MEETING

## IMPORTANT INFORMATION

### TIME AND PLACE OF MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Shareholders of Convergent Minerals Limited (ABN 56 120 909 953) will be held on Thursday 20 November 2014 at 10am (EST) at the offices of Convergent Minerals Limited at Suite 702, Level 7, 121 Walker Street, North Sydney, NSW.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Meeting and forms part of this Notice. Terms and abbreviations are defined in Annexure A.

### YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding in the Company 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 10am EST on 18 November 2014.

### VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and 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 in the Proxy Form.

### IMPORTANT INFORMATION CONCERNING PROXY VOTES ON RESOLUTION 4

The Corporations Act places certain restrictions on the ability of Key Management Personnel and their closely related parties to vote on resolutions connected directly or indirectly with the remuneration of the Key Management Personnel. Their closely related parties are defined in the Corporations Act, and include certain members of their family, dependents and companies they control.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and consider appointing someone other than one of the Key Management Personnel, as such persons may not be able to vote undirected proxies. Shareholders are also encouraged to direct their proxy as to how to vote on Resolution 5. If you do not do so, you risk your vote not being cast.

With the exception of proxies held by the Chairman, undirected proxies held by relevant Key Management Personnel or their closely related parties will not be voted on Resolution 5. Undirected proxies held by the Chairman will be voted in favour of Resolution 5 in accordance with the statement below and on the proxy form that the Chairman intends to vote undirected proxies in favour of all Resolutions.

### VOTING INTENTIONS OF CHAIRMAN

The Chairman intends to vote all undirected proxies in favour of all Resolutions.

# AGENDA

1. **RESOLUTION 1 – Re-election of Director – Roger Howe**

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

*"That, for the purposes of clause 11.12 of the Constitution of the Company and for all other purposes, Roger Howe, a Director, having been appointed to fill a casual vacancy under clause 11.11, retires under clause 11.12, and being eligible, is re-elected as a Director."*

2. **RESOLUTION 2 – Re-election of Director – Robert Reynolds**

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

*"That, for the purposes of clause 11.3 of the Constitution of the Company, ASX Listing Rule 14.4 and for all other purposes, Robert Reynolds, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

3. **RESOLUTION 3 – Ratification of Prior Issue of 66,999,999 Shares**

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

*"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 66,999,999 Shares to institutional and sophisticated investors on the terms and conditions set out in the Explanatory Statement."*

4. **RESOLUTION 4 – Approval of 10% Placement Facility**

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*"That, for the purposes of ASX 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 set out in the Explanatory Statement."*

5. **RESOLUTION 5 – Adoption of Remuneration Report**

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

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report included in the Directors' Report for the year ended 30 June 2014, is adopted."*

Dated this 20<sup>th</sup> day of October 2014

By order of the Board



Hamlet Hacobian  
Company Secretary

## VOTING EXCLUSION STATEMENTS

Under ASX Listing Rule 14.11, the Company will disregard any votes cast on the Resolutions by the following persons:

RESOLUTION	PERSONS EXCLUDED FROM VOTING
3. Ratification of Issue of 66,999,999 Shares	<ul style="list-style-type: none"> <li>Any person who participated in the proposed issue; and</li> <li>Any of their respective Associates</li> </ul>
4. Approval of 10% Placement Facility	<ul style="list-style-type: none"> <li>Any person who may participate in the 10% Placement Facility;</li> <li>Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if this Resolution is passed; and</li> <li>Any of their respective Associates</li> </ul> <p><b>Important note:</b> The proposed allottees of any Equity Securities under the 10% Placement Facility are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not receive a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.</p>
5. Adoption of Remuneration Report	<p>a) A member of the Key Management Personnel; and</p> <p>b) a closely related party of such a member;</p> <p>Unless:</p> <ul style="list-style-type: none"> <li>the person does so as a proxy appointed in writing that specifies how the proxy is to vote on this Resolution, or, in the case of the Chairman, is voting an undirected proxy; and</li> <li>the vote is not cast on behalf of a person described in paragraph (a) or (b) above.</li> </ul>

### Voting Exclusion

Where a voting exclusion applies (as described above) the Company need not disregard a vote if:

- it is cast by a person as 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.

# EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business specified to be conducted at the Annual General Meeting to be held at the offices of Convergent Minerals Limited at Suite 702, Level 7, 121 Walker Street, North Sydney, New South Wales, Australia on Thursday 20 November 2014 at 10am (EST).

The Directors recommend that Shareholders read this Explanatory Statement in full in conjunction with the accompanying Notice, of which this Explanatory Statement forms a part.

## A. FINANCIAL REPORT

As required under section 317 of the Corporations Act, the annual financial report (which includes the financial statements and Directors' declarations) for the year ended 30 June 2014 will be laid before the Annual General Meeting.

Shareholders will be given the opportunity to ask questions and make comments about the reports or the Company generally, but there will be no formal resolution submitted to the meeting.

## RESOLUTION 1 – RE-ELECTION OF DIRECTOR – ROGER HOWE

In accordance with clause 11.11 of the Company's Constitution, a Director may be appointed by the Board to fill a casual vacancy. Article 11.12 of the Company's Constitution requires that a Director appointed under clause 11.11 must retire at the next annual general meeting and is eligible for re-election.

For this reason, Roger Howe retires and, being eligible, offers himself for re-election as a Director.

Roger Howe was appointed to the Board on 24 June 2014.

Roger is a geologist with broad financial and technical capability. He has more than 30 years' experience in the mining industry and has been involved with numerous mine developments and gold operations in Australia, Africa, Europe, China and Turkey.

After working as an exploration geologist with BHP Minerals, his experience includes senior finance and investor relations roles with Chase AMP Bank, Delta Gold Limited, Gympie Gold Limited, EMED Mining Public Limited, Sino Gold Mining Limited and Alacer Gold Corp.

The Directors (excluding Roger Howe) recommend that Shareholders vote in favour of this Resolution.

## RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ROBERT REYNOLDS

In accordance with Listing Rule 14.5 and clause 11.3 of the Company's Constitution, at every annual general meeting an election of Directors must take place. Listing Rule 14.4 and clause 11.3 of the Company's Constitution prevents a Director from holding office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

The Directors to retire are those Directors who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement and in default of agreement by ballot. The Managing Director is exempt from retirement and re-election.

For this reason, Robert Reynolds retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Robert Reynolds (CA, MAICD, MAIMM) was appointed to the Board on 19 December 2011 and was re-elected at the 2012 annual general meeting. He is the Chairman of Convergent Minerals Limited.

Robert Reynolds has over 30 years' experience in the mining and exploration industry. Mr Reynolds has been involved with exploration, development and mining companies with operations in Australia, South America, New Guinea, Turkey, Africa, New Zealand, Vanuatu and Fiji. Those companies included Delta Gold Limited, Hampton Gold Mining Areas PLC, Golden Plateau NL and Alkane Exploration NL.

Mr Reynolds was Chairman of Avoca Resources Limited from its early days until the merger with Anatolia Minerals Limited of Canada. Following the successful merger, he was appointed Chairman of the merged entity, Alacer Gold Corp. He resigned from Alacer in August 2011. Mr Reynolds was an executive director of Delta Gold from 1987 to 1996, having joined the company in 1984 where he was responsible for corporate planning, finance and administration. He was involved with the development of the Granny Smith Mine and Kanowna Belle Mine in Western Australia and the Hartley Platinum Mine in Zimbabwe.

Mr Reynolds is currently a director of Canadian-listed companies Exeter Resource Corporation and Rugby Mining Limited and Australian-listed companies Dacian Gold Limited, Chesser Resources Limited (Chairman) and Global Geoscience Limited (Chairman).

The Directors (excluding Robert Reynolds) recommend that Shareholders vote in favour of this Resolution.

## **RESOLUTION 3 – RATIFICATION OF ISSUE OF 66,999,999 SHARES**

### **3.1 General**

Resolution 3 seeks ratification of the allotment and issue by the Company of 66,999,999 Shares to institutional and sophisticated investors. These Shares were issued within the Company's existing capacity under ASX Listing Rule 7.1 and 7.1A. For details of this issue see ASX announcement dated 19 November 2013 and Appendix 3B's issued on 25 November 2013, 20 December 2013 and 17 January 2014.

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 provides that an issue by a company of equity securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 3 will have no effect on the issue of the Shares in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 66,999,999 Shares.

Of the 66,999,999 Shares issued, 40,333,335 Shares were issued under ASX Listing Rule 7.1 and 26,666,664 Shares were issued under ASX Listing Rule 7.1A.

### **3.2 Technical information required by ASX Listing Rule 7.5**

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

*(a) The number of securities allotted*

The number of Shares allotted and issued was 66,999,999.

*(b) Issue Price*

The Shares were issued a price of 0.015 cents per share.

*(c) Name of Allottees*

The shares were allotted to institutional and professional investors. No shares were issued to related parties.

*(d) Terms of the Securities*

The Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

*(e) Intended use of Funds Raised*

Funds received of \$605,000 (before costs) will be used to progress the development of the Blue Vein Project.

*(f) Voting Exclusion*

A voting exclusion statement forms part of this notice.

The Directors recommends that Shareholders vote in favour of this Resolution.

## RESOLUTION 4 – APPROVAL OF 10% PLACEMENT FACILITY

### 4.1 Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities comprising up to 10% of its issued share capital through placements over a 12 month period after an 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 as at the date of this Notice of Meeting and expects to be so at the date of the AGM. The Company seeks 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 Company may use the 10% Placement Facility to acquire new resource assets or investments, or for exploration activities encompassing drilling and feasibility studies on the Company's projects.

The Board believes that the 10% Placement Facility will be beneficial for the Company, as it will give the Company the flexibility to issue further Securities representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Directors believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

### 4.2 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.

The Company, as at the date of the Notice, has on issue two classes of Equity Securities, being Shares and unlisted Options.

#### 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 fully paid ordinary securities on issue 12 months before the date of issue or agreement:
- (i) plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;
  - (ii) plus the number of partly paid ordinary securities that became fully paid in the 12 months;
  - (iii) plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of shares under Listing Rule 7.1 or 7.4;
  - (iv) less the number of fully paid ordinary securities cancelled in the 12 months.

Note that A is 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 Rule 7.1 and Listing Rule 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 350,328,488 Shares and has a capacity to issue approximately:

- (i) subject to Shareholder approval being obtained under Resolution 3, 52,549,273 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being obtained under Resolution 4, 35,032,848 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 4.2(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 VWAP of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded 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.

**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),

***(10% Placement Period)***

**4.3 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.

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).

**4.4 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 not less than the minimum issue price calculated in accordance with section 4.2(e) above.
- (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 (in the case of listed Options, only if the listed Options are exercised) to the extent Shareholders do not receive any Shares under the issue. 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,

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

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of Shares 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 Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares 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 Shares has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.0065 50% decrease in Issue Price	\$0.0130 Issue Price	\$0.0260 100% increase in Issue Price
<b>Current Variable A</b> 350,328,488 Shares	<b>10% Voting Dilution</b>	35,032,848 Shares	35,032,848 Shares	35,032,848 Shares
	<b>Funds raised</b>	\$227,713	\$455,427	\$910,854
<b>50% increase in current Variable A</b> 525,492,732 Shares	<b>10% Voting Dilution</b>	52,549,273 Shares	52,549,273 Shares	52,549,273 Shares
	<b>Funds raised</b>	\$341,570	\$683,140	\$1,366,281
<b>100% increase in current Variable A</b> 700,656,976 Shares	<b>10% Voting Dilution</b>	70,065,697 Shares	70,065,697 Shares	70,065,697 Shares
	<b>Funds raised</b>	\$455,427	\$910,854	\$1,821,708

**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) No Options are exercised into Shares before the date of the issue of the Equity Securities.
- (iii) 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%.
- (iv) The table does not show an example of dilution that may be experienced by a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (v) 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.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes listed Options, it is assumed that those listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (vii) The issue price is \$0.013, being the closing price of the Shares on ASX on 9 October 2014.

- (c) The Company will only issue and allot 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).

- (d) The Company may seek to issue the Equity Securities for the following purposes:
  - (i) Non-cash consideration for the acquisition of 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 expenses associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital, consistent with the Company's publicly stated strategy.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

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 allottees 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).

The allottees 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.

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

- (e) The Company obtained Shareholder approval under Listing Rule 7.1A at the 2013 AGM. A total of 79,866,664 Equity Securities were issued in the 12 months preceding the date of the 2014 AGM, details of which are set out in the table below. On 20 November 2013, being the date 12 months prior to the 2014 AGM, there were 270,461,824 Shares and 6,500,000 Options on issue, for a total number of 276,961,824 Equity Securities.

<b>Number issued</b>	12,866,665	66,999,999
<b>Class</b>	Shares	Shares
<b>Terms</b>	Ordinary Shares	Ordinary Shares
<b>Issued to</b>	Existing Shareholders (rights issue)	Sophisticated Investors as announced on 19 Nov 2013
<b>Price paid</b>	\$0.015	\$0.015
<b>Date</b>	19/12/2013	25/11/2013 – 20/12/2013 – 17/01/2014
<b>Dilution</b>	4.65%	24.19%
<b>Consideration</b>	\$193,000	\$1,005,000
<b>Consideration type</b>	Cash	Cash
<b>Cost</b>	\$3,312	\$58,088

- i) Total dilution is 28.84%.
- ii) Both the issue of 12,866,665 shares and 66,999,999 shares were issued at a premium to market price. The total cash consideration was spent on scoping studies, development activities and general working capital purposes.

- (f) 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.

## RESOLUTION 5 – ADOPTION OF REMUNERATION REPORT

Under section 300A of the Corporations Act, the Remuneration Report is a distinct section of the Directors' Report forming part of the Annual Report and provides details of the remuneration of the Directors.

In accordance with section 250R(2) of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote at a listed company's annual general meeting. The vote on Resolution 5 is advisory only and does not bind the Directors or the Company.

The Remuneration Report includes all of the information required by section 300A of the Corporations Act, including:

- a) Board policy for determining, or in relation to, the nature and amount (or value, as appropriate) of remuneration of the Key Management Personnel;
- b) Discussion of the relationship between such policy and the Company's performance; and
- c) The prescribed details in relation to the remuneration of the Key Management Personnel.

A reasonable opportunity will be provided for Shareholders for discussion of the Remuneration Report at the Annual General Meeting.

## ANNEXURE A - GLOSSARY

The following is a glossary of various words and their meanings used in this document:

**Associate** has the meaning given by sections 10 to 17 of the Corporations Act.

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

**ASX** means ASX Limited or the Australian Securities Exchange, as the context requires.

**Board** means the board of Directors.

**Chairman** means the chairman of the Annual General Meeting.

**Company** means Convergent Minerals Limited (ABN 56 120 909 953) of Suite 702, Level 7, 121 Walker Street, North Sydney, NSW 2060.

**Constitution** means the constitution of the Company.

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

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

**Equity Securities** has the meaning given to that term in the Listing Rules.

**EST** means Eastern Standard Time.

**Explanatory Statement** means the explanatory statement which accompanies and forms part of this Notice.

**Key Management Personnel** has the same meaning given in the accounting standards. Broadly speaking this includes the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Key Management Personnel for the financial year ended 30 June 2014.

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

**Meeting** means the Annual General Meeting convened by this Notice.

**Notice** means this notice of AGM.

**Option** means an option to subscribe for a Share.

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

**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 2014.

**Resolution** means a resolution to be considered at the AGM.

**Securities** means Shares or Options.

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

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

**VWAP** means volume weighted average price.

# CONVERGENT MINERALS LIMITED

ABN 56 120 909 953

## PROXY FORM

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### APPOINTMENT OF PROXY

I/We

being a Shareholder of Convergent Minerals Limited entitled to attend and vote at the General Meeting, hereby

Appoint

**Name of Proxy**

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Meeting to be held at Suite 702, Level 7, 121 Walker Street, North Sydney, NSW 2060 on 20 November 2014 at 10.00am (EST) and at any adjournment thereof.

#### Voting on Business of the General Meeting

		FOR	AGAINST	ABSTAIN	EXCLUDED
Resolution 1	Re-election of Director – Roger Howe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Robert Reynolds	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Prior Issue of 66,999,999 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman intends to vote available undirected proxies in FAVOUR of each Resolution. In exceptional circumstances. The Chairman may change his voting intention on any Resolution, in which case an ASX announcement will be made.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your Shares are 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 \_\_\_\_\_%

Please return this Proxy Form to the Company Secretary, Convergent Minerals Limited, in person or by post to Suite 702, Level 7, 121 Walker Street, North Sydney, NSW 2060, or by fax to (02) 9956 8751 by 10.00am (EST) on 18 November 2014.

Signed this day \_\_\_\_\_ of \_\_\_\_\_ 2014.

**By:**

**Individuals and joint holders**

Signature
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Signature
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Signature
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**Companies (affix common seal if appropriate)**

Signature Director
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Director/Secretary
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Sole Director and Sole Secretary
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## CONVERGENT MINERALS LIMITED

ACN 120 909 953

### Instructions for Completing Proxy Form

1. **(Appointing a Proxy):** A Shareholder entitled to attend and vote at the 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 Shareholder's voting rights. If a Shareholder 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 Shareholder of the Company.
2. **(Direction 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. Please refer to the voting exclusions for each Resolution for the directions that must be given to proxies in relation to each Resolution.
3. **(Signing Instructions):**
  - **(Individual):** Where the holding is the one name, the Shareholder must sign.
  - **(Joint Holding):** Where the holding is in more than one name, all of the Shareholders should sign.
  - **(Power of Attorney):** If you have not already provided the power of attorney to 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 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.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - post to Convergent Minerals Limited, Suite 702, Level 7, 121 Walker Street, North Sydney NSW 2060; or
  - facsimile to the Company on facsimile number +61 2 9956 8751;

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.**