

ACN 009 173 602

NOTICE OF ANNUAL GENERAL MEETING EXPLANATORY MEMORANDUM PROXY FORM

TIME	11:00AM (WST)				
DATE	Tuesday, 31 May 2016				
PLACE	Aurenda Level 1, 136 Stirling Highway Nedlands				

This is an important document. Please read it carefully. If there is any matter that you do not understand, you should contact your financial adviser, stockbroker or solicitor.

Notice is given that the Annual General Meeting of Members of Reward Minerals Limited (ACN 009 173 602) will be held at:

Venue Aurenda Level 1, 136 Stirling Highway Nedlands WA 6009 Commencing at

11:00am (Perth Time) on Tuesday, 31 May 2016

AGENDA

Ordinary Resolutions

Annual Report

To receive and consider the annual financial report, Directors' report and auditor's report for the Company for the year ended 31 December 2015.

Note: This matter is not voted on.

Resolution 1 Adoption of Remuneration Report

To consider and, if thought fit, to pass with or without amendment, the following resolution as an Ordinary Resolution in accordance with section 250R(2) of the Corporations Act:

That the Remuneration Report in the 2015 Annual Report of the Company be adopted.

Note: This is a non-binding vote.

Voting Exclusion: The Company will disregard any votes cast on this resolution (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member,

unless:

- (c) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on this resolution; and
- (d) the vote is not cast on behalf of a person described in paragraphs (a) or (b) above.

Resolution 2 Re-election of Director – Mr Colin McCavana

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

That Mr Colin McCavana who retires in accordance with article 7.3 of the Company's Constitution and being eligible offers himself for re-election, be re-elected as a Director.

Directors' Recommendation

The Directors unanimously recommend that you vote in favour of this resolution.

Special Resolution

Resolution 3 Approval of additional 10% placement facility

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a Special Resolution:

That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1.A.2 over a 12 month period on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by a person who may participate in the issue of the Shares and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed and any associates of such a person. However, the Company need not disregard a vote if:

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

Bianca Taveira Company Secretary 27 April 2016

Notes

How to Vote

You may vote by attending the Annual General Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Annual General Meeting on the date and at the place set out above. The Annual General Meeting will commence at 11:00am WST.

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this notice as soon as possible and either:

- return the proxy form by post to Reward Minerals Ltd, PO Box 1104, Nedlands, Western Australia, 6909; or
- send the proxy form by facsimile to the Company on facsimile number (08) 9386 9473 (International: + 61 8 9386 9473); or
- email the proxy form to admin@rewardminerals.com;

so that it is received no later than 11:00am (Perth Time) on 29 May 2016.

Auditors

A representative of the Company's Auditors will be present to answer any questions on the accounts. Questions to the Auditors in writing may be forwarded to reach the Company no later than 11:00am (Perth Time) on 29 May 2016.

Annual Report

In accordance with amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. Shareholders who do not receive a printed copy of the Company's Annual Report may view the report on its website at www.rewardminerals.com.

Your proxy form is enclosed.

Explanatory Statement

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice of Annual General Meeting. The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Resolution 1 Remuneration Report

The Remuneration Report is in the Directors Report section of the Company's Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and Key Management Personnel;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the Company's Key Management Personnel named in the Remuneration Report for the financial year ended 31 December 2015.

The Directors recommend that Shareholders vote in favour of Resolution 1. Section 250R(2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. The vote on this resolution is advisory only, however, and does not bind the Board or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Annual General Meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Directors (other than the managing director) must go up for re-election.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report at the Annual General Meeting.

In accordance with section 250R(4) of the Corporations Act, a vote on the Remuneration Report Resolution must not be cast (in any capacity) by or on behalf of either the following persons:

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may cast a vote on the resolution if:

- (c) the person does so as a proxy appointed in writing that directs how the proxy is to vote on the Remuneration Report Resolution; and
- (d) the vote is not cast on behalf of the person described in paragraphs (a) or (b) above.

In respect of Resolution 1, Shareholders are advised that their votes will not be counted if the Chairman is appointed to vote on their behalf with an undirected proxy form. As a result, if Shareholders wish to appoint the Chairman to vote on their behalf, they should ensure that they have specified the way that the Chairman must vote on Resolution 1.

Resolution 2 Re-election of Director – Mr Colin McCavana

Mr Colin McCavana was elected as a Director of the Company at the Annual General Meeting of the Company held on 28 May 2014.

Pursuant to article 7.3 of the Company's Constitution, Mr Colin McCavana, being a Director of the Company, retires by way of rotation and being eligible, offers himself for re-election as a Director of the Company.

Details of the qualification and experience of Mr Colin McCavana are set out in the 2015 Annual Report for the Company.

Directors' Recommendation

The Directors unanimously recommend that you vote in favour of this resolution.

Explanatory Statement

Special Resolution

Resolution 3

Approval of 10% placement facility

(a) Purpose of resolution

The purpose of this resolution is to authorise the Directors to issue a further 10% of its issued share capital under Listing Rule 7.1A during the 10% Placement Period in addition to and without using the Company's 15% placement capacity under Listing Rule 7.1. This effectively gives Directors a 25% placement capacity less that part of its placement capacity not available under Listing Rule 7.1.

(b) General information

Listing Rule 7.1A enables "eligible entities" to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1. An "eligible entity" for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$51,138,012 as at 18 April 2016. The Company is seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section (c)(iii) below).

(c) Description of Listing Rule 7.1A

(i) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(ii) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of the Notice, has on issue one class of Equity Securities, namely Shares (ASX Code: RWD).

(iii) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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 Rule 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** is 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 Rule 7.1 or 7.4.

(d) Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the below information is provided in relation to the approval of the 10% Placement Facility:

Explanatory Statement

- (i) 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 immediately before:
 - (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (b) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (A) above, the date on which the Equity Securities are issued.
- (ii) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in Table 1. There is a risk that:
 - (a) 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
 - (b) the Equity Securities may be issued 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 are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

Table 1 shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

- (iii) Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:
 - (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
 - (b) 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) (10% Placement Period).
- (iv) The Company may seek to issue the Equity Securities for the following purposes:
 - (a) non-cash consideration for the acquisition of the new resources assets and other investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (b) cash consideration. In such circumstances, the Company may use the funds raised towards an acquisition of new assets or other investments (including expense associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.
- (v) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - (a) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (b) the effect of the issue of the Equity Securities on the control of the Company;
 - (c) the financial situation and solvency of the Company; and
 - (d) advice from corporate, financial and broking advisers (if applicable). The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

Explanatory Statement

- (vi) The Company previously obtained shareholder approval under Listing Rule 7.1A at the last Annual General Meeting on 29 May 2015.
 - (a) No Equity Securities have been issued under Listing Rule 7.1A.
 - (b) The total number of Equity Securities issued in the 12 months preceding the date of this Notice of Meeting was 10,900,147, representing 9.76% of the 111,691,981 Equity Securities on issue at the commencement of the 12 month period. The Company has issued the following Equity Securities in the 12 months preceding the date of this Notice of Meeting:

Date of Issue	Issued to	Reason	Number	Issue Price	Discount to market price	Total Cash	Total Non Cash	Total Cash Spent*	Remaining Cash*
29 May 2015	Damien Clark	Exercise of listed options	2,381	\$0.25	\$0.53	\$595.25	-	\$595.25	-
26 June 2015	Institutional and sophisticated clients of Euroz Securities and BW Equities	Placement	6,291,667	\$0.72	\$0.02	\$4,530,000		-	\$4,530,000
10 July 2015	Institutional and sophisticated clients of Euroz Securities and BW Equities	Placement	1,000,000	\$0.72	\$0.08	\$720,000	-	\$720,000	•
4 August 2015	Michael Thompson	Exercise of listed options	733	\$0.25	\$0.47	\$183.25	-	\$183.25	-
22 October 2015	Various shareholders on exercise of options	Exercise of listed options	180,000	\$0.45	\$0.26	\$81,000	-	\$81,000	-
23 October 2015	Various shareholders on exercise of options	Exercise of listed options	200,000	\$0.25	\$0.46	\$50,000	-	\$50,000	
26 October 2015	Various shareholders on exercise of options	Exercise of unlisted options	240,000	\$0.45	\$0.25	\$108,000	-	\$108,000	-
30 November 2015	Kesli Chemicals Pty Ltd	Exercise of listed options	150,000	\$0.25	\$0.42	\$37,500	-	\$37,500	-
06 January 2016	Various shareholders on exercise of options	Exercise of unlisted options	1,970,000	\$0.45	\$0.10	\$886,500	-	\$886,500	-
14 March 2016	Various shareholders on exercise of options	Exercise of listed options	20,608	\$0.25	\$0.22	\$5,152	-	\$5,152	-
8 April 2016	Various shareholders on exercise of options	Exercise of listed options	9,802	\$0.25	\$0.16	\$2,450.50	-	\$2,450.50	-
18 April 2016	Various shareholders on exercise of options	Exercise of listed options	834,956	\$0.25	\$0.17	\$208,739	-	-	\$208,739
		TOTAL	10,900,147			\$6,630,120	-	\$1,891,381	\$4,738,739

^{*}The cash raised was applied towards the Company's Potash projects and general working capital, the remaining cash will provide working capital for continuing operations.

Explanatory Statement

(vii) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Table 1

Table 1 shows the dilution of existing shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice. The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

	Number of	Dilution				
		Funds raised based on issue price of \$0.22	Funds raised based on issue price of \$0.44	Funds raised based on issue price of \$0.88		
Number of Shares on Issue	Shares issued under 10% Placement Facility	(50% decrease in current issue price)	(Current issue price)	(100% increase in current issue price		
122,592,128 (Current)	12,259,213	\$2,697,027	\$5,394,054	\$10,788,107		
183,888,192 (50% increase)	18,388,819	\$4,045,540	\$8,091,080	\$16,182,161		
245,184,256 (100% increase)*	24,518,426	\$5,394,054	\$10,788,107	\$21,576,215		

^{*}The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table has been prepared on the following assumptions:

- 1. The current shares on issue are the shares on issued as at 27 April 2015.
- 2. The issue price set out above is the closing price of the Shares on the ASX on 26 April 2015.
- 3. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- 4. No options are exercised into Shares before the date of the issue of the Equity Securities.



REGISTERED OFFICE:

Office: 159 Stirling Highway, Nedlands WA 6009
Mailing: PO Box 1104, Nedlands WA 6909
T: 08 9386 4699 F: 08 9386 9473 E: admin@rewardminerals.com W: www.rewardminerals.com

SHARE REGISTRY:

Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
770 Canning Highway,
APPLECROSS WA 6153
T: 08 9315 2333

F: 08 9315 2233

E: registrar@securitytransfer.com.au W: www.securitytransfer.com.au

Number of Shares Held

PRO	XY FORM								
SECTI	ON A: Appointmen	t of Proxy							
I/We be	ing a member(s) of Re	ward Minerals Ltd	and entitled to attend and v	ote hereby appoin	t:				
		OR							
The me	eeting Chairperson ark with an "X")	airperson n "X") Name of the person you are appointing if this person is someone other than the Chairperson of the meeting.							
at the Agiven, a	nnual General Meetin as the Proxy sees fit) a	g on my/ our behal t the Annual Gene	med, the Chairperson of the f and to vote in accordance ral Meeting of the Company s, WA and at any adjournm	with the following to be held at 11:0	directions (o 00am WST o	r if no directio n Tuesday, 3	ns have been		
	ON B: Voting Direc		<u> </u>						
		x to indicate your v	oting directions to your Pro	xy:	_				
	Resolution				For	Against	Abstain*		
2. F	2. Re-election of Director – Mr Colin McCavana								
If no dir	ections are given my p	roxy may vote as t	he proxy thinks fit or may a	ostain.					
			em, you are directing your Fing the required majority or		n your behalf	on a show o	f hands or on a		
Annual exercise directly	General Meeting as me my/our proxy on Iten	y/our proxy (or the n 1 (except where l emuneration of a r	ies on remuneration related Chairman becomes my/ou l/we have indicated a differ member of key management of all Resolutions.	r proxy by default), ent voting intention	I/we express above) ever	sly authorise to though Item	he Chairman to 1 is connected		
			General Meeting is (or becoing the appropriate box in S		ou can direc	t the Chairma	an to vote for or		
SECTI	ON C: Please Sign	Below							
This se	ection must be signe	d in accordance v	with the instructions over	leaf to enable yo	ur directions	s to be imple	mented.		
Individual or Security Holder 1 Security Holder 2 Security Holder 3							er 3		
Sole	Director and Sole Compa	any Secretary	Director		Direct	or / Company S	ecretary		
	Change of Name or Address: If your registration details are incorrect, please mark this box and make the correction on this form. Please note: CHESS sponsored holders must notify their sponsoring broker of the change. Your broker will notify the registry.								
	Contact Name			Contact Nun	nber				

Shareholders are entitled to appoint up to two (2) Proxies (whether shareholders or not) to attend the Annual General Meeting and vote on their behalf.

If you wish to appoint two (2) Proxies, please phone Reward Minerals Ltd on +61 8 9386 4699 to obtain your second proxy form. Both forms must be completed with the nominated amount (number/percentage) clearly printed on each of the forms. If you do not specify the nominated amount, each Proxy may exercise half of your voting rights.

PLEASE RETURN BOTH OF THE FORMS TOGETHER.

NOTES

1. Name and Address

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

2. Appointment of a Proxy

If you wish to appoint the Chairperson of the Annual General Meeting as your Proxy please mark 'X' in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the Chairperson as your Proxy.

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

3. Directing your Proxy how to vote

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

4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Annual General 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 (08) 9386 4699 or you may photocopy this form.

To appoint a second Proxy you must:

- (a) On each of the first Proxy form and the second proxy form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- (b) Return both forms in the same envelope.

5. Signing Instructions

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

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

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

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

6. Lodgement of Proxy

This proxy form (and any power of attorney under which it is signed) must be received no later than 11:00am on 29 May 2016 being 48 hours before the time for holding the Annual General Meeting. Any proxy form received after that time will not be valid for the scheduled Annual General Meeting. Please lodge the proxy form with the Reward Minerals Ltd, you are encouraged to submit your proxy by mail or fax 08 9386 9473. The addresses of Reward Minerals Ltd are as follows:

By mail: Reward Minerals Ltd

PO Box 1104 Nedlands WA 6909

By hand: 159 Stirling Highway

Nedlands WA 6009

By fax: + 61 8 9386 9473

By email: admin@rewardminerals.com