



NAVARRE MINERALS LIMITED

ABN 66 125 140 105

Notice of Annual General Meeting

The Annual General Meeting (**Meeting**) of Shareholders of Navarre Minerals Limited (**Navarre or the Company**) will be held on **Friday 13 November 2015 at 11.00am AEDT** at RSM Bird Cameron Partners, Level 21, 55 Collins Street, Melbourne.

The Explanatory Statement that accompanies and forms part of this Notice describes the matters to be considered at the Meeting. Terms used in this Notice and the accompanying Explanatory Statement are defined in the glossary set out at the end of the Explanatory Statement.

ITEMS OF BUSINESS

Ordinary Business

Annual Accounts and Reports

To receive and consider the Directors' Report, Financial Report and Auditor's Report of Navarre for the financial year ended 30 June 2015.

Resolution 1 — Re-appointment of Mr Colin Naylor as Director

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

That Mr Colin Naylor, who retires by rotation in accordance with the Constitution and, being eligible, offers himself for election, be re-appointed as a Director.

Resolution 2 — Remuneration Report (non-binding resolution)

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

That the Remuneration Report set out in the Directors' Report of the Company for the financial year ended 30 June 2015 be adopted.

Special Business

Resolution 3 — Approval of issue of 2015 Options to Mr Geoff McDermott

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

That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholder approval is given for the issue of up to 500,000 Options to Mr Geoff McDermott, the Managing Director of the Company, under the Company's Option Plan, at the exercise prices described in the Explanatory Statement and otherwise on the terms described in the Explanatory Statement.

Resolution 4 – Approval of share issue to refresh the Company’s 15% placement capacity – issue of 5,833,333 shares

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

That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholder approval is given to the issue of 5,833,333 fully paid ordinary shares in the Company to Crocodile Gold Australia Pty Ltd on 16 February 2015 at an issue price of \$0.03 per share, as detailed in the Explanatory Statement.

Resolution 5 – Approval of share issue to refresh the Company’s 15% placement capacity - issue of 5,000,000 shares

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

That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholder approval is given to the issue of 5,000,000 fully paid ordinary shares in the Company to various sophisticated investors on 24 April 2015 at an issue price of \$0.03 per share, as detailed in the Explanatory Statement.

Resolution 6 – Approval of additional capacity to issue ordinary shares

To consider and, if thought fit, pass the following resolution as a special resolution:

That for the purposes of Listing Rule 7.1A and for all other purposes, Shareholder approval is given for the issue of ordinary shares by the Company pursuant to Listing Rule 7.1A, such that, subject to the conditions described in the Explanatory Statement, the Company will have the benefit of the additional capacity to issue ordinary shares as contemplated by Listing Rule 7.1A.

Resolution 7 – Approval of Navarre Minerals Limited Option Plan

To consider and, if thought fit, pass the following resolution as a special resolution:

That for the purposes of Listing Rule 7.2 and for all other purposes, the Navarre Minerals Limited Option Plan, as summarised in the Explanatory Statement, be approved, including the issue of securities under the Plan.

By order of the Board

Jane Nosworthy
Company Secretary

1 October 2015

Important Notice – Accessing the Company’s 2015 Annual Report

The Company’s 2015 Annual Report is now available on the Company’s website at www.navarre.com.au/annual-half-year-reports.

You will only receive a printed copy of the Annual Report if you have elected to continue receiving shareholder communications in hard copy.

If you have not elected to continue to receive a printed copy of the Company’s Annual Report but now (or sometime in the future) wish to do so, please contact the Company’s share registry, Boardroom Pty Limited, to change your shareholder communication preferences.

Voting Entitlements

The Company has determined that for the purpose of voting at the Meeting, Shareholders eligible to vote at the Meeting are those persons who are the registered holders of Shares at 7.00pm AEDT on Wednesday 11 November 2015.

How to vote

Your vote is important. You may cast your vote in the following ways:

- by attending and voting at the Meeting on Friday 13 November 2015 at 11.00am AEDT; or
- by completing and returning the enclosed proxy form so that it is received by the Company's share registry by 11.00am AEDT on Wednesday 11 November 2015; or
- in the case of a corporate shareholder, by appointing a corporate representative to attend the Meeting in person (using a certificate of appointment obtained from the Company's share registry).

Voting in person

To vote in person, attend the Meeting on the date and at the place specified in the Notice. Shareholders are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting so that the Company may check their shareholdings against the Company's share register and note attendances.

Voting by proxy

To vote by proxy, the attached proxy form and the power of attorney or other authority (if any) under which it is signed must be provided to the Company's share registry, Boardroom Pty Limited, in the enclosed Reply Paid envelope, or in any of the following ways:

- **Online** at www.votingonline.com.au/navarreagm2015
- **By post** to GPO Box 3993, Sydney NSW 2001, Australia
- **By hand delivery** to Level 12, 225 George Street, Sydney NSW 2000, Australia
- **By fax** on +61 2 9290 9655

Proxy forms must be received by the share registry no later than 11.00am AEDT on Wednesday 11 November 2015 (or, if the Meeting is adjourned, by no later than 48 hours before the commencement of the resumed meeting).

Proxies must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be signed by an attorney or executed by the corporation in accordance with the Corporations Act.

Voting through a corporate representative

A body corporate that is a Shareholder of the Company may appoint an individual to act as its representative at the Meeting in accordance with section 250D of the Corporations Act. The Company will require a certificate of appointment of the corporate representative, executed in accordance with the Corporations Act.

The certificate of appointment must be lodged with the Company's share registry (see details above) before the Meeting or at the registration desk on the day of the Meeting. Please contact the Company or Boardroom Pty Limited on +61 1300 737 760 to obtain a certificate of appointment.

Information about proxy voting

Please read the following information carefully if you intend to appoint a proxy to attend the Meeting and vote on your behalf.

Appointment of proxies

A Shareholder entitled to attend and vote at the Meeting may appoint one or, if the Shareholder is entitled to cast two or more votes at the Meeting, two proxies to attend and vote on their behalf. Each proxy will have the right to vote on a poll and also to speak at the Meeting. A proxy need not be a member of the Company and can be either an individual or a body corporate.

Voting by proxies

The appointment of a proxy may specify the proportion or the number of votes that the proxy may exercise. Where two proxies are appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (ie. each proxy may exercise half the votes). If a proxy is not directed how to vote on a resolution, the proxy may vote or abstain from voting on that resolution as they see fit.

Non-attendance by nominated proxy

If a proxy form is returned and no person or body corporate is named as the proxy or the nominated proxy does not attend the meeting, or does not vote on the resolution, the chair of the Meeting will act as proxy and vote in accordance with any instructions.

How the chair of the meeting will vote undirected proxies

The chair of the Meeting will vote undirected proxies in favour of each Resolution on which the chair is entitled to vote as proxy. Proxy appointments in favour of any other Director or the Company Secretary that do not contain a direction on how to vote will be used where possible to support the resolutions proposed in the Notice.

Important information concerning proxy votes for Resolutions 2, 3 and 7

The Corporations Act places certain restrictions on the ability of Key Management Personnel and their Closely Related Parties to vote on the advisory resolution to adopt the Company's Remuneration Report and resolutions connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. If you do not do so, you risk your vote not being cast.

If you appoint the chair of the Meeting as your proxy but do not direct the chair how to vote in respect of any or all of Resolution 2, Resolution 3 or Resolution 7, **you are providing express authorisation for the chair of the Meeting to vote your proxy in relation to Resolution 2, Resolution 3 and/or Resolution 7 (as applicable), notwithstanding that those resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel, which includes the Chairman.**

As noted above, the chair of the Meeting intends to vote undirected proxies **in favour** of Resolutions 2, 3 and 7. Accordingly, if you appoint the chair of the Meeting as your proxy (including an appointment by default) and you wish to vote differently to how the chair of the Meeting intends to vote on Resolution 2, Resolution 3 and/or Resolution 7, you must mark 'against' or 'abstain' on the proxy form for the relevant Resolution.

Voting Exclusions and Prohibitions

Resolution 2 – In accordance with the Corporations Act, a vote on Resolution 2 must not be cast (in any capacity) by or on behalf of:

- a member of Key Management Personnel whose details are included in the Remuneration Report; or
- a Closely Related Party of such a member.

However, a person described above may vote on Resolution 2 as a proxy if the vote is not cast on behalf of a person described above and either:

- the person does so as a proxy appointed by writing that specifies the way the proxy is to vote on Resolution 2; or
- the person is the chair of the Meeting and the appointment:
 - does not specify the way the proxy is to vote on Resolution 2; and
 - expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel of the Company.

Resolution 3 – The Company will disregard any votes cast on Resolution 3 (in any capacity) by or on behalf of any Director (including Mr McDermott, Mr Wilson, Mr Naylor and Mr Dorward) and any of their associates. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the chair 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.

In accordance with the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 3 if the proxy is either:

- a member of Key Management Personnel; or
- a Closely Related Party of such a member,

and the appointment does not specify the way the proxy is to vote on that particular resolution.

However, this prohibition does not apply if the proxy is the chair of the Meeting and the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel of the Company.

Resolution 4 – In accordance with Listing Rule 14.11.1, the Company is required to disregard any votes cast on Resolution 4 by a person or an associate of a person who participated in the share placement described in the Explanatory Statement. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the chair 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.

Resolution 5 – In accordance with Listing Rule 14.11.1, the Company is required to disregard any votes cast on Resolution 5 by a person or an associate of a person who participated in the share placement described in the Explanatory Statement. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the chair 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.

Resolution 6 – In accordance with Listing Rule 14.11.1, the Company is required to disregard any votes cast on Resolution 6 by a person or an associate of a person who may participate in the proposed issue of ordinary shares or who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the chair 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.

At this stage, the proposed allottees of the ordinary shares are not known and identified. In accordance with the note to Listing Rule 14.11.1, a person's vote will only be excluded from voting on Resolution 6 if there is more than a mere possibility that the person will participate in the proposed issue.

Resolution 7 – The Company will disregard any votes cast on Resolution 7 by any Director of the Company and by any employee of the Company who is eligible to participate in the Navarre Minerals Limited Option Plan, or any of their respective associates. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the chair 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 purpose of this Explanatory Statement is to explain the resolutions in the accompanying Notice of Annual General Meeting and to provide Shareholders with all information known to the Company that is material to a decision on how to vote on those resolutions.

The Directors recommend Shareholders read the Notice and this Explanatory Statement in full before making any decision in relation to the Resolutions.

Capitalised terms in this Explanatory Statement are defined in the glossary at the end of this document.

Consider Accounts and Reports

The Corporations Act requires the Director's Report, Financial Report and Auditor's Report of the Company to be laid before the Meeting. Accordingly, the reports for the financial year ended 30 June 2015 will be presented for consideration by Shareholders. No resolution is required on these reports.

The chair of the Meeting 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 – Re-appointment of Mr Colin Naylor as a Director

Mr Colin Naylor retires by rotation in accordance with the Constitution and, being eligible for re-election, offers himself for re-appointment as a Director. Details of Mr Naylor's qualifications and experience are set out in the Company's 2015 Annual Report.

Directors' Recommendation

The Directors (other than Mr Naylor) recommend that Shareholders vote in favour of this resolution. Mr Naylor makes no recommendation.

Resolution 2 – Remuneration Report (non-binding resolution)

The Remuneration Report for the financial year ended 30 June 2015 is set out in the Company's 2015 Annual Report. By way of summary, the Remuneration Report sets out the Company's remuneration policies and sets out remuneration details for each Director and other Key Management Personnel of the Company.

Shareholders attending the Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Under the Corporations Act, a listed entity is required to put to the vote a resolution that the Remuneration Report be adopted. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast on Resolution 2 are cast against the adoption of the Remuneration Report at two consecutive annual general meetings, then a 'board spill resolution' must be put to the Shareholders proposing the calling of a Shareholder meeting to consider the appointment of Directors.

If a board spill resolution is passed by the Shareholders, the Company is required to hold a further meeting of Shareholders within 90 days to consider replacing those Directors (other than the Managing Director of the Company) in office at the time the Remuneration Report was approved by the Board.

Less than 25% of votes cast at the last Annual General Meeting of the Company were cast against the resolution to adopt the Remuneration Report for the financial year ended 30 June 2014.

Resolution 3 – Issue of Options to Mr Geoff McDermott

Listing Rule 10.14 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a director of the company under an employee incentive scheme. Accordingly, in accordance with Listing Rule 10.14, Shareholder approval is sought for the proposed grant of up to 500,000 Options to the Company’s Managing Director, Mr Geoff McDermott, under the Option Plan on the terms set out below.

The following table summarises the proposed Option grant to Mr McDermott:

Tranche	Number of Options	Test for grant	Exercise price	Expiry date
1	250,000	VWAP (as defined below) over the trading days during the calendar month of December 2015 is 4 cents or higher	4 cents	31/12/2019
2	250,000	VWAP over the trading days during the month of December 2015 is 6 cents or higher	6 cents	31/12/2019

If Shareholder approval is obtained, it is intended the Options will be issued in January 2016, but in any event no later than 12 months after the Meeting or any adjournment of that Meeting. The Options will only be issued if the Board (excluding Mr McDermott) determines that the applicable tests for grant of those Options have been satisfied. This will be considered by the Board (excluding Mr McDermott) in January 2016, based on a recommendation from the Remuneration & Nomination Committee (excluding Mr McDermott).

Details of the specific terms applicable to the proposed Option grant to Mr McDermott are set out below.

Test for grant

The Options are divided into two tranches, as shown in the table above.

The test for the grant of the Options is the volume weighted average price (**VWAP**) of shares in the Company over the trading days during the calendar month of December 2015 (**December 2015 VWAP**), as follows:

- **tranche 1:** 250,000 Options will be granted if the December 2015 VWAP is 4 cents or higher; and
- **tranche 2:** 250,000 Options will be granted if the December 2015 VWAP is 6 cents or higher.

Exercise price

The exercise price for tranche 1 will be 4 cents and the exercise price for tranche 2 will be 6 cents. In the view of the Board (excluding Mr McDermott), these prices provide an appropriate hurdle to the exercise of the proposed Options, particularly in light of current economic circumstances, which continue to exert strong downward pressure on share prices in the small resource sector. The exercise prices of the proposed Options were approved by the Board (excluding Mr McDermott) on 4 May 2015 by reference to the closing price of Shares on ASX on 1 May 2015 of \$0.028 per Share.

Vesting

Each tranche of Options will vest in thirds, subject to the following vesting conditions, which must be satisfied or waived by the Company:

- one-third will vest when the Company's closing share price exceeds the exercise price of the Options for ten consecutive trading days after the date of grant of the Options;
- one-third will vest when the Company's closing share price exceeds the exercise price of the Options for ten consecutive trading days after 1 January 2017; and
- one-third will vest when the closing share price exceeds the exercise price of the Options for ten consecutive trading days after 1 January 2018.

Mr McDermott must also be employed as Managing Director of the Company at the time when the relevant vesting condition is satisfied or waived.

Upon vesting, the Options are exercisable at any time prior to the expiry date, unless Mr McDermott ceases employment as Managing Director of the Company, in which case the Options must be exercised before the cessation date or they will lapse.

Expiry date

The expiry date of the Options will be 31 December 2019.

Additional information required by Listing Rule 10.15

The following information is provided in accordance with Listing Rule 10.15 with respect to Resolution 3:

- The maximum number of Options that may be issued to Mr McDermott if Resolution 3 is passed by Shareholders is 500,000.
- Mr McDermott is a Director.
- Each Option will be granted for nil consideration.
- 100,000 Options (exercise price 10 cents, expiring 31 December 2018) were issued to the Managing Director, Mr Geoff McDermott, on 16 February 2015 pursuant to shareholder approval under the Listing Rules at the 2014 Annual General Meeting. No other Options have been issued to Directors or other related parties since the last approval under the Listing Rules was obtained at the 2014 Annual General Meeting.
- All Directors are entitled to participate in the Option Plan.
- Voting exclusion statements apply to Resolution 3 as set out in the Notice.
- Mr McDermott will not receive a loan in relation to the exercise of the Options.
- If Shareholders do not approve the proposed grant of Options to Mr McDermott, the Company will need to consider other means of providing a long term incentive for the Managing Director, including providing a benefit to him in the form of cash.

Directors' Recommendation

The Board (other than Mr McDermott) unanimously recommends that Shareholders vote in favour of Resolution 3. Mr McDermott makes no recommendation.

Resolutions 4 and 5 – Approval of share issues to refresh the Company’s 15% placement capacity

Listing Rule 7.1, known as the “15% rule”, provides that, subject to certain exceptions, prior approval of shareholders is required for the issue of equity securities if the equity securities will, when aggregated with the equity securities issued by a company during the previous 12 months, exceed 15% of the number of equity securities on issue at the commencement of that 12 month period. Listing Rule 7.4 provides that an issue of equity securities made without prior approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company’s shareholders subsequently approve it.

During 2015, prior to the date of this Notice, the Company has issued a total of 10,833,333 Shares by way of two private placements in conjunction with the pro-rata 1 for 4 entitlement offer to all shareholders conducted by the Company in the first quarter of 2015 (**Entitlement Offer**). The first placement of 5,833,333 Shares (**First Placement**) is the subject of Resolution 4. The second placement of 5,000,000 Shares (**Second Placement**) is the subject of Resolution 5.

All of the Shares issued by the Company in the First Placement and the Second Placement came within the Company’s 15% placement limit under Listing Rule 7.1, which meant that Shareholder approval was not required in advance of the issue. The purpose of seeking the subsequent approval of Shareholders under Listing Rule 7.4 for the issue of those Shares is to ensure that they may be excluded when calculating whether a future issue of equity securities can be accommodated within the 15% limit under Listing Rule 7.1.

Shareholder approval of Resolutions 4 and 5 will replenish the Company’s placement capacity under the 15% rule and maximise the Company’s flexibility to make further placements to investors without prior Shareholder approval if the Board considers that it is in the Company’s interests to do so.

Resolution 4 – Approval of issue of 5,833,333 Shares (First Placement)

Resolution 4 seeks the approval of Shareholders, for the purposes of Listing Rule 7.4, for the prior issue of 5,833,333 Shares (**First Placement Shares**) by way of a private placement to Crocodile Gold Australia Pty Ltd (**CGAPL**). CGAPL is a subsidiary of TSX-listed Newmarket Gold Inc., the owner of Victoria’s largest gold mines at Stawell and Fosterville. The First Placement Shares were issued at the same price (\$0.03 per Share) as the Shares offered by the Company to existing Shareholders under the Entitlement Offer.

If Resolution 4 is not passed, the First Placement Shares will be counted towards the 15% limit under ASX Listing Rule 7.1 for a period of 12 months from the date of issue.

Additional information required by Listing Rule 7.5

The following information is provided in accordance with Listing Rule 7.5 with respect to Resolution 4:

Date of issue	16 February 2015
Type of security	Fully paid ordinary shares
Number issued	5,833,333
Issue price	\$0.03 per Share
Allottee	CGAPL
Terms	Fully paid ordinary shares in the Company, ranking equally with, and having identical rights to, the Company’s other fully paid ordinary shares
Intended use of funds	To accelerate exploration at the Company’s Tatyoon Gold Project and meet ongoing working capital requirements

A voting exclusion statement applies to Resolution 4, as set out in the Notice.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

Resolution 5 – Approval of issue of 5,000,000 Shares (Second Placement)

Resolution 5 seeks the approval of Shareholders, for the purposes of Listing Rule 7.4, for the prior issue of 5,000,000 Shares (**Second Placement Shares**) to various sophisticated investors by way of a private placement of part of the shortfall from the Entitlement Offer. The Second Placement Shares were issued at the same price (\$0.03 per Share) as the Shares offered by the Company to existing Shareholders under the Entitlement Offer. The Second Placement Shares represented 55% of the total Entitlement Offer shortfall of approximately 9 million Shares.

If Resolution 5 is not passed, the Second Placement Shares will be counted towards the 15% limit under ASX Listing Rule 7.1 for a period of 12 months from the date of issue.

Additional information required by Listing Rule 7.5

The following information is provided in accordance with Listing Rule 7.5 with respect to Resolution 5:

Date of issue	24 April 2015
Type of security	Fully paid ordinary shares
Number issued	5,000,000
Issue price	\$0.03 per Share
Allottees	CGAPL (2,000,000 Shares) and a number of professional and sophisticated investor clients of an Australian Financial Service Licence holder (total of 3,000,000 Shares)
Terms	Fully paid ordinary shares in the Company, ranking equally with, and having identical rights to, the Company's other fully paid ordinary shares
Intended use of funds	To accelerate exploration at the Company's Tatyoon Gold Project and meet ongoing working capital requirements

A voting exclusion statement applies to Resolution 5, as set out in the Notice.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

Resolution 6 – Approval of Additional Capacity to issue Ordinary Shares

Listing Rule 7.1A entitles eligible entities to issue equity securities of up to 10% of the Company's existing issued capital, subject to shareholder approval. In this regard, approval is sought from the Shareholders for the issue of Shares by the Company pursuant to Listing Rule 7.1A, such that the Company will have the benefit of the additional capacity to issue ordinary shares as contemplated by Listing Rule 7.1A.

Resolution 6 is a special resolution and therefore must be approved by at least 75% of the total number of votes cast by Shareholders entitled to vote on the resolution (in person, by proxy, by attorney or, in the case of a body corporate, by a corporate representative).

An eligible entity for the purposes of Listing Rule 7.1A is an entity that, at the time of its annual general meeting, is not included in the S&P/ASX300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

If Resolution 6 is passed, the maximum number of Shares that the Company will be entitled to issue is the number calculated in accordance with the following formula (as set out in Listing Rule 7.1A.2):

$$(A \times D) - E$$

where:

A = the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement,

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2,
- plus the number of partly paid ordinary securities that became fully paid in the 12 months,
- plus the number of fully paid ordinary securities issued in the 12 months with the approval of Shareholders under Listing Rule 7.1 or Listing Rule 7.4,
- less the number of fully paid ordinary securities cancelled in the 12 months.

D = 10%

E = the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or Listing Rule 7.4.

For example, on 8 September 2015, the Company had 92,580,272 Shares on issue. Assuming 1 million Shares are issued between 31 August 2015 and 31 August 2016 (eg. pursuant to options being exercised) then the Company will, as at 31 August 2016, be able to issue 9,358,027 Shares. This assumes a value of nil for variable "E" above.

The ability to issue ordinary shares under Listing Rule 7.1A is in addition to the Company's ability to issue ordinary shares of up to 15% of its existing issued capital over a 12 month period without Shareholder approval permitted by Listing Rule 7.1.

Additional information required by Listing Rule 7.3A

The following information is provided in accordance with Listing Rule 7.3A with respect to Resolution 6:

- **Minimum Price:** The issue price of each Share will be no less than 75% of the VWAP over the 15 trading days on which trades in that class were recorded immediately before:
 - the date on which the price at which the Shares are to be issued is agreed; or
 - if the Shares are not issued within 5 trading days of the date on which the price is agreed, the date on which the Shares are issued.
- **Dilution:** If Resolution 6 is passed, and the Company issues Shares pursuant to the approval under Listing Rule 7.1A, the existing Shareholders' voting power in the Company will be diluted with examples of such dilution being set out in the table below. There is a risk that:
 - the market price for the Company's Shares 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,

which may have an effect on the amount of funds raised by the issue of the Shares.

As required by Listing Rule 7.3A.2, the table below shows the potential dilution of existing Shareholders on the basis of three different assumed issue prices and values for the variable “A” calculated in accordance with the formula in Listing Rule 7.1A.2 (as set out above). The following assumptions are made in the table:

- the issue price is the closing price of the Company’s Shares on 8 September 2015;
- the number of Shares on issue is at 8 September 2015. This could increase as a result of the issue of Shares either with or without shareholder approval; and
- the Company issues the maximum number of Shares as are permitted under Resolution 6.

Variable “A” in Listing Rule 7.1A.2 (Number of Shares on issue)	50% decrease in issue price \$0.015		Issue price \$0.03		100% increase in issue price \$0.06	
	10% Voting Dilution	Capital Raised	10% Voting Dilution	Capital Raised	10% Voting Dilution	Capital Raised
92,580,272 (Current)	9,258,027	\$138,870	9,258,027	\$277,741	9,258,027	\$555,482
138,870,408 (50% increase in Current Variable A)	13,887,040	\$208,306	13,887,040	\$416,611	13,887,040	\$833,222
185,160,544 (100% increase in Current Variable A)	18,516,054	\$277,741	18,516,054	\$555,482	18,516,054	\$1,110,963

- **Issue Date:** Shareholder approval obtained under Listing Rule 7.1A is valid for a period commencing on the date of the Meeting and expiring on the first to occur of the following:
 - the date that is 12 months after the date of the Meeting, being 13 November 2016; and
 - the date of approval by the Shareholders of a transaction under Listing Rule 11.1.2 (significant change to the nature or scale of the Company’s activities) or Listing Rule 11.2 (disposal by the Company of its main undertaking).
- **Purpose:** The purpose for which Shares may be issued pursuant to the approval under Listing Rule 7.1A may be to raise funds for the Company and as non-cash consideration. Funds raised from the issue, if undertaken, would be used for exploration expenses, general working capital requirements and, potentially, the acquisition of new resources (including tenements and expenses associated with such acquisitions).

If the Company issues any Shares for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the Shares complies with Listing Rule 7.1A.3.
- **Allocation Policy:** The allottees may comprise existing Shareholders or new investors or a combination of both. The allottees will be determined by the Board, taking into account:
 - alternative options for raising funds if applicable. For example, the Board will consider whether it is appropriate to raise required funds by way of an entitlement issue;
 - the purpose of the issue;
 - the impact of the issue on the control of the Company;
 - market conditions and the financial position of the Company; and

- if applicable, advice from external advisors.
- The Company does not yet know the names of the allottees or, other than described above, the basis on which they will be identified or selected.
- The Company notes that:
 - the Board has formed no specific intentions to offer any placement to any existing Shareholders, class of Shareholder or new investors;
 - the Board will, prior to make any placement, consider whether the raising of funds could be achieved by means of an entitlement issue to existing Shareholders; and
 - if any placement is announced, the Company would, in accordance with Listing Rule 3.10.5A, disclose its reasons for undertaking that particular issue as a placement, rather than an entitlements issue to existing Shareholders.
- The Company obtained Shareholder approval under Listing Rule 7.1A at its previous Annual General Meeting held on 21 November 2014.
- For the purposes of Listing Rule 7.3A.6(a), the table below shows the total number of equity securities issued in the 12 months preceding the date of this Meeting (being the 12 months to 13 November 2015) and the percentage those issues represent of the total number of equity securities on issue at the commencement of the 12 month period.

Equity securities issued in the prior 12 month period	19,972,619 ordinary shares 350,000 unlisted options
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	28%

- For the purposes of Listing Rule 7.3A.6(b), set out below are details of each issue of equity securities that has taken place in the 12 month period preceding the date of this Meeting (being the 12 months to 13 November 2015):
 - 200,000 Options issued to senior employees of the Company under the Option Plan, as disclosed to ASX on 17 February 2015. These Options are exercisable at \$0.10 each on or before 31 December 2018. These Options will vest in thirds, when the Company's closing share price exceeds the exercise price of the Options for ten consecutive trading days after the relevant vesting date (16 February 2015 for the first tranche, 1 January 2016 for the second tranche and 1 January 2017 for the third tranche). These Options were issued for nil consideration.
 - 5,833,333 Shares issued on 16 February 2015 by a placement to Crocodile Gold Australia Pty Ltd as described above in relation to Resolution 4.
 - 9,139,286 Shares issued on 19 March 2015 to eligible shareholders who participated in the Company's Entitlement Offer at an issue price of \$0.03 per Share (for a total cash consideration of approximately \$274,000 before costs). The issue price represented a discount of 8.5% discount to the volume weighted average price of Shares over the 10 trading days immediately prior to the announcement of the Entitlement Offer. The funds were raised to accelerate exploration at the Company's Tatyoon Gold Project and to meet ongoing working capital requirements.
 - 5,000,000 Shares issued on 24 April 2015 by a placement to various sophisticated investors, including Crocodile Gold Australia Pty Ltd, as described above in relation to Resolution 5.

- 150,000 Options issued to senior employees of the Company under the Option Plan, as disclosed to ASX on 23 June 2015. These Options are exercisable at \$0.04 each on or before 31 December 2019. These Options will vest when the Company's closing share price exceeds the exercise price of the Options for ten consecutive trading days after 1 January 2016. These Options were issued for nil consideration.
- A voting exclusion statement applies to Resolution 6, as set out in the Notice.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 6.

Resolution 7 – Approval of Option Plan

Resolution 7 seeks shareholder approval of the Option Plan.

Listing Rule 7.1 prohibits a listed company from issuing equity securities which in aggregate exceed 15% of its fully paid ordinary share capital in any twelve month period, unless an exception applies. Listing Rule 7.2, Exception 9, provides that this rule does not apply to the issue of securities by the company under an employee incentive scheme if, in the case of a scheme established before the company was listed, a summary of terms of the scheme were set out in the prospectus, Product Disclosure Statement or information memorandum, or in any other case, the scheme has been approved by shareholders within three years before the date of issue of the relevant securities.

In the Company's case, the Option Plan was established before the Company listed in March 2011 and a summary of the terms of the Option Plan were set out in the Company's prospectus dated 24 December 2010. Accordingly, any Options issued by the Company before 24 December 2013 were covered by Listing Rule 7.2, Exception 9.

As it has not been the Company's practice to issue large numbers of Options under the Option Plan (and thereby limit the Company's 15% placement capacity), the Company has not previously sought shareholder approval for the Option Plan. At this time, the Board has no specific intention to change that practice but considers that it would be valuable to maintain maximum flexibility in relation to future capital raisings (for example, if the Board determines that it would be in the best interests of the Company to issue equity to Directors or management in lieu of fees or salary).

Accordingly, the Company is seeking approval of the Option Plan, including the issue of securities under the Option Plan, for the purpose of Listing Rule 7.2, Exception 9, and for all purposes of the Listing Rules and for all other purposes.

Overview of the Option Plan

Eligibility and grant of Options

The Company may offer Options to any eligible person, including employees of the Company (whether full-time or part-time) and Directors, at such times and on such terms as the Board considers appropriate. The number of Options that may be issued under the Option Plan, when aggregated with the number of Options that have been issued in the previous five years under the Plan, must not exceed 5% of the Shares on issue at the time of the grant of the Options.

Consideration

Options issued under the Option Plan are granted for no consideration.

Exercise price and vesting date

The exercise price and vesting date for Options granted under the Option Plan will be fixed by the Board before the grant is made. The minimum exercise price will not be less than any minimum price specified in the Listing Rules.

Restrictions and duration of Options

Unless a date is determined by the Board in its absolute discretion, each Option granted under the Option Plan expires on the earliest of termination of employment or directorship, or six years after the date of issue.

Exercise restrictions

The Options granted under the Option Plan may be subject to such other restrictions on exercise as may be fixed by the Board prior to grant. Any restrictions so imposed by the Board must be set out on the employee option certificate.

Options granted under the Option Plan may only be exercised by Directors and employees during the exercise period in the period permitted by the Company's securities trading policy.

Exercise of Options

Options granted under the Option Plan must be exercised before they expire, otherwise they lapse. Subject to the satisfaction of any exercise conditions, an Option may be exercised by an Option holder at the following times and in the following circumstances:

- during the exercise period;
- within 90 days of the retirement of the eligible person;
- within 120 days of the death or total and permanent disablement of the eligible person (as determined by the Board in its absolute discretion); and
- where a change in control occurs, at any time within 10 business days of the change of control occurring. A change of control means the occurrence of an event or circumstance where a person who is not presently able to do any of the following things becomes able to do one of the following things (whether directly or indirectly or through one or more intervening persons, companies or trusts):
 - control the composition of more than one half of the Company's Board;
 - be in a position to cast, or control the casting of more than half of the maximum number of votes that might be cast at a general meeting of the members of the Company; or
 - hold or have a beneficial interest in more than one half of the issued share capital of the Company.

Participation in dividends, rights issues, bonus issues and pro rata issues

Options granted under the Option Plan do not give any right to participate in dividends or rights issues until Shares are allotted pursuant to the exercise of the relevant Option. The number of Shares issued on the exercise of Options granted under the Option Plan will be adjusted for bonus issues made prior to the exercise of those Options.

If the Company makes a pro rata issue of Shares, the exercise price of each Option granted under the Option Plan will be reduced in accordance with the formula set out in Listing Rule 6.22 or its successor.

Subdivision or consolidation

If the Company, after having granted any Options under the Option Plan, reduces its issued Share capital or subdivides or consolidates its Shares, the number of the Shares issued to the Option holder on exercise of an Option granted under the Option Plan will be reduced, subdivided or consolidated, as the case may be, in accordance with the Listing Rules.

Non-exclusivity

The Option Plan will not preclude the authorisation of other forms of incentive compensation for employees of the Company.

Other information

- As noted above, the Option Plan has not previously been approved by Shareholders. As at the date of this Notice, there have been 4,565,000 Options granted to Directors and employees under the Option Plan since the Company listed in March 2011. Of those, 625,000 Options have been granted since 24 December 2013 (being the date that was three years after the date of the prospectus in which the terms of the Option Plan, as established before listing, was summarised).
- A voting exclusion statement applies to Resolution 7 as set out in this Notice.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 7.

Glossary

Annual Report	the Company's 2015 Annual Report
ASX	ASX Limited (ACN 008 624 691)
Board	the board of Directors
Business Day	a trading day on the financial market operated by ASX
Company (or Navarre)	Navarre Minerals Limited (ACN 125 140 105)
Constitution	the constitution of the Company
Corporations Act	Corporations Act 2001 (Cth)
Closely Related Party	in respect of a member of Key Management Personnel, certain family members and dependants of the member and companies controlled by the member, as defined in section 9 of the Corporations Act
Director	a director of the Company
Explanatory Statement	this explanatory statement
Key Management Personnel	has the meaning given to that term in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise)
Listing Rules	the Listing Rules of ASX
Meeting	the Annual General Meeting of the Company to be held on 13 November 2015 at 11:00am (Melbourne time)
Non-Executive Directors	the Company's non-executive Directors, being Mr John Dorward, Mr Colin Naylor and Mr Kevin Wilson
Notice	the Notice of Annual General Meeting accompanying this Explanatory Statement
Option	an option issued to subscribe for a Share
Option Plan	the Navarre Minerals Limited Option Plan
Remuneration Report	contained in the Director's Report section of the Annual Report
Resolution	a resolution contained in the Notice
Share	a fully paid ordinary share in the capital of the Company
Shareholder (or member)	a registered member of the Company
VWAP	the volume weighted average price of the Company's shares



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Wednesday 11 November 2015.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/navarreagm2015
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on Wednesday, 11 November 2015.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** www.votingonline.com.au/navarreagm2015

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Navarre Minerals Limited

ABN 66 125 140 105

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Navarre Minerals Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **RSM Bird Cameron Partners, Level 21, 55 Collins Street, Melbourne VIC 3000 on Friday 13, November, 2015 at 11.00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 2, 3 & 7, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 2, 3 & 7 are connected with the remuneration of a member of the key management personnel for the Navarre Minerals Limited

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 2, 3 & 7). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Re-appointment of Mr Colin Naylor as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Business				
Resolution 3	Approval of issue of 2015 Options to Mr Geoff McDermott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of share issue to refresh the Company's 15% placement capacity – issue of 5,833,333 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of share issue to refresh the Company's 15% placement capacity – issue of 5,000,000 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of additional capacity to issue ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Navarre Minerals Limited Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2015