



Notice of General Meeting and Explanatory Statement

The General Meeting of

COHIBA MINERALS LIMITED

ACN 149 026 308

*Will be held at
9.00am (AEDT) on
Tuesday 22 December 2015*

*At
Level 4, 100 Albert Road,
South Melbourne, VIC 3205*

**THE DIRECTORS CONSIDER THE RESOLUTIONS ARE NOT
IN THE BEST INTERESTS OF THE COMPANY OR THE
VAST MAJORITY OF ITS SHAREHOLDERS AND
RECOMMEND (WITH EACH DIRECTOR ABSTAINING FROM
MAKING A RECOMMENDATION ON THE RELEVANT
RESOLUTION RELATING TO HIS OWN REMOVAL) THAT
SHAREHOLDERS VOTE
AGAINST
ALL RESOLUTIONS AT THIS SHAREHOLDERS' MEETING**

This Notice of 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 advisor without delay

COHIBA MINERALS LIMITED

ACN 149 026 308

Registered office: Level 4, 100 Albert Road, South Melbourne Victoria 3205

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Members of Cohiba Minerals Limited (the "Company") will be held at Level 4, 100 Albert Road, South Melbourne, Victoria, 3205 at 9.00am (AEDT) on Tuesday 22 December 2015.

AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

Your Directors Mr Mordecha Benedikt, Mr Nachum Labkowski and Mr David Herszberg OPPOSE ALL RESOLUTIONS and encourage shareholders to vote in this manner.

The Chairman of the meeting intends to vote undirected proxies **AGAINST ALL RESOLUTIONS**.

ORDINARY BUSINESS

Resolution 1: Appointment of Director - Mr Patrick John Volpe

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

"That pursuant to and in accordance with the Company's constitution and for all other purposes, Mr Patrick John Volpe, having consented to act as a director of the Company, be appointed as a director of the Company with effect from the passing of this Resolution."

Resolution 2: Appointment of Director - Mr Matthew John Hudson

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

"That pursuant to and in accordance with the Company's constitution and for all other purposes, Mr Matthew John Hudson, having consented to act as a director of the Company, be appointed as a director of the Company with effect from the passing of this Resolution."

Resolution 3: Appointment of Director - Mr Ramon Jimenez

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

"That pursuant to and in accordance with the Company's constitution and for all other purposes, Mr Ramon Jimenez, having consented to act as a director of the Company, be appointed as a director of the Company with effect from the passing of this Resolution."

Resolution 4: Removal of Director – Mr David Herszberg

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

"That pursuant to and in accordance with section 203D of the Corporations Act 2001 and the Company's constitution and subject to the passing of any or all of Resolutions 1, 2 and 3, Mr David Herszberg be removed as a director of the Company with effect from the passing of this Resolution."

Resolution 5: Removal of Director – Mr Nachum Labkowski

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

“That pursuant to and in accordance with section 203D of the Corporations Act 2001 and the Company’s constitution and subject to the passing of any or all of Resolutions 1, 2 and 3, Mr Nachum Labkowski be removed as a director of the Company with effect from the passing of this Resolution.”

Resolution 6: Removal of Director – Mr Mordechai Benedikt

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

“That pursuant to and in accordance with section 203D of the Corporations Act 2001 and the Company’s constitution and subject to the passing of any or all of Resolutions 1, 2 and 3, Mr Mordechai Benedikt be removed as a director of the Company with effect from the passing of this Resolution.”

Voting Instructions

Voting instructions and restrictions are set out in the notes to this Notice of General Meeting. If you cannot attend the General Meeting, you are strongly urged to complete the Proxy Form and return it to the Company's Share Registry, Security Transfers Registrars (see Proxy Form for details).

The Directors, with each Director abstaining from making a recommendation on the Resolution which relates to that Director’s removal, unanimously recommend you **oppose** each of the Resolutions contained in this Notice of Meeting and encourage eligible Shareholders to vote against all of the Resolutions.

By order of the Board



Justin Mouchacca
Company Secretary

19 November 2015

IMPORTANT NOTE

All Resolutions have been proposed by Vermar Pty Ltd pursuant to section 249D of the Corporations Act.

The Resolutions have NOT been endorsed by and are NOT supported by your Directors.

The Directors have set out their recommendations on the Resolutions in the Explanatory Statement attached to this Notice of Meeting.

Shareholders are urged to read the Explanatory Statement carefully prior to voting or submitting their Proxy Forms

EXPLANATORY STATEMENT

This Explanatory Statement forms part of the Notice of General Meeting dated 19 November 2015 and should be read in conjunction with that Notice as this Explanatory Memorandum contains important information on the proposed Resolutions. This Explanatory Statement is intended to provide shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice of General Meeting. The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

BACKGROUND

This Meeting has been convened by the Company following receipt of a notice pursuant to section 249D of the Corporations Act and Notices of Intention to Move Resolution for Appointment of Directors and Removal of Directors.

The Resolutions were provided by Vermar Pty Ltd in a section 249D Notice formally given to the Company on 29 October 2015. Vermar Pty Ltd holds in excess of 5% of the issued share capital of CHK on the date of the 249D Notice.

On 30 October 2015, the Company announced that it had been served with a notice pursuant to section 249D of the Corporations Act from Vermar Pty Ltd, an entity associated with Mr Patrick Volpe, which holds in excess of 5% of the issued share capital of the Company. The notice requested a general meeting of shareholders to consider resolutions for the appointment of Patrick Volpe, Mr Matthew Hudson and Mr Ramon Jimenez as Directors of the Company and to consider the removal of Mr David Herszberg, Mr Nachum Labkowski and Mr Mordechai Benedikt as Directors of the Company.

In accordance with section 249D(5) and section 203D(2) of the Corporations Act, this General Meeting has been convened within 21 days of receipt of the request for a meeting and the members of the Company in General Meeting may consider the Resolutions noted above, notwithstanding that the General Meeting is being held less than 2 months after the date of the notices.

Your Directors have not been provided with any information concerning the reason for the service of these notices on the Company and the issue that Vermar Pty Ltd has with your Directors.

Shareholders should note that this General Meeting is not being convened voluntarily by your Board and the Resolutions to remove three current Directors and appoint three new Directors nominated by Vermar Pty Ltd have not been proposed and are not supported by your Board.

Your Directors, with each Director abstaining from making a recommendation on the Resolution which relates to that Director's removal, recommend Shareholders vote **AGAINST** each Resolution.

ASX LIMITED ("ASX") LISTING RULE REQUIREMENTS

There are no special ASX Listing Rule requirements relating to the Resolutions and no voting exclusions apply.

CORPORATION ACT REQUIREMENTS

Section 249D of the Corporations Act relevantly provides that the directors of a company 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. The request must be in writing and state the resolutions to be proposed at the meeting and be signed by the member making the request and be given to the company.

The directors must call the general meeting within 21 days of receiving 249D Notice. The general meeting must also be held within 2 months of receiving the 249D Notice.

MEMBER'S STATEMENT

Your Directors have not been provided with a statement pursuant to section 249P of the Corporations Act from Vermar Pty Ltd, which is a mechanism whereby Patrick Volpe, through Vermar Pty Ltd, can make a statement for distribution to CHK Shareholders about this meeting.

Section 249P of the Act provides that the member that has requisitioned the meeting under section 249D may have a statement included in the Explanatory Memorandum providing information or expressing opinion on the Resolutions proposed in the 249D Notice. No such statement was provided.

In the absence of a statement from Vermar Pty Ltd providing (1) background on its nominated candidates or (2) its plans for the Company that could be included in this Notice for your consideration, your Board is unable to make any comments or recommendations on either of these two key issues that would appear central to your decision on the Resolutions before the Company. If Vermar Pty Ltd provides a statement to Shareholders in accordance with 249P(8) of the Act, your Board will consider if there is any further information or recommendations it should provide.

BOARD RESPONSE TO THE REQUISITION NOTICE

Your Directors oppose each of the Resolutions and intend to vote against each Resolution.

ALL OF YOUR DIRECTORS, WITH EACH DIRECTOR ABSTAINING FROM MAKING A RECOMMENDATION ON THE RESOLUTION WHICH RELATES TO THAT DIRECTOR'S REMOVAL, RECOMMEND THAT YOU VOTE AGAINST THE RESOLUTIONS

THE RESOLUTIONS

RESOLUTIONS 1, 2 AND 3

Resolutions 1, 2 and 3 were provided by Vermar Pty Ltd in a 249D Notice informally given to the Company on 29 October 2015. Vermar Pty Ltd holds in excess of 5% of the issued share capital of the Company on the date of the 249D Notice.

Section 249P of the Act provides that the member that has requisitioned the meeting under section 249D may have a statement included in the Explanatory Memorandum providing information or expressing opinion on the Resolutions proposed in the 249D Notice. No such statement was provided.

Your Directors' comments on these resolutions are set out above. In the absence of a statement from Vermar Pty Ltd (1) background on its nominated candidates or (2) its plans for CHK that could be included in this Notice for your consideration, your Board is unable to make any comments or recommendations on either of these two key issues that would appear central to your decision on the Resolutions before the Company. If Vermar Pty Ltd provides a statement to shareholders in accordance with 249P(8) of the Act, your Board will consider if there is any further information or recommendations it should provide.

ALL OF THE DIRECTORS RECOMMEND THAT YOU VOTE AGAINST RESOLUTIONS 1, 2 AND 3.

RESOLUTIONS 4, 5 AND 6

Resolutions 4, 5 and 6 were again provided by Vermar Pty Ltd in a 249D Notice informally given to the Company on 29 October 2015. Vermar Pty Ltd holds in excess of 5% of the issued share capital of the Company on the date of the 249D Notice.

Section 249P of the Act provides that the member that has requisitioned the meeting under section 249D may have a statement included in the Explanatory Memorandum providing information or expressing opinion on the Resolutions proposed in the 249D Notice. No such statement was provided.

In the absence of a statement from Vermar Pty Ltd providing (1) background on its reasoning to remove Mr David Herszberg, Mr Nachum Labkowski and Mr Mordechai Benedikt as Directors of the Company or (2) its plans for the Company that could be included in this Notice for your consideration, your Board strongly recommends that you vote against these resolutions as these two key issues would appear central to your decision on the Resolutions before the Company. If Vermar Pty Ltd provides a statement to shareholders in accordance with 249P(8) of the Act, your Board will consider if there is any further information or recommendations it should provide.

ALL OF THE DIRECTORS RECOMMEND THAT YOU VOTE AGAINST RESOLUTIONS 4, 5 AND 6, WITH MESSRS DAVID HERSZBERG, NACHUM LABKOWSKI AND MORDECHAI BENEDIKT ABSTAINING FROM MAKING A RECOMMENDATION ON RESOLUTIONS 4, 5 AND 6 RESPECTIVELY.

Shareholders are encouraged to read this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

If you are unable to attend the meeting, the Company encourages you to complete the Proxy Form provided and return it to the Company in person, by facsimile or by posting the Proxy Form using the "REPLY PAID" address provided on the Proxy Form.

The necessary instructions for completing a proxy vote are also provided on the Proxy Form enclosed.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**\$**” means Australian Dollars;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**ASX Settlement Operating Rules**” means the rules of ASX Settlement Pty Ltd which apply while the Company is an issuer of CHESS approved securities;

“**AEDT**” means Australian Eastern Daylight Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**CHESS**” has the meaning in Section 2 of the ASX Settlement Operating Rules;

“**Company**” means Cohiba Minerals Limited ABN 72 149 026 308;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Explanatory Memorandum**” means the explanatory memorandum which forms part of the Notice;

“**Listing Rules**” means the Listing Rules of the ASX; “**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Resolution**” means a resolution referred to in the Notice;

“**Section**” means a section of the Explanatory Memorandum;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules;

PROXY AND VOTING INSTRUCTIONS

1. For the purposes of the Corporations Act, the Company has determined that all securities of the Company recorded on the Company's register as at 7pm (AEDT) on the date 48 hours before the date of the General Meeting will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time.
2. The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and forms part of this Notice of Meeting.
3. A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
4. If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that resolution as they think fit.
5. If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
6. Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf.
7. If a proxy form is returned but the nominated proxy does not attend the meeting, or does not vote on the resolution, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions.
8. Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the resolutions proposed in this Notice.
9. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person excluded from voting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or where it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.
10. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office or Security Transfer Registrars Pty Ltd in accordance with the instructions set out in the proxy form by no later than 9.00am (AEDT) on 20 December 2015.

COHIBA MINERALS LIMITED

ACN: 149 026 308

REGISTERED OFFICE:

LEVEL 4
100 ALBERT ROAD
SOUTH MELBOURNE
VICTORIA 3205

SHARE REGISTRY:

Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPECROSS WA 6953
AUSTRALIA
770 Canning Highway, APPECROSS WA 6153
AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«EFT_REFERENCE_NUMBER»

«Company_code»«Sequence_number»«Address_unknown»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

Code:

CHK

Holder Number:

«HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE
ONLINE**

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson 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 directions (or if no directions have been given, as the Proxy sees fit) at the General Meeting of the Company to be held at 9:00am AEDT on Tuesday 22 December 2015 at Level 4, 100 Albert Road, South Melbourne VIC 3205 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies AGAINST all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

1. Appointment of Director - Mr Patrick John Volpe
2. Appointment of Director - Mr Matthew John Hudson
3. Appointment of Director - Mr Ramon Jimenez
4. Removal of Director - Mr David Herszberg
5. Removal of Director - Mr Nachum Labkowski
6. Removal of Director - Mr Mordechai Benedikt

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * 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.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 9:00am AEDT on Sunday 20 December 2015.

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CHKPX2221215

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My/Our contact details in case of enquiries are:

Name:

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Number:

(

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) 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 contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or 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 of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

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

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Registrars Pty Ltd

Online	www.securitytransfer.com.au
Postal Address	PO BOX 535 Applecross WA 6953 AUSTRALIA
Street Address	Alexandrea House Suite 1, 770 Canning Highway Applecross WA 6153 AUSTRALIA
Telephone	+61 8 9315 2333
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

