



ESTRELLA RESOURCES LIMITED

ACN 151 155 207

NOTICE OF ANNUAL GENERAL MEETING

TIME: 3 pm

DATE: 24 November 2015

PLACE: In the Boardroom of Hall Chadwick, Level 40, 2 Park Street Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 2) 9078 7671.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the annual general meeting of the Shareholders to which this Notice of Meeting relates will be held at 3 pm on 24 November 2015 at:

Boardroom of Hall Chadwick, Level 40, 2 Park Street Sydney NSW 2000

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding 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 Annual General Meeting are those who are registered Shareholders at 3pm on 22 November 2015.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting at the time, date and place set out above.

VOTING BY PROXY

1. A Shareholder can attend and vote at the Meeting and is entitled to appoint not more than 2 proxies. The appointment of one or more proxies will not preclude a Shareholder from attending and voting at the Meeting.
2. A proxy need not be a shareholder of Estrella.
3. A proxy may be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, you must specify on the proxy form:
 - the full name of the body corporate appointed as proxy; and
 - the full name or title of the individual representative of the body corporate at the meeting.
4. Where 2 proxies are appointed, each proxy may be appointed to represent a specified proportion or number of the voting rights of the Shareholder and neither proxy is entitled to vote on a show of hands if more than one proxy attends. If you wish to appoint 2 proxies, ensure you complete the relevant section on the proxy form.

5. If your proxy chooses to vote, he/she must vote in accordance with your directions. If you have directed your proxy to vote, and they fail to attend the meeting or they choose not to vote on a poll, then the Chairman of the meeting will vote your proxies as directed by you.
6. If you do not mark a box, your proxy may vote as they choose on that item. However, if you intend to appoint a member of the Key Management Personnel as your proxy, please ensure that you direct them how to vote on resolution 1.
7. If the Chairman of the meeting is your proxy (or he becomes your proxy by default), you will be taken to have expressly authorised him to exercise your proxy in relation to resolution 1 (Adoption of the Remuneration Report) even though the Chairman is, and those items are, connected directly or indirectly with the remuneration of a director or member of the key management personnel of the Estrella Group. Shareholders will be informed of the proxy position and the manner in which the Chairman intends to vote undirected proxies at the meeting.
8. Completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned before 3pm on 22 November 2015 in one of the following 3 ways:
 - By mail to : Estrella Resources Limited
PO Box R933, Royal Exchange NSW 1225
 - By facsimile: to the Company on + 61 2 9078 7661
 - By email: info@estrellaresources.com.au

At the meeting, the Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company and on the Remuneration Report. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, Grant Thornton, questions about the content of its report, and the conduct of its audit of the Company, for the year.

By order of the Board

Guy Robertson
Company Secretary
Estrella Resources Limited
20 October 2015

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2015 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2015."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR GUY ROBERTSON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 15.1(c) of the Constitution and for all other purposes, Mr Guy Robertson, appointed to fill a casual vacancy since the last Annual General Meeting, and being eligible, is re-elected as a Director of the Company."

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR RAYMOND SHORROCKS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 15.1(c) of the Constitution and for all other purposes, Mr Raymond Shorrocks, appointed to fill a casual vacancy since the last Annual General Meeting, and being eligible, is re-elected as a Director of the Company."

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR HOWARD DIGBY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 15.1(c) of the Constitution and for all other purposes, Mr Howard Digby, appointed to fill a casual vacancy since the last Annual General Meeting, and being eligible, is re-elected as a Director of the Company."

6. RESOLUTION 5 – APPROVAL TO ISSUE 100,000,000 SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and all other purposes, approval is given for the Company to allot and issue, within three months of the date of this resolution, up to 100,000,000 Securities to the persons, for the purposes and on the terms and conditions set out in the Explanatory Memorandum."

7. RESOLUTION 6 – APPOINTMENT OF AUDITOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **Ordinary Resolution**:

"That Hall Chadwick be appointed as auditor of Apollo Minerals Limited with such appointment to take effect from the time at which the resignation of RSM Bird Cameron takes effect."

SPECIAL BUSINESS

8. RESOLUTION 7 – APPROVAL OF PLACEMENT CAPACITY

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 all other purposes, approval is given for the Company to allot and issue Equity Securities up to 10% of the Company's issued share capital (at the time of the 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 Statement."

DATED: 20 OCTOBER 2015

BY ORDER OF THE BOARD

**GUY ROBERTSON
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
1. Remuneration Report	<ul style="list-style-type: none"> A member of the key management personnel (KMP), details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2015; or A closely related party of a KMP¹
5. Approval to issue 100,000,000 shares	<ul style="list-style-type: none"> Any person who may participate in the proposed issue; Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the resolution is passed; and Any of their respective associates.
7. Approval of Placement Capacity	<ul style="list-style-type: none"> Any person who may participate in the proposed issue; Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the resolution is passed; and Any of their respective associates.

However, 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.

¹A closely related party of a member of the key management personnel means any of the following:

- a spouse, child or dependent of the member;
- a child or dependent of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by regulations (as at the date of this notice of meeting, no additional persons have been prescribed by regulation).

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2015 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.estrellaresources.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

If at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2016 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the Company's 2016 annual general meeting. All of the Directors who were in office when the Company's 2016 Directors' report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2015.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

2.2 Proxy Restrictions

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of that member as your proxy to vote on this Resolution 1, *you must direct the proxy how they are to vote*. Where you do not direct the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or Closely Related Party of that member on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 1.

2.3 Directors' Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of this resolution.

3. RESOLUTION 2, 3 AND 4 – RE-ELECTION OF DIRECTORS – MR GUY ROBERTSON, MR RAYMONF SHORROCKS AND MR HOWARD DIGBY.

3.1 General

Directors who are appointed to fill a casual vacancy since the last Annual General Meeting are required, in accordance with clause 15.1(c) of the constitution to stand for re-election at the next Annual General Meeting.

A Director who retires under clause 15.1(c) of the Constitution is eligible for re-election.

The Directors' who were all appointed since the last Annual General Meeting offer themselves for re-election.

A brief profile of the Directors is set out in the Annual Report.

3.2 Directors' Recommendation

The Directors other than the Director being appointed recommend that Shareholders vote in favour of the relevant resolution.

4.0 RESOLUTION 5 - APPROVAL TO ISSUE 100,000,000 SHARES

4.1 Background

Under Resolution 5, the Company seeks Shareholder approval to issue and allot up to 100,000,000 Shares for capital raising purposes.

4.2 ASX Listing Rule Requirements

ASX Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of

the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

Resolution 5 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of up to 100,000,000 Shares. The effect of such approval is that any such Securities will not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

4.3 ASX Listing Rule Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.3:

(a) *The maximum number of equity securities the entity is to issue*

The maximum number of Shares to be issued is 100,000,000. The Directors will have the discretion to issue Shares to any person they deem appropriate up to a maximum of 100,000,000 Shares in total.

(b) *The date by which the entity will issue the equity securities*

The Shares will be issued no later than three months after the date of the Meeting, or such later date as may be approved by ASX.

(c) *The issue price of the equity securities*

The Shares will be issued at a price that is at least 80% of the volume weighted average market price for Shares, where the average is calculated, in accordance with ASX Listing Rule 7.3.3, over the last five days on which sales in Shares were recorded before the day on which the issue was made or, if there was a prospectus, or offer information statement relating to the issue, over the last 5 days on which sales in the Shares were recorded before the date the prospectus, or offer information statement is signed.

(d) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*

The names of the allottees of the Shares are currently unknown and will be chosen at the discretion of the Directors, but will not be related parties or their Associates. They will be identified on the basis of the Directors' view of their ability to participate in the proposed placement and any added value they are able to bring to the Company.

(e) *The terms of the equity securities*

The Shares will rank equally in all respects with the Company's current issued Shares.

(f) *The intended use of the funds raised*

The funds to be raised by the Company are intended to be used for the following purposes:

- (i) acquisition and development costs of an as yet to be identified business opportunity; and
- (ii) general working capital requirements of the Company.

- (g) *The dates of allotment or a statement that allotment will occur progressively*

The Shares will be allotted progressively.

4.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5, as the placement will provide the Company with necessary funds to enable it to continue with its exploration program, to achieve objectives previously announced, and additional funding to meet the Company's working capital requirements.

6.0 Resolution 6 - Appointment of Auditor

- 6.1** The Board has undertaken a review in relation to auditors and recommends the appointment of Hall Chadwick as auditor.

Subject to shareholder approval at the AGM the appointment of Hall Chadwick will be effective for the 2014/2015 financial year.

Grant Thornton has tendered its resignation as auditor to Estrella and advised that it has applied to the Australian Securities and Investments Commission (ASIC) for consent to resign effective 24 November 2015. It is anticipated that Grant Thornton's resignation will take effect from the later of that date and the day on which ASIC gives its consent. Estrella's expectation is that ASIC's consent will be forthcoming prior to the date of the AGM.

In accordance with subsection 328B(1) of the Corporations Act 2001, notice in writing nominating Hall Chadwick as auditor has been given to Estrella by a shareholder. A copy of this notice is shown in Schedule 1 on page 24 of the Explanatory Memorandum.

A representative of Grant Thornton will be available at the AGM to respond to any shareholder questions in relation to their conduct of the audit.

6.2 Board Recommendation

The Board recommends the appointment of Hall Chadwick as auditor.

7.0 RESOLUTION 7 – APPROVAL OF 10% PLACEMENT CAPACITY

7.1 Background

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities (as that term is defined in the ASX Listing Rules) up to 10% of their issued capital through placements over a twelve month period after the Annual General Meeting (10%

Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX 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 effect of Resolution 7 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. Resolution 7 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).

The exact number of Equity Securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1.A.2 (refer to Section 12.2 (c) below). The Company may use funds raised from any 10% Placement Facility for funding specific projects and/or general working capital. It may also use the 10% Placement Facility for non cash consideration purposes such as joint venture or project acquisitions (although the Company presently has no intention to do so).

7.2 ASX Listing Rule 7.1.A

(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 one class of Equity Securities being Shares.

(c) Formula for calculating 10% Placement Facility

ASX 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 x D) – E

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

- (i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;

- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
- (iv) less the number of fully paid shares cancelled in the 12 months.

Note: A has the same meaning in ASX 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 ASX 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 ASX Listing Rules 7.1 or 7.4.

(d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

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

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section 2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 Trading Days (as defined in the ASX Listing Rules) 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 ASX 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 ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(the 10% Placement Period).

7.3 ASX Listing Rule 7.1A

The effect of Resolution 7 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 7 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).

7.4 Specific Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) Minimum Price

Any Equity Securities issued will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days 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.

(b) Risk of Voting Dilution

If Resolution 7 is approved by the Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company would be diluted as shown in the below table (in the case of unlisted options, only if the unlisted options are exercised). 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 Annual General 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 table below 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 ASX Listing Rule 7.1A(2) as at the date of this Notice of Meeting.

The table also shows:

(i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares 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 future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) two examples of where the price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		50% decrease in Deemed Price \$0.0125cents	Deemed Price \$0.025 cents	100% Increase in Deemed Price \$0.05cents
Current Variable A 155,249,959 Shares	10% Voting Dilution	15,524,996 shares	15,524,996 shares	15,524,996 shares
	Funds Raised	\$194,062	\$ 388,125	\$776,250
50% increase in current Variable A 232,874,938 shares	10% Voting Dilution	23,287,494 shares	23,287,494 shares	23,287,494 shares
	Funds Raised	\$291,094	\$582,187	\$1,164,375
100% increase in current Variable A 310,499,918 Shares	10% Voting Dilution	31,049,992 shares	31,049,992 shares	31,049,992 shares
	Funds Raised	\$388,125	\$776,250	\$1,552,500

The table has been prepared on the following assumptions:

(i) The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting;

(ii) No listed or unlisted options are exercised into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A. The Company has 39,787,857 unlisted options on issue at the date of this Notice of Meeting;

(iii) The table does not demonstrate an example of dilution that may be caused to a particular shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting;

(iv) The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule";

(v) The price of ordinary securities is deemed for the purposes of the table above to be \$0.025 cents, being the closing price of the Company's listed securities on ASX on 2 October 2015 (**Deemed Price**). The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed at;

(vi) The table does not demonstrate the effect of listed options being issued under ASX Listing Rule 7.1A. It only considers the issue of the fully paid ordinary securities;

(c) Date of Issue

The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 7 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities or ASX Listing Rule 11.2 (disposal of main undertaking)).

(d) Purpose of Issue under the 10% Placement Capacity

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

(i) non - cash consideration including for joint venture, licensing or collaboration agreements or the acquisition of new projects (although the Company presently has no proposal to do so). In such circumstances the Company will provide a valuation of the non - cash consideration as required by ASX Listing Rule 7.1A.3; or

(ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards advancing specific Company projects and/or general working capital.

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

(e) Allocation Policy

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 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 issues or other issues 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 of Meeting 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 were to pursue an acquisition and were it to be successful in acquiring new resources assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

(f) Previous Approval

The Company obtained Shareholder approval under ASX Listing Rule 7.1A on 13 November 2014.

The total number of Equity Securities issued in the 12 months preceding the date of the Meeting is 128,180,277 representing 473% of the total number of Equity Securities on issue at the commencement of that 12 month period.

The details of all issues of Equity Securities by the Company during the 12 months preceding the date of the Meeting is set out in schedule 1 to this Explanatory Memorandum.

(g) Voting Exclusion Statement

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Statement relates. At the date of that 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.

12.5 Directors' Recommendation

The Board recommends that Shareholders vote in favour of this resolution.

GLOSSARY

\$ means Australian dollars.

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

Annual Report means the Annual Report of the Company for the year ended 30 June 2015.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

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

Company means Estrella Resources Limited (ACN 151 155 207).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities has the same meaning as in the Listing Rules.

EST means Eastern Summer Time as observed in Sydney, New South Wales.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards and 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 executive or otherwise) of the Company.

Notice or Notice of Meeting or Notice of Annual General Meeting means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2015.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

VWAP means Volume Weighted Average Price

SCHEDULE 1 - INFORMATION REQUIRED BY LISTING RULE 7.3A.6 – RESOLUTION 8 – SHARES ARE STATED POST 1 FOR 4 CONSOLIDATION

	Issue 1	Issue 2	Issue 3	Issue 4	Issue 5	Issue 6
Date of issue:	30 December 2014	25 June 2015	20 January 2015	31 March 2015	15 June 2015	18 September 2015
Number issued:	1,451,785	333,334	1,326,415	4,475,000	20,593,713	100,000,000
Class/Type of equity security:	Ordinary	Ordinary	Ordinary	Ordinary	Ordinary	Ordinary
Summary of terms:	14 cents per share	Deemed price 15 cents per share	Deemed price of 12 cents per share	2.4 cents	2.0 cents per share	1.2 cents per share
Names of persons who received securities or basis on which those persons was determined:	Various in placement as determined by directors	Julian Bavin 200,000 Robert Thompson 133,334	Sociedad Quimica Y Minera De Chile S A	Placement to Black Swan Global Pty Ltd	Rights Issue	As determined by Directors and Brokers Forrest Capital Pty Ltd
Price:	Price 14 cents per share	Deemed price 15 cents per share	Deemed price of 12 cents per share	2.4 cents per share	2.0 cents per share	1.2 cents per share
Discount to market price (if any):	N/A at Market	N/A	12%	12.5%	N/A at market	62.5%

For cash issues							
Total cash consideration received:	\$203,250	N/A	N/A	\$125,300	\$411,874	\$1,200,000	

	Issue 1	Issue 2	Issue 3	Issue 4	Issue 5	Issue 6	
Amount of cash consideration spent:	\$203,250	N/A	N/A	\$125,300	\$263,874	Nil	
Use of cash consideration:	Exploration Chile \$40,000 Working capital \$163,250	N/A	N/A	Estrella Project \$70,000 Working Capital \$55,300	\$25,000 Chile expenses \$238,874 Working capital	N/A	Acquisition and development of unspecified project. Working Capital
Intended use for remaining amount of cash (if any):	N/A	N/A	N/A	N/A	Working Capital		

For non-cash issues							
Non-cash consideration paid:	N/A	\$50,000	\$159,170	N/A	N/A	N/A	
Current value of that non-cash consideration:	N/A	\$8,333	\$33,160	N/A	N/A	N/A	

Schedule 1

12 October 2015

Board of Directors
C/- Company Secretary
Estrella Resources Limited
Level 15, 1 Alfred Street
Sydney NSW 2000

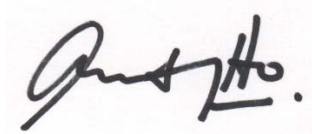
Estrella Board of Directors,

Re: Nomination of Auditor

Pursuant to subsection 328B(1) of the Corporations Act, I nominate Hall Chadwick to be appointed as the Auditor of Estrella Resources Limited at the Annual General Meeting to be held on 24 November 2015.

I am a shareholder of Estrella Resources Limited.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Anthony Ho', is written over a light pink rectangular background.

Anthony Ho



All Correspondence to:

✉ **By Mail** Estrella Resources Limited
GPO Box R933
Royal Exchange
NSW 1225

Suite 1503B Level 15, 207 Kent
Street, Sydney NSW 2000 Australia

💻 **Online:** info@estrellaresources.com.au

☎ **By Phone:** (within Australia) 02 9078 7671
(outside Australia) +61 2 9078 7671

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 7:00pm (AEDT) 22nd November 2015**

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:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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 **7:00pm (AEDT) 22nd November 2015**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged by the following methods:

✉ **By Mail** PO BOX R933
Royal Exchange NSW 1225

💻 **By email** info@estrellaresources.com.au

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 **Estrella Resources 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 in **The Boardroom of Hall Chadwick, Level 40, 2 Park Street, SYDNEY NSW 2000 on Tuesday, 24th November 2015 at 3:00pm (AEDT)** 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.

No undirected proxies to the Chairman or Key Management Personnel will be voted on Resolution 1. You are encouraged to direct your proxy by marking the box in relation to the resolution in Step 2 below.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Guy Robertson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Mr Raymond Shorrocks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Director – Mr Howard Digby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to Issue 100,000,000 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of 10% Placement Capacity	<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

Contact Name.....

Contact Daytime Telephone.....

Date / / 2015