



ASX/Media Announcement

Perth: 9 July 2014

NOTICE OF GENERAL MEETING/PROXY FORM

We advise that the attached Notice of General Meeting of shareholders of the Company was despatched to shareholders today.

The meeting is scheduled to be held at 11:00 am (WST) on 8 August 2014 at The Vic Hotel, 226 Hay Street, Subiaco, Western Australia.

For further information please contact the undersigned or the Company Secretary, Paul McQuillan, on +61 8 9363 7800.

A handwritten signature in black ink that reads "Tom Dukovic".

Tom Dukovic
Managing Director

Platypus Minerals Limited

Notice of General Meeting

A General Meeting of Platypus Minerals Limited (ABN: 99 008 894 442) will be held at The Vic Hotel, 226 Hay Street, Subiaco, WA on 8 August 2014 at 11:00am (WST).

This notice of general meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

Please contact the Company Secretary on +61 8 9363 7800 if you wish to discuss any matter concerning the Meeting.

Platypus Minerals Limited
ABN 99 008 894 442

Notice of General Meeting

Notice is hereby given that a general meeting of the Shareholders of Platypus Minerals Limited will be held at The Vic Hotel, 226 Hay Street, Subiaco, Western Australia on 8 August 2014 at 11am (WST) (*Meeting*).

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form form part of this Notice of Meeting.

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 11am (WST) on 6 August 2014.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1 of the Explanatory Memorandum.

Agenda

1 RESOLUTION 1 - RATIFICATION OF ISSUE OF PLACEMENT SHARES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue on 28 February 2014 of 116,000,000 Shares (on a pre-Consolidation basis) to sophisticated and professional investors at an issue price of \$0.001 per Share and otherwise on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

2 RESOLUTION 2 - RATIFICATION OF ISSUE OF PLACEMENT SHARES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue on 31 March 2014 of 173,500,000 Shares (on a pre-Consolidation basis) to sophisticated and professional investors at an issue price of \$0.001 per Share and otherwise on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

3 RESOLUTION 3 - RATIFICATION OF ISSUE OF PLACEMENT SHARES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue on 1 May 2014 of 140,000,000 Shares (on a pre-Consolidation basis) to sophisticated and professional investors at an issue price of \$0.001 per Share and otherwise on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

4 RESOLUTION 4 - CONSOLIDATION OF CAPITAL

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

“That, for the purposes of section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that every 30 Shares be consolidated into 1 Share; and where this consolidation results in a fraction of a Share being held by a Shareholder, the Directors be authorised to round that fraction up to the nearest whole Share, with effect on a date to be announced to ASX in accordance with the Listing Rules.”

5 RESOLUTION 5 - ISSUE OF SHARES TO MR RICK CRABB

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

“That for the purposes of, Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the Company to issue 4,666,667 Shares (on a post-Consolidation basis) to Rick Crabb or his nominee in satisfaction of a loan made by Rick Crabb to the Company for \$140,000 and otherwise on the terms set out in the Explanatory Memorandum.”

A voting exclusion statement is set out below.

6 VOTING PROHIBITION AND EXCLUSION STATEMENTS

In accordance with Listing Rule 14.11 the Company will disregard any votes cast on the following Resolutions by the following persons:

Resolution 1 - Ratification of issue of Placement Shares	Persons who participated in the issue and any associate of those persons.
Resolution 2 - Ratification of issue of Placement Shares	Persons who participated in the issue and any associate of those persons.
Resolution 3 - Ratification of issue of Placement Shares	Persons who participated in the issue and any associate of those persons.
Resolution 5 - Issue of Shares to Mr Rick Crabb	Mr Crabb or any of his associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction 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.

By order of the Board of Directors

A handwritten signature in black ink, appearing to read "Tom Dukovic". The signature is written in a cursive style with a horizontal line underneath.

Mr Tom Dukovic
Managing Director
Platypus Minerals Limited

Platypus Minerals Limited
ABN 99 008 894 442

Explanatory Memorandum

1 INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at The Vic Hotel, 226 Hay Street, Subiaco, Western Australia on 8 August 2014 at 11am WST. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

Unless otherwise indicated, all references to Shares in this Explanatory Memorandum are on a post Consolidation basis. Certain terms and abbreviations used in this Explanatory Memorandum have defined meanings which are explained in schedule 1.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice, and includes the following:

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A Proxy Form is located at the end of the Explanatory Memorandum.

This Explanatory Memorandum contains forward looking statements that, despite being based on the Company's current expectations about future events, are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors. These known and unknown risks, uncertainties and assumptions, could cause actual results, performance or achievements to materially differ from future results, performance or achievements expressed or implied by forward-looking statements in this Notice.

Please contact the Company Secretary on +61 8 9363 7800 if you wish to discuss any matter concerning the Meeting.

2 ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

All Shareholders are invited and encouraged to attend the Meeting. If a Shareholder is unable to attend in person, they can appoint a representative (or **proxy**) to attend on their behalf by signing and returning the Proxy Form (attached to the Notice) to the Company in accordance with the instructions on the Proxy Form. The Company encourages Shareholders completing a Proxy Form to direct the proxy how to vote

on each Resolution.

The Proxy Form must be received no later than 48 hours before the commencement of the Meeting, i.e. by no later than 11.00am WST on 6 August 2014. Any Proxy Form received after that time will not be valid for the Meeting.

A Proxy Form may be lodged in the following ways:

By Mail	PO Box 1245, West Leederville, WA, 6901
By Facsimile	+61 8 9363 7801
In Person	Level 1, 254 Railway Parade, West Leederville, WA

Shareholders lodging a Proxy Form are not precluded from attending and voting in person at the Meeting.

2.2 Corporate representatives

Shareholders who are body corporates may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

An appointment of corporate representative form is available from the website of the Company's share registry (Security Transfer Registrars Pty Limited).

2.3 Eligibility to vote

The Directors have determined that, for the purposes of voting at the Meeting, Shareholders are those persons who are the registered holders of Shares at 4:00pm (WST) on 6 August 2014.

3 RESOLUTIONS 1 TO 3 - RATIFICATION OF PRIOR SHARE ISSUES

3.1 Introduction

The Company has since its last annual general meeting made the following Share issues:

- (a) 116,000,000 Old Shares on 28 February 2014.
- (b) 173,500,000 Old Shares on 31 March 2014.
- (c) 140,000,000 Old Shares on 1 May 2014.

The Shares were issued at \$0.001 each to sophisticated and professional investors.

Funds raised were used towards preparatory studies in relation to a proposed field program at the Gobbos project in Western Australia, to meet annual tenement renewal payments for Gobbos and the Peruvian concessions, ongoing vendor payments in relation to the Peruvian concessions, general working capital and corporate overheads.

The Shares were issued within the Company's 15% annual limit permitted by Listing Rule 7.1 and without Shareholder approval.

The effect of Shareholders passing Resolutions 1 to 3 and ratifying the issues will be to restore the Company's ability to issue further capital to the maximum 15% limit

during the next 12 months.

3.2 Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided about the issues:

- (a) The number of securities issued (on a pre-Consolidation basis):
 - (i) 116,000,000 Old Shares on 28 February 2014.
 - (ii) 173,500,000 Old Shares on 31 March 2014.
 - (iii) 140,000,000 Old Shares on 1 May 2014.
- (b) The price at which the securities were issued was \$0.001 to raise \$429,500 in total before costs.
- (c) The Shares are fully paid ordinary shares in the capital of the Company and were issued on the same terms and conditions as the Company's existing Shares.
- (d) The securities were issued to sophisticated and professional investors who were unrelated parties of the Company.
- (e) Funds raised were used towards preparatory studies in relation to a proposed field program at the Gobbos project in Western Australia, to meet annual tenement renewal payments for Gobbos and the Peruvian concessions, ongoing vendor payments in relation to the Peruvian concessions, general working capital and corporate overheads.
- (f) Voting exclusion statements are included in the Notice.

4 RESOLUTION 4 - CONSOLIDATION OF CAPITAL

4.1 Introduction

The Directors are seeking Shareholder approval to consolidate the number of Shares on issue on a 30 for 1 basis. The Consolidation is proposed so that the Company has a more appropriate capital structure.

Section 254H of the Corporations Act provides that a company may, by a resolution passed in a general meeting of shareholders, convert all or any of its shares into a larger or smaller number of shares.

If this Resolution is passed, the number of Old Shares currently on issue will be reduced from 3,838,992,048 to approximately 127,966,401 (subject to rounding).

After the Consolidation becomes effective, all holding statements for Old Shares will cease to have any effect, except as evidence of entitlement to a certain number of post-consolidation Shares, and the Company will arrange for new holdings statements to be issued to Shareholders.

4.2 Capital structure

The effect of the Consolidation on the Company's capital structure is as follows:

Securities	Pre-Consolidation		Post Consolidation	
	Number	Exercise Price	Number	Exercise Price
Shares	3,838,992,049		127,966,402	
Unlisted Options exercisable by 31 December 2014	59,365,709	\$0.0030	1,978,857	\$0.090

4.3 Timetable

The timetable for the Consolidation is as follows:

Event	Date
Company announces Consolidation and sends Notice of Meeting to Shareholders	9 July 2014
Company tells ASX that Shareholders have approved the Consolidation	8 August 2014
Last day for trading Old Shares	11 August 2014
Trading of New Shares on a deferred settlement basis begins	12 August 2014
Last day for Company register transfers on a pre-Consolidation basis	14 August 2014
Company sends holding statements and new certificates to Shareholders	15 August 2014
Deferred settlement market ends	21 August 2014

Indicative and subject to change in accordance with the Listing Rules.

4.4 Fractional entitlements and taxation

Fractional entitlements, which will occur where a Shareholder holds an odd number of Shares which cannot be evenly divided by 30, will be rounded up to the nearest whole Share.

Whilst the Company does not believe that there are any tax consequences as a result of the Consolidation, Shareholders are advised to seek their own advice. The Company does not accept any responsibility for the consequences to individuals as a result of the Consolidation.

5 RESOLUTION 5 - ISSUE OF SHARES TO MR RICK CRABB

5.1 Introduction

The Company proposes to issue a total of 4,666,667 New Shares to Rick Crabb, a Director of the Company. The Shares are being issued in conversion of a loan of \$140,000 made by Mr Crabb to the Company (**Loan**). Funds received under the loan were applied towards corporate overheads and general working capital and are partly retained by the Company.

The proposed issue of securities to Mr Crabb requires Shareholder approval under the Listing Rules.

5.2 Requirement for Shareholder approval

Listing Rule 10.11 requires a listed company to obtain Shareholder approval by ordinary resolution prior to the issue of securities to a related party. If shareholder approval is obtained under Listing Rule 10.11, shareholder approval is not required under Listing Rule 7.1 and the proposed issue will be included in 15% annual limit permitted by Listing Rule 7.1.

The other Directors consider the Loan and issue of Shares to Mr Crabb to be reasonable in the circumstances if the Company and Mr Crabb were dealing at arm's length, so that Shareholder approval is not required under Chapter 2E of the Corporations Act.

5.3 Information required by Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided about the proposed issue:

- (a) The Shares will be issued to Rick Crabb, or his nominee.
- (b) The maximum number of New Shares to be issued is 4,666,667.
- (c) The Shares will be issued no later than 1 month after the date of the meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue will occur on the same date.
- (d) The Shares will be issued in satisfaction of the Loan and for nil cash consideration.
- (e) The Shares will be fully paid ordinary Shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares.
- (f) A voting exclusion statement is included in the Notice.
- (g) No funds will be raised from the issue as the Shares will be issued in satisfaction of the Loan.

1 SCHEDULE 1 - DEFINITIONS

In this Notice and Explanatory Memorandum:

ASIC	means Australian Securities and Investments Commission.
ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Board	means the board of Directors.
Consolidation	means the consolidation of Shares on issue at Completion on a 1 New Share for every 30 Old Share basis (rounded up to the nearest whole number).
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
Explanatory Memorandum	means this explanatory memorandum.
Listing Rules	means the listing rules of the ASX.
Loan	has the meaning given in section 5.1.
Meeting	means the Shareholder's meeting convened by this Notice.
New Share	means a Share on a post-Consolidation basis.
Notice or Notice of Meeting	means this notice of meeting.
Old Share	means a Share on a pre-Consolidation basis
Option	means an option to be issued a Share.
Platypus or the Company	means Platypus Minerals Limited (ABN: 99 008 894 442).
Proxy Form	means the proxy form attached to this Notice.
Resolution	means a resolution set out in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
WST	means Western Standard Time.

Name and Address

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 on the form. Securityholders sponsored by a broker should advise your broker of any changes. Please note, you cannot change ownership of your securities using this form.

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 11AM ON 6 AUGUST 2014

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman 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 Chairman 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.

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.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's 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

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in 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 voting rights are to be voted on any item by inserting the percentage or number of securities 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 your vote on that item will be invalid.

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 must 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 must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting (ie the Proxy Form must be received by **11:00am (WST) on 6 August 2014**). Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL - PO Box 1245, West Leederville, WA, 6901

BY FAX - +61 8 9363 7801

IN PERSON - Level 1, 254 Railway Parade, West Leederville, WA

Attending the Meeting

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

Shareholder Details

Name:
 Address:
 Contact Telephone No:
 Contact Name (if different from above):

STEP 1 - Appointment of Proxy

I/We being a member/s of Platypus Minerals Limited and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X') **OR**

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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 at the **General Meeting** of Platypus Minerals Limited to be held at **The Vic Hotel, 226 Hay Street, Subiaco, WA on 8 August 2014 at 11:00am (WST)** 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.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your Shares are not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

If the Chair of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of Resolution 5, please place a mark in the box. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of Resolution 5 and that votes cast by the Chair of the meeting for Resolution 5 other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on Resolution 5, and your votes will not be counted in calculating the required majority if a poll is called on Resolution 5.

STEP 2 - Voting directions to your Proxy - please mark to indicate your directions

Ordinary Business

- Resolution 1 Ratification of issue of placement Shares
- Resolution 2 Ratification of issue of placement Shares
- Resolution 3 Ratification of issue of placement Shares
- Resolution 4 Consolidation of capital
- Resolution 5 Issue of Shares to Mr Rick Crabb

For	Against	Abstain

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

STEP 3 - Please sign here

This section *must* be signed in accordance with the instructions overleaf 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 / / 2014