

Notice of Annual General Meeting and Explanatory Statement

The Annual General Meeting of

COBAR CONSOLIDATED RESOURCES LIMITED

ABN 67 118 684 576

will be held at 2:00pm on Monday 4 November, 2013

at

The RACV Club 501 Bourke Street, Melbourne, Victoria, 3000

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

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ACTION REQUIRED BY SHAREHOLDERS

Step 1:

Read the notice of Annual General Meeting and the Explanatory Statement. The Explanatory Statement sets out details in relation to the Resolutions. This information is important.

Step 2:

Vote on the Resolutions. Your vote is important. You may cast your vote by:

attending and voting at the meeting to be held at the The RACV Club, 501 Bourke Street, Melbourne, Victoria on Monday, 4 November 2013 commencing at 2.00 pm; or

completing and returning the enclosed proxy form so as to be received by the Share Registrars by 2.00 pm (AEDT) on Saturday 02 November 2013; or lodging your vote on-line at Cobar Consolidated Resources Limited Share Registry website www.linkmarketservices.com.au

If you lodge your proxy electronically you will not need to return your proxy form by mail or fax.

Annual Report:

Shareholders are advised that the 2013 Annual Report has been lodged on the Company's website www.ccrlimited.com.au.

For Shareholders who have requested it, a copy of the 2013 Annual Report will be mailed separately.

COBAR CONSOLIDATED RESOURCES LIMITED

ABN 67 118 684 576

NOTICE OF ANNUAL GENERAL MEETING 2013

Notice is hereby given that the Annual General Meeting ('AGM') of Shareholders of Cobar Consolidated Resources Limited ("the Company") will be held at The RACV Club, 501 Bourke Street, Melbourne, Victoria on Monday 4 November 2013 at 2:00pm (AEDT). The Explanatory Statement which accompanies and forms part of this Notice of AGM describes the various matters to be considered.

ORDINARY BUSINESS

Financial Report

To receive and consider the financial report of the Company for the period ending 30 June 2013 and the related Directors' Report, Directors' Declaration and Auditor's Report.

Resolution 1 – Remuneration Report

To consider and, if thought fit, pass the following non-binding Resolution as an ordinary Resolution, with or without amendment:

"That the Remuneration Report set out in the Directors' Report for the year ending 30 June 2013 be adopted."

Notes to this Resolution:

This Resolution is advisory only and does not bind the Company or its Directors

If 25% or more of the votes cast vote against the adoption of the Remuneration Report at two consecutive AGMs then Shareholders will be required to vote at the second of those AGMs on a further Resolution ('**Spill Resolution**'). The Spill Resolution will be that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must put themselves up for re-election.

Resolution 2 – Re- election of Dr George Lefroy

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

"That Dr George Lefroy ("Dr Lefroy"), who ceases to hold office in accordance with Rule 46.2 of the Company's Constitution and being eligible, offers himself for election, be reelected as a Director of the Company."

SPECIAL BUSINESS

Resolution 3 - Approval of 10% Placement Facility

To consider and, if thought fit, to pass the following Resolution as a Special Resolution with or without amendment:

"That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Shares up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."

Voting Exclusion Statement

For the purposes of:

- (a) **Resolution 1** the Company will disregard any votes cast on this Resolution by or on behalf of Directors and other Key Management Personnel and their closely related parties.
- (b) **Resolution 3** the Company will disregard any votes on this Resolution by a person (and associates of that person) who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if this Resolution is passed.

The Company, however, 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 chairperson of the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Explanatory Statement

The Explanatory Statement accompanying this Notice of AGM is incorporated in and forms part of this Notice of AGM.

Shareholders are referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice of AGM and Explanatory Statement.

Proxies

Please note that:

- (a) a Member of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy;
- (b) a proxy need not be a Member of the Company; and
- (c) a Member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote by marking either "For" "Against" or "Abstain" on the Voting Form for that Resolution.

"Snap-shot" Time

The Company may, pursuant to the *Corporations Regulations 2001*(Cth), specify a time, not more than 48 hours before the meeting, at which a "snapshot" of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the meeting.

The Directors have determined that all Shares that are quoted on ASX at 7.00pm AEDT on 1 November 2013 shall, for the purposes of determining voting entitlements at the AGM, be taken to be held by the persons registered as holding the Shares at that time.

By Order of the Board of Directors

Trevor Shard
Company Secretary
Cobar Consolidated Resources Limited
27 September 2013

COBAR CONSOLIDATED RESOURCES LIMITED

ABN 67 118 684 576

EXPLANATORY STATEMENT

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of AGM. This Explanatory Statement should be read in conjunction with the Notice of AGM. Capitalised terms in this Explanatory Statement are defined in the Glossary.

Financial Statements and Report

The Financial Report, Directors' Report and Auditor's Report for the Company for the year ending 30 June 2013 will be put before the meeting. Shareholders can access a copy of the Annual Report on the Company's website at www.ccrlimited.com.au.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company.

Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

Resolution 1 – Remuneration Report

Section 298 of the Corporations Act requires that the Annual Directors' Report contains a Remuneration Report prepared in accordance with sections 300 and 300A of the Corporations Act.

By way of summary, the Remuneration Report:

- (a) discusses the Company's remuneration policy and the process for determining the remuneration of its executive officers and employees;
- (b) addresses the relationship between the Company's remuneration policy and the performance of the Company; and
- (c) sets out remuneration details for each Director and each of the executive officers of the Company named in the Remuneration Report for the financial year ended 30 June 2013.

Section 250R(2) of the Corporations Act requires companies to put a Resolution to their Members that the Remuneration Report be adopted. Pursuant to section 250R(3), the vote on this Resolution is advisory only and does not bind the Board or the Company.

The Board is submitting its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding Resolution.

The Remuneration Report is set out in the Company's 2013 Annual Report.

Appropriate time will be allowed for consideration of the Remuneration Report.

Directors and other Key Management Personnel of the Company and their closely related parties are excluded from voting on this Resolution. There are no other voting exclusions applicable to this Resolution.

The definition of "closely related parties" includes certain family Members, dependants and companies controlled by the Key Management Personnel and is defined in section 9 of the Corporations Act.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be

required to vote at the second of those AGMs on a resolution that another meeting be held within 90 days at which all of the Company's Directors (other than the CEO) must be put up for re-election.

The Chairman of the meeting is able to vote undirected proxies in the non binding vote if the shareholder provides express authorisation for the Chairman to exercise the proxy.

Resolution 2 – Re-election of Dr George Lefroy as Director of the Company

Pursuant to rule 46.2 of the Company's Constitution, one third of the Company's Directors and any Directors previously appointed by the Board cease to hold office and are eligible for re-election at each AGM.

Dr Lefroy was appointed by resolution of the Shareholders at the Company's AGM held in October 2011 and accordingly ceases to hold office at the end of this AGM. Dr Lefroy, being eligible, offers himself for re-election as a Director of the Company.

Details of the qualifications and experience of Dr Lefroy are set out in the Company's 2013 Annual Report.

Other than Dr Lefroy, the Directors unanimously recommend that Shareholders vote in favour of this Resolution. Dr Lefroy makes no recommendation.

Resolution 3 - Approval of 10% Placement Facility

Listing Rule 7.1A enables Eligible Entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the AGM ('10% Placement Facility'). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Conditions of Approval

Approval under Listing Rule 7.1A is subject to the following:

- (a) Shareholder approval by way of Special Resolution at an AGM; and
- (b) the Company qualifying as an Eligible Entity. The Company is an Eligible Entity if the Company is outside the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is an Eligible Entity.

Equity Securities

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

The Company, as at the date of the Notice, has on issue three (3) classes of Equity Securities, Ordinary Shares, Listed Options and Performance Rights. The class of Equity Securities which is the subject of Resolution 3 is Ordinary Shares.

Minimum Issue Price

The minimum price at which the Shares may be issued for the purposes of Listing Rule 7.1A.3 is 75% of the volume weighted average price for Shares in that particular class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Shares are to be issued is agreed; or
- (b) if the Shares are not issued within five (5) Trading Days of the date in paragraph (a), the date on which the Shares are issued.

The Risks associated with the Issue

The possible risks associated with an issue of Shares under Listing Rule 7.1A.2 may include:

- the market price for Shares in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- the Shares may be issued at a price that is at a discount to the market price for those Shares on the issue date.

Listing Rule 7.3A.2 requires the Company to provide a table demonstrating the potential dilution effect based on three different assumed prices of the Company's Shares and three different numbers of Shares on issue in the Company (Variable 'A' in Listing Rule 7.1 and 7.1A). For convenience, we will refer to the latter as Variable 'A'.

The following table shows the dilution of existing Shareholdings on the basis of the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- two examples where Variable 'A' has increased by 50% and 100%. The number of
 ordinary Shares on issue may increase as a result of issues of ordinary Shares that
 do not require Shareholder approval or future 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 Shares has decreased by 50% and increased by100% as against the current market price.

Variable 'A'		Dilution		
		\$ 0.08	\$ 0.15	\$ 0.30
		50%		100%
		Decrease in issue price	Issue price	Increase in issue price
Current Variable A Shares	10% Voting Dilution	33,018,114	33,018,114	33,018,114
330,181,138	Funds Raised	\$ 2,476,359	\$ 4,952,717	\$ 9,905,434
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50% increase in current Variable A Shares	10% Voting Dilution	49,527,171	49,527,171	49,527,171
495,271,707	Funds Raised	\$ 3,714,538	\$ 7,429,076	\$ 14,858,151
100% increase in current Variable A Shares	10% Voting Dilution	66,036,228	66,036,228	66,036,228
660,362,276	Funds Raised	\$ 4,952,717	\$ 9,905,434	\$ 19,810,868

^{**}This table has been prepared on the following assumptions:

(a) The Company issues the maximum number of Shares available under the 10% Placement Facility.

- (b) No Listed Options and Performance Rights are exercised into Shares before the date of the issue of Shares.
- (c) 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%.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding a the date of the AGM.
- (e) The table shows only the effect of issues of Shares under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (f) The issue of Shares under the 10% Placement Facility consists only of Shares, to the exclusion of all Options.
- (g) The issue price is \$0.15, being the price of the Shares on ASX at the time of this Notice.

10% Placement Period

The date by which the Shares may be issued pursuant to Listing Rule 7.1A.1 is the earlier of:

- (a) the date that is 12 months after the date of the AGM at which the approval is obtained;
- (b) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 or 11.2;

or such longer period allowed by the ASX.

The approval pursuant to Listing Rule 7.1A will cease to be valid in the event that Shareholders approve 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).

The Purposes of Issue

The purposes for which the Company may issue Shares pursuant to Listing Rule 7.1A include the following:

- advancing the production of silver at the Wonawinta Site
- the issue of Shares for non-cash consideration for the acquisition of the 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; and
- the issue of Shares for cash consideration for the acquisition of new assets or investments (including expense 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 Shares.

The Company's 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 allottees of Shares will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (a) the methods of raising funds that are available to the Company including but not limited to, rights issue or other issue in which existing Shareholders can participate;
- (b) the effect of the issue of the Shares on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from corporate, legal, financial and broking advisors (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company provided that such persons are Exempt Persons.

A voting exclusion statement is included in this Notice.

Shareholder Approval

The Company has previously obtained Shareholder approval under Listing Rule 7.1A.

Shares Issued in the previous 12 months

Since the 2012 Annual General Meeting the Company has increased its issued capital by 43% through the issue of 99,172,937 shares.

This includes:

- 4,220,834 shares issued under a share purchase plan at 60 cents per share, which
 represented a 12% discount to the price of the Company's shares at the time the
 issue was announced
- 94,091,478 shares issued under a 2 for 5 pro-rata entitlement offer at 13 cents per share, which represented a 44% discount to the 5 day volume weighted average price of the Company's share before the issue was announced
- 390,000 employee options exercised at 11 cents per share
- A balance of 470,625 shares which were issued under the Company's employee share plan at nil value

All funds from share issues were applied for the development of the Wonawinta silver mine.

Board Recommendation

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

Glossary

Annual Report means the 2013 Annual Report.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691).

Board means the board of Directors.

Business Day means a Trading Day on the financial market operated by ASX.

Company means Cobar Consolidated Resources Limited (ACN 118 684 576).

Constitution means the constitution of the Company.

Corporations Act means Corporations Act 2001 (Cth).

Directors mean directors of the Company.

AEDT means Australian eastern daylight time.

Explanatory Statement means this explanatory statement.

Exempt Persons means persons to whom offers are exempt from disclosure requirements under the Corporations Act because of section 708 of the Corporations Act or because the offers are not received in Australia. Exempt Persons include Sophisticated, Professional and Institutional Investors.

Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly.

Listing Rules means the Listing Rules of ASX Limited.

Notice means the Notice of Annual General Meeting accompanying this Explanatory Statement.

Option means an option issued to subscribe for Shares.

Resolution means a resolution contained in the Notice.

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

Shareholder or **Member** means a registered member of the Company.

Sophisticated, Professional and Institutional Investors means persons to whom disclosure is not required under the Corporations Act.

Special Resolution means a resolution that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

Trading Day means a day determined by ASX to be a trading day other than a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day the ASX declares is not a Trading Day.



Cobar Consolidated Resources Limited ABN 67 118 684 576

LODGE YOUR VOTE

ONLINE >

www.linkmarketservices.com.au



By mail:

Cobar Consolidated Resources Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309

All enquiries to: Telephone: +61 1300 554 474



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SHAREHOLDER PROXY FORM

I/We being a member(s) of Cobar Consolidated Resources Limited and entitled to attend and vote hereby appoint:

JILF I	APPOINT A PROXY				
the Chairman of the Meeting (mark box) The Chairman 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. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named. If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 2:00pm on Monday, 4 November 2013, at The RACV Club, 501 Bourke Street, Melbourne, Victoria, 3000 and at any adjournment or postponement of the meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.					
Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an X VOTING DIRECTIONS					
Please read the voting instruct	ions overleaf before marking any boxes with an X				
Please read the voting instruct	VOTING DIRECTIONS For Against Abstain*				
STEP 2 Resolution 1 Adoption of Remuneration Repo	VOTING DIRECTIONS For Against Abstain* ort				

\bigcirc	* 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 votes will not be counted in computing the required majority on a poll.
\mathbf{U}	poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 SIGN	SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED			
Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)		
Sole Director and Sole Company Secret	ary Director/Company Secretary (Delete one)	Director		

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your shares using this form.

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm on Saturday, 2 November 2013,** being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE >

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" as shown on the front of the proxy form.



by mail:

Cobar Consolidated Resources Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.