Queensland Bauxite Limited ACN 124 873 507

Notice of Annual General Meeting to be held on 29 November 2016

and

Explanatory Memorandum for the Notice of Annual General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.
IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE,
PLEASE CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT
OR OTHER PROFESSIONAL ADVISER.

NOTICE OF THE ANNUAL GENERAL MEETING TO BE HELD AT COMPUTERSHARE INVESTOR SERVICES PTY LIMITED, LEVEL 4, 60 CARRINGTON STREET, SYDNEY, NEW SOUTH WALES

AT 11:30AM (SYDNEY TIME) ON TUESDAY, 29 NOVEMBER 2016

TO BE VALID, FORMS OF PROXY FOR USE AT THE GENERAL MEETING MUST BE COMPLETED AND RETURNED TO THE COMPANY NO LATER THAN 11:30AM (SYDNEY TIME) ON SUNDAY, 27 NOVEMBER 2016

Part A Glossary

1. Definitions and interpretation

1.1 **Definitions**

Words defined in the Explanatory Memorandum have the same meaning when used in this Notice of Annual General Meeting unless the context requires otherwise. For assistance in considering the Notice of Annual General Meeting, the following words are defined here:

Annual General	
Meeting	

means the annual general meeting of the Company to be held on Tuesday, 29 November 2016 pursuant to this Notice of Annual

General Meeting.

Annual Report means the Directors' Report, the Financial Report and the

Auditor's Report for the financial year ended 30 June 2016.

Associate has the meaning given to it by Division 2 of Part 1.2 of the

Corporations Act.

ASX means ASX Limited ACN 008 624 691 or the securities market

operated by the ASX, as the case may be.

ASX Listing Rules means the official listing rules issued and enforced by the ASX as

amended from time to time.

Board means the board of Directors.

Chair means the chair of the Company, who is currently Pnina Feldman.

Company means Queensland Bauxite Limited ACN 124 873 507.

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

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum set out in Part C of this

document.

Notice of Annual General Meeting or this document. **Notice**

means the notice of Annual General Meeting set out in Part B of

Resolution means a resolution passed by the requisite majority of members of

the Company on a show of hands or by the requisite majority of

votes given on a poll.

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

Company and **Shares** means any two or more of them.

means a holder of a Share. Shareholder

1.2 Interpretation

For the purposes of interpreting the Explanatory Memorandum and the Notice of Annual General Meeting:

- (a) the singular includes the plural and vice versa;
- (b) words importing any gender include both genders;
- (c) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments and all consolidations, amendments, reenactments or replacements for the time being in force;
- (d) all headings, bold typing and italics (if any) have been inserted for convenience of reference only and do not define, limit or affect the meaning or interpretation of the Letter, the Explanatory Memorandum and the Notice of Annual General Meeting;
- (e) reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors, substitutes (including without limitation persons taking by novation and assignment); and
- (f) reference to \$, A\$, Australian Dollars or dollars is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia.

Part B Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of Queensland Bauxite Limited ACN 124 873 507 (the **Company**) will be held at Computershare Investor Services, Level 4, 60 Carrington Street, Sydney, New South Wales on Tuesday, 29 November 2016 at 11:30 am (Sydney time).

The Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting should be considered prior to Shareholders voting on the matters to be considered at the Annual General Meeting.

If you are unable to attend the Annual General Meeting, please complete and return the enclosed proxy form in accordance with the specified directions in this Notice of Annual General Meeting and on the proxy form.

Defined terms used in this Notice of Annual General Meeting have the meanings given to them in the glossary accompanying this Notice of Annual General Meeting.

1. Ordinary business

1.1 Annual Report

To receive and consider the Annual Report of the Company including the balance sheet and profit and loss account and statements of cash flows of the Company, the consolidated financial statement, the directors' declaration and the reports of the Directors and auditors for the financial year ended 30 June 2016.

Note: The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2016 will be laid before the meeting. There is no requirement for Shareholders to approve those reports. Shareholders will be given an opportunity to raise questions of the Directors and the Company's auditor on the accounts at the Annual General Meeting.

1.2 Resolution 1: Adoption of Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2016 included in the Directors' Report, which is attached to the Financial Reports as required under section 300A of the Corporations Act, be adopted by the Company."

Note: The Remuneration Report is set out on pages 17-22 and note 10 to the Financial Reports contained in the 2016 Annual Report. In accordance with section 250R(3) of

the Corporations Act, the votes cast in respect of this Resolution are advisory only and do not bind the Company.

1.3 Resolution 2: Re-election of Sholom Feldman

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

"That Sholom Feldman, having retired from his office as a Director in accordance with Rule 3.6 of the constitution of the Company and, being eligible, having offered himself for re-election, be re-elected as a Director."

2. Special business

2.1 Resolution 3: Issue of Shares to Marion Lesaffre

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

"That, in accordance with ASX Listing Rule 7.1, the Company be permitted and authorised to issue up to 2 million Shares to Marion Lesaffre, an employee of the Company, on the terms more fully described in paragraph 5 of the Explanatory Memorandum."

2.2 Resolution 4: Issue of Shares to Robert Coenraads

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

"That, in accordance with ASX Listing Rule 7.1, the Company be permitted and authorised to issue up to 2 million Shares to Robert Coenraads, an employee of the Company, on the terms more fully described in paragraph 6 of the Explanatory Memorandum."

3. Voting exclusion statement

3.1 Resolution 1

The Corporations Act prohibits any votes being cast on Resolution 1 by or on behalf of a person who is disclosed in the Remuneration Report as a member of the key management personnel of the Company (including the Directors and the Chair) or a closely related party of that key management personnel. However, such a person may cast a vote on Resolution 1 as a proxy for a person who is permitted to vote and the appointment of the proxy specifies the way the proxy is to vote on the Resolution.

3.2 Resolution 3

In accordance with the notice requirements of ASX Listing Rule 7.3 for approval under ASX Listing Rule 7.1, and ASX Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 3 by:

- (a) Marion Lesaffre;
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed; and
- (c) any Associate of that person(s).

However, the Company will not disregard a vote if:

- (d) 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
- (e) 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.

3.3 Resolution 4

In accordance with the notice requirements of ASX Listing Rule 7.3 for approval under ASX Listing Rule 7.1, and ASX Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 4 by:

- (a) Robert Coenraads;
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed; and
- (c) any Associate of that person(s).

However, the Company will not disregard a vote if:

- (d) 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
- (e) 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.

4. Determination of membership and voting entitlement

For the purpose of determining a person's entitlement to vote at the Annual General Meeting, a person will be recognised as a member of the Company and the holder of Shares if that person is registered as a holder of those Shares at 5:00pm (Sydney time) on Friday, 25 November 2016.

Votes of members

On a show of hands, each member present in person or by proxy (or, in the case of a body corporate, by a representative) at the Annual General Meeting who is entitled to vote shall have one vote.

On a poll, every member present in person or by attorney or by proxy (or, in the case of a body corporate, by a representative) who is entitled to vote shall have one vote for each Share held by him, her or it.

6. Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint no more than two proxies;
- (b) an instrument appointing a proxy must be in the form of the proxy form attached to this Notice of Annual General Meeting;
- (c) a proxy may be a Shareholder of the Company;
- (d) a proxy need not be a Shareholder of the Company;
- (e) where a Shareholder appoints two proxies, the following rules apply:
 - each proxy may exercise half of the Shareholder's voting rights if the appointment does not specify a proportion or number of the Shareholder's voting rights the proxy may exercise;
 - (ii) on a show of hands, neither proxy may vote; and
 - (iii) on a poll, each proxy may only exercise the voting rights the proxy represents:
- (f) a proxy has the authority to vote on the Shareholder's behalf as he or she thinks fit, on any motion to adjourn the Annual General Meeting, or any other procedural motion, unless the Shareholder gives a direction to the contrary;
- (g) a valid proxy form will be deemed to confer authority to demand or join in demanding a poll;
- (h) to be valid, a proxy form must be signed by the Shareholder or the Shareholder's attorney or, if the Shareholder is a corporation, executed in accordance with the corporation's constitution and the Corporations Act (and may be signed on behalf of the corporation by its attorney); and
- (i) to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be received by no later than 11:30am (Sydney time) on Sunday, 27 November 2016:

by the Company:

- by mail: Queensland Bauxite Limited

67 Penkivil Street BONDI NSW 2026

Australia

or - by 02 9291 9099 (within Australia)

facsimile: +61 2 9291 9099 (outside Australia)

By order of the Board:

Mr Sholom Feldman

Chief Executive Officer
Queensland Bauxite Limited

Dated: 26 October 2016

Part C Explanatory Memorandum

1. Introduction

This Explanatory Memorandum contains the information needed for Shareholders to assess Resolutions 1-4 to be put to them at the Annual General Meeting of the Company on Tuesday, 29 November 2016. A Notice of Annual General Meeting accompanies this Explanatory Memorandum.

This Explanatory Memorandum, as well as the Notice of Annual General Meeting, should be read carefully and in their entirety.

The Explanatory Memorandum and proxy form are part of this Notice of Annual General Meeting.

2. Accounts and reports

The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2016 will be laid before the meeting. There is no requirement for Shareholders to approve those reports. Shareholders will be given an opportunity to raise questions of the Directors and the Company's auditor on the Accounts at the Annual General Meeting.

3. Resolution 1 – Adoption of Remuneration Report

Resolution 1 is proposed for the adoption of the Remuneration Report contained in the Directors' Report referred to in the first item of the agenda set out in the Notice. Under the Corporations Act, the Company is required to present its Remuneration Report to Shareholders for adoption at its Annual General Meeting. The Remuneration Report of the Company for the financial year ended 30 June 2016 is set out in the Directors' Report on pages 17-22 and note 10 to the Financial Statements contained in the 2016 Annual Report.

The Annual Report may be accessed at http://www.queenslandbauxite.com.au/ or on the ASX company announcements platform using the ASX code: QBL. A copy may also be obtained by contacting the Company Secretary at sfeldman@queenslandbauxite.com.au.

Shareholders will be given ample opportunity to raise questions of the Directors on the Remuneration Report prior to the Resolution being put to Shareholders. The Resolution to adopt the Remuneration Report is a nonbinding Resolution on the Company and its Directors.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, Shareholders will then vote to determine whether the Directors will need to stand for re-election. If more than 50% of the votes cast on the resolution are in favour, a separate re-election meeting must be held within 90 days.

The Board recommends that Shareholders vote in favour of adopting the Remuneration Report.

4. Resolution 2 – Re-election of Sholom Feldman

Resolution 2 relates to the re-election of Sholom Feldman as a Director. Under Rule 3.6 of the constitution of the Company, one third of the Company's Directors must resign and, if eligible, may be re-elected.

Sholom Feldman has vacated his office as Director in accordance with Rule 3.6 and, being eligible, offers himself for re-election.

Each of Pnina Feldman and Meyer Gutnick recommends that Shareholders vote in favour of this Resolution. Sholom Feldman makes no recommendation regarding Resolution 2 because he has an interest in it.

Resolution 3: Issues of Shares to Marion Lesaffre

5.1 Background

The Company proposes to issue 2 million Shares to Marion Lesaffre, an employee of the Company, as part of a bonus to her salary.

5.2 ASX Listing Rule 7.1 approval

Pursuant to ASX Listing Rule 7.3, the following information is provided regarding ASX Listing Rule 7.1 approval:

(a) ASX Listing Rule 7.3.1: Maximum number of securities to be issued

2 million Shares (Bonus Shares).

Subject to the approval of the Board, the Bonus Shares will be issued to Marion Lesaffre as a bonus.

(b) **ASX Listing Rules 7.3.2 and 7.3.7:** Date by which securities will be issued and allotted

Subject to Shareholder approval being obtained and the Board resolving to issue the Bonus Shares, the issue and allotment of all of the Bonus Shares to Marion Lesaffre will occur on a date which is no later than three months after the date of this Annual General Meeting or such later time as deemed appropriate by an ASX waiver. All Bonus Shares will be issued on the same date.

(c) ASX Listing Rule 7.3.3: Issue price of securities

Nil issue price. The deemed value will be equivalent to the market price of the Shares at the close of trading on the date before the issue of the Bonus Shares.

(d) ASX Listing Rule 7.3.4: Names of allottees

The allottees is Marion Lesaffre, an employee of the Company. She is not a related party of the Company.

(e) ASX Listing Rule 7.3.5: Terms of securities

The Company will apply to the ASX to have the Bonus Shares issued to Marion Lesaffre Officially Quoted and the Bonus Shares will rank equally with all the other Shares on issue. In all other respects, the rights and entitlements of the holders in respect of the Bonus Shares issued to Marion Lesaffre will be identical to the rights and entitlements of the holders of existing issued Shares.

(f) **ASX Listing Rule 7.3.6**: *Intended use of the funds*

No funds will be raised by the issue of the Bonus Shares.

(g) ASX Listing Rule 7.3.8: A voting exclusion statement

A voting exclusion statement is included at paragraph 3.2 of the Notice of Annual General Meeting.

Resolution 3 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

The Directors recommend that Shareholders vote in favour of Resolution 3.

6. Resolution 4: Issues of Shares to Robert Coenraads

6.1 Background

The Company proposes to issue 2 million Shares to Robert Coenraads, an employee of the Company, as part of a bonus to his salary.

6.2 ASX Listing Rule 7.1 approval

Pursuant to ASX Listing Rule 7.3, the following information is provided regarding ASX Listing Rule 7.1 approval:

(a) ASX Listing Rule 7.3.1: Maximum number of securities to be issued

2 million Shares (Bonus Shares).

Subject to the approval of the Board, the Bonus Shares will be issued to Robert Coenraads as a bonus.

(b) **ASX Listing Rules 7.3.2 and 7.3.7:** Date by which securities will be issued and allotted

Subject to Shareholder approval being obtained and the Board resolving to issue the Bonus Shares, the issue and allotment of all of the Bonus Shares to Robert Coenraads will occur on a date which is no later than three months after the date of this Annual General Meeting or such later time as deemed appropriate by an ASX waiver. All Bonus Shares will be issued on the same date.

(c) ASX Listing Rule 7.3.3: Issue price of securities

Nil issue price. The deemed value will be equivalent to the market price of the Shares at the close of trading on the date before the issue of the Bonus Shares.

(d) ASX Listing Rule 7.3.4: Names of allottees

The allottee is Robert Coenraads, an employee of the Company. He is not a related party of the Company.

(e) ASX Listing Rule 7.3.5: Terms of securities

The Company will apply to the ASX to have the Bonus Shares issued to Robert Coenraads Officially Quoted and the Bonus Shares will rank equally with all the other Shares on issue. In all other respects, the rights and entitlements of the holders in respect of the Bonus Shares issued to Robert Coenraads will be identical to the rights and entitlements of the holders of existing issued Shares.

(f) **ASX Listing Rule 7.3.6**: *Intended use of the funds*

No funds will be raised by the issue of the Bonus Shares.

(g) ASX Listing Rule 7.3.8: A voting exclusion statement

A voting exclusion statement is included at paragraph 3.3 of the Notice of Annual General Meeting.

Resolution 4 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

The Directors recommend that Shareholders vote in favour of Resolution 4.





ABN 18 124 873 507

OBI

MR SAM SAMPLE **FLAT 123** 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Queensland Bauxite Limited 67 Penkivil Street Bondi NSW 2026 Australia

Alternatively you can fax your form to: (within Australia) 02 9291 9099 (outside Australia) +61 2 9291 9099

For all enquiries call:

(within Australia) 1300 850 505 (outside Australia) +61 3 9415 4000

Proxy Form XX

★☆ For your vote to be effective it must be received by 11:30am (Sydney time) Sunday, 27 November 2016

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form





View the annual report 24 hours a day, 7 days a week:

www.queenslandbauxite.com.au

To view and update your securityholding:

Your secure access information is:

SRN/HIN: 19999999999

www.investorcentre.com



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE MR SAM SAMPLE FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

l	Change of address. If incorrect,
J	mark this box and make the
	correction in the space to the left.
	Securityholders sponsored by a
	broker (reference number
	commences with 'X') should advis
	your broker of any changes



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Proxy Form		Please mark	X	to indicate y	your di	rections
• •	xy to Vote on Your Bel Queensland Bauxite Limited h					XX
the Chairman of the Meeting OR			沙	PLEASE NOTE: Le you have selected t Meeting. Do not ins	eave this be the Chairm tert your o	oox blank if nan of the wn name(s).
to act generally at the Meeting of to the extent permitted by law, a Investor Services Pty Limited, Letime) and at any adjournment or Chairman authorised to exerce the Meeting as my/our proxy (or proxy on Resolutions 1, 3 and 4 connected directly or indirectly with the Chairman Note: If the Chairman in the context of the context	corporate named, or if no individual of my/our behalf and to vote in according to the proxy sees fit) at the Annual Gevel 4, 60 Carrington Street, Sydney postponement of that Meeting. ise undirected proxies on remune the Chairman becomes my/our proximation (except where I/we have indicated a with the remuneration of a member of the Meeting is (or becomes) you by marking the appropriate box in second sidned and the control of the Meeting is the control of the marking the appropriate box in second or marking the appropriate	dance with the following direction eneral Meeting of Queensland Bar, New South Wales on Tuesday, ration related resolutions: Where ye by default), I/we expressly author different voting intention below) of key management personnel, where ye you can direct the Chairm	is (or i auxite 29 No re I/we re I/we even t ich ind	f no directions had Limited to be hell vember 2016 at the have appointed the Chairman to though Resolution cludes the Chairr	ave been d at Com 11:30am I the Cha exercise ns 1, 3 a man.	given, and nputershare (Sydney iirman of my/our nd 4 are
STEP 2 Items of Busin		mark the Abstain box for an item, you ds or a poll and your votes will not be				
Resolution 1 Adoption of Remu	neration Report					
Resolution 2 Re-election of Sho	olom Feldman					
Resolution 3 Issue of Shares to	Marion Lesaffre					
Resolution 4 Issue of Shares to	Robert Coenraads					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Individual or Securityholder 1	Securityholder 2		Securityholder	Securityholder 3				
Sole Director and Sole Company Secretary	Director		Director/Comp	any Secretary				
Contact		Contact Daytime			1	,		
Name		Telephone		Date	•	•		





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