

SILVER CITY MINERALS



Silver City Minerals Limited

ACN 130 933 309

NOTICE OF ANNUAL GENERAL MEETING EXPLANATORY MEMORANDUM PROXY FORM

Date of Meeting

Thursday 20 November 2014

Time of Meeting

3.00 pm (Sydney time)

Place of Meeting

Level 1, 80 Chandos Street, St Leonards, NSW



NOTICE OF ANNUAL GENERAL MEETING

SILVER CITY MINERALS LIMITED

ACN 130 933 309

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Silver City Minerals Limited (**Company**) will be held at Level 1, 80 Chandos Street, St Leonards, NSW on 20 November 2014 at 3.00 pm (Sydney time) for the purpose of transacting the following business.

ORDINARY BUSINESS

2014 Financial Report

To receive and consider the financial statements of the Company for the year ended 30 June 2014, consisting of the Financial Report, the Directors' Report and Auditor's Report.

Resolution 1 - Remuneration Report

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

"That the Remuneration Report of the Company for the year ended 30 June 2014 be adopted."

Resolution 2 - Re-Election of Professor Ian Plimer as a Director

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

"That Ian Plimer, having retired as a Director pursuant to clause 12.3 of the Company's Constitution and, being eligible and having offered himself for re-election, be re-elected as a Director."

Resolution 3 - Re-Election of Mr Greg Jones as a Director

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

"That Greg Jones, having retired as a Director pursuant to clause 12.3 of the Company's Constitution and, being eligible and having offered himself for re-election, be re-elected as a Director."

Resolution 4 - Grant of Options to Managing Director, Christopher Torrey

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

"That, for the purposes of Section 208 of the Corporations Act and Listing Rule 10.11, and for all other purposes, approval is given for issue of 2,000,000 Options to Christopher Torrey (or his nominee) for nil consideration at an exercise price of 10 cents each, expiring 3 years after the date of issue and otherwise on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice."



NOTICE OF ANNUAL GENERAL MEETING

Resolution 5 - Grant of Options to Non-Executive Chairman, Robert Besley

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

"That, for the purposes of Section 208 of the Corporations Act and Listing Rule 10.11, and for all other purposes, approval is given for issue of 1,000,000 options to Robert Besley (or his nominee) for nil consideration at an exercise of 10 cents each, expiring 3 years after the date of issue and otherwise on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice."

Resolution 6 - Grant of Options to Non-Executive Director, Gregory Jones

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

"That, for the purposes of Section 208 of the Corporations Act and Listing Rule 10.11, and for all other purposes, approval is given for issue of 1,000,000 options to Gregory Jones (or his nominee) for nil consideration at an exercise of 10 cents each, expiring 3 years after the date of issue and otherwise on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice."

Resolution 7 - Grant of Options to Non-Executive Director, Ian Plimer

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

"That, for the purposes of Section 208 of the Corporations Act and Listing Rule 10.11, and for all other purposes, approval is given for issue of 1,000,000 options to Ian Plimer (or his nominee) for nil consideration at an exercise of 10 cents each, expiring 3 years after the date of issue and otherwise on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice."

Resolution 8 - Grant of Options to Non-Executive Director, Ian Hume

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

"That, for the purposes of Section 208 of the Corporations Act and Listing Rule 10.11, and for all other purposes, approval is given for issue of 1,000,000 options to Ian Hume (or his nominee) for nil consideration at an exercise of 10 cents each, expiring 3 years after the date of issue and otherwise on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice."

Resolution 9 – Ratification of Prior Issue of 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 for all other purposes, the Shareholders of the Company ratify the prior issue of 5,911,268 fully paid ordinary shares in the Company at an issue price of \$0.071 per share on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."



NOTICE OF ANNUAL GENERAL MEETING

Resolution 10 – Authorisation of Issue of Options

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

“That, for the purpose of Rule 7.2 Exception 9 of the Listing Rules of ASX Limited and for all other purposes, shareholders hereby approve the issue of Options under the Company’s 2011 Employee Share Option Plan (“ESOP”) to persons eligible to participate in the ESOP, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”

SPECIAL BUSINESS

Resolution 11 - Issue of Shares up to 10% of the Company’s Issued Capital

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum which is attached to and forms part of this Notice.”

By order of the Board

Ivo Polovineo
Secretary

Date: 23 September 2014



NOTICE OF ANNUAL GENERAL MEETING

Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting, and should be read in conjunction with this Notice of Annual General Meeting.

Shareholders are specifically referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used both in this Notice of Annual General Meeting and the Explanatory Memorandum.

Voting Exclusion

Resolution 1

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 1 if:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (d) the vote is not cast on behalf of a person described in paragraphs (a) or (b) above.

If a shareholder wishes to nominate the Chairman as their proxy for the purpose of Resolution 1 the shareholder can direct the Chairman to vote by marking one of the boxes for Resolution 1 on the Proxy Form. If a shareholder appoints the Chairman as proxy or the Chairman of the meeting is appointed as proxy by default but the shareholder does not mark a voting box for Resolution 1, the shareholder will be taken to have expressly authorised the Chairman of the meeting to exercise the proxy in respect of Resolution 1 even though the item is connected with the remuneration of Key Management Personnel.

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

Resolutions 4, 5, 6, 7 and 8

The Company will disregard any votes in respect of each of these resolutions if they are cast by or on behalf of a person who is named in the relevant resolution or an associate of that named person.

However the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the relevant proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.



NOTICE OF ANNUAL GENERAL MEETING

Resolution 9

The Company will disregard any votes in respect of Resolution 9 if they are cast by or on behalf of Sentient Executive GP IV Ltd and Fitel Nominees Limited and their associates.

However the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the relevant proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 10

The Company will disregard any votes in respect of Resolution 10 if they are cast by or on behalf of any Director (except those who are ineligible to participate in any employee incentive scheme in relation to the Company) and their associates.

However the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the relevant proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 11

The Company will disregard any votes cast on Resolution 11 by:

- (a) A person who may participate in the proposed issue of shares and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if the resolution is passed; and
- (b) Any associate of those persons.

However, the Company need not disregard any vote by any such persons on Resolution 11 if:

- (a) It is cast by any of them as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or
- (b) It is cast by the person who is 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

Record date

The Company has determined, in accordance with regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth), that the holders of Shares recorded in the Company's register as at 7pm (Sydney time) on 18 November 2014 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the Shares at that time.



NOTICE OF ANNUAL GENERAL MEETING

Proxies

- (a) Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative;
- (b) Each shareholder has a right to appoint one or two proxies;
- (c) A proxy need not be a shareholder of the Company;
- (d) If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution;
- (e) Where a shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise;
- (f) If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands;
- (g) A proxy must be signed by the Shareholder or his or her power of attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with the Company's Constitution and the Corporations Act.
- (h) To be effective, proxy forms must be received by the Company's share registry (Boardroom Pty Limited) no later than 48 hours before the commencement of the Annual General Meeting, that is no later than 3.00pm Sydney time on 18 November 2014. Any proxy form received after that time will not be valid for the scheduled meeting.

Hand Delivery

Boardroom Pty Limited
Level 7,
207 Kent St
SYDNEY NSW 2000

By Mail

Boardroom Pty Limited
GPO Box 3993
SYDNEY NSW 2001

By Facsimile

(02) 9290 9655

Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative



EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice of Annual General Meeting convening the annual general meeting of shareholders of Silver City Minerals Limited (**Company**) to be held on 20 November 2014. This Explanatory Memorandum is to assist shareholders in understanding the background to and the legal and other implications of the Notice of Annual General Meeting and the reasons for the resolutions proposed. Both documents should be read in their entirety and in conjunction with each other.

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

Resolutions 1 to 10 are ordinary resolutions and Resolution 11 is a special resolution. They are separate resolutions and in no way dependent on each other.

ORDINARY BUSINESS

2014 Financial Report

This item of business relates to the receipt and adoption of the Company's Financial Report for the year ended 30 June 2014. The 2014 Annual Report can be accessed on the Company's website at www.silvercityminerals.com.au.

Resolution 1 - Remuneration Report

The Remuneration Report for the year ended 30 June 2014 is set out in the Directors' Report section of the the Annual Report.

The Remuneration Report:

- Explains the Board's policies relating to remuneration of Directors, secretaries and executives of the Company;
- Discusses the relationship between such policies and the Company's performance;
- Provides details of any performance conditions attached to such remuneration; and
- Sets out remuneration details for each Director and certain named executives.

Shareholders should note that the vote on Resolution 1 is advisory only and, subject to the matters outlined below, will not bind the Company or the Directors. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration policy.

Resolution 2 - Re-Election of Professor Ian Plimer as a Director

Pursuant to clause 12.3 of the Company's Constitution, a Director must not hold office (without re-election) after the third annual general meeting following the Director's appointment or three years, whichever is longer. Professor Plimer was elected as a Director at the 2011 Annual General Meeting of the Company and

accordingly resigns and offers himself for re-election. The Company provides the following information concerning Professor Plimer:

Biographical details

Professor Ian Plimer BSc (Hons), PhD, FTSE, FGS, FAIMM is Emeritus Professor at The University of Melbourne where he was Professor and Head of Geology (1991-2005). He was Professor and Head of Geology (University of Newcastle 1985-1991), DFG Professor at Ludwig Maximilians Universität (Munich) and Professor of Mining Geology (University of Adelaide 2005-2012). Professor Plimer has published more than 130 scientific papers and is author of multiple best-selling books for the general public.

Professor Plimer's geological expertise is in mineral resources, especially Broken Hill. He serves on the Boards of listed companies; Kefi Minerals Ltd (AIM:KEFI) and unlisted companies (Hancock Prospecting companies [Roy Hill Holdings, Hope Downs, Queensland Coal Investments] and TNT Mines Ltd). He represents Hancock Prospecting on the Lakes Oil NL Board (ASX: LKO) and Sun Resources NL (ASX: SUR). He has served on the boards of Ivanhoe Australia Ltd (ASX:IVA, TSX: IVA) and CBH Resources Ltd (ASX:CBH).

Details of relationships between the Candidate and the Company

Professor Plimer is a non-executive Director of the Company.

Details of relationships between the Candidate and Directors of the Company

Not applicable.

Other directorships held

Professor Plimer is a non-executive Director Lakes Oil NL, Sun Resources NL and Niuminco Group Ltd.

The term of office already served by Mr Besley

Professor Plimer joined the Board on 21 February 2011.

The Directors (other than Professor Plimer) do not have an interest in the outcome of Resolution 2 and recommend that shareholders vote in favour of Resolution 2.

Resolution 3 - Re-Election of Greg Jones as a Director

Pursuant to clause 12.3 of the Company's Constitution, a Director must not hold office (without re-election) after the third annual general meeting following the Director's appointment or three years, whichever is longer.

Mr Jones was last elected as a Director at the 2011 Annual General Meeting of the Company and accordingly resigns and offers himself for re-election. The Company provides the following information concerning Mr Jones:



EXPLANATORY MEMORANDUM

Biographical details

Mr Jones is a geologist with 33 years of exploration and operational experience gained in a broad range of metalliferous commodities both within Australia and overseas. Greg has held senior positions in a number of resource companies including Western Mining Corporation and Sino Gold and his experience spans the spectrum of exploration activity from grass-roots exploration through to resource definition and new project generation, as well as mine geology, ore resource/reserve generation and new mine development.

Mr Jones was awarded the Institute Medal for academic excellence whilst at university and is credited with several economic discoveries including the Blair nickel and the Orion gold deposits in Western Australia.

Details of relationships between the Candidate and the Company

Mr Jones is a non-executive Director of the Company.

Details of relationships between the Candidate and Directors of the Company

Not applicable.

Other directorships held

Mr Jones is Managing Director of Variscan Mines Limited and a non-executive Director of Eastern Iron Limited and Thomson Resources Ltd.

The term of office already served by Mr Jones

Mr Jones joined the Board on 30 April 2009.

The Directors (other than Mr Jones) do not have an interest in the outcome of Resolution 3 and recommend that shareholders vote in favour of Resolution 3.

RESOLUTIONS 4 TO 8 – GRANT OF OPTIONS TO NON-EXECUTIVE DIRECTORS

In accordance with Resolutions 4 to 8 the Company proposes to grant a total of 6,000,000 options to Directors as follows:

		Options
Christopher Torrey	Managing Director	2,000,000
Robert Besley	Non-Executive Chairman	1,000,000
Gregory Jones	Non-Executive Director	1,000,000
Ian Plimer	Non-Executive Director	1,000,000
Ian Hume	Non-Executive Director	1,000,000

The options are proposed to be issued for nil consideration at an exercise of 10 cents each and expiring 3 years after the date of issue.

Further terms and conditions of the options are set out in Schedule 1 to this Explanatory Memorandum.

The grant of options is designed to incentivise the Directors by participating in the future growth and prosperity of the Company through share ownership and in recognition of the contribution made to the Company by the Directors and their ongoing responsibility.

Shareholder approval of the grant of options is being sought for all purposes including for the purposes of Chapter 2E of the Corporations Act and ASX Listing Rule 10.11. If shareholder approval is given under ASX Listing Rule 10.11, shareholder approval is not required under ASX Listing Rule 7.1.

Shareholder Approval under Chapter 2E of the Corporations Act

Resolutions 4 to 8 seek shareholder approval under Chapter 2E of the Corporations Act.

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless an exception applies or shareholder approval is obtained. The financial benefit must be given to the related party within 15 months after shareholder approval is obtained.

Section 228 of the Corporations Act defines “related party” widely and includes a director of a public company and specified members of the director’s family.

Section 229 of the Corporation Act also defines “financial benefit” widely and for the purpose of Resolutions 4 to 8 includes a public company granting options to a director.

Although the issue of the Options to the relevant Directors might be said to fall within a nominated exception under the Corporations Act for Shareholder Approval (being reasonable remuneration of an officer or employee), your directors consider it prudent to seek Shareholders’ approval nonetheless under the Corporation Act

Requirements under section 219 of the Corporations Act for the grant of Options to the Directors

In accordance with section 219 of the Corporations Act, the following information is given to shareholders:

If Resolutions 4 to 8 are passed, they will permit the Company giving of a financial benefit to the following persons:

Christopher Torrey
Robert Besley
Gregory Jones
Ian Plimer
Ian Hume

All of whom, are Directors, and are related parties of the Company.



EXPLANATORY MEMORANDUM

The nature of the financial benefit is the grant of the number of Options set out above for nil consideration, exercisable at 10 cents and expiring 3 years after the date of issue. The Options will vest immediately.

Other information

If the Company's Shares are trading on ASX at a higher price than the exercise price of the Options at the time of exercise, the effect will be to give an immediate financial benefit to the Directors at the time the Options are exercised.

Where a director is participating in one of the resolutions 4 to 8 they do not make a recommendation in respect of that resolution due to their personal interest in the matter being considered.

All other information reasonably required by members for the purposes of Chapter 2E of the Corporations Act is set out below.

Reasons for grant of the Options

The Company has been fortunate to attract a highly regarded management team, and given the relatively small size of the Company it is important that the Company retain its key people and, in particular, its leadership.

Under the Company's current circumstances, the Directors consider that the proposed grant of the Options is appropriate in order to retain those key people, ensure that the remuneration being offered is competitive and to provide an incentive to the Directors to continue to play a key and integral role in the future benefit of the Company and therefore increased shareholder value.

The Directors note that the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (3rd edition) provide that it is generally acceptable for non-executive directors to receive securities as part of their remuneration to align their interests with the interests of other security holders. While the Corporate Governance Principles and Recommendations suggest that non-executive directors should not generally receive options with performance hurdles attached or performance rights, it is noted that there are no such hurdles attached to the Options the subject of Resolutions 4 to 8.

Dilution effect on existing members' interests

If all of the Options to be granted pursuant to Resolutions 4 to 8 are exercised, the effect will be to dilute the interests of existing shareholders. The table below sets out the impact on the number of Shares and Options on an undiluted and fully diluted basis:

	Number of Shares
Shares on issue at date of this notice	116,300,601
Add Options already on issue (upon exercise)	35,667,263
Total potential issued capital	151,967,864
Options to be granted to Directors	6,000,000
Potential issued capital fully diluted	157,967,864
Dilution effect	3.80%

If all the Options are exercised, a further 6,000,000 Shares will be on issue and \$600,000 (based on an exercise price of \$0.10 per Share) will be raised by the Company.

Trading History

The market price of the Company's Shares during the period the Options are issued and unexercised may be one factor in determining whether or not the Directors will exercise the Options. The Company's Shares may be trading on the ASX at a price which is higher than the exercise price of the Options. In these circumstances, if the Directors then sell the Shares arising from the exercise of the Options, they would realise an immediate profit.

As at 22 September 2014, being the day before the date of this Notice of Meeting, the Company's closing share price was \$0.042. The highest, lowest and last recorded market price of the Company's shares quoted on ASX during the 12 month period to 22 September 2014 were:

Lowest	\$0.038
Highest	\$0.105
Last	\$0.042

Effect on Earnings

A-IFRS requires the Company to expense options granted to directors with the expense being transferred to an Options Expense Reserve. The amount to be expensed and transferred to the Options Expense Reserve in relation to Resolutions 4 to 8 is estimated at \$63,000 for the financial year ended 30 June 2015. This amount will be transferred from the Option Expense Reserve to Issued Capital on the exercise of the Options. If the Options lapse, the amount will remain as Options Expense Reserve.



EXPLANATORY MEMORANDUM

Valuation of the Options

The Options to be granted have been valued using the Black, Scholes, Merton methodology with binomial variation, as recommended in the Accounting Standard AASB 2 "Share Based Payments".

The valuation methodology calculated the average value of the Options in relation to Resolutions 4 to 8 at \$0.0105 per option with a total value of \$63,000. This valuation assumes an exercise price of \$0.10. In calculating the Option valuation the following inputs were used in the valuation methodology:

Exercise Price	\$0.10
Expected Life	3 years
Volatility	69.6146%
Risk free rate (3 year Government Bond Rate)	2.52%
Base share price	\$0.042

Directors Remuneration and Equity holdings in the Company

In addition to the Options proposed to be granted, effective 1 July 2014, Mr Torrey will receive \$280,642 per annum pursuant to his employment agreement with Company, the Chairman (Mr Besley) will receive Directors fees of \$50,000 per annum and Non-Executive Directors (Messrs Jones, Plimer and Hume) will each receive \$40,000 per annum.

The Directors are entitled to reimbursement of all reasonable travelling, accommodation and other expenses that they properly incur in attending meetings of Directors or any meetings of committees of Directors, in attending meetings of shareholders or in connection with the business of the Company.

The current Share and Option holdings of the Directors and their associates are as follows:

Director	Shares Directly and Indirectly Held	Options
C Torrey	351,267	2,000,000
R Besley	1,129,269	-
G Jones	-	-
I Plimer	1,221,267	-
I Hume	290,845	-

Further Information

Apart from the information set out in this Explanatory Statement there is no other information that is known to the Company or any of its directors that is reasonably

required by shareholders to decide whether or not it is in the Company's interests to pass Resolutions 4 to 8.

Information required by the ASX Listing Rules for Resolutions 4 to 8

Listing Rule 10.11 requires shareholder approval for an issue of equity securities to a related party. Approval is therefore being sought for the proposed grant of Options to Directors.

Listing Rule 10.13 requires this Notice of Meeting to include the following specified information in relation to the Options to be granted to Directors:

- a) The maximum number of securities to be issued to the Directors is 6,000,000 Options. The allocation of the Options and valuations are as follows:

Director	Number of Options	Valuation of Options
C Torrey	2,000,000	\$21,000
R Besley	1,000,000	\$10,500
G Jones	1,000,000	\$10,500
I Plimer	1,000,000	\$10,500
I Hume	1,000,000	\$10,500

- b) No funds will be raised by the grant of the options as they are being granted for no consideration.
- c) The Company intends to grant the Options to Directors as soon as practicable after the date of the Annual General Meeting but in any event, no later than one month after the date of the Meeting.

The non-participating directors in each of resolutions 4 to 8 recommend that shareholders vote in favour of resolutions 4 to 8 as the grant of options is designed to incentivise the Directors by participating in the future growth and prosperity of the Company through share ownership and in recognition of the contribution made to the Company by the Directors and their ongoing responsibility.

Where a director is participating in one of the resolutions 4 to 8 they do not make a recommendation in respect of that resolution due to their personal interest in the matter being considered.



EXPLANATORY MEMORANDUM

RESOLUTION 9 – Approval of Prior Placement of Shares

ASX Listing Rule 7.1 precludes the Company issuing securities representing more than 15% of its issued capital (subject to certain exceptions) in any 12 month period unless it obtains shareholder approval. Although these placements were within the Company's capacity under ASX Listing Rule 7.1 when made, the issues diminish the Company's future placement capacity under ASX Listing Rule 7.1. ASX Listing Rule 7.4 permits the Company to now seek approval of these placements from shareholders and the effect of approval will be to restore the Company's 15% placement capacity under Listing Rule 7.1 to the extent it has been diminished by these issues.

In accordance with ASX Listing Rule 7.5 the following information is provided:

- (a) A total of 5,911,268 ordinary fully paid shares were allotted on 13 March 2014 at an issue price of \$0.071 per share.
- (b) The securities were ordinary fully paid shares ranking equally in all respects with the Company's issued shares.
- (c) The shares were issued to Sentient Executive GP IV Ltd and Fitel Nominees Limited.
- (d) Funds raised from this issue together with the funds raised from the Share Purchase Plan which closed on 7 April 2014 were utilised to fund a drilling programme to test a large intrusion-related gold-copper target generated by the Company at Sellheim in Queensland and for working capital purposes.

RESOLUTION 10 – Authorisation of Issue of Options

Under Listing Rule 7.1, the Company may in effect issue equity securities equivalent to 15% of the total issued equity securities in the Company without obtaining shareholder approval. Listing Rule 7.2 Exception 9 contains an exception to the 15% limit where shareholders have approved the issue of securities under an employee incentive scheme within 3 years before the date of issue of securities. It is common for companies to obtain approval for the issue of securities pursuant to an employee incentive scheme so that Listing Rule 7.2 Exception 9 applies to the Company's employee incentive scheme.

Given that at the time of this 2014 AGM of the Company, more than 3 years have elapsed since the terms and conditions of the Silver City Share Option Plan ("ESOP") were set out in the Silver City IPO Prospectus offer document dated 17 May 2011 the Company now seeks shareholder approval for the issue of options under the ESOP in accordance with Listing Rule 7.2 Exception 9.

The Company has established the ESOP to assist in the attraction, retention and motivation of employees of the Company. The total number of Options over unissued Shares in the Company that may be issued under the ESOP and any other employee incentive scheme at any time shall not exceed 10% of the total number of Shares on issue from time to time.

There have been 7,700,000 options issued under the ESOP since the date of the Company's IPO Prospectus Offer (17 May 2011) of which 3,300,000 have expired prior to the date of this Notice.

The ESOP is administered by the Board in accordance with the rules of the ESOP, and the rules are subject to the Listing Rules.

A summary of the terms of the ESOP is set out in Schedule 2 to this Explanatory Memorandum.

SPECIAL BUSINESS

Resolution 11 - Issue of Shares up to 10% of the Company's Issued Capital

Listing Rule 7.1A enables an eligible entity to seek shareholder approval to issue Equity Securities up to 10% of its issued share capital over a 12 month period commencing from the Annual General Meeting where shareholder approval is received. The 10% issue capacity allowed under Listing Rule 7.1A ("7.1A 10% Capacity") is in addition to the Company's 15% annual 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 now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 7.1A 10% Capacity.

The exact number of Equity Securities to be issued under the 7.1A 10% Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

Resolution 11 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).

a) Listing Rule 7.1A

Shareholder approval required

The ability to issue Equity Securities under Listing Rule 7.1A is subject to shareholder approval by way of special resolution at an Annual General Meeting.

Class of equity securities issued

Any Equity Securities issued under the 7.1A 10% Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.



EXPLANATORY MEMORANDUM

The Company, as at the date of the Notice, has on issue two quoted classes of Equity Securities:

- fully paid ordinary Shares; and
- Listed Options.

Calculating 7.1A 10% Capacity

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 period of the approval a number of Equity Securities calculated in accordance with the following formula:

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

Where:

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

- **Plus** the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
- **Plus** the number of partly paid Shares that became fully paid in the 12 months;
- **Plus** the number of fully paid Shares issued in the 12 months with approval of holders of Shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- **Less** the number of fully paid Shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% issue 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.

Effect of Listing Rule 7.1 with 7.1A

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

At the date of this Notice, the Company has on issue 116,300,601 Shares and therefore will have a capacity to issue:

- (i) 9,147,131 Equity Securities under Listing Rule 7.1; and
- (ii) Subject to shareholder approval being sought under this Resolution 11, 9,803,822 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.

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 of Equity Securities were recorded immediately before:

- The date on which the price at which the Equity Securities are to be issued is agreed; or
- If the Equity Securities are not issued within 5 Trading Days of the date referred to above, the date on which the Equity Securities are issued.

Approval Validity Period

Shareholder approval of the 7.1A 10% Capacity 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:

- The date that is 12 months after the date of the Annual General Meeting at which the approved is obtained; or
- 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).

b) Specific Information required by Listing Rule 7.3A

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 on which trading in that class of Equity Securities 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.

If Resolution 10 is approved by Shareholders and the Company issues Equity Securities under the 7.1A 10% Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the table below. 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



EXPLANATORY MEMORANDUM

- (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.

The following 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.

Variable 'A' in Listing Rule 7.1A2		Issue Price Assumptions		
		Less: 50% \$0.021	Base \$0.042	Plus: 100% \$0.084
Current 116,300,601	10% issue	9,803,022	9,803,022	9,803,022
	Funds raised	\$205,863	\$411,726	\$823,453
Plus 50% 174,450,901	10% issue	14,704,534	14,704,534	14,704,534
	Funds raised	\$308,795	\$613,590	\$1,235,180
Plus 100% 232,601,202	10% issue	19,606,045	19,606,045	19,606,045
	Funds raised	\$411,726	\$823,453	\$1,646,907

The table also shows:

- 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 specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

The table has been prepared on the following assumptions

- The Company issues the maximum number of Equity Securities available under the 7.1A 10% Capacity.
- No Options are exercised which have converted into Shares before the date of issue of the Equity Securities.
- 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%.
- The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements under the 7.1A 10% Capacity, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A and not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 7.1A 10% Capacity 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.

- The issue price is \$0.042 being the closing price of the Shares on ASX on 22 September 2014.
- The Company will only issue and allot the Equity Securities during 12 months following the approval of Resolution 11. The approval under Resolution 11 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).

The Company may seek to issue the Equity Securities for the following purposes:

- 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
- Cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or



EXPLANATORY MEMORANDUM

- investments (including expenses associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.

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 7.1A 10% Capacity. 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:

- The methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing securities holders can participate;
- The effect of the issue of the Equity Securities on the control of the Company;

The following table shows details of all issues of Equity Securities in the 12 months preceding the Annual General Meeting and other information required under Listing Rule 7.3A.

On 21 November 2013 the Company had on issue 98,030,228 ordinary shares and 41,367,263 options making a total of 139,397,491 Equity Securities. During the previous 12 months the Company issued 19,770,373 equity securities, which represents 14.2% of the total on issue at 21 November 2013.

Funds raised from the share placement in March 2014 (\$419,700) together with the funds raised from the share purchase plan in April 2014 (\$877,496) were to be utilised to fund a drilling programme to test a large intrusion-related gold-copper target generated by the Company at Sellheim in Queensland and for working capital purposes. Of the funds raised \$761,000 has been spent on the Sellheim drilling programme and related activities to the date of this Notice of Meeting with a further \$280,000 scheduled to be spent over next six months. The balance is intended to be utilised for other exploration activities and for general working capital purposes.

Issue Date	Details	Names of the persons to whom securities were issued or basis on which determined	Consideration	Number of securities issued	Class and Description	Issue Price	Closing Market Price	- Discount/+ Premium
13 March 14	Share Placement	Sentient Executive GP IV Ltd and Fitel Nominees Limited	\$419,700	5,911,268	Ord Shares Fully Paid	\$0.071	\$0.078	-9%
11 April 14	Shares Purchase Plan	Eligible Shareholders	\$877,496	12,359,105	Ord Shares Fully Paid	\$0.071	\$0.078	-9%
12 Aug 14	Employee Options	Eligible Employees	Nil ¹	1,500,000	Employee Options exercise price \$0.10 expiring 12 Aug 2017	NA	NA	NA
			Total	19,770,373				

- The financial situation and solvency of the Company; and
- Advice from corporate, financial and broking advisers (if applicable).

The allottees under the 7.1A 10% Capacity 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.

Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the allottees under the 7.1A 10% Capacity will be the vendors of the new resources assets or investments

Notes:

¹The Company issued 1,500,000 Employee Options on 12 August 2014 pursuant to the Company's Employee Share Option Plan. There was no consideration received for this issue and therefore no funds raised.

The Company previously obtained Shareholder approval under Listing Rule 7.1A on 21 November 2013.

Voting exclusion statement is included in this Notice of Meeting. At the date of this 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

**GLOSSARY**

In this Explanatory Memorandum and Notice of Annual General Meeting the following expressions have the following meanings unless stated otherwise or unless the context otherwise requires:

ASX means ASX Limited ACN 008 624 691;

ASX Listing Rules means the official listing rules of ASX;

Board means the board of Directors;

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 dependant of the member or of 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 dealings with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth);

Company means Silver City Minerals Limited ACN 130 933 309;

Corporations Act means *Corporations Act 2001* (Cth);

Directors mean the directors of the Company;

Equity Securities has the meaning given to that term in the ASX Listing Rules;

Key Management Personnel has the same meaning as in the accounting standards (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director, whether executor or otherwise, of the Company);

Listed Options means listed Options of the Company each with an exercise price of 25 cents and an expiry date of 19 December 2014;

Meeting means the meeting of shareholders convened by the Notice of Annual General Meeting;

Notice of Annual General Meeting means the notice of annual general meeting to which this Explanatory Memorandum is attached;

Option means an option to acquire a Share;

Share means a fully paid ordinary share in the capital of the Company; and

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



SCHEDULE 1

TERMS AND CONDITIONS OF OPTIONS

- The options held by the optionholder are exercisable in whole or in part at any time during the exercise period. Options not exercised before the expiry of the exercise period will lapse.
- Options are exercisable by notice in writing to the Board delivered to the registered office of the Company and payment of the exercise price in cleared funds.
- The Company will not apply for official quotation on ASX of the options. The Company will make application for official quotation on ASX of new shares allotted on exercise of the options. Those shares will participate equally in all respects with existing issued ordinary shares, and in particular new shares allotted on exercise of the options will qualify for dividends declared after the date of their allotment.
- Options can only be transferred with Board approval, except that if at any time before expiry of the Exercise Period the optionholder dies, the legal personal representative of the deceased optionholder may:
 - (i) elect to be registered as the new holder of the options;
 - (ii) whether or not he becomes so registered, exercise those options in accordance with the terms and conditions on which they were granted; and
 - (iii) if the deceased has already exercised options, pay the exercise price in respect of those options.
- An optionholder may only participate in new issues of securities to holders of ordinary shares in the Company if the option has been exercised and shares allotted in respect of the option before the record date for determining entitlements to the issue. The Company must give prior notice to the optionholder of any new issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules.
- If there is a bonus issue to the holders of ordinary shares in the capital of the Company, the number of ordinary shares over which the option is exercisable will be increased by the number of ordinary shares which the holder of the option would have received if the option had been exercised before the record date for the bonus issue.
-

- If the Company makes a rights issue (other than a bonus issue), the exercise price of options on issue will be reduced according to the following formula:

$$A = O - \frac{E [P - (S + D)]}{(N + 1)}$$

Where:

- A = the new exercise price of the option;
 - O = the old exercise price of the option;
 - E = the number of underlying ordinary shares into which one option is exercisable;
 - P = the average closing sale price per ordinary share (weighted by reference to volume) recorded on the stockmarket of ASX during the five trading days immediately preceding the ex-rights date or ex entitlements date (excluding special crossings and overnight sales and exchange traded option exercises);
 - S = the subscription price for a security under the pro rata issue;
 - D = the dividend due but not yet paid on existing underlying securities (except those to be issued under the pro rata issue); and
 - N = the number of securities with rights or entitlements that must be held to receive a right to one new security.
- If, during the currency of the options the issued capital of the Company is reorganised, those options will be reorganised to the extent necessary to comply with ASX Listing Rules.



SCHEDULE 2

SUMMARY OF THE RULES OF THE EMPLOYEE SHARE OPTION PLAN

The Company has established the Silver City Minerals Limited Employee Share Option Plan ("ESOP") to assist in the attraction, retention and motivation of employees of the Company and its related bodies corporate ("Group").

A summary of the Rules of the ESOP is set out below.

- All employees (full and part-time) will be eligible to participate in the ESOP after a 12 month employment qualifying period.
- The Board can also authorise a Contractor of the Group to be an eligible employee for the purposes of the ESOP
- The allocation of Options to each employee is in the discretion of the Board.
- If permitted by the Board, Options may be issued to an employee's nominee.
- At the time of making an offer, the Board will specify the exercise price of the Options, the expiry date, the acceptance period and any applicable vesting conditions.
- The exercise price of Options will be determined by the Board with reference to, but not limited to factors including the market value of the Company's Shares on the date the offer is made, on the date the Options are granted or on a specified date which is after the date the Options are granted
- The Options will be issued for nil consideration and may not be sold, transferred, mortgaged, charged or otherwise dealt with or encumbered without the prior written approval of the Board.
- The Options will automatically lapse and be forfeited where an employee voluntarily resigns from employment, is dismissed or their contract terminated on grounds including willful misconduct, incompetence, fraud and breach of contract. In the event of death, redundancy, or retirement of an eligible employee, or in the case of a Contractor, termination of the relevant contract for services as a result of the passage of time or completion of the contracted services, the eligible employee or their legal representative will have a period of six months in which to exercise the Option.
- Except with the consent of the Board, Options may not be transferred and will not be quoted on or by ASX.
- Shares issued as a result of the exercise of Options will rank equally with the Company's previously issued shares.
- Optionholders may only participate in new issues of securities by first exercising their Options.
- If there is a bonus share issue to the holders of shares, the number of shares over which an Option is exercisable will be increased by the number of shares which the Optionholder would have received if the Option had been exercised before the record date for the bonus issue.
- If there is a pro rata issue (other than a bonus shares issued) to the holders of shares, the exercise price of an option will be reduced to take account of the effect of the pro rata issue in accordance with the formula in the ASX Listing Rules.
- If there is a reorganisation of the issued capital of the Company, unexercised Options will be reorganised in accordance with the Listing Rules.
- The Board may amend the ESOP Rules subject to the requirements of the Listing Rules.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 3.00 pm (Sydney Time) on Tuesday 18 November 2014.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the 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 meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that 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 an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. 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 should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **3.00 pm (Sydney Time) on Tuesday, 18 November 2014.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

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

☐**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Silver City Minerals Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the Chair of the Meeting (mark box)

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Level 1, 80 Chandos Street, St Leonards, NSW 2065 on Thursday, 20 November 2014 at 3.00 pm (Sydney time)** and at any adjournment of that meeting, to act 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters and Resolutions 4,5,6,7,8 and 10: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1,4,5,6,7,8 and 10, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these resolution even though Resolution 1 is connected with the remuneration of a member of key management personnel for Silver City Minerals Limited. The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1,4,5,6,7,8 and 10.). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

Ordinary Business

		For	Against	Abstain*
Resolution 1	Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-elect Professor Ian Plimer as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-elect Mr Gregory Jones as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Grant of Options to Christopher Torrey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Grant of Options to Robert Besley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Grant of Options to Gregory Jones	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Grant of Options to Ian Plimer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Grant of Options to Ian Hume	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Authorisation of Issue of options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Business				
Resolution 11	Issue of Shares up to 10% of Issued Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary