



BC IRON LIMITED
ABN 21 120 646 924

2017 Notice of Annual General Meeting and Explanatory Statement

**Annual General Meeting to be held at
The Celtic Club, 48 Ord Street, West Perth, Western Australia
on Thursday 23 November 2017 commencing at 2.00pm (AWST)**

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. A proxy form is enclosed. If you are unable to attend the Annual General Meeting please complete and return the enclosed proxy form in accordance with the specified directions. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser without delay.



Notice of Annual General Meeting

Notice is given that the Annual General Meeting of BC Iron Limited (ABN 21 120 646 924) will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Thursday, 23 November 2017 commencing at 2.00pm (AWST). Registration will open at 1:30pm (AWST).

BUSINESS OF THE MEETING

FINANCIAL STATEMENTS AND REPORTS 2017
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To receive and consider the annual financial report of the Company, the Directors' Report and the Independent Audit Report for the year ended 30 June 2017.

Copies of these reports have been sent to requesting Shareholders and are available on the Company's website - www.bcion.com.au.

ORDINARY BUSINESS

RESOLUTION 1 – NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT

To consider and, if thought fit, to pass as an ordinary, non-binding resolution:

To adopt the Remuneration Report for the year ended 30 June 2017.

Note - The vote on the Remuneration Report is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this Resolution.

Voting exclusion:

Votes cannot be cast, and the Company will disregard any vote cast, on Resolution 1 by, or on behalf of:

- (a) a member of the Key Management Personnel; and
- (b) a Closely Related Party (such as close family members and any controlled companies) of Key Management Personnel.

However, the Company need not disregard a vote if:

- (1) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution or the proxy is the Chairman of the Meeting and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
- (2) it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.



Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 1 unless:

- (1) the appointment specifies the way the proxy is to vote on Resolution 1; or
- (2) the proxy is the Chairman of the Meeting and the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chairman intends to vote any undirected proxies in favour of Resolution 1.

Shareholders may also choose to direct the Chairman as their proxy to vote against Resolution 1 or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

RESOLUTION 2 – RE-ELECTION OF MR MARTIN BRYANT AS DIRECTOR

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

To elect as Director of the Company, Mr Martin Bryant, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

RESOLUTION 3 – RE-ELECTION OF MR ANDREW HASLAM AS DIRECTOR

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

To elect as Director of the Company, Mr Andrew Haslam, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

RESOLUTION 4 – ELECTION OF MS JENNY BLOOM

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

To elect as Director of the Company, Ms Jenny Bloom who was appointed as a Director of the Company since the last general meeting and, being eligible, offers herself for election.

RESOLUTION 5 – ELECTION OF MR MICHAEL BLAKISTON

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

To elect as Director of the Company, Mr Michael Blakiston who was appointed as a Director of the Company since the last general meeting and, being eligible, offers himself for election.



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RESOLUTION 6 – GRANT OF PERFORMANCE RIGHTS TO MR ALWYN VORSTER OR HIS NOMINEE

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

That, for the purposes of ASX Listing Rule 10.14 and section 208 of the Corporations Act 2001 (Cth) and for all other purposes, approval is given to grant up to 4,000,000 Performance Rights (and the issue of Shares if those Performance Rights are exercised) to Mr Alwyn Vorster or his nominee, for no consideration, in accordance with the BC Iron Limited Employee Performance Rights Plan ("Plan") and on the terms set out in the Explanatory Statement.

Voting exclusion:

The Company will disregard any vote cast on Resolution 6 by Mr Vorster or his nominee and any of their Associates or any director eligible to participate in the Plan, unless:

- (a) 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
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, pursuant to section 224 of the Corporations Act, the Company will also disregard any votes cast on Resolution 6 (in any capacity) by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given or an Associate of such a related party. However, the Company need not disregard a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 6 and it is not cast on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given or an Associate of such a related party.

Further, a Restricted Voter who is appointed as a proxy will not vote (and the Company will disregard any such votes) on Resolution 6 unless:

- (a) the appointment specifies the way the proxy is to vote on Resolution 6; or
- (b) the proxy is the Chairman of the Meeting and the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chairman intends to vote any undirected proxies in favour of Resolution 6.

Shareholders may also choose to direct the Chairman to vote against Resolution 6 or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Please note: If the Chairman is a person referred to in the section 224 Corporations Act voting exclusion statement above, the Chairman will only be able to cast a vote as proxy for a person who is entitled to vote if the Chairman is appointed as proxy in writing and the proxy form specifies how the proxy is to vote on Resolution 6.



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RESOLUTION 7 – GRANT OF PERFORMANCE RIGHTS TO MS JENNY BLOOM OR HER NOMINEE

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

That, for the purposes of ASX Listing Rule 10.14 and section 208 of the Corporations Act 2001 (Cth) and for all other purposes, approval is given to grant up to 200,000 Performance Rights (and the issue of Shares if those Performance Rights are exercised) to Ms Jenny Bloom or her nominee for no consideration, in accordance with the BC Iron Limited Employee Performance Rights Plan ("Plan") and on the terms set out in the Explanatory Statement.

Voting exclusion:

The Company will disregard any vote cast on Resolution 7 by Ms Bloom or her nominee and any of their Associates, or any director eligible to participate in the Plan, unless:

- (a) 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
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, pursuant to section 224 of the Corporations Act, the Company will also disregard any votes cast on Resolution 7 (in any capacity) by or on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given or an Associate of such a related party. However, the Company need not disregard a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 7 and it is not cast on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given or an Associate of such a related party.

Further, a Restricted Voter who is appointed as a proxy will not vote (and the Company will disregard any such votes) on Resolution 7 unless:

- (a) the appointment specifies the way the proxy is to vote on Resolution 7; or
- (b) the proxy is the Chairman of the Meeting and the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chairman intends to vote any undirected proxies in favour of Resolution 7.

Shareholders may also choose to direct the Chairman to vote against Resolution 7 or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Please note: If the Chairman is a person referred to in the section 224 Corporations Act voting exclusion statement above, the Chairman will only be able to cast a vote as proxy for a person who is entitled to vote if the Chairman is appointed as proxy in writing and the proxy form specifies how the proxy is to vote on Resolution 6.



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SPECIAL BUSINESS

RESOLUTION 8 – APPROVAL OF CHANGE OF NAME OF COMPANY

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

That, for the purpose of section 157(1)(a) of the Corporations Act 2001 (Cth) and all other purposes, Shareholders approve the change of the Company's name from BC Iron Limited to BCI Minerals Limited and that, for the purposes of section 136(2) of the Corporations Act 2001 (Cth) and all other purposes, all references to BC Iron Limited in the Company's constitution be replaced by references to BCI Minerals Limited.

RESOLUTION 9 – APPROVAL OF 10% ADDITIONAL PLACEMENT CAPACITY

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

That, for the purpose of Listing Rule 7.1A and all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion:

The Company will disregard any votes cast on Resolution 9 by any person who may participate in the proposed issue and persons who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any of their Associates.

However, the Company need not disregard a vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) the Chairman 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.

The Chairman intends to vote all available undirected proxies (where permitted in favour of Resolution 9).

By order of the Board of Directors

Rubini Ventouras
Company Secretary
20 October 2017



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Important information for Shareholders

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of Meeting and should be read in conjunction with it. This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting.

The Glossary at the end of the Explanatory Statement contains definitions of capitalised terms used in this Notice of Meeting and the Explanatory Statement.

Required majorities

All items of business other than Resolutions 8 and 9 require ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders present (in person, by proxy or representative) and entitled to vote on the resolution. Resolutions 8 and 9 are special resolutions and as such require at least 75% of the votes cast by Shareholders present (in person, by proxy or representative) and entitled to vote on the resolution.

Proxies

All Shareholders who are entitled to attend and vote at the meeting have the right to appoint a proxy to attend and vote for them. The proxy does not have to be a Shareholder. Shareholders holding two or more Shares can appoint either one or two proxies. If two proxies are appointed, the appointing Shareholder can specify what proportion of their votes they want each proxy to exercise.

To vote by proxy, please complete and return the proxy form enclosed with this Notice of Meeting as soon as possible. To be effective, a completed proxy form must be received by Computershare Investor Services Pty Ltd **no later than 2.00pm (AWST) on Tuesday 21 November 2017**, being not less than 48 hours prior to the commencement of the meeting. Where the proxy form is executed under power of attorney, the power of attorney must be lodged in the same way as the proxy form.

Lodgement options are as follows:

Online: Shareholders can submit their proxy voting instructions online at www.investorvote.com.au. Please refer to the enclosed proxy form for more information about submitting proxy voting instructions online.

By mail: Computershare Investor Services Pty Limited, GPO Box 242 Melbourne Victoria 3001 Australia

By fax: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

In person: Computershare Investor Services Pty Limited, Level 11 172 St George's Terrace Perth Western Australia 6000

Custodians and nominees: Please visit www.intermediaryonline.com to submit your voting instructions.

Corporate representatives

A shareholder that is a body corporate may appoint an individual as its representative to attend and vote at the meeting and exercise any other powers the body corporate can exercise at the meeting. The appointment must comply with section 250D of the Corporations Act 2001 (Cth). The appointment may be a standing one. The representative should bring to the meeting evidence of his or her appointment,



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including any authority under which the appointment is signed, unless it has previously been given to the Company. An appointment form is included with this Notice of Meeting.

Voting entitlements

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that, for the purpose of voting at the meeting, Shareholders are those persons who are the registered holders of Shares in the Company at 7.00pm (AWST) on Tuesday 21 November 2017.



Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting of the Company convened for Thursday 23 November 2017 commencing at 2.00pm (AWST).

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

BUSINESS OF THE MEETING

FINANCIAL STATEMENTS AND REPORTS 2017

The Corporations Act requires the Company to present to the Annual General Meeting the Financial Report, Directors' Report (including the Remuneration Report) and the Auditor's Report for the last financial year that ended before the Annual General Meeting. Copies of these reports have been sent to requesting Shareholders and are also available on the Company's website - www.bcion.com.au.

No resolution is required for this item, but Shareholders will be provided with a reasonable opportunity to ask questions or make comments in relation to these reports. The Company's auditor will also be present at the meeting and Shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

The Chairman will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

A resolution for adoption of the Remuneration Report is required to be considered and voted on in accordance with the Corporations Act. The Remuneration Report details the Company's policy on the remuneration of non-executive Directors, Managing Director and senior executives and is set out in the Company's 2017 Annual Report. The Company takes advice from independent remuneration consultants in relation to its remuneration practices. The vote on the adoption of the Remuneration Report resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Shareholders will be provided with a reasonable opportunity to ask questions and to make comments on the Remuneration Report at the Annual General Meeting.

Shareholders should note that the result of the vote on this item may affect the 2018 Annual General Meeting. Under the Corporations Act, if 25% or more of votes cast at the Meeting are against this resolution (constituting a 'first strike'), a resolution on whether to hold a further meeting to spill the Board (a "Spill Resolution") would be put to Shareholders if a 'second strike' occurs at the 2018 Annual General Meeting. This Spill Resolution would be included in the 2018 Notice of Annual General Meeting. If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.



The Remuneration Report for the financial year ended 30 June 2016 did not receive a vote of more than 25% against its adoption at the Company's last general meeting held on 25 November 2016. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chairman and expressly authorises the Chairman to exercise your proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chairman intends to use any such proxies to vote in favour of the Resolution 1.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 1.

RESOLUTION 2 – RE-ELECTION OF MR MARTIN BRYANT AS DIRECTOR

In accordance with clause 11.2 of the Company's Constitution, at each Annual General Meeting of the Company, one-third of the Directors (other than the Managing Director), or if their number is not three or a multiple of three, then the number nearest to but not exceeding one-third, need to retire from office by rotation. Further, and in accordance with the ASX Listing Rules, no Director may retain office for more than three years without submitting himself or herself for re-election even though this would result in more than one-third of the Directors retiring from office.

Accordingly, Mr Bryant is required to retire by rotation at the Annual General Meeting, and being eligible, offers himself for re-election as a Director.

Further information on Mr Bryant including his experience, knowledge, skills, other material directorships currently held, status as an independent director and term of office currently served by Mr Bryant is included in the 2017 Annual Report which has been sent to requesting Shareholders and is also available on the Company's website - www.bciron.com.au.

Recommendation: The Directors (excluding Mr Bryant) recommend that Shareholders vote in favour of Resolution 2.

RESOLUTION 3 – RE-ELECTION OF MR ANDREW HASLAM AS DIRECTOR

In accordance with clause 11.2 of the Company's Constitution, at each Annual General Meeting of the Company, one-third of the Directors (other than the Managing Director), or if their number is not three or a multiple of three, then the number nearest to but not exceeding one-third, need to retire from office by rotation. Further, and in accordance with the ASX Listing Rules, no Director may retain office for more than three years without submitting himself or herself for re-election even though this would result in more than one-third of the Directors retiring from office.

Accordingly, Mr Haslam is required to retire by rotation at the Annual General Meeting, and being eligible, offers himself for re-election as a Director.

Further information on Mr Haslam including his experience, knowledge, skills, other material directorships currently held, status as an independent director and term of office currently served by Mr Haslam is included in the 2017 Annual Report which has been sent to requesting Shareholders and is also available on the Company's website - www.bciron.com.au.



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Recommendation: The Directors (excluding Mr Haslam) recommend that Shareholders vote in favour of Resolution 3.

RESOLUTION 4 – ELECTION OF MS JENNY BLOOM

Ms Bloom was appointed as a Director of the Company by the Board since the last general meeting. In accordance with clause 11.4 of the Company's Constitution, the Board can appoint a person to be a Director, either to fill a causal vacancy or in addition to the existing Directors. However, any Director so appointed by the Board holds office until the next general meeting of the Company. Accordingly, Ms Bloom is required to retire at the Annual General Meeting, and being eligible, offers herself for election as a Director.

Further information on Ms Bloom including her experience, knowledge, skills, other material directorships currently held and status as an independent director is included in the 2017 Annual Report which has been sent to Shareholders and is also available on the Company's website - www.bcion.com.au.

Recommendation: The Directors (excluding Ms Bloom) recommend that Shareholders vote in favour of Resolution 4.

RESOLUTION 5 – ELECTION OF MR MICHAEL BLAKISTON

Mr Blakiston was appointed as a Director of the Company by the Board since the last general meeting. In accordance with clause 11.4 of the Company's Constitution, the Board can appoint a person to be a Director, either to fill a causal vacancy or in addition to the existing Directors. However, any Director so appointed by the Board holds office until the next general meeting of the Company. Accordingly, Mr Blakiston is required to retire at the Annual General Meeting, and being eligible, offers himself for election as a Director.

Further information on Mr Blakiston including his experience, knowledge, skills, other material directorships currently held and status as an independent director is included in the 2017 Annual Report which has been sent to Shareholders and is also available on the Company's website - www.bcion.com.au.

Recommendation: The Directors (excluding Mr Blakiston) recommend that Shareholders vote in favour of Resolution 5.

RESOLUTIONS 6 AND 7 – GRANT OF PERFORMANCE RIGHTS TO DIRECTORS

Background

Shareholder approval is being sought for the grant of Performance Rights to each of Mr Vorster and Ms Bloom (or their respective nominees), in accordance with the BC Iron Employee Performance Rights Plan ("Plan").

The Plan (as amended) was approved by Shareholders at the 2016 Annual General Meeting as an exception to the Company's 15% placement capacity in accordance with Listing Rule 7.2 (Exception 9).

The Company established the Plan to provide its directors and executives with long term incentives which create a link between the delivery of value to shareholders, financial performance and rewarding and retaining executives.

Under the Plan, the Board has the discretion to grant Performance Rights to any person it declares eligible upon the terms set out in the Plan. A Performance Right is, in effect, a contractual right to be issued with a fully paid ordinary share in the Company ("**Share**") on the satisfaction of certain conditions and the exercise of the Performance Right.

Approval sought: Listing Rules

Listing Rule 10.14 provides that a company must not issue or agree to issue securities to a director or an Associate of a director under an employee incentive scheme (which would include the Plan) without the approval of ordinary shareholders.

As such, Shareholder approval is sought under Listing Rule 10.14 as Resolutions 6 and 7 propose the issue of Performance Rights to Mr Vorster and Ms Bloom, who are directors of the Company.

As Shareholder approval is being sought under Listing Rule 10.14, approval is not also required under Listing Rule 7.1.

In compliance with the information requirements of Listing Rule 10.14, Shareholders are advised of the following information:

(a) **Name of person to receive Performance Rights**

The Performance Rights will be issued to Mr Vorster and Ms Bloom (or their respective nominees).

(b) **Maximum number of Performance Rights to be issued**

The maximum number of Performance Rights that may be issued to the Directors or their nominees under Resolutions 6 and 7 is 4,200,000, to be distributed amongst the Directors or their nominees as follows:

- (i) Mr Vorster or his nominee – 4,000,000; and
- (ii) Ms Bloom or her nominee – 200,000.

(c) **Issue price**

There is no issue price for the Performance Rights nor for any Shares issued on exercise of the Performance Rights. The Performance Rights will be granted for no consideration.

(d) **Prior issue of Performance Rights**

The Plan was last approved by Shareholders in 2016. The following Directors have received Performance Rights under the 2016 Plan:

Name	Position	Performance Rights Issued	Year of Issue
Mr A Haslam	Non-Executive Director	200,000	2016
Mr M Bryant	Non-Executive Director	200,000	2016
Mr A Vorster	Managing Director	6,000,000*	2016

**Mr Vorster now holds 4,000,000 noting that these were issued to him prior to his appointment as Managing Director*

There was no issue price for the Performance Rights nor for any Shares issued on vesting of the Performance Rights.

(e) **Entitlement to Participate**

Although all of the Directors of the Company are entitled to participate under the Plan, Mr Brian O'Donnell, Mr Andy Haslam, Mr Martin Bryant and Mr Michael Blakiston will not receive a grant of Performance Rights at this time.

(f) **Terms of issue**

The Performance Rights will be issued pursuant to the Plan. No funds will be raised by the grant of the Performance Rights.

Each of Mr Vorster and Ms Bloom (or their respective nominees) will be issued Performance Rights under the Plan in the following amounts:

- (i) Mr Vorster or his nominee – 4,000,000, with Tranche 1: 2,000,000 and Tranche 2: 2,000,000; and
- (ii) Ms Bloom or her nominee – 200,000 Tranche 1 only.

In addition to the requirements imposed by the terms of the Plan (including that other than in the case of total and permanent disability or death the recipient remain a director of the Company as at the time of vesting and exercise of the Performance Rights) the Performance Rights only vest to the extent the following Performance Conditions have been satisfied as set out below.

Performance Condition 1: Share Price Performance

	Tranche 1	Tranche 2
Share Price Performance Period	1 July 2017 to 30 June 2018	1 July 2018 to 30 June 2019
Minimum Target Price¹	\$0.20 per share	\$0.30 per share
Peak Price	Peak 30 day VWAP in the Share Price Performance Period	Peak 30 day VWAP in the Share Price Performance Period
Proportion of Tranche Qualifying for Vesting (%)	$(\text{Peak Price} / \text{Minimum Target Price}) - 1$	$(\text{Peak Price} / \text{Minimum Target Price}) - 1$
Notes	<p>If Peak Price is:</p> <p><\$0.20, 0% qualify for vesting</p> <p>>\$0.20 and <\$0.40, proportional qualification for vesting</p> <p>\$0.40 or higher, 100% qualify for vesting</p>	<p>If Peak Price is:</p> <p><\$0.30, 0% qualify for vesting</p> <p>>\$0.30 and <\$0.60, proportional qualification for vesting</p> <p>\$0.60 or higher, 100% qualify for vesting</p>

Performance Condition 2: Employee Tenure

	Tranche 1	Tranche 2
Continuous Employment Period	1 July 2018 to 30 June 2019	1 July 2019 to 30 June 2020
Notes	<p>In respect of each Tranche, if the employee is employed for 100% of the Continuous Employment Period specified for that Tranche, 100% of the Performance Rights qualifying under Performance Condition 1 for that Tranche will be eligible to vest.</p> <p>Good Leaver and Bad Leaver conditions will apply if the employee ceases employment during the Continuous Employment Period.</p> <p>For a Good Leaver, the Proportion of Performance Rights qualifying to vest will be reduced in line with the proportion of days in employment during Continuous Employment Period.</p> <p>For a Bad Leaver, all unvested Performance Rights will be cancelled.</p>	

Performance against the above hurdles will be determined around August following the end of the relevant financial year and the Performance Rights will vest (or otherwise) soon thereafter.

The Company will not apply to ASX for official quotation of the Performance Rights but will apply for quotation of any Shares issued as a result of the vesting and exercise of the Performance Rights.

(g) Loan arrangement

There is no loan arrangement associated with the grant of the Performance Rights or the issue of any Shares on exercise of the Performance Rights.

(h) Date of issue of Performance Rights

The Performance Rights will be issued to each of Mr Vorster and Ms Bloom (or their respective nominees) as soon as practicable after the date of the Annual General Meeting and in any event within 12 months.

(i) Voting exclusion statement

A voting exclusion statement for Resolutions 6 and 7 is included in the Notice of Annual General Meeting preceding this Explanatory Statement.

Approval sought: Corporations Act

Chapter 2E of the Corporations Act regulates the provision of “financial benefits” to “related parties” by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- the giving of the financial benefit falls within one of the nominated exceptions to the provisions;
or



- Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

A “related party” is widely defined under the Corporations Act, and includes the directors of the company. As such, the Directors of the Company are related parties of the Company for the purposes of section 208 of the Corporations Act.

A “financial benefit” is construed widely and in determining whether a financial benefit is being given, section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit, the issuing of securities or the granting of a performance right to a related party.

The issue of the Performance Rights under Resolutions 6 and 7 constitutes the provision of a financial benefit to a related party.

In compliance with the information requirements of section 219 of the Corporations Act, Shareholders are advised of the information below. Neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by Resolutions 6 and 7.

(a) **Identity of the related parties to whom Resolutions 6 and 7 permit financial benefits to be given.**

The Performance Rights the subject of Resolutions 6 and 7 are proposed to be issued to Mr Vorster and Ms Bloom (or their respective nominees), who are Directors of the Company and as such, are related parties of the Company.

(b) **Nature of the financial benefit**

Resolutions 6 and 7 seek approval from Shareholders to allow the Company to issue the Performance Rights set out at section (f) on pages 13 and 14 above. Subject to Shareholder approval, the Performance Rights will be issued pursuant to the Plan. If, however, there is any inconsistency between the terms of the Performance Rights as set out in this Explanatory Statement and the Plan, the terms as set out in this Explanatory Statement prevail to the extent of the inconsistency.

The grant of Performance Rights to Mr Vorster and Ms Bloom pursuant to Resolutions 6 and 7 are considered to be an appropriate form of remuneration in recognition of past and future services to the Company on the basis that it will allow the Company to adequately reward and incentivise Mr Vorster and Ms Bloom whilst preserving the Company’s limited cash reserves.

(c) **Valuation of financial benefit**

The Company’s external advisers use a Monte Carlo Simulation for the purposes of providing valuation information in respect to the Performance Rights the subject of Resolutions 6 and 7 to be issued to the Directors. The model is bespoke given the nature of the Performance Rights and it is largely based on an asset pricing model that makes use of probability distributions in order to arrive at the final outcome.

Based on this model, the value of the Performance Rights to be issued to the Directors has been determined to be \$0.0264 for each tranche 1 right and \$0.0154 for each tranche 2 right for each of the recipient Directors or \$83,600 in total for Mr Vorster and \$5,280 in total for Ms Bloom

(d) **Dilution**

If the Performance Rights the subject of Resolutions 6 and 7 granted as proposed above are exercised, the effect will be to dilute the shareholdings of other Shareholders. The issue of the Performance Rights will in aggregate be equal to approximately 1.06% of the Company's fully-diluted share capital assuming implementation of all Resolutions 6 and 7, the vesting and exercise of all the Performance Rights granted pursuant to Resolutions 6 and 7, and based upon the 394,968,910 Shares on issue as at the date of this Notice, resulting in a total of 399,168,910 Shares on issue (based upon the number of Shares on issue as at the date of this Notice).

(e) **Interests of Directors in the Company**

The direct and indirect interests of Mr Vorster and Ms Bloom in securities of the Company as at the date of this Notice of Annual General Meeting are:

Name	Position	Number of Shares	Number of Options	Number of Performance Rights
Mr Alwyn Vorster	Managing Director	2,415,645	Nil	4,000,000
Ms Jenny Bloom	Non-Executive Director	Nil	Nil	Nil

(f) **Participating Directors' total remuneration package**

Details of the remuneration (fees or salary per annum) of Mr Vorster and Ms Bloom (including superannuation), for the current financial year and the total financial benefit to be received by them in this current period as a result of the grant of the Performance Rights the subject of Resolutions 6 and 7, is set out below.

Name	Position	Fees p.a (A\$)	Value of Performance Rights	Total Financial Benefit (A\$)
Mr Alwyn Vorster	Managing Director	\$499,300	\$83,600	\$582,900
Ms Jenny Bloom	Non-Executive Director	\$76,500	\$5,280	\$81,780

Other than as disclosed in this Explanatory Memorandum, the Directors do not consider that from an economic and commercial point of view, there are any costs or detriments including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in granting the Performance Rights pursuant to Resolutions 6 and 7.

Neither the Directors nor the Company are aware of other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by Resolutions 6 and 7.



BC IRON LIMITED

BC Iron Limited
ABN 21 120 646 924

Voting

Note that a voting exclusion applies to Resolutions 6 and 7 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chairman and expressly authorises the Chairman to exercise your proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chairman intends to use any such proxies to vote in favour of the Resolutions.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on these Resolutions.

Board Recommendation

Each of the Directors (other than Mr Vorster and Ms Bloom) recommend that Shareholders vote in favour of Resolutions 6 and 7 on the basis that the grant of the Performance Rights to Mr Vorster and Ms Bloom is an appropriate form of remuneration in recognition of past services to the Company as it will allow the Company to adequately reward and incentivise Mr Vorster and Ms Bloom whilst preserving the Company's limited cash reserves.

Mr Vorster and Ms Bloom who have a material personal interest in the outcome of Resolutions 6 and 7 decline to make a recommendation

SPECIAL BUSINESS

RESOLUTION 8 – APPROVAL OF CHANGE OF NAME OF COMPANY

Since 2006 the Company's name has been BC Iron Limited, and during that time the Company's main undertaking and principal focus have been iron ore exploration in the Pilbara region of Western Australia.

During the last year the Company has amended its strategy to also target investments in Australian projects in commodities other than iron ore. The Company therefore aims to maintain a strong iron ore portfolio, create a presence in the gold and base metal sector, and to become an influential participant in the Australian agricultural and industrial minerals sector.

With this diversification and change in focus for the Company, the Directors consider that it is appropriate for the Company to adopt a new name which is more reflective of its future direction. It is therefore proposed to change the name of the Company to BCI Minerals Limited. The proposed name recognises the history and origin of the Company, and that it is no longer a solely iron ore focused company.

The Board has approved this change of name subject to the approval of Shareholders. The change will not affect the legal status of the Company.

Section 157(1)(a) of the Corporations Act 2001 (Cth) provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 8 seeks approval of Shareholders for the Company to change its name to BCI Minerals Limited.

If Resolution 8 is passed the change of name will take effect when ASIC alters the details of the Company's registration.

The proposed name has been reserved by the Company and if Resolution 8 is passed, the Company will lodge a copy of the special resolution with ASIC following the meeting in order to effect the change.



The Company also seeks approval under section 136(2) of the Corporations Act to amend the Company's constitution to reflect the change of name.

Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 8.

RESOLUTION 9 – APPROVAL OF 10% ADDITIONAL PLACEMENT CAPACITY

Background

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued share capital over a 12-month period after the Annual General Meeting at which a resolution for the purposes of Listing Rule 7.1A is passed by special resolution (“**Additional 10% Placement Capacity**”). The Additional 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An entity will be eligible to seek approval under Listing Rule 7.1A if:

- (a) the entity has a market capitalisation of \$300 million or less; and
- (b) the entity that is not included in the S&P ASX 300 Index.

The Company has a market capitalisation of \$67,144,715 as at 10 October 2017 and is an eligible entity for the purposes of Listing Rule 7.1A.

The number of Equity Securities to be issued under the Additional 10% Placement Capacity will be determined in accordance with the formula set out in Listing Rule 7.1A.2.

Resolution 9 seeks Shareholders' approval to issue additional Equity Securities under the Additional 10% Placement Capacity. It is anticipated that funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity would be applied towards the Company's exploration activities, the acquisition of new assets (should suitable assets be found), administration costs and general working capital.

Listing Rule 7.1A

The effect of Resolution 9 will be to permit the Company to issue the Equity Securities under Listing Rule 7.1A during the Additional Placement Period (as defined below) without using the Company's 15% placement capacity under Listing Rule 7.1.

Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice the Company has Shares and unlisted Performance Rights on issue.

Based on the number of Shares on issue at the date of this Notice, the Company will have 394,968,910 Shares on issue and therefore, subject to Shareholder approval being obtained under Resolution 9, 39,496,891 Equity Securities will be permitted to be issued in accordance with Listing Rule 7.1A. Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the Additional 10% Placement Capacity is a moving calculation and will be based on the formula set out in Listing Rule 7.1A.2 at the time of issue of the Equity Securities.

That formula is:

(A x D) – E

- A is the number of Shares on issue 12 months before the date of issue or agreement:
- (a) plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (b) plus the number of partly paid Shares that became fully paid in the 12 months;
 - (c) plus the number of fully paid Shares issued in the 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid Shares under the entity's 15% placement capacity without Shareholder approval;
 - (d) less the number of fully paid Shares cancelled in the 12 months.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is 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 the issue or agreement to issue, that are not issued with the approval of Shareholders under Listing Rules 7.1 or 7.4.

The table below demonstrates various examples as to the number of Equity Securities that may be issued under the Additional 10% Placement Capacity.

Variable 'A'	Number of Shares issued and funds raised under the Additional 10% Placement Capacity and dilution effect	Dilution		
		\$0.085 Issue Price at half the current market price	\$0.17 Issue Price at current market price	\$0.34 Issue Price at double the current market price
Current Variable 'A' 394,968,910 Shares	Shares issued	39,496,891	39,496,891	39,496,891
	Funds raised	\$3,357,236	\$6,714,471	\$13,428,943
	Dilution	10%	10%	10%
50% increase in current variable 'A' 592,453,365 Shares	Shares issued	59,245,337	59,245,337	59,245,337
	Funds raised	\$5,035,854	\$10,071,707	\$20,143,415
	Dilution	10%	10%	10%
100% increase in current variable 'A' 789,937,820 Shares	Shares issued	78,993,782	78,993,782	78,993,782
	Funds raised	\$6,714,471	\$13,428,943	\$26,857,886
	Dilution	10%	10%	10%

Note: This table assumes:

- Current variable 'A' is the 394,968,910 Shares on issue at the date of this Notice.
- No options are issued and exercised before the date of the issue of the Equity Securities.
- No Performance Rights convert into Shares before the date of the issue of the Equity Securities.
- The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes quoted Options, for the purposes of the above table, it is assumed that those quoted Options are exercised into Shares for the purposes of calculating the voting dilution effect on existing Shareholders.



- *The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.*

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

Resolution 9 is a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) in order to be passed.

Specific information required by Listing Rule 7.3A

The following information in relation to the Shares proposed to be issued is provided to Shareholders for the purposes of Listing Rule 7.3A:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days on which trades in the class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within five Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

- (b) If Resolution 9 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Capacity, the existing Shareholders' economic and voting interests in the Company will be diluted. There is also a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
 - (ii) the Equity Securities may be issued:
 - (A) at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities; or
 - (B) as consideration (or part thereof) for the acquisition of a new asset, both of which may have an effect on the amount of funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity.

- (c) The table above on page 19 shows the dilution of existing Shareholders upon the issue of the maximum number of Equity Securities under the Additional 10% Placement Capacity, using different variables for the number of ordinary securities for variable 'A' (as defined in Listing Rule 7.1A) and the market price of Shares. It is noted that variable 'A' is based on the number of ordinary securities the Company has on issue at the time of the proposed issue of Equity Securities.

The table shows:

- (i) examples of where variable 'A' is 394,968,910 Shares on issue at the date of this Notice and where variable 'A' has increased by 50% and by 100%;



- (ii) examples of where the issue price of ordinary securities is the current market price as at close of trade on 10 October 2017, being \$0.17, (current market price), where the issue price is halved, and where it is doubled; and
 - (iii) the dilutionary effect will always be 10% if the maximum number of Equity Securities that may be issued under the Additional 10% Placement Capacity are issued.
- (d) Approval of the Additional 10% Placement Capacity will be valid during the period (Additional Placement Period) from the date of the Annual General Meeting and will expire on the earlier of:
- (i) the date that is 12 months after the date of the Annual General Meeting; and
 - (ii) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- (e) The Company may seek to issue the Equity Securities for the following purposes:
- (i) If Equity Securities are issued for cash consideration, the Company intends to use the funds for development of its existing projects and investment in new projects it may acquire in line with its growth and diversification strategy; and
 - (ii) If Equity Securities are issued for non-cash consideration for acquisition of interests in new projects or opportunities in line with its growth and diversification strategy (should suitable assets be found). If Equity Securities are issued for non-cash consideration, the Company will comply with the minimum issue price limitation under Listing Rule 7.1A.3 in relation to such issue and will release the valuation of the non-cash consideration to the market.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.3 and 3.10.5A upon issue of any Equity Securities.

- (f) The identity of the persons to whom Shares will be issued is not yet known and will be determined on a case by case basis having regard to market conditions at the time of the proposed issue of Equity Securities and the Company's allocation policy, which involves consideration of matters including, but not limited to:
- (i) the ability of the Company to raise funds at the time of the proposed issue of Equity Securities and whether the raising of any funds under such placement could be carried out by means of an entitlements' offer, or a placement and an entitlements' offer;
 - (ii) the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of proposed issued of Equity Securities;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from its professional advisers, including corporate, financial and broking advisers (if applicable).

The persons to whom Shares will be issued under the Additional 10% Placement Capacity have not been determined as at the date of this Notice, but will not include related parties (or their Associates) of the Company.

- (g) The Company previously obtained Shareholder approval under Listing Rule 7.1A on 25 November 2016. In the 12 months preceding the date of this Meeting, the Company has issued 14,642,000 Equity Securities which represents 4% of the total number of Equity Securities on issue at the commencement of that 12-month period and cancelled 5,844,476 Equity Securities. The following information is provided in relation to each issue of Equity Securities in the 12 months preceding the date of the Meeting:

Date	Number Issued	Class	Summary of Terms	Consideration
19/12/2016	3,700,000	Performance Rights	Issued to employees and Directors under the BC Iron Employee Performance Rights Plan with an expiry date of 19/12/2023	Nil, value of \$0.14 per right based on a Monte Carlo Valuation
14/03/2017	1,750,000	Performance Rights	Issued to employees under the BC Iron Employee Performance Rights Plan with an expiry date of 14/03/2024	Nil, value of \$0.11 per right based on a Monte Carlo Valuation
21/08/2017	1,980,000	Ordinary fully paid shares	Issued to employees on conversion of unlisted performance rights under the BC Iron Employee Performance Rights Plans	Nil, value of \$0.092 per right based on a Monte Carlo Valuation
21/08/2017	6,750,000	Performance Rights	Issued to employees under the BC Iron Employee Performance Rights Plan with an expiry date of 21/08/2022	Nil, value of \$0.023 per right based on a Monte Carlo Valuation
04/09/2017	462,000	Ordinary fully paid shares	Issued to employees and Directors on conversion of unlisted performance rights under the BC Iron Employee Performance Rights Plans	Nil, value of \$0.145 per right based on a Monte Carlo Valuation

- (h) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not determined who the Company will issue Equity Securities to under the Additional 10% Placement Capacity, other than noting that the persons to whom Shares will be issued will be determined on a case by case basis having regard to the factors outlined in paragraph (f) above. The Company has not approached, and has not yet determined to approach, any particular existing security holders or an identifiable class of existing security holders to participate in an offer under the Additional 10% Placement Capacity, therefore no existing security holders' votes would be excluded under the voting exclusion statement included in this Notice.


Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 9.

Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

Associate	has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the “designated body” for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.
ASX	the Australian Securities Exchange or ASX Limited ACN 008 624 691, as appropriate.
AWST	Australian Western Standard Time.
Board	the board of Directors of the Company.
Closely Related Party	has the meaning given to that term in the Corporations Act.
Company	BC Iron Limited ACN 120 646 924.
Constitution	Constitution of the Company, as amended from time to time.
Corporations Act	<i>Corporations Act 2001 (Cth)</i> .
Director	a director of the Company.
Equity Securities	has the meaning set out in the Listing Rules.
Key Management Personnel	as disclosed in the Remuneration Report.
Listing Rule	a Listing Rule of the ASX.
Notice / Notice of Meeting	This Notice of Annual General Meeting
Participating Directors	Mr Alwyn Vorster and Ms Jenny Bloom
Performance Right	a right granted under the Plan to acquire a Share on the terms set out in the Plan subject to the satisfaction of certain performance conditions.
Plan	BC Iron Limited’s Employee Performance Rights Plan.
Restricted Voter	Key Management Personnel and their Closely Related Parties as at the date of the Meeting
Share(s)	a fully paid ordinary share(s) in the capital of the Company.
Shareholder	shareholder of the Company.

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



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

Proxy Form

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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

 **For your vote to be effective it must be received by 2.00pm (AWST) Tuesday, 21 November 2017**

How to Vote on Items of Business

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

Appointment of Proxy

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

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

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

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

Attending the Meeting

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

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

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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

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



I 9999999999

IND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of BC Iron Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or 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 directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of BC Iron Limited to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Thursday, 23 November 2017 at 2.00pm (AWST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 6 and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 6 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 6 and 7 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Non-binding resolution to adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Martin Bryant as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Andrew Haslam as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Ms Jenny Bloom	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Election of Mr Michael Blakiston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Grant of Performance Rights to Mr Alwyn Vorster or his nominee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Grant of Performance Rights to Ms Jenny Bloom or her nominee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of Change of Name of Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval of 10% Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

 / /

BCI

999999A

Computershare +