

**ASX Code: CHK**

**TO: COMPANY ANNOUNCEMENTS OFFICE  
ASX LIMITED**

**DATE: 4 MARCH 2014**

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### **EXTRAORDINARY GENERAL MEETING**

Further to the announcement released on 20 February 2014 regarding the requisition received from Mathew Donald Walker and Sabreline Pty Ltd, the Company advises that an Extraordinary General Meeting of shareholders will be held at The Boardroom, Level 1, 89 High Street, Kew, Victoria 3101 on Thursday 3 April 2014 at 9:30 AM.

The Notice of Extraordinary General Meeting, Explanatory Memorandum and Proxy Form have been dispatched to shareholders. Copies of these documents are attached.

**David Herszberg**  
**Chairman**



# **Notice of extraordinary general meeting and explanatory memorandum**

**Cohiba Minerals Limited**

ACN 149 026 308

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**Date:** Thursday 3 April 2014

**Time:** 9:30 AM

**Place:** The Boardroom  
Level 1, 89 High Street  
Kew, Victoria 3101

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# NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is given that an Extraordinary General Meeting of the shareholders of Cohiba Minerals Limited ACN 149 026 308 (Cohiba or the Company) will be held at The Boardroom, Level 1, 89 High Street, Kew, Victoria 3101 on Thursday 3 April 2014 at 9:30 AM (Melbourne time).

## BUSINESS

Shareholders are invited to consider the following items of business:

### 1. APPOINTMENT OF MR MATHEW DONALD WALKER AS A DIRECTOR

<b>Resolution</b>	<b>Resolution 1 – Appointment of Mr Mathew Donald Walker as a Director</b>
<b>Description</b>	Mathew Donald Walker and Sabrelina Pty Ltd, shareholders of the Company which collectively hold at least 5% of the votes that may be cast a general meeting, seek the appointment of Mr Mathew Donald Walker as a Director of the Company.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <b><i>THAT Mr Mathew Donald Walker be and is hereby appointed as a Director of the Company.</i></b>

### 2. APPOINTMENT OF MR TIMOTHY ALLEN JOHNSTON AS A DIRECTOR

<b>Resolution</b>	<b>Resolution 2 – Appointment of Mr Timothy Allen Johnston as a Director</b>
<b>Description</b>	Mathew Donald Walker and Sabrelina Pty Ltd, shareholders of the Company which collectively hold at least 5% of the votes that may be cast a general meeting, seek the appointment of Mr Timothy Allen Johnston as a Director of the Company.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <b><i>THAT Mr Timothy Allen Johnston be and is hereby appointed as a Director of the Company.</i></b>

### 3. APPOINTMENT OF MR LUKE ANDREW HALL AS A DIRECTOR

<b>Resolution</b>	<b>Resolution 3 – Appointment of Mr Luke Andrew Hall as a Director</b>
<b>Description</b>	Mathew Donald Walker and Sabrelina Pty Ltd, shareholders of the Company which collectively hold at least 5% of the votes that may be cast a general meeting, seek the appointment of Mr Luke Andrew Hall as a Director of the Company.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <b><i>THAT Mr Luke Andrew Hall be and is hereby appointed as a Director of the Company.</i></b>

#### 4. REMOVAL OF MR DAVID HERSZBERG AS A DIRECTOR

<b>Resolution</b>	<b>Resolution 4 – Removal of Mr David Herszberg as a Director</b>
<b>Description</b>	Mathew Donald Walker and Sabreline Pty Ltd, shareholders of the Company which collectively hold at least 5% of the votes that may be cast a general meeting, seek the removal of Mr David Herszberg as a Director of the Company.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <b><i>THAT Mr David Herszberg be and is hereby removed as a Director of the Company.</i></b>

#### 5. REMOVAL OF MR PATRICK JOHN VOLPE AS A DIRECTOR

<b>Resolution</b>	<b>Resolution 5 – Removal of Mr Patrick John Volpe as a Director</b>
<b>Description</b>	Mathew Donald Walker and Sabreline Pty Ltd, shareholders of the Company which collectively hold at least 5% of the votes that may be cast a general meeting, seek the removal of Mr Patrick John Volpe as a Director of the Company
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <b><i>THAT Mr Patrick John Volpe be and is hereby removed as a director of the Company.</i></b>

#### 6. REMOVAL OF MR MORDECHAI BENEDIKT AS A DIRECTOR

<b>Resolution</b>	<b>Resolution 6 – Removal of Mr Mordechai Benedikt as a Director</b>
<b>Description</b>	Mathew Donald Walker and Sabreline Pty Ltd, shareholders of the Company which collectively hold at least 5% of the votes that may be cast a general meeting, seek the removal of Mr Mordechai Benedikt as a Director of the Company.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <b><i>THAT Mr Mordechai Benedikt be and is hereby removed as a Director of the Company.</i></b>

#### 7. REMOVAL OF OTHER DIRECTORS

<b>Resolution</b>	<b>Resolution 7 – Removal of Other Directors</b>
<b>Description</b>	Mathew Donald Walker and Sabreline Pty Ltd, shareholders of the Company which collectively hold at least 5% of the votes that may be cast a general meeting, seek the removal of any other person appointed as a Director of the Company.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an ordinary resolution: <b><i>THAT any person appointed as a Director of the Company between the date of the requisition and the time of the commencement of the general meeting be and is hereby removed as a Director of the Company.</i></b>

Dated 3 March 2014. By order of the Directors of Cohiba Minerals Limited.

  
**Ramon Jimenez**  
Company Secretary

## VOTING INFORMATION

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### Voting by proxy

- (a) A shareholder entitled to attend and vote at the Extraordinary General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- (e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority **by 9.30 am (Melbourne time) on 1 April 2014.**
- by post or delivered to Suite 3, 16 Cotham Road, Kew VIC 3101; or
  - by facsimile: Australia: **03 9855 2885**
  - by facsimile: Overseas: **+ 61 3 9855 2885**

### WHY HAS THIS MEETING BEEN CALLED?

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The Company received a notice on 19 February 2014 requisitioning a general meeting of Cohiba (the **Requisition Notice**) pursuant to section 249D(1) of the *Corporations Act 2001* (Cth) (**Act**) issued by Mathew Donald Walker and Sabreline Pty Ltd (ACN 112 683 191), being shareholders of Cohiba who collectively hold more than 5% of the votes that may be cast at a general meeting of the Company.

Mathew Donald Walker and Sabreline Pty Ltd are shareholders of the Company who, on the date the Requisition Notice was issued, collectively held shares carrying more than 5% of the votes that could be cast at a general meeting of the Company. The Requisition Notice from Mathew Donald Walker and Sabreline Pty Ltd is attached to this Notice of Meeting.

### SECTION 249D OF THE ACT

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Under section 249D of the Act, the Directors must call and arrange to hold a general meeting on the request of members with at least 5% of the votes that may be cast at the general meeting. This Extraordinary General Meeting has therefore been convened by the Directors in response to the Requisition Notice.

## QUESTIONS

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In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company. Please send your written questions via email to the Company Secretary, Mr Ramon Jimenez (ramon@botswanametals.com.au) Written questions must be received by no later than **9.30 am (Melbourne time) on 1 April 2014.**

Your questions should relate to matters that are relevant to the business of the Extraordinary General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum. A reasonable opportunity will also be provided to shareholders attending the Extraordinary General Meeting to ask questions of the Board, which the Chairman will seek to address to the extent reasonably practicable. However, there may not be sufficient time to answer all questions at the Extraordinary General Meeting. Please note that individual responses may not be sent to shareholders.

### VOTING AND OTHER ENTITLEMENTS AT THE ANNUAL GENERAL MEETING

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A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that shares in the Company which are on issue at **9.30 am (Melbourne time) on 1 April 2014** will be taken to be held by the persons who held them at that time for the purposes of the annual general meeting (including determining voting entitlements at the meeting).

### UNDIRECTED PROXIES

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Mr Patrick Volpe will chair the Meeting and intends to vote all available undirected proxies against Resolutions 1 to 7.

# EXPLANATORY MEMORANDUM TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING

## APPOINTMENT OF DIRECTORS

Resolutions 1, 2 and 3	Appointment of Messrs Walker, Johnston and Hall as Directors
<b>Explanation</b>	<p>Resolutions 1, 2 and 3 concern the appointment of Messrs Walker, Johnston and Hall as Directors of the Company.</p> <p>Resolutions 1, 2 and 3 have been proposed in response to the requisition notice received on 19 February 2014 from Mathew Donald Walker and Sabreline Pty Ltd (Sabreline), requesting the Directors of the Company to propose at a general meeting of members resolutions for the appointment of Messrs Walker, Johnston and Hall as Directors.</p> <p>Walker and Sabreline, being shareholders who respectively hold at least 5% of the votes which may be cast at a general meeting of the Company, are entitled under section 249D of the <i>Corporations Act 2001</i> (Cth) (<b>Corporations Act</b>) to request the Directors to call such a general meeting in order to propose such resolutions.</p>
<b>Information about Messrs Walker, Johnston and Hall</b>	The Company has not been provided with any biographical information for Messrs. Walker, Johnston and Hall.
<b>Board Recommendation</b>	The Directors recommend that shareholders vote against Resolutions 1, 2 and 3 being the appointment of Messrs. Walker, Johnston and Hall.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies against Resolutions 1, 2 and 3.

## REMOVAL OF DIRECTORS

Resolutions 4, 5, 6 and 7	Removal of Messrs Herszberg, Benedikt and Volpe Removal of other Directors
<b>Explanation</b>	<p>Resolutions 4, 5 and 6 concern the removal of Messrs Herszberg, Benedikt and Volpe as Directors of the Company.</p> <p>Resolution 7 is for the removal of any person appointed as a Director of the Company between the date of the requisition and the time of the commencement of the general meeting.</p> <p>Resolutions 4, 5, 6 and 7 have been proposed in response to the requisition notice received on 19 February 2014 from Mathew Donald Walker and Sabreline Pty Ltd (Sabreline), requesting the Directors of the Company to propose at a general meeting of members resolutions for the removal of Messrs Herszberg, Benedikt and Volpe as directors.</p> <p>Walker and Sabreline, being shareholders who respectively hold at least 5% of the votes which may be cast at a general meeting of the Company, are entitled under section 249D of the <i>Corporations Act 2001</i> (Cth) (<b>Corporations Act</b>) to request the Directors to call such a general meeting in order to propose such a resolution.</p>

**Information about  
Messrs Herszberg,  
Volpe and Benedikt**

Brief biographies of Messrs Herszberg, Volpe and Benedikt are as follows:

**Mr David Herszberg  
Non-Executive Chairman  
Age: 42**

Mr Herszberg has more than 20 years of corporate and management experience. He has served in various positions as President or Directors of a number of private companies, both in Australia and the United States. Mr Herszberg has extensive consumer electronics experience and was acting in bringing electronic products to Australia. He also has extensive experience in the commercial property market in both developments and investments.

During the last three years Mr Herszberg has served as a director of the following ASX listed companies:

- Altius Mining Limited (from 6 February 2012 to 3 June 2013).
- Bisan Limited (from 10 May 2012).
- Lemarne Corporation Limited (from 22 October 2012 to 11 July 2013).

**Mr Pat Volpe  
Non-Executive Director  
Age: 55  
Qualifications: B. Bus (Acc), P.G. (Tax), CPA**

Mr Volpe has extensive experience in mining, media, transport, manufacturing, banking and stockbroking with a particular emphasis on corporate restructuring, business acquisitions, investment advising and capital raisings. He has a strong financial background and is a member of CPA Australia. Mr Volpe controls Vermar Pty Ltd, a substantial shareholder in the Company.

During the last three years Mr Volpe has served as a director of the following ASX listed companies:

- Bisan Limited (from 18 December 2013)
- Botswana Metals Limited (from 19 January 2007).
- Cardia Bioplastics Limited (from 23 May 1994 to 22 November 2013).
- Genesis Resources Limited (from 11 May 2012).

**Mr Mordechai Benedikt  
Non-Executive Director  
Age: 27**

Mr Benedikt is an experienced businessman with an extensive background in food imports for over 12 years. He is very active in export trade from Australia to Asia, building a vast network overseas. More recently he has been actively involved in commercial property and substantial investments in the public sector. Mr Benedikt controls Jascot Rise Pty Ltd, a substantial shareholder in the Company.

During the last three years Mr Benedikt has served as a director of the following ASX listed companies:

- World Oil Limited (from 13 June 2013).

<p><b>Board Recommendation</b></p>	<p>The Directors recommend that shareholders vote against Resolutions 4, 5 and 6 being the removal of Messrs. Herszberg, Benedikt and Volpe.</p> <p>The Directors also recommend that shareholders vote against Resolution 7.</p> <p>Since the appointment of Mr Volpe as a Director on 24 July 2013, the Board has remained stable and the cash resources of the Company have been very well managed with an average burn of approximately \$300,000 per year. The Directors have advised shareholders that they are seeking to strengthen the management of the Company by the appointment of an experienced exploration and mining executive. The Board is also continuously seeking new opportunities for the Company.</p> <p>The only exploration asset of the Company at this time is a joint venture interest in tenements in Western Australia. The Company acquired the interest in the joint venture from West Peak Iron Limited (ASX: WPI) ("West Peak"). Mathew Walker, who is seeking election as a Director of the Company, is also a Director of West Peak. The Company has no information or update on the progress of the joint venture. A third party advised the Company that it had acquired the tenements from West Peak, any such purported disposal took place without the knowledge or agreement of the Company. The third party later advised the Company that the tenements had been handed back to West Peak.</p> <p>The Company has received a letter dated 26 February 2014 from West Peak's tenement management agents requesting that Cohiba remove Caveats 390457 and 390458 lodged over the joint venture tenements so that West Peak can relinquish these tenements. Under the joint venture agreement Cohiba has a first right of refusal over the tenements and believes the assets cannot be relinquished unless Cohiba is first given the option to acquire the tenements. The letter also states that West Peak alleges that the Company did not earn any interest in the tenements. West Peak has never formally advised the Company of the above.</p>
<p><b>Chairman's available proxies</b></p>	<p>The Chairman of the Meeting intends to vote all available proxies against Resolutions 4, 5, 6 and 7.</p>

**-ENDS-**

REQUISITION OF GENERAL MEETING

19 February 2014

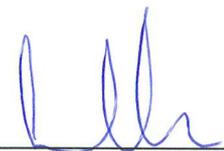
To: The Directors  
Cohiba Minerals Limited  
Suite 5, Level 1  
310 Whitehorse Road  
BALWYN VIC 3103

Dear Sirs,

Mathew Donald Walker and Sabreline Pty Ltd (ACN 112 683 191) being members of Cohiba Minerals Limited (ACN 149 026 308) ("the Company"), who are entitled to at least 5% of the total votes that may be cast at general meetings of the Company, hereby requires you, pursuant to Section 249D of the Corporations Act 2001 (Cwth), to convene a general meeting of the Company to be held as soon as practicable, but in any case not later than two months after the date of the deposit of this requisition, for the purpose of considering and , if thought fit, passing each of the following resolutions:

1. That Mathew Donald Walker of 26 Marine Parade, Cottesloe, Western Australia, Australia be and is hereby appointed a director of the Company;
2. That Timothy Allen Johnston of 6241 S Yorktown Avenue, Tulsa, Oklahoma 74136, USA be and is hereby appointed a director of the Company;
3. That Luke Andrew Hall of 73 Forrest Street, Fremantle, Western Australia, Australia be and is hereby appointed a director of the Company;
4. That David Herszberg of 6 Goathlands Street, St Kilda East, Victoria, Australia be and is hereby removed as a director of the Company;
5. That Patrick John Volpe of 10 Rowland Street, Kew, Victoria, Australia be and is hereby removed as a director of the Company;
6. That Mordechai Benedikt of 26A Mayfield Street, St Kilda East, Victoria, Australia be and is hereby removed as a director of the Company.
7. That any person appointed as a director of the Company between the date of the requisition and the time of the commencement of the general meeting be and is hereby removed as a director of the Company.

EXECUTED by  
**Mathew Donald Walker**  
in the presence of:

)  
)  
)   
\_\_\_\_\_

Witness signature



Witness name

DAVID R PARKER

Witness address

33 WESTLAND RD WARRAWA

Witness occupation

CORPORATE ADVISOR

EXECUTED by )  
**Sabreline Pty Ltd** (ACN 112 683 191) )  
in accordance with section 127 of the )  
Corporations Act:

  
\_\_\_\_\_  
Sole Director/Sole Company Secretary

*JAMES ROBINSON*  
\_\_\_\_\_  
Print Name



All proxy forms to be sent to:

**By mail or delivered to:**  
 Suite 3, 16 Cotham Road  
 Kew, Victoria 3101

**By fax:**  
 +61 3 9855 2885

**Appointment of proxy**

If you propose to attend and vote at the Extraordinary General Meeting, please bring this form with you. This will assist in registering your

«Holder\_Name»  
 «Address\_line\_1»  
 «Address\_line\_2»  
 «Address\_line\_3»  
 «Address\_line\_4»  
 «Address\_line\_5»

I/We being a member(s) of Cohiba Minerals Limited ACN 149 026 308 and entitled to attend and vote hereby appoint.

**A** the Chairman of the Meeting (mark box)  OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy

Or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at 9.30 AM AEST on Thursday 3 April 2014 and at any adjournment of that meeting. Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. Proxies will only be valid and accepted by the Company if they are signed and received at the Company's registered office no later than 48 hours before the meeting.

Should you desire to direct your proxy how to vote on any resolution please insert  in the appropriate box below.

		<b>For</b>	<b>Against</b>	<b>Abstain*</b>
<b>Resolution 1</b>	Appointment of Mr Mathew Donald Walker as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b>	Appointment of Mr Timothy Allen Johnston as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b>	Appointment of Mr Luke Andrew Hall as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4</b>	Removal of Mr David Herszberg as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5</b>	Removal of Mr Patrick John Volpe as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 6</b>	Removal of Mr Mordechai Benedikt as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 7</b>	Removal of Other Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*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.

**B SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED**

<b>Securityholder 1 (individual)</b>	<b>Joint Securityholder 2 (individual)</b>	<b>Joint Securityholder 3 (individual)</b>

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

..... Contact Name	..... Telephone	..... Email
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This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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 securityholder's constitution and the Corporations Act 2001 (Cth).

The Company advises that Chapter 2C of the Corporations Act 2001 requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your security holding and if some or all of the information is not collected then it might not be possible to administer your security holding. Your personal information may be disclosed to the entity in which you hold your securities. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form.