



**ASHBURTON
MINERALS LTD**

ABN 99 008 894 442

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10 September 2013

Market Announcements Office
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

by electronic lodgement

**Ashburton Minerals Ltd
("Ashburton" or "the Company")**

Dear Sir/Madam

NOTICE OF GENERAL MEEITNG

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 10:00 am on 10 October 2013 at The Vic Hotel, 226 Hay Street Subiaco WA 6008.

Yours faithfully,

Tom Dukovic
Managing Director

For further information, please contact:

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Email: info@ashmin.com.au

or visit our website: <http://www.ashmin.com.au> and join our e-list.

Ashburton Minerals Limited

ABN 99 008 894 442

(TO BE RENAMED PLATYPUS MINERALS LIMITED)

Notice of General Meeting

TIME: 10:00 am (WST)

DATE: 10 October 2013

PLACE: The Vic Hotel
226 Hay Street
Subiaco WA

This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9363 7800.

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Critical dates for shareholders

Event	Date ¹
Announcement of Acquisition	28 August 2013
Despatch of Notice of Meeting to Shareholders	11 September 2013
Cut off for lodging proxy form for Meeting	10:00 am (WST) 8 October 2013
Snapshot date for eligibility to vote at Meeting	5:00 pm (WST) 8 October 2013
Meeting to approve the change of scale and other matters	10:00 am (WST) 10 October 2013
Settlement of the Acquisition and issue of Consideration Shares	14 October 2013

Notes:

¹ The above timetable is indicative only and may be varied by Ashburton in consultation with the ASX. Any changes will be released to the ASX.

Time and place of meeting and how to vote

Venue

The General Meeting of the Shareholders to which this Notice of General Meeting relates will be held at 10:00 am (WST) on 10 October 2013 at The Vic Hotel, 226 Hay Street, Subiaco, Western Australia.

Your Vote Is Important

The business of the Meeting affects your shareholding and your vote is important.

Voting In Person

To vote in person, attend the Meeting on the date and at the place set out above.

Voting By Proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Ashburton Minerals Limited, PO Box 1245, West Leederville, Western Australia, 6007; or
- (b) facsimile to Ashburton Minerals Limited on facsimile number +61 8 9363 7801,

so that it is received not later than 10:00 am (WST) on 8 October 2013.

Proxy Forms received later than this time will be invalid.

Chairman's letter

Dear Shareholder

I have pleasure in presenting what the Board of Directors believes is an exciting opportunity for our Company.

We have reached agreement on terms under which the Company will re-focus its efforts on the exploration and development of copper-gold-base metal projects in Peru. This will be achieved through the acquisition by the Company of all the shares in unlisted Australian company Platypus Resources Limited (**Platypus**).

Platypus has signed an agreement with a Peruvian private company, Minera Chanape, to gain access to a number of prospective properties in that country. One of these properties comprises 20km² of ground that is strategically located central to an area currently being explored by another ASX-listed company, Inca Minerals Limited, and generating exciting results that appear to be confirming the presence of both epithermal gold-base metal mineralisation and porphyry copper-gold mineralisation within its permit holdings. This area is located only two hours east of Lima in a long-lived historical mining district, contains numerous workings and evidence of extensive alteration yet remains largely unexplored in modern times or by modern methods. This is indeed an exciting opportunity.

The Company has been active in overseas jurisdictions in the past, having explored for gold in Brazil (2004-2009) and in Indonesia (2010-2011). As was the case in both of those ventures, the present proposal to concentrate the Company's activities in a foreign jurisdiction is not made lightly. Most importantly, the targeted project areas meet the Company's principal criteria: large tenure in an area of extensive mineralisation that is under-explored yet has the demonstrable potential for the discovery of significant deposits. In addition, the association with Minera Chanape provides immediate access to local expertise in the geological, administrative and legal fields, thus abridging several years of the learning process that we experienced in Brazil.

Peru has a long-established mining history and remains today a mining-friendly jurisdiction with an established mining law and a favourable attitude to foreign mining investment. Peru is the world's second largest producer of copper and silver and the largest producer of gold within Latin America. In 2012 mining exports represented 62 per cent of Peru's overall exports and there are approximately 400 active exploration projects in Peru, maintaining its status as one of the world's principal destinations for mining investment.

If Shareholders approve the acquisition of Platypus, then two Platypus nominees, Mr Laurie Ziatas and Mr Dennis Trlin will be appointed to join the Board of the Company. Subject to Shareholder approval, the Company is proposing to change its name to Platypus Minerals Limited. Mr Peter Bradford would resign from the Board, while Mr Tom Dukovcic will remain as the managing director and I will remain as the chairman. In demonstration of his support for the transaction and the focus on Peru, Mr Bradford has agreed to convert the \$200,000 loan he made to the Company into equity by the issue of Shares.

In fact, all three current Directors share the consensus that a successful acquisition of Platypus would represent a significant achievement for the Company, one that would be viewed favourably by the investment community and which would secure the ongoing future of the Company as a proactive, discerning explorer.

I ask that you read the Notice of General Meeting and attached Explanatory Memorandum carefully, and trust you will agree with the Board that this represents an outstanding opportunity for Ashburton and that you will accordingly cast your vote in favour of all the resolutions put to the meeting.

Yours sincerely



Rick Crabb
Chairman

Notice of General Meeting

Notice is given that the General Meeting of Shareholders will be held at 10:00 am (WST) on 10 October 2013 at The Vic Hotel, 226 Hay Street, Subiaco, Western Australia.

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of Ashburton at 5.00 pm (WST) on 8 October 2013.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary.

Agenda

The Explanatory Memorandum to this Notice of Meeting describes the matters to be considered at the General Meeting.

1 Resolution 1 – Change of scale of activities

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

“That, subject to the passing of Resolution 2, for the purpose of Listing Rule 11.1.2 and all other purposes, approval be and is hereby given for the Company to make a significant change to the scale of its activities as set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 1 by any person who might obtain a benefit if Resolution 1 is passed (except a benefit solely in the capacity of a holder of ordinary Shares) and by any associate of that person or those persons. 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 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.

2 Resolution 2 – Issue of Consideration Shares to the Platypus Shareholders

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

“That, subject to passing of Resolution 1 for the purposes of Listing Rule 7.1, 10.11 and for all other purposes, approval is given for the Directors to allot and issue 1,750,000,472 Shares at an issue price of A\$0.002 each to the Platypus Shareholders (or their nominees) in consideration for the acquisition by the Company of 100% of the issued capital in Platypus Resources Limited on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution 2 by a person who may participate in the proposed issue and a person 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 associate of those persons. 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 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.

3 Resolution 3 – Change of company name

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

“That, subject to passing of Resolutions 1 and 2, for the purpose of section 157(1) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed from “Ashburton Minerals Limited” to “Platypus Minerals Limited” on completion of the Acquisition.”

4 Resolution 4- Ratification of issue of Shares - Placement

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 112,500,000 Shares (at an issue price of A\$0.001 each) on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 4 by any person who participated in the issue the subject of Resolution 4 and any person associated with those persons. However, the Company need not disregard a vote if the vote 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 the vote 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.

For the purpose of this voting exclusion statement “associate” shall have the meaning set out in sections 12 and 16 of the Corporations Act. Section 12 of the Corporations Act is to be applied as if it was not confined to associate references occurring in Chapter 6 of the Corporations Act and on the basis that the Company is the “designated body”.

5 Resolution 5- Ratification of issue of Shares - Placement

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 112,500,000 Shares (at an issue price of A\$0.003 each) on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 5 by any person who participated in the issue the subject of Resolution 5 and any person associated with those persons. However, the Company need not disregard a vote if the vote 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 the vote 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.

For the purpose of this voting exclusion statement “associate” shall have the meaning set out in sections 12 and 16 of the Corporations Act. Section 12 of the Corporations Act is to be applied as if it was not confined to associate references occurring in Chapter 6 of the Corporations Act and on the basis that the Company is the “designated body”.

6 Resolution 6- Ratification of issue of Shares – Mt Andrew Project entry fee

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,000,000 Shares (at a deemed issue price of A\$0.004 each) on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 6 by any person who participated in the issue the subject of Resolution 6 and any person associated with those persons. However, the Company need not disregard a vote if the vote 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 the vote 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.

For the purpose of this voting exclusion statement “associate” shall have the meaning set out in sections 12 and 16 of the Corporations Act. Section 12 of the Corporations Act is to be applied as if it was not confined to associate references occurring in Chapter 6 of the Corporations Act and on the basis that the Company is the “designated body”.

7 Resolution 7- Ratification of issue of Shares – Mt Andrew Project election fee

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 25,000,000 Shares (at a deemed issue price of A\$0.003 each)[on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast on Resolution 7 by any person who participated in the issue the subject of Resolution 7 and any person associated with those persons. However, the Company need not disregard a vote if the vote 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 the vote 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.

For the purpose of this voting exclusion statement “associate” shall have the meaning set out in sections 12 and 16 of the Corporations Act. Section 12 of the Corporations Act is to be applied as if it was not confined to associate references occurring in Chapter 6 of the Corporations Act and on the basis that the Company is the “designated body”.

8 Resolution 8 – Issue of Shares to Peter Bradford on conversion of loan

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, the Directors are authorised to issue up to 100,000,000 Shares at a deemed issue price of A\$0.002 per Share to Peter Bradford on conversion of a loan owing by the Company to Peter Bradford, on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: The Company will disregard any votes cast on Resolution 8 by Mr Peter Bradford and any associate of Mr Peter Bradford

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution; and
- (b) it is not cast on behalf of Mr Peter Bradford or an associate of Mr Peter Bradford.

For the purpose of this voting exclusion statement "associate" shall have the meaning set out in sections 12 and 16 of the Corporations Act. Section 12 of the Corporations Act is to be applied as if it was not confined to associate references occurring in Chapter 6 of the of the Corporations Act and on the basis that the Company is the "designated body". "Associate" also includes a related party of Mr Peter Bradford.

DATED: 5 SEPTEMBER 2013
BY ORDER OF THE BOARD



TOM DUKOVIC
MANAGING DIRECTOR

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of the Shareholders in connection with the business to be conducted at the Meeting to be held at 10:00 am (WST) on 10 October 2013 at The Vic Hotel, 226 Hay Street, Subiaco, Western Australia.

This purpose of this Explanatory Memorandum is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

The information in this Explanatory Memorandum that relates to exploration results is based on information that has been compiled by Tom Dukovcic, who is a full time employee of Ashburton and a member of the Australian Institute of Geoscientists and who has sufficient relevant experience to qualify as a Competent Person as defined in the 2004 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Dukovcic consents to the inclusion of the matters based on his information in the form and context in which they appear.

1 Background to Resolutions 1 to 3

1.1 Background of Ashburton

Ashburton is an Australian public company listed on the official list of ASX (ASX code: ATN).

Ashburton's main asset is the Mt Webb project. Ashburton's Mt Webb project is located 650 km due west of Alice Springs, on the Western Australian side of the Western Australian – Northern Territory border. The project currently comprises two tenements, exploration licence E80/3920 and exploration licence E80/4747.

E80/3920 is held by Ashburton Gold Mines NL, a wholly-owned subsidiary of Ashburton. E80/4747 is held by Toro Energy Limited (**Toro**). Toro is principally a uranium company with extensive holdings in the Mt Webb-Lake MacKay region. Ashburton is earning 90% in E80/4747 by sole funding minimum expenditure of A\$53,000 per year over the first two years following grant. Subsequent expenditure will be on a pro-rata joint venture basis.

E80/4747 covers the ground previously held by Ashburton under E80/3327 and contains the Pokali copper prospect, where drilling by Ashburton since 2008 has confirmed widespread copper mineralisation extending over an area of some 3 km x 1 km in size, including an intercept of 246 m @ 0.22% Cu in drill hole PKC026.

Ashburton's planned work at Mt Webb in 2013 is centred on E80/3920 and includes first-pass aircore geochemical drilling over the eastern part of that tenement, and infill aircore drilling around the regional gold anomaly central to the tenement. Initial work on a 1km x 1km grid identified two adjacent anomalous gold values, e.g., 2 m @ 0.7 g/t, which might represent a significant new gold discovery.

Ashburton, through its wholly-owned subsidiary Southern Pioneer Ltd, is also exploring the Mt Andrew project in the Fraser Range region of WA, which is deemed prospective for nickel-copper and gold mineralisation. The Mt Andrew project comprises two exploration licences, E63/1322 and E63/1375, situated some 120 km ESE of Norseman, which encompass approximately 290 km² of the Proterozoic Biranup Complex within the Albany-Fraser Orogen. The project area also captures approximately 20 km² of the southern extremity of the Fraser Complex, which is host to the Nova-Bollinger Ni-Cu deposit discovered by Sirius Resources 75 km to the north.

Ashburton is farming into the project from private owners under the Mt Andrew farm-in agreement dated 8 November 2012. Under that agreement, Ashburton can earn up to an 85% interest in the Mt Andrew project. On signing, Ashburton paid the owners an entry fee comprising A\$20,000 in cash issued to the owners 5,000,000 Shares. Ashburton then had to sole fund exploration to a minimum of A\$100,000 at which point it could earn a 50% beneficial interest in the project by issuing to the owners 25,000,000 Shares. This was completed in April 2013 and Ashburton now holds a 50% interest in the

Mt Andrew project. Ashburton needs to spend A\$0.5 million over the subsequent two year period to earn the right to acquire a further 35% beneficial interest in the Mt Andrew project by payment to the owners of A\$450,000 by way of a combination of cash and Shares at Ashburton's discretion. The owners' remaining 15% will be free-carried by Ashburton through to a decision to mine, at which point the parties will contribute in accordance with their joint venture interests, subject to dilution by standard formula. If the owners' interest falls below 5% it will convert to a 2% net smelter royalty on all metals produced from the Mt Andrew project.

Ashburton completed a helicopter-borne VTEMmax survey over the northern part of the Mt Andrew project area in February 2013. This work identified two high-priority EM targets, each interpreted by a consultant geophysicist as likely to represent a bedrock conductor, such as might be due to a deposit of massive or stringer sulphides. Having completed the survey, Ashburton elected to proceed with the farm-in. On the basis of those results, agreement was reached with ASX-listed Terrain Minerals Ltd (**Terrain**) whereby Terrain would earn 50% of Ashburton's interest in the Mt Andrew farm-in agreement by sole funding \$170,000 on exploration aimed at preparing access and drilling the two high-priority EM targets. The preliminary phases of this work, including an environmental clearance survey, are in progress. Once Terrain meets its sole commitment, subsequent expenditure would be on a joint 50:50 contributing basis by Terrain and Ashburton.

In light of the Company's proposed change of focus to Peru, the entry of Terrain will enable the immediate advancement of the Mt Andrew project without cost to Ashburton.

1.2 Background on the Acquisition

On 28 August 2013, Ashburton announced that it had entered into a share sale agreement (**Share Sale Agreement**) with the Majority Shareholders, the Platypus Directors, the Minera Chanape Warranty Givers, Platypus and Minera Chanape pursuant to which Ashburton agrees to purchase 100% of the issued capital of Platypus (**Acquisition**). The Majority Shareholders have agreed to sell their Platypus Shares to Ashburton pursuant to the Share Sale Agreement. Each of the Platypus Shareholders (other than the Majority Shareholders) will agree to sell their Platypus Shares to Ashburton pursuant to the Share Sale Letters.

The completion of the Acquisition under the Share Sale Agreement is subject to a number of conditions, as set out in Schedule 1, including the condition that Ashburton obtains all necessary shareholder approvals required under the Listing Rules and the Corporations Act for the Acquisition.

A summary of the key terms of the Share Sale Agreement is set out in section 1.10 below.

1.3 Overview of the copper and gold industry in Peru

Peru has a long mining history extending back to before European influence and is one of the world's most resource rich countries. It is the second largest global producer of copper and silver, the sixth largest producer of gold, and is South America's largest producer of gold, zinc, tin and lead. The mining sector accounts for over 13% of foreign investment in Peru. During 2012 Peru saw an influx of some \$8.5 billion of mining-related investments into a sector valued at nearly \$55 billion. Approximately 64% of the sector is comprised of copper projects, 13% of gold projects, 2% of silver projects and 12% of iron projects. In 2012 mining exports represented 62% of the country's overall exports.

Peru hosts some of the largest and lowest cost mines in the world, including

- (a) Yanacocha (the largest gold producer in Latin America; produced over 26 Moz gold since 1993)(source: *Newmont Mining Corporation, www.newmont.com*)
- (b) Cerro Verde (copper-molybdenum; Proven and Probable Reserves (2011): 3.9 Bt @ 0.40% Cu, 0.01% Mo; containing 15.7 Mt copper)(source: *www.miningalmanac.com*)
- (c) Conga (copper-gold; 6.5 Moz gold reserves; 0.77 Mt copper reserves)(source: *Newmont Mining Corporation, www.newmont.com*)

- (d) Antamina (copper-zinc; 0.74 Bt @ 0.93% Cu, containing 1.3 Mt recoverable copper)(source: *Teck Resources Limited, www.teck.com*)
- (e) Toromocho (copper-molybdenum-silver; 1.5 Bt @ 0.48% Cu, 0.019% Mo and 6.88 g/t Ag)(source: *www.chinalco.com.pe/es/operaciones*)

It is estimated that there are approximately 400 ongoing exploration projects in the country, underlining Peru's status as one of the world's principal destinations for mining investment.

1.4 Overview of the mining regulation in Peru

Mining in Peru is primarily regulated by national laws and regulations enacted by the Peruvian Congress and the executive branch of government. The principal legal framework on mining is set forth in the 1992 General Mining Law and its amendments (**Mining Law**). The Mining Law was designed with the aim of attracting foreign investment in the sector.

Foreign investors in Peru have the same rights and obligations as Peruvian investors. There are generally no restrictions on the involvement of foreign investors in any business activities, including mining.

The Ministry of Energy and Mines (**MINEM**), a principal central government body in Peru, has the authority to regulate mining activities within the Peruvian territory. MINEM grants mining concessions to local or foreign individuals or legal entities, through a specialized body called The Institute of Geology, Mining and Metallurgy (**INGEMMET**).

INGEMMET grants four types of concessions under the Peruvian Mining Law:

- (a) mining concessions, which grant the holders the right to explore and exploit mineral resources, whether metallic or non-metallic;
- (b) processing concessions, which grant the holder the right to process, purify, melt or refine minerals;
- (c) general service concessions, which grant the holder the right to provide auxiliary services to mining concession holders; and
- (d) mining transportation concessions, which grant the holder the right to operate a continuous massive transportation system of mineral products between one or more mining units, and one harbor or processing plant or refinery, using conveyor belts, pipelines and track cables.

Currently, these concessions are granted on a first-come, first-served basis without consideration of the technical and financial abilities of the applicant. The term of a mining concession is indefinite, provided that the titleholder fulfils all regulatory obligations. In order to maintain a concession in good standing the holder must:

- (a) pay annual rental of the equivalent of US\$3.00 per hectare held; and
- (b) engage in economic exploitation before the end of the seventh year.

In the event of not engaging in economic exploitation before the end of the seventh year, an annual penalty (US\$6.00 per hectare held) must be paid starting from the seventh year until the year in which production is met. If production continues to not to be met by the twelfth year, the holder must pay a higher annual penalty (US\$20.00 per hectare held).

The area of the concessions granted ranges from a minimum of 100 hectares to a maximum of 1,000 hectares. Ahead of production, a mining company must submit and receive approval for an environmental impact study that includes a social relations plan, certification that there are no archaeological remains in the area, and a draft mine closure plan. In addition, the mining company has to separately obtain water rights from the National Water Authority. Access to the property must be negotiated with surface land owners.

Concessions may be transferred, conveyed and subjected to mortgage. Any and all of these transactions and contracts must be recorded into a public deed and registered before the Public Mining Registry for them to be enforceable against the State and third parties.

In order to prevent social conflicts, in April 2012, the Government approved the “Prior Consultation Law” that requires prior consultation with indigenous communities before any infrastructure or projects, especially mining and energy projects, are developed in their areas.

1.5 Background on Platypus

Platypus is an unlisted company with 48 shareholders.

Platypus has secured access to exploration properties in Peru prospective for copper-gold mineralisation (epithermal and porphyry style) through the Minera Chanape Agreement.

Platypus owns 10% of Minera Chanape. Platypus has the rights to purchase up to 100% of the shares in Minera Chanape that it does not currently hold as set out in section 1.6.

In addition to the rights to acquire up to 100% of the shares in Minera Chanape that Platypus does not currently hold, Platypus also holds the beneficial rights to three project areas (**Secondary Tenements**). The Secondary Tenements are held by Minera Chanape on trust for Platypus. Further information regarding the Secondary Tenements is set out in schedule 2.

Platypus does not hold any other material assets.

1.6 Background of Minera Chanape and its assets

Minera Chanape’s material assets are set out in Schedule 2.

Minera Chanape Agreement:

Platypus has the rights to purchase up to 100% of the shares in Minera Chanape that it does not currently own as follows:

- (a) 10% by issue to the Minera Chanape shareholders (**Minera Chanape Shareholders**) of 15 million fully paid ordinary Platypus Shares issued at A\$0.001 in exchange for 10% of the Minera Chanape Shareholders’ shares in Minera Chanape (**Minera Chanape Shares**). This payment has been made and Platypus currently owns 10% of Minera Chanape.
- (b) 25% by the payment to Minera Chanape Shareholders of the following in exchange for the following percentages of their Minera Chanape Shares:
 - (i) A\$500,000 by equal consecutive instalments each of A\$10,000 per month for 12 months plus a lump sum payment A\$380,000 for the first year in exchange for 5% of the Minera Chanape Shares;
 - (ii) A\$500,000 by equal consecutive instalments each of A\$10,000 per month for 12 months plus a lump sum payment A\$380,000 for the second year in exchange for 5% of the Minera Chanape Shares;
 - (iii) A\$500,000 by equal consecutive instalments each of A\$10,000 per month for 12 months plus a lump sum payment A\$380,000 for the third year in exchange for 5% of the Minera Chanape Shares; and
 - (iv) A\$1,000,000 by equal consecutive instalments each of A\$10,000 per month for 12 months plus a lump sum payment A\$880,000 for the fourth year in exchange for 10% of the Minera Chanape Shares.

- (c) 35% by spending A\$4 million on the tenements over 5 years as follows:
 - (i) A\$500,000 in the first year in exchange for 5% of the Minera Chanape Shares;
 - (ii) A\$500,000 in the second year in exchange for 7.5% of the Minera Chanape Shares;
 - (iii) A\$1,000,000 in the third year in exchange for 7.5% of the Minera Chanape Shares;
 - (iv) A\$1,000,000 in the fourth year in exchange for 7.5% of the Minera Chanape Shares; and
 - (v) A\$1,000,000 in the fifth year in exchange for 7.5% of the Minera Chanape Shares.
- (d) 20% upon proving up an Inferred Resource of 1 million ozs gold equivalent minerals by paying to the Minera Chanape Shareholders a sum to be agreed, or failing agreement, a sum determined by an independent valuer.
- (e) 10% upon proving up an Indicated Resource of 1 million ozs gold equivalent minerals by paying to the Minera Chanape Shareholders a sum to be agreed, or failing agreement, a sum determined by an independent valuer.

Platypus has contractually committed to meet the payments noted in (a) to (c) immediately above. If, at some point, Platypus fails to meet a payment, there would be a breach of contract which would be a matter for negotiation or litigation between the parties. The agreement between Platypus and Minera Chanape does not include a provision whereby Platypus is required to “return” any interest earned in Minera Chanape prior to the date of the breach of contract.¹

1.7 Outline of Minera Chanape’s projects

An outline of Minera Chanape’s projects is set out below.

Location, History and Geology

The primary property (**Primary Tenements**) being acquired in Peru by Ashburton, via Platypus, is a group of 15 (fifteen) granted concessions located 2 hours and approximately 100 km east of Lima, the capital of Peru (Figures 1, 2 and 3). The concessions are situated central to the historical mining area in the San Mateo Mining District, which contains numerous historical gold, copper, silver and base metal mines, including the Pacococha, Millotingo, Silveria, Germania, Chanape and Shullac mines, among others, several of which persisted as artisanal operations into the early 1990s.

The San Mateo district lies within the regional zone known as the Pierina Epithermal Gold Belt. On a project scale, the geology is typified by thick sedimentary and volcanic sequences, namely, the Rimac Group (Eocene age), Millotingo Volcanics (Miocene) and Pacacocha Volcanics (Miocene-Pliocene). These are incised by numerous complex structures associated with several generations of typical Andean tectonics.

The district has been variously explored in the past, mainly by Canadian companies, and is today marked by the presence of a number of explorers, including ASX-listed Inca Minerals Limited (**Inca Minerals**) (ASX:ICG) which is exploring its Chanape project, and Sandfire Resources NL (**Sandfire**) (ASX:SFR) who holds adjacent ground.

¹ Please note, there are no minimum expenditure requirements other than genuine and demonstrable exploration activity which the above exploration expenditure comfortably caters for.



Figure 1. Location of Peru within South America.

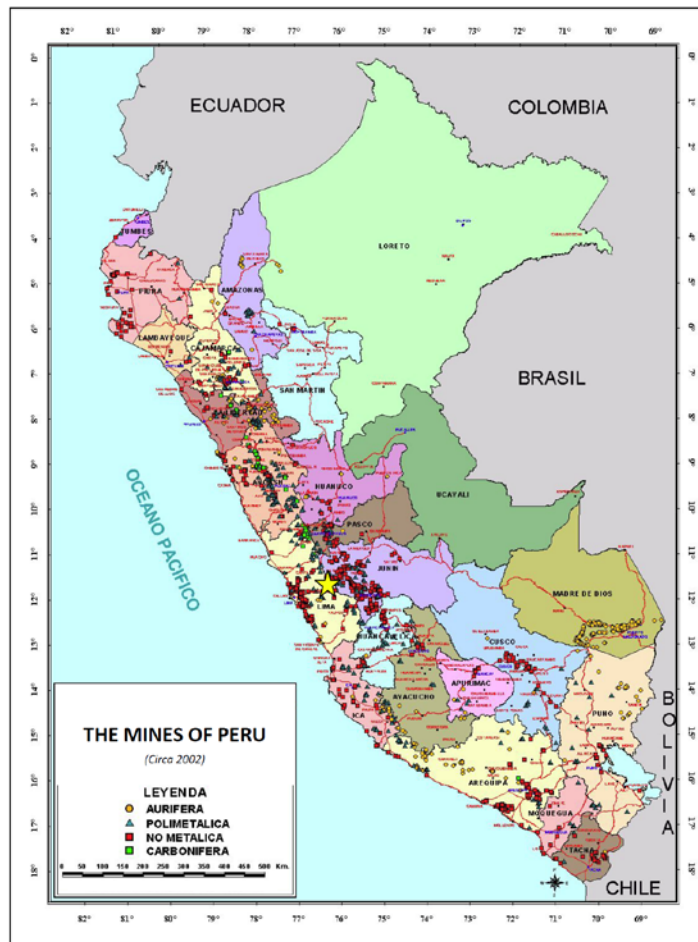


Figure 2. Map of Peru showing widespread and varied mineralisation. Location of Platypus Resources/Minera Chanape Primary Tenements shown by gold star. Chinalco's giant Toromocho deposit (1.5Bn t @ 0.48% Cu) lies only 30 km further east.

The presence of porphyry style mineralisation within the region of the project area was identified through observation of multiple breccia zones, which are typically seen to occur in the overlying portions of porphyry style deposits. Only a small fraction of these breccias have been investigated to date. These, and other regional indicators, such as alteration zones and geophysical anomalies, imply the existence of a cluster of porphyry systems within the project area, in addition to numerous outcropping polymetallic veins of epithermal origin.

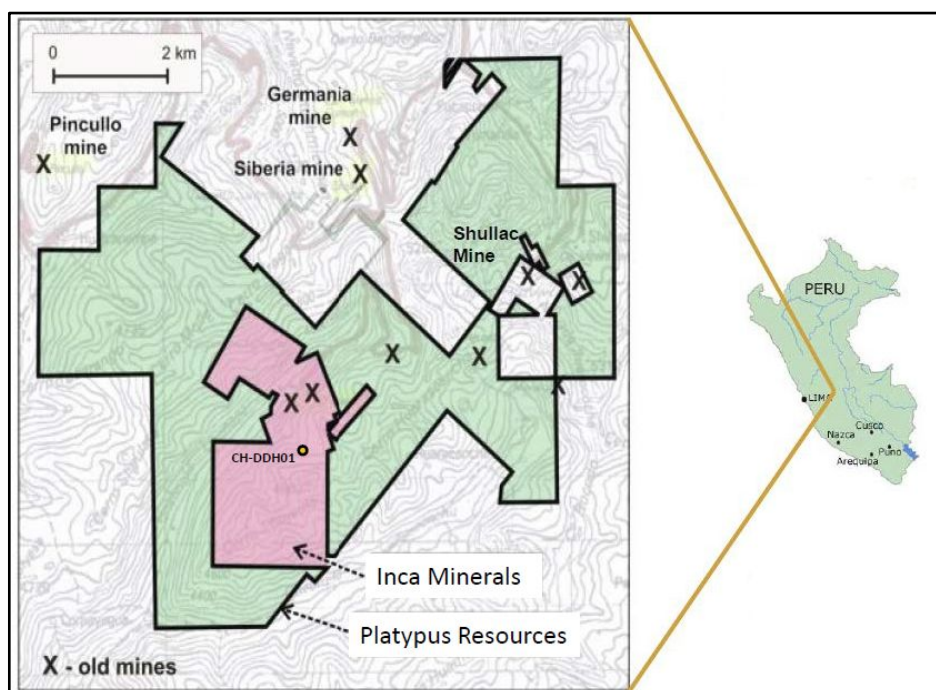


Figure 3. Location of the Platypus Resources/Minera Chanape Primary Tenements (green) in relation to the Inca Minerals 'Chanape' project (pink).

The Primary Tenements are approximately 3,450 ha in area. This ground entirely surrounds the Inca Minerals Chanape project area (805 ha) and contains extensions of geological, geophysical and geochemical trends seen in the central Chanape area (Figures 4, 5). Minera Chanape has also secured an additional 20,000 ha (**Secondary Tenements**) adjoining the regional extensions held by Inca Minerals and Sandfire. The Secondary Tenements are held by Minera Chanape on trust for Platypus, thus making Platypus a significant ground holder in the San Mateo Mining District in its own right (Figure 6).

Inca recently reported some outstanding drilling results at Chanape that confirmed the presence of porphyry-style copper mineralisation (220 m @ 0.13% Cu, from 380 m to end of hole at 600 m) beneath a shallower zone of epithermal gold mineralisation (100 m @ 2.0 g/t Au) that was initially identified by previous workers. The type and nature of the alteration in the Inca intercept has been confirmed by independent consultants to be typical of porphyry-style mineralisation (Inca Minerals Ltd ASX announcement dated 27 February 2013, and Quarterly Activities Report dated 30 April 2013). These results have significantly enhanced the prospectivity of the San Mateo district, having opened up the potential for the discovery of giant copper deposits in addition to the epithermal-style gold-silver-base metal deposits that are known in the area.

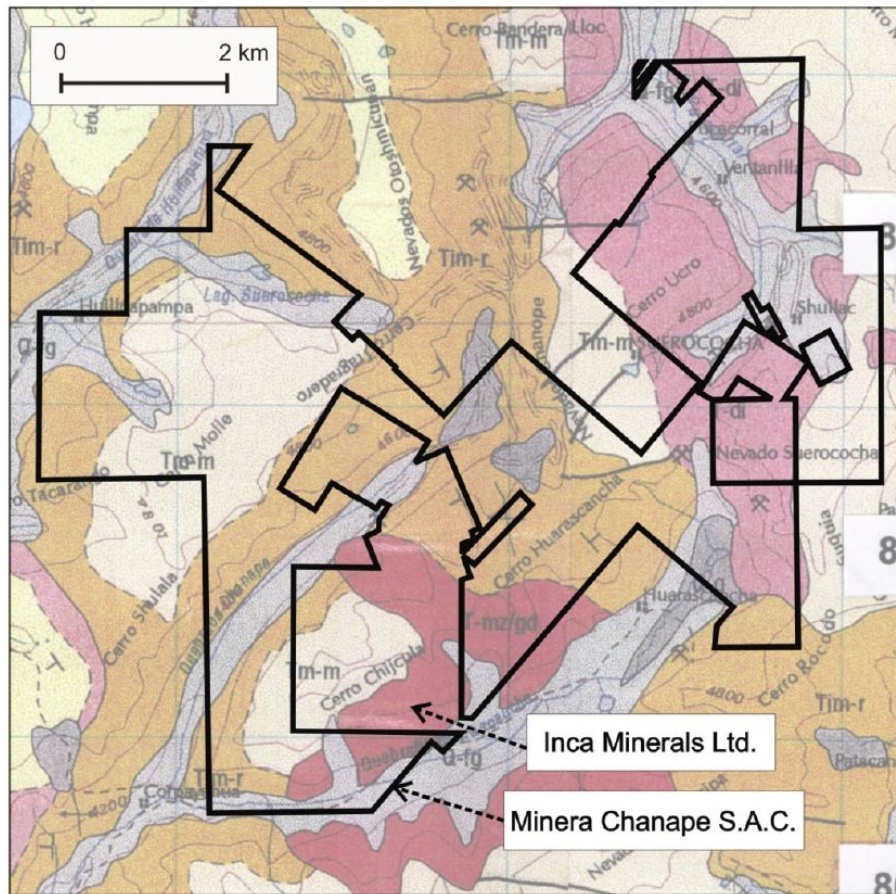


Figure 4. Simplified geology of the Primary Tenements area highlighting multi-phase intrusive and volcanic activity.

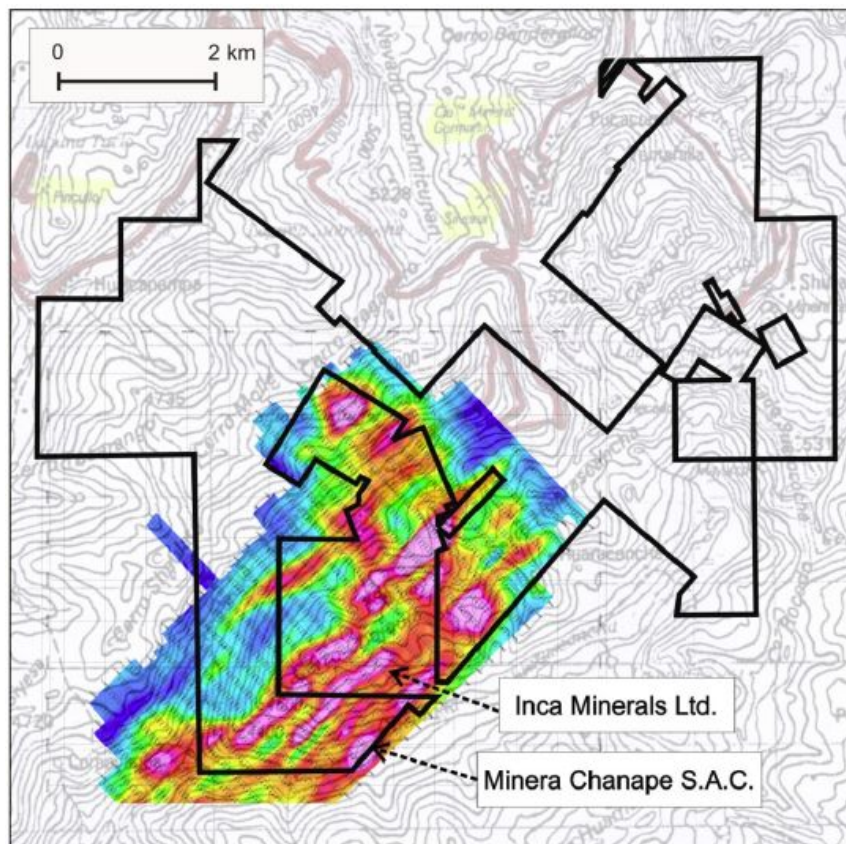


Figure 5. Induced Polarisation geophysical survey showing extension of structures into ground encompassed by the Primary Tenements (High Ridge data, 2008).

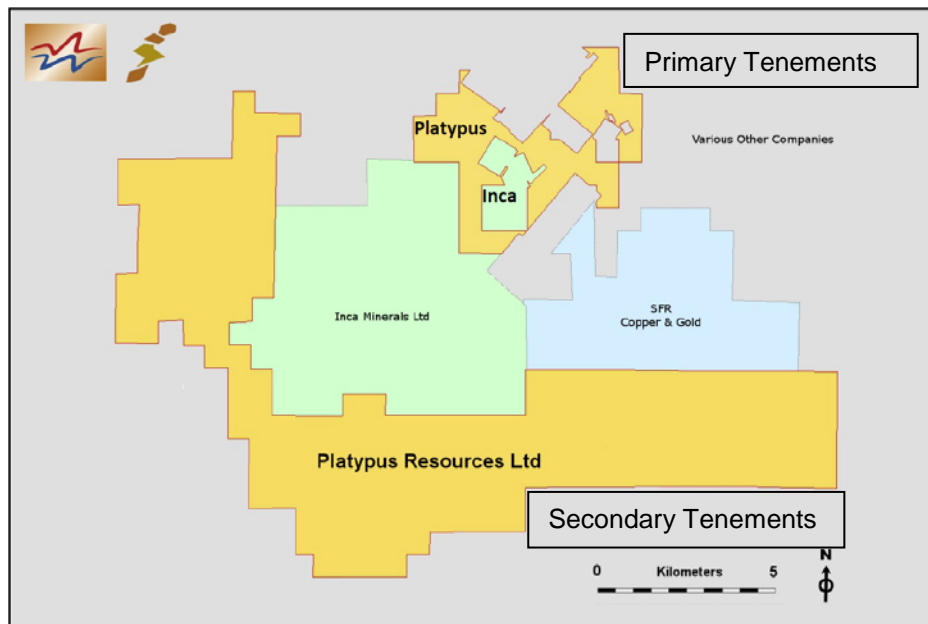


Figure 6. Selected tenement holdings in the San Mateo Mining District showing Platypus (yellow) Inca Minerals (green) and Sandfire Resources' subsidiary SFR Copper & Gold (blue) The Primary Tenements are held by Minera Chanape. The Secondary Tenements are held on trust for Platypus by Minera Chanape.

While the ground adjacent to Inca Minerals has obvious prospectivity, the Primary Tenements are known to contain two priority exploration targets distal to the Chanape porphyry being explored by Inca Minerals, as shown in Figure 7.

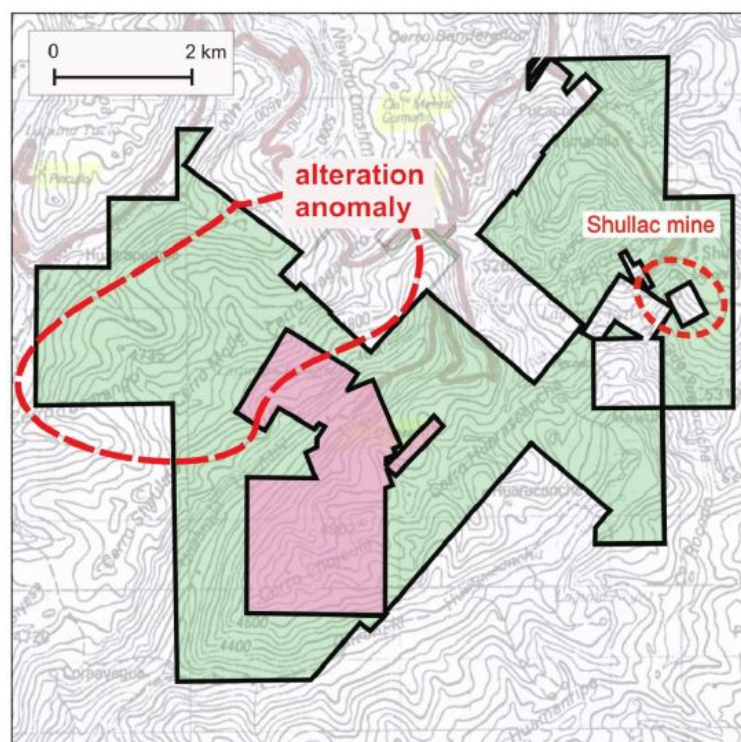


Figure 7. Exploration targets within the Primary Tenements.

The Shullac Mine is a small scale silver-zinc mine exploited by an adit into a hillside, and provides an immediate exploration target. It occurs in structurally uplifted terrain and the area might, therefore, provide a shallow target to a potential underlying porphyry system.

The alteration anomaly is visible from satellite imagery as a pale discolouration over a large area. Minera Chanape commissioned the modelling of Aster satellite spectral data, which confirmed the presence of a zoned pattern of alteration in the surface rocks that is similar in style and scale as that

seen over the Chanape area and which therefore might represent the presence of a separate porphyry intrusive at depth (Figures 8 and 9).

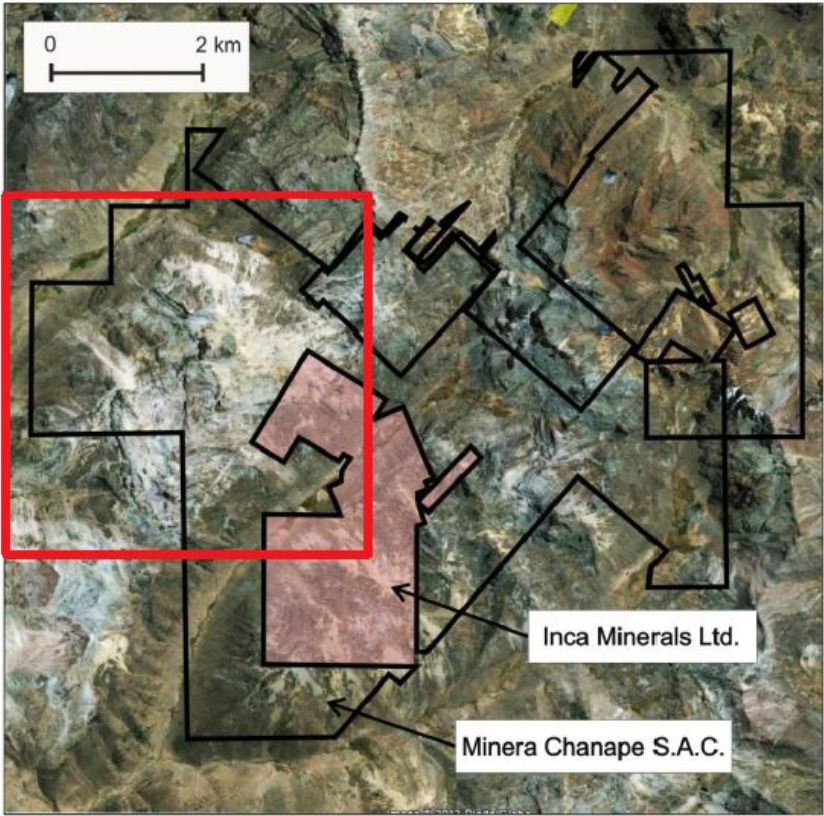


Figure 8. Extensive surface alteration visible in satellite image.

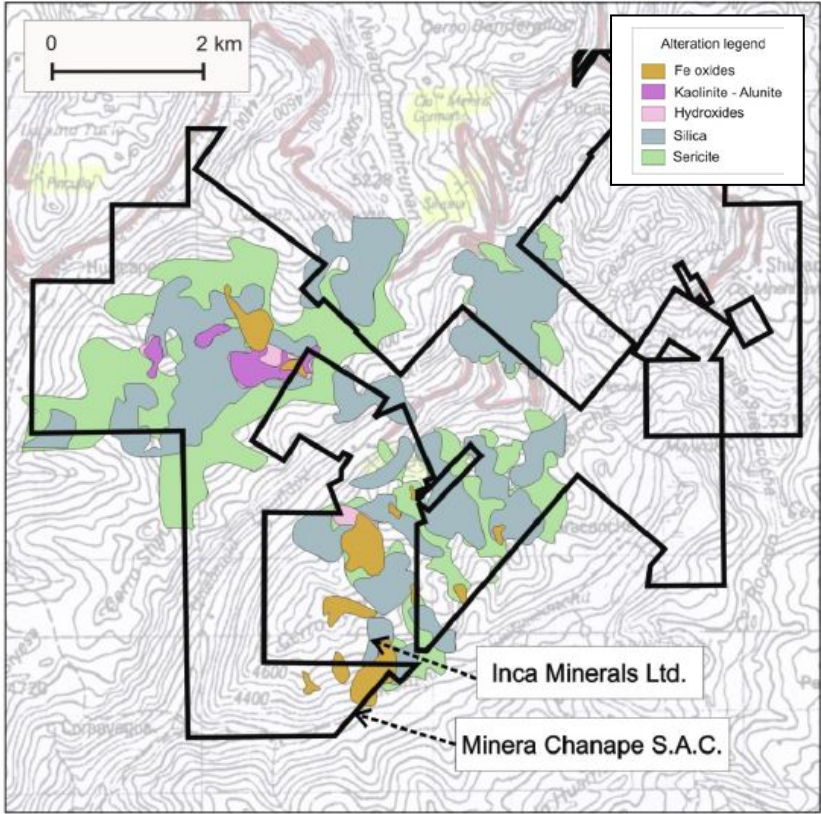


Figure 9. Modelling of Aster satellite spectral data suggesting the presence of a separate porphyry target within the northwest part of the Primary Tenements.

Ashburton is keen to commence exploration of this exciting and promising area which, albeit with a long mining history and proximity to Lima, is clearly underexplored and its potential is not fully known.

Through Minera Chanape, Platypus is also finalising the acquisition of a further two project areas totalling about 33,000 ha, in another part of this resource rich country, details of which remain to be concluded and are expected to be completed prior to the completion of the Acquisition of Platypus by Ashburton.

1.8 Post-transaction ownership structure

If Resolutions 1 and 2 are approved and Ashburton successfully acquires all of the issued capital in Platypus, Ashburton's name will change from "Ashburton Minerals Limited" to "Platypus Minerals Limited" and the overall ownership structure of Ashburton will be as follows:

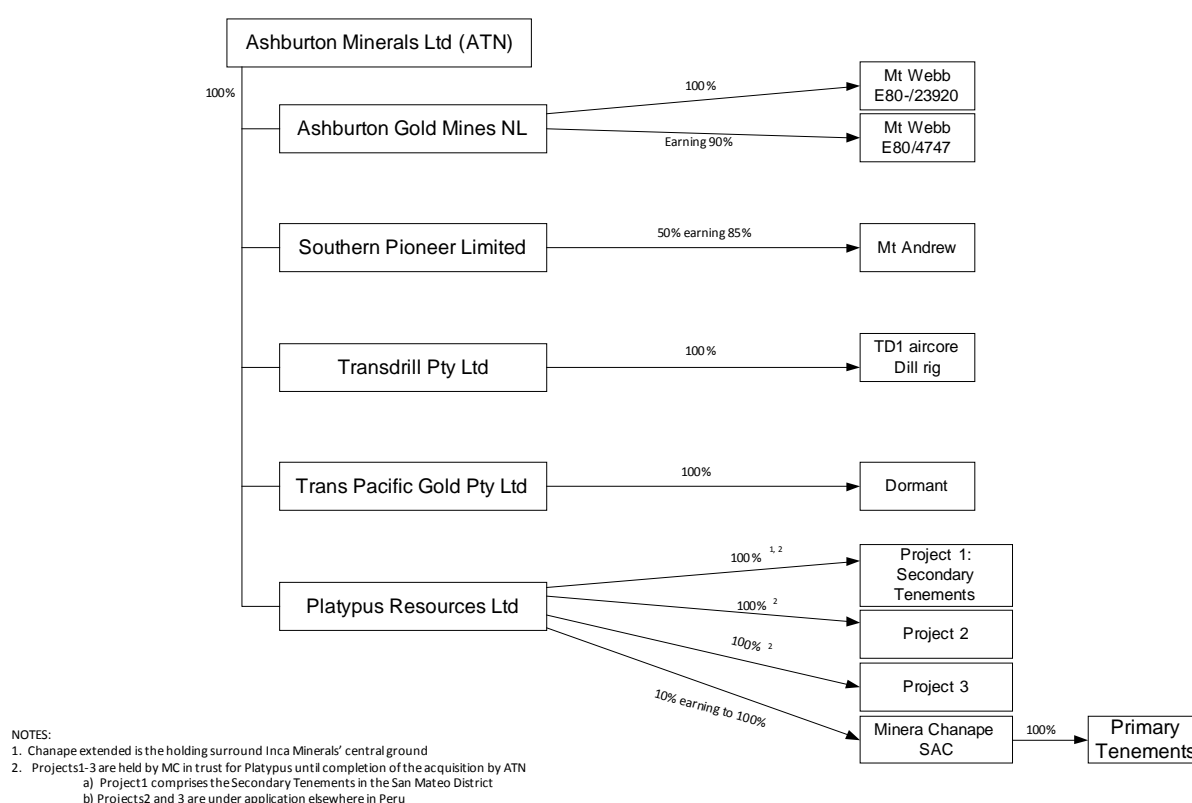


Figure 10: Post Acquisition ownership structure

1.9 Company's intentions

Following the acquisition of Platypus by Ashburton, Ashburton intends to adopt the following strategies:

- focus primary efforts on progressing the Peruvian assets through the systematic application of modern exploration techniques and growing a presence in Peru in the copper-gold sector;
 - add value to the Peruvian assets by securing appropriate funding to enable the rapid advancement of exploration and, should exploration results so warrant, development of the assets; and
 - seek to bring in joint venture partners into those Australian projects that continue to demonstrate exploration potential and divest those that do not. Assuming:
- (a) completion of the Acquisition; and

- (b) Ashburton undertaking the Fundraising to raise approximately A\$1,500,000,

Ashburton's proposed expenditure for the next 12 months is as follows:

Proposed expenditure	Description	Amount A\$
Mt Andrew	Ashburton's portion of the balance A\$500,000 to move to 85%	165,000
Mt Webb	A\$53,000 on E80/4747; A\$150,000 on E80/2390	203,000
Platypus assets	A\$500,000 on exploration; A\$500,000 cash payments	1,000,000
Costs of the proposed transactions (Placement, Acquisition and Fundraising)	Legal, printing, fundraising commission, mailout, share registry and ASX (estimate).	200,000
Ashburton's general corporate costs and working capital	A\$40,000 per month (estimate)	480,000
Total		2,048,000

In summary, the Directors believe that Platypus's assets, management skills and access to in-country expertise offer an excellent opportunity to expand and develop the operations of Ashburton.

1.10 Key terms of the Share Sale Agreement

The Share Sale Agreement sets out the terms upon which Ashburton is to acquire 100% of the issued capital in Platypus. The Majority Shareholders have agreed to sell their Platypus Shares to Ashburton pursuant to the Share Sale Agreement. Each of the Platypus Shareholders (other than the Majority Shareholders) will agree to sell their Platypus Shares to Ashburton pursuant to the Share Sale Letters.

Each of the Share Sale Letters will be on identical terms. Pursuant to the Share Sale Letters, the Platypus Shareholders (other than the Majority Shareholders) will agree to sell their Platypus Shares to Ashburton. The Platypus Shareholders (other than the Majority Shareholders) will give warranties to Ashburton limited to matters with respect to that Platypus Shareholder's Platypus Shares and the ability of that Platypus Shareholder to enter into the Share Sale Letter.

The key terms of the Share Sale Agreement are as follows:

- (a) **(Conditions Precedent)**: completion of the Acquisition is subject to and conditional upon a number of conditions precedent, as outlined in Schedule 1, including Ashburton obtaining all necessary shareholder approvals required under the Listing Rules and the Corporations Act in respect of the Acquisition (refer Resolutions 1 and 2). If the Conditions are not satisfied (or waived by the party entitled to the benefit of the condition precedent) on or before 5.00pm (WST) on 31 October 2013 (or such other date as may be agreed between Ashburton and the Platypus Shareholders in writing), either Ashburton, Platypus or any of the Platypus Shareholders may terminate the agreement constituted by the Share Sale Agreement and the parties will be released from their respective obligations under the Share Sale Agreement. The parties have undertaken to use their best endeavours to ensure that the Conditions are satisfied by the due date;
- (b) **(Consideration)**: in consideration of the Acquisition, Ashburton will issue the Consideration Shares, being 1,750,000,472 Shares at a deemed issued price of A\$0.002 per Share to the Platypus Shareholders, to be distributed in proportion to their respective interest in Platypus (refer to Resolution 2). Fractional entitlements to Consideration Shares will be rounded down;
- (a) **(Exclusivity)** Platypus and the Majority Shareholders have agreed to deal exclusively with Ashburton for the period that ends on the earlier of the date that Shareholder approval for the Acquisition is not granted and 29 October 2013 (**Exclusivity Period**). During the Exclusivity Period, none of Platypus or the Majority Shareholders will solicit or enter into discussions (other than with Ashburton) regarding the sale of the Platypus Shares or any transaction that would be an alternative to the Share Sale;

- (b) **(Loan)** Ashburton has agreed to make and has made available to Platypus an A\$100,000 standby facility to enable Platypus to conduct its business and meet payments to Minera Chanape pursuant to the Minera Chanape Agreement and the Majority Shareholders **(Loan)**. The Loan will be unsecured and will accrue interest at a rate of 8% per annum. The Loan will be repayable:
- (i) at call if Completion has not occurred by 31 October 2013;
 - (ii) at call if Platypus or any of the Platypus Shareholders commit a material breach of the Share Sale Agreement or the Share Sale Letters (as applicable); or
 - (iii) if Completion has occurred by 31 October 2013, the date that is 10 years from Completion or such other date as agreed by the Ashburton.

The Loan will not be repayable if Completion does not occur by 31 October 2013 solely due to an act or omission of Ashburton **(non repayment provision)**. The non repayment provision will not apply where Completion has not occurred due to a failure to satisfy certain conditions precedent (refer conditions (b), (c), (d), (f), (g) and (h) in Schedule 1)

- (c) **(Completion)**: completion of the Share Sale Agreement is to occur on that date which is 2 business days after the satisfaction or waiver of the last of the Conditions;
- (d) **(Board composition)**: the parties have agreed that subject to Completion, Mr Peter Bradford will resign from the Board and Mr Laurie Ziatas and Mr Dennis Trlin will be appointed to the Board as Non Executive Directors. A summary of each of the Proposed Directors' experience is set out below in section 1.16;
- (e) **(Termination)**: Ashburton may either terminate the Share Sale Agreement or seek specific performance at any time prior to Completion by notice in writing to the Majority Shareholders if the Majority Shareholders fail to comply with any of their material obligations under the Share Sale Agreement and fail to remedy the breach within 10 business days. The Majority Shareholders may either terminate the Share Sale Agreement or seek specific performance at any time prior to Completion by notice in writing to Ashburton if Ashburton fails to comply with any of its material obligations under the Share Sale Agreement and fails to remedy the breach within 10 business days.

The Majority Shareholders have provided standard warranties and representations in favour of Ashburton in relation to the Acquisition in the Share Sale Agreement. Platypus and the Platypus Directors have provided warranties relating to Platypus and its business in favour of Ashburton. Minera Chanape and the Minera Chanape Warranty Givers have provided warranties relating to the Minera Chanape permits and the Minera Chanape Agreement. The Share Sale Agreement otherwise contains standard clauses typical for an agreement of this nature.

1.11 Equity Raising

As announced on 29 July 2013, Ashburton undertook a capital raising by way of private placement. The placement of A\$450,000 was issued at an average price of 0.2 cents per Share through the issue of 225,000,000 Shares **(Placement)**.

The Placement was completed on 31 July 2013 through the issue of 112,500,000 Shares at A\$0.001 per Share utilising Ashburton's then existing capacity under Listing Rule 7.1, and the issue of 112,500,000 Shares at 0.3 cents per Share utilising Ashburton's then existing capacity under Listing Rule 7.1A.

Part of the Placement, comprising \$330,000 was arranged by DJ Carmichael for which a placement fee of 6% was paid. These funds were, and will be, used in part to satisfy Ashburton's commitment to provide the Loan to Platypus (refer section 1.10(b)); to initiate work on Ashburton's Mt Andrew project; and for working capital mainly associated with administrative matters related to the Acquisition.

The remaining \$120,000 of the placement was organised directly by Ashburton and did not attract any placement fees. These funds will be applied to the Mt Andrew work program, to corporate costs, and to general working capital.

Following completion of the Acquisition, Ashburton intends to undertake a fundraising to raise approximately A\$1,500,000, the structure and price to be determined closer to the time of launch of the fundraising having regard to market conditions at that time (**Fundraising**).

1.12 Impact of the Acquisition on Ashburton's capital structure

The effect of the Acquisition (on an undiluted basis) on the capital structure of Ashburton (assuming A\$1,500,000 is raised under the Fundraising) can be summarised as follows:

Shares	Number	Percentage interest
Shares currently on issue	1,404,241,310	35.07%
Consideration Shares to be issued to the Platypus shareholders	1,750,000,472	43.70%
Shares to be issued on conversion of the Bradford Loan	100,000,000	2.50%
Shares to be issued under the proposed Fundraising (assuming an issue price of A\$0.002)	750,000,000	18.73%
Total Shares upon completion of the Acquisition and the Fundraising (assuming an issue price of A\$0.002)	4,004,241,782	100.00%

There will be no changes to the number of Options on issue.

1.13 Pro Forma Statement of Financial Position

An unaudited pro forma Statement of Financial Position of Ashburton following completion of the Acquisition is set out as Schedule 3 of this Explanatory Memorandum.

1.14 Impact of the Acquisition on Ashburton

The proposed Acquisition will result in various advantages and disadvantages to Ashburton which Shareholders should consider prior to exercising their vote. Some of the key advantages and disadvantages are set out below.

(a) Key Advantages of the Acquisition

The Directors consider that the key advantages to Ashburton and non-associated Shareholders of completing the Acquisition are as follows:

- (i) the Acquisition provides an opportunity for Ashburton to diversify its current business operations by gaining significant exposure to prospective ground in the world's 2nd largest copper producing country;
- (ii) the change of focus to copper-gold projects in Peru and the potential increase in market capitalisation of the Company following completion of the Acquisition may lead to access to improved equity capital market opportunities and increased liquidity, which are not currently present; and

- (iii) it will expose the Company to further opportunities over time as the Company's presence and familiarity with Peru grows.

(b) Key Disadvantages of the Acquisition

The Directors consider that the key disadvantages to Ashburton and non-associated Shareholders of completing the Acquisition are as follows:

- (i) there are many risk factors associated with the change in nature of Ashburton's activities, including sovereign risk, and risks associated with the requirement to obtain environmental and other regulatory approvals. These risks are set out in further detail in section 1.15 below;
- (ii) a significant future outlay of funds will be required which will increase funding pressure on Ashburton in order to continue exploration of the Platypus Projects;
- (iii) current Shareholders will have their interests in Ashburton diluted by the Acquisition and by any further equity funding undertaken by Ashburton to develop the Platypus Projects;
- (iv) there is no guarantee that exploration on the Platypus Projects by Ashburton will result in the discovery of copper and gold deposits;
- (v) proposed project timelines may not proceed as expected; and
- (vi) the development of the Platypus Projects is subject to a number of regulatory approvals in Peru, none of which are guaranteed to be obtained. The requirement to obtain these approvals increases the risks associated with developing the Platypus Projects.

1.15 Risks – change of scale of activities

Shareholders should be aware that if the Resolutions are approved, Ashburton will be changing the scale of its activities. As a result, Ashburton will become subject to various risk factors which do not necessarily apply to Ashburton at present. Nevertheless, this is not unusual to the Company or its management team as the Company has previously operated on similar scales whilst exploring in Brazil (2004 – 2009) and in Indonesia (2010 – 2011). Based on the information available, a non-exhaustive list of risk factors associated with the Acquisition are as follows:

(a) Government licenses and approvals

The Platypus Projects are located in Peru.

Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, foreign currency remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety.

Failure to comply strictly with applicable laws, regulations and local practices relating to mineral rights applications and tenure, could result in loss, reduction or expropriation of entitlements. Outcomes in courts in Peru may be less predictable than in Australia, which could affect the enforceability of contracts entered into in respect of the Platypus Projects.

The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the operations or profitability of Ashburton. Ashburton has made its investment and strategic decisions based on the information currently available to the Directors, however should there be any material change in the political, economic, legal and social environments in Peru, the Directors may reassess investment decisions and commitments to assets in Peru.

(b) Title risk

Interests in exploration licences in Peru are governed by the national legislation in the relevant jurisdiction. The licences which grant the title to each of the Platypus Projects are subject to compliance with certain requirements, including lodgement of reports, payment of royalties and compliance with environmental conditions and environmental legislation. Consequently, as is the case in Australia, Ashburton runs the risk of incurring penalties or loss of title to or its interest in any of the licences to the Platypus Projects if these requirements are not met.

(c) Environmental risk

Ashburton's operations in Peru will be subject to various regulations regarding environmental matters. Development of each of the Platypus Projects will be dependent on the relevant licences meeting environmental guidelines and gaining approvals by government authorities. Whilst Ashburton intends to conduct its activities in an environmentally responsible manner, risks arise in relation to compliance with these regulations and approvals.

(d) Unforeseen expenditure risk

Expenditure may need to be incurred that has not been taken into account in the preparation of this Notice. If such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of Ashburton.

(e) Additional requirements for capital

The Directors expect that Ashburton will have sufficient capital resources to enable Ashburton to achieve its initial business objectives upon settlement of the Acquisition.

However, the Directors can give no assurances that such objectives will in fact be met without future borrowings or capital raisings. Additional equity financing may dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If Ashburton is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its expansion and development programs. If Ashburton is successful in meeting its initial objectives with respect to the Platypus Projects, then additional capital will be required to further develop its operations and pursue business opportunities.

(f) Government policy changes and legal risk

Government action or policy change in Peru in relation to access to lands and infrastructure, compliance with environmental regulations, export restrictions, taxation, royalties and subsidies may adversely affect Ashburton's operations and financial performance.

The Platypus Projects will be governed by a series of Peruvian laws and regulations. Breaches or non-compliance with these laws and regulations can result in penalties and other liabilities. These may have a material adverse impact on the financial position, financial performance, cashflows, growth prospects and share price of Ashburton.

These laws and regulations may be amended from time to time, which may also have a material adverse impact on the financial position, financial performance, cashflows, growth prospects and share price for Ashburton. The legal and political conditions in Peru and any changes thereto are outside the control of Ashburton.

The introduction of new legislation or amendments to existing legislation by government, developments in existing common law, or the respective interpretation of the legal requirements in any of the legal jurisdictions which govern Ashburton's operations or contractual obligations, could impact adversely on the assets, operations and, ultimately, the financial performance of Ashburton and the value of its Shares.

(g) Reliance on key management

The responsibility of overseeing the day-to-day operations and the strategic management of Ashburton depends substantially on its senior management and its key personnel.

In particular, Ashburton intends that the day-to-day management of the Platypus Projects will remain with the existing senior management as well as the engagement of consultants already familiar with the Platypus Projects. There can be no assurance given that there will be no detrimental impact on Ashburton if one or more of these personnel cease their employment.

(h) Management of growth

There is a risk that management of Ashburton will not be able to implement Ashburton's growth strategy after completion of the Acquisition. The capacity of the new management to properly implement and manage the strategic direction of Ashburton may affect Ashburton's financial performance.

(i) International operations

Any potential future operations of Ashburton in Peru are subject to a number of risks, including:

- (i) potential difficulties in enforcing agreements and collecting receivables through foreign local systems;
- (ii) potential difficulties in protecting rights and interest in assets; and
- (iii) restrictive governmental actions, such as imposition of trade quotas, tariffs and other taxes.

Any of these factors could materially and adversely affect Ashburton's business, results of operations and financial condition.

(j) No profit to date and uncertainty of future profitability

Ashburton has incurred losses in the past and it is therefore not possible to evaluate Ashburton's future prospects based on past performance. Ashburton expects to make losses in the foreseeable future. Factors that will determine Ashburton's future profitability are its ability to manage its costs, its ability to execute its development and growth strategies, the success of its activities in a competitive market, the actions of competitors and regulatory developments. As a result, the extent of future profits, if any, and the time required to achieve sustainable profitability, is uncertain. In addition, the level of any such future profitability (or loss) cannot be predicted.

1.16 Board of Directors

The Board of Directors currently comprises:

- (a) Mr Rick Crabb (Non Executive Chairman);
- (b) Mr Tom Dukovcic (Managing Director); and
- (c) Mr Peter Bradford (Non Executive Director).

Upon completion of the Acquisition, it is intended that Mr Peter Bradford will resign and the following persons will be appointed as Directors of Ashburton:

- (a) Mr Laurie Ziatas (Non Executive Director); and
- (b) Mr Dennis Trlin (Non Executive Director),

(together the **Proposed Directors**). Profiles of each of the Proposed Directors are outlined in below. Mr Ziatas and Mr Trlin will hold office until Ashburton's next annual general meeting at which they will be eligible for re-election.

Mr Laurie Ziatas (B.Juris. LLB EMBA MMedConflRes MAICD)

Mr Ziatas is a Barrister and Solicitor of the Supreme Courts of Western Australia, South Australia and the High Court of Australia who has had over 33 years' experience in business (including about 20 years in full-time legal practice in a medium size Australian legal firm specialising in mineral resource company start-ups and listings)..

In the early 1990's Mr Ziatas personally played a major part in the creation and start-up of the nickel company which was at the forefront of the 1990's lateritic nickel boom in Australia.

Mr Ziatas brings to the Company considerable experience in the creation, promotion, listing, funding and management of small- to medium-cap mineral resource companies, as well as companies in other industry sectors, in Australia and overseas, including Indonesia, Papua New Guinea, Angola, Myanmar, Somaliland, the EU and South America with particular focus on Peru and Chile.

Mr Ziatas's most recent ASX listed company is Inca Minerals Ltd (Inca) which he co-founded in October 2010 and was its founding Chairman. He co-selected and negotiated the contract in respect to Inca's Chanape Project which is now Inca's flagship gold/copper porphyry project. As Chairman of Inca, in 2012 Mr Ziatas led the negotiations on a reverse takeover by Inca of ASX listed Condor Metals Ltd which later changed its name to Inca Minerals Ltd and now trades on ASX as ICG. In February 2013 Mr Ziatas negotiated and facilitated an agreement between the tenement owners and Inca of a major tenement holding surrounding the Inca flagship Chanape gold/copper porphyry project.

Mr Ziatas also holds University Masters level qualification and has experience in dealing with cultural diversity issues in international business, the management of intercultural conflict and dispute resolution, and is a Masters level university trained and accredited mediator. He specialises in mediating matters steeped in cultural diversity issues

Mr Dennis Trlin (BComm, GDip FINSIA)

Mr Trlin holds a Bachelor of Economics and Graduate Diploma of Applied Finance and Investment from FINSIA. Mr Trlin has ten years' experience in the stock broking and financial services industry where he has been engaged as an Analyst and Investment Advisor. He has provided strategic corporate advice and research coverage to numerous small to mid cap ASX listed companies in the technology, industrial, biotech, oil and gas, energy and resources sectors.

1.17 Change of name

As a result of the Acquisition, Ashburton proposes to change its name to Platypus Minerals Limited. Approval for the change of name is the subject of Resolution 3.

1.18 Resolutions

Ashburton is putting Resolutions 1 to 3 to Shareholders to seek approval for:

- (a) a change of scale of its activities (Resolution 1);
- (b) the issue of the Consideration Shares to the Platypus Shareholders (Resolution 2); and
- (c) Ashburton to change its name (Resolution 3)

1.19 Conditionality of the Resolutions

Resolutions 1 and 2 are conditional on each other and Resolution 3 is conditional on the passing of Resolutions 1 and 2.

If Resolutions 1 and 2 are not passed, the Acquisition would not proceed and Ashburton would continue with the development of its Mt Webb and Mt Andrew projects and Ashburton would not change its name.

1.20 Directors' Recommendations

The Directors do not have any material interest in the outcome of Resolutions 1 to 3 other than as a result of their interest arising solely in their capacity as Shareholders.

Each of the Directors intends to vote their Shares in favour of Resolutions 1 to 3. Based on the information available, all of the Directors consider that the proposed Acquisition is in the best interests of Ashburton and recommend that Shareholders vote in favour of Resolutions 1 to 3. The Directors have approved the proposal to put Resolutions 1 to 3 to Shareholders.

2 Resolution 1 – Change to scale of activities

2.1 Background

Resolution 1 seeks approval for Ashburton to change the scale of its business by completing the Acquisition.

Refer to section 1.1 for a summary of Ashburton's current operations.

2.2 Listing Rule 11.1

In summary, Listing Rule 11.1 provides that a listed company that proposes to make a significant change to the nature or scale of its activities must provide full details to ASX as soon as practicable and:

- (a) provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;
- (b) if ASX requires, obtain the approval of holders of its shares to the change; and
- (c) if ASX requires, meet the requirements in Chapters 1 and 2 of the Listing Rules as if Ashburton were applying for admission to the official list of ASX.

ASX has informed Ashburton that, given the significant change in the scale of the activities of Ashburton upon completion of the Acquisition, it requires Ashburton to obtain Shareholder approval for the proposed change of scale of activities.

For this reason, Ashburton is seeking Shareholder approval for Ashburton to change the scale of its activities under Listing Rule 11.1.2. Details of the new business to be acquired by Ashburton and proposed changes to the structure and operations of Ashburton are set out in section 1 of this Explanatory Memorandum.

If Resolution 1 is passed, Ashburton will have obtained, in compliance with Listing Rule 11.1.2, Shareholder approval to the change in the scale of its activities to the extent described in this Explanatory Memorandum. Shareholders should note that the passing of Resolution 1 is conditional upon, and subject to, Resolution 2 being passed by Shareholders. Therefore, if you wish to vote in favour of Resolution 1, you should also vote in favour of Resolution 2.

If Resolution 1 is not passed, Ashburton will not be permitted to change the scale of its activities and the Acquisition will not proceed.

3 Resolution 2 – Issue of Consideration Shares to the Platypus Shareholders

3.1 General

As set out in section 1.10, in accordance with the terms and conditions of the Share Sale Agreement, Ashburton has agreed to issue the 1,750,000,472 Shares at a deemed issue price of A\$0.002 per Share (**Consideration Shares**) to the Platypus Shareholders proportion to their respective interest in the Platypus.

Resolution 2 seeks Shareholder approval pursuant to Listing Rules 7.1 and 10.11 for the issue of the Consideration Shares to the Platypus Shareholders in consideration for the acquisition by Ashburton of 100% of the issued capital of Platypus.

Approval under Resolution 2 is subject to the passing of Resolution 1.

3.2 Listing Rules 7.1 and 10.11

Listing Rule 7.1 provides that, subject to certain exceptions, prior approval of the shareholders of a company is required for an issue of equity securities if the securities will, when aggregated with the securities issued by Ashburton during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

One circumstance where an issue is not taken into account in the calculation of the 15% threshold is where the issue has the prior approval of shareholders in general meeting.

The effect of Resolution 2 will be to allow the Directors to issue the Consideration Shares during the period of 3 months after the Meeting (or a longer period if allowed by ASX), without using Ashburton's 15% placement capacity under Listing Rule 7.1.

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. Each of the Proposed Directors are shareholders of Platypus and will receive Consideration Shares. They are considered to be related parties of Ashburton by virtue of the fact that they will be, upon completion of the Acquisition, Directors of Ashburton.

3.3 Chapter 2E of the Corporations Act

Section 208 of the Corporations Act provides that where a public company, or an entity that the public company controls, is to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act. The issue of the Consideration Shares to the Proposed Directors would fall within the ambit of section 208 of the Corporations Act.

Section 210 of the Corporations Act states that shareholder approval is not needed to give a financial benefit on terms that:

- (a) would be reasonable in the circumstances if the public company or entity were dealing at arm's length; or
- (b) are less favourable to the related party than the terms referred to in paragraph (a).

It is the view of the current Directors that the exception set out in section 210 of the Corporations Act applies in the current circumstances. The current Board has formed the view that the issue of Consideration Shares to the Proposed Directors is on arm's length terms because the Consideration Shares are being issued to the all Platypus Shareholders (including the Proposed Directors) in the same proportion to their respective interest in Platypus. Accordingly, Shareholder approval is not sought for the issue of the Consideration Shares to the Proposed Directors under the Corporations Act.

3.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Consideration Shares for the purpose of the Acquisition:

- (a) the maximum number of securities to be issued pursuant to Resolution 2 is 1,393,305,274 Shares (being the Consideration Shares to be issued to the Platypus Shareholders other than the Proposed Directors);
- (b) the Consideration Shares will be issued as consideration for the Acquisition (as detailed in section 1.2 of this Explanatory Memorandum);
- (c) the Consideration Shares will be allotted and issued to the Platypus Shareholders (or their nominee(s)), none of whom are related parties (other than the Proposed Directors) of Ashburton nor will they hold an interest of 20% or greater in the capital of Ashburton as a result;
- (d) the Consideration Shares will be issued on the completion date of the Acquisition, and in any event not later than three months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that the allotment will occur on the same date;
- (e) the Consideration Shares are fully paid ordinary shares in the capital of Ashburton and will rank equally with Ashburton's current issued Shares; and
- (f) the Consideration Shares will be issued for nil cash in consideration for the Acquisition. Accordingly, no funds will be raised from the issue of the Consideration Shares.

3.5 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Consideration Shares to the Proposed Directors:

- (a) the Consideration Shares will be issued to Mr Ziatas and Mr Trlin, or their respective nominees, as noted above;
- (b) the maximum number of Consideration Shares to be issued is 246,942,450 Shares to Mr Ziatas (or his nominee(s)) and 109,752,748 Shares to Mr Trlin (or his nominee(s));
- (c) the Consideration Shares will be allotted and issued on a date which will be no later than 1 month after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) the Consideration Shares are fully paid ordinary shares in the capital of Ashburton and will rank equally with Ashburton's current issued Shares;
- (e) the Consideration Shares will be issued for nil cash in consideration for the Acquisition. Accordingly, no funds will be raised from the issue of the Consideration Shares; and
- (f) Mr Ziatas and Mr Trlin are proposed Directors of Ashburton.

4 Resolution 3 – Change of company name

Resolution 3 seeks Shareholder approval for Ashburton to change its name. Section 157 of the Corporations Act provides that a company may apply to change its name by the members of Ashburton passing a special resolution to that effect.

It is proposed that the Company name be changed from Ashburton Minerals Limited to “Platypus Minerals Limited” with effect from the date of completion of the Acquisition to reflect Ashburton’s acquisition of Platypus.

5 Resolution 4 – Ratification of issue of Shares - Placement

5.1 General

As noted in section 1.11, Ashburton undertook the Placement. Of the Shares issued under the Placement, 112,500,000 Shares were issued at A\$0.001 per Share utilising Ashburton’s then existing capacity under Listing Rule 7.1.

5.2 Listing Rule 7.4

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior Shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of the ratification is to restore Ashburton’s maximum discretionary power to issue further Shares up to 15% of the issued capital of Ashburton without requiring Shareholder approval.

Resolution 4 seeks ratification under Listing Rule 7.4 of the issue of 112,500,000 Shares that were made on 31 July 2013 in order to restore the ability of Ashburton to issue further Shares within the 15% limit during the next 12 months.

5.3 Technical information required by Listing Rule 7.5

The following information in relation to the Shares is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) 112,500,000 Shares were issued;
- (b) the Shares were issued at an issue price of A\$0.001 each;
- (c) the Shares issued were fully paid ordinary shares in the capital of Ashburton and will rank equally with Ashburton’s current issued Shares;
- (d) the Shares were issued to sophisticated and professional investors, including clients of DJ Carmichael, all of whom are unrelated parties of Ashburton; and
- (e) funds raised from the Placement (which includes the Shares the subject to Resolution 4) were used in part to satisfy Ashburton’s commitment to provide the Loan to Platypus (refer section 1.10(b)); to initiate work on Ashburton’s Mt Andrew project; and for working capital mainly associated with administrative matters related to the Acquisition.

5.4 Interests and Recommendations of Directors

Each of the Directors approved the proposal to put Resolution 4 to Shareholders and each of the Directors recommends that Shareholders vote in favour of Resolution 4.

6 Resolution 5– Ratification of issue of Shares - Placement

6.1 General

As noted in section 1.11, Ashburton undertook the Placement. Of the Shares issued under the Placement, 112,500,000 Shares were issued at A\$0.003 per Share utilising Ashburton's then existing capacity under Listing Rule 7.1A.

6.2 Listing Rule 7.4

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior Shareholder approval, including issues made with approval under Listing Rule 7.1A. The effect of the ratification is to restore Ashburton's maximum discretionary power to issue further Shares up to 15% of the issued capital of Ashburton without requiring Shareholder approval.

Resolution 5 seeks ratification under Listing Rule 7.4 of the issue of 112,500,000 Shares that were made on 31 July 2013 in order to restore the ability of Ashburton to issue further Shares within the 15% limit during the next 12 months.

6.3 Technical information required by Listing Rule 7.5

The following information in relation to the Shares is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) 112,500,000 Shares were issued;
- (b) the Shares were issued at an issue price of A\$0.003 each;
- (c) the Shares issued were fully paid ordinary shares in the capital of Ashburton and will rank equally with Ashburton's current issued Shares;
- (d) the Shares were issued to sophisticated and professional investors, including clients of DJ Carmichael, all of whom are unrelated parties of Ashburton; and
- (e) funds raised from the Placement (which includes the Shares the subject to Resolution 5) were used in part to satisfy Ashburton's commitment to provide the Loan to Platypus (refer section 1.10(b)); to initiate work on Ashburton's Mt Andrew project; and for working capital mainly associated with administrative matters related to the Acquisition.

6.4 Interests and Recommendations of Directors

Each of the Directors approved the proposal to put Resolution 5 to Shareholders and each of the Directors recommends that Shareholders vote in favour of Resolution 5.

7 Resolution 6– Ratification of issue of Shares – Mt Andrew Project entry fee

7.1 General

As announced on 13 November 2012 Ashburton entered into a farm-in agreement with private owners over the Mt Andrew Project, comprising two granted exploration licences in the Fraser Range region of Western Australia. The project tenements, E63/1322 and E63/1375, are situated some 120 km ESE of Norseman and encompass approximately 290 km² of the Proterozoic Biranup Complex within the Albany-Fraser Orogen. The ground is deemed prospective primarily for gold mineralisation. The project area also captures approximately 20 km² of the southern extremity of the Fraser Complex, which will be targeted for nickel-copper mineralisation.

Ashburton has paid the owners an Entry Fee comprising A\$20,000 in cash and the issue of 5,000,000 Shares at a deemed issued price of A\$0.004.

7.2 Listing Rule 7.4

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior Shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of the ratification is to restore Ashburton's maximum discretionary power to issue further Shares up to 15% of the issued capital of Ashburton without requiring Shareholder approval.

Resolution 6 seeks ratification under Listing Rule 7.4 of the issue of 5,000,000 Shares that were made on 16 November 2012 in order to restore the ability of Ashburton to issue further Shares within the 15% limit during the next 12 months.

7.3 Technical information required by Listing Rule 7.5

The following information in relation to the Shares is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) 5,000,000 Shares were issued;
- (b) the Shares were issued at a deemed issue price of A\$0.004 each;
- (c) the Shares issued were fully paid ordinary shares in the capital of Ashburton and will rank equally with Ashburton's current issued Shares;
- (d) the Shares were issued to the private owners of the Mt Andrew Project, all of whom are unrelated parties of Ashburton; and
- (e) no funds were raised from the issue of the Shares.

7.4 Interests and Recommendations of Directors

Each of the Directors approved the proposal to put Resolution 6 to Shareholders and each of the Directors recommends that Shareholders vote in favour of Resolution 6.

8 Resolution 7– Ratification of issue of Shares – Mt Andrew Project election fee

8.1 General

As announced on 2 April 2013 Ashburton elected to proceed with the farm-in over the Mt Andrew project in the Fraser Range region of Western Australia.

Ashburton, through its wholly owned subsidiary Southern Pioneer Limited, spent the requisite \$100,000 on exploration over the project and, by issuing Shares the subject Resolution 6 to private owners of the Mt Andrew Project, earned a 50% beneficial interest in the project tenements. Further details on the project tenements are set out in section 7.1.

8.2 Listing Rule 7.4

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior Shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of the ratification is to restore Ashburton's maximum discretionary power to issue further Shares up to 15% of the issued capital of Ashburton without requiring Shareholder approval.

Resolution 7 seeks ratification under Listing Rule 7.4 of the issue of 25,000,000 Shares that were made on 2 April 2013 in order to restore the ability of Ashburton to issue further Shares within the 15% limit during the next 12 months.

8.3 Technical information required by Listing Rule 7.5

The following information in relation to the Shares is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) 25,000,000 Shares were issued;
- (b) the Shares were issued at a deemed issue price of A\$0.003 each;
- (c) the Shares issued were fully paid ordinary shares in the capital of Ashburton and will rank equally with Ashburton's current issued Shares;
- (d) the Shares were issued to the private owners of the Mt Andrew Project, all of whom are unrelated parties of Ashburton; and
- (e) no funds were raised from the issue of the Shares.

8.4 Interests and Recommendations of Directors

Each of the Directors approved the proposal to put Resolution 7 to Shareholders and each of the Directors recommends that Shareholders vote in favour of Resolution 7.

9 Resolution 8 - Issue of Shares to Peter Bradford on conversion of loan

9.1 General

On 26 February 2013, Mr Peter Bradford, a Director of Ashburton, signed an agreement to advance a loan to Ashburton of up to A\$200,000. The loan was progressively drawn down in four tranches of \$50,000 each on 27 February 2013, 25 March 2013, 26 April 2013 and 6 June 2013. The loan is unsecured and attracts interest at a rate of 8% per annum compounded and calculated monthly (**Bradford Loan**).

Mr Bradford has agreed to convert the principal owing under the Bradford Loan into equity through the issue of Shares at A\$0.002 per Share. Interest accrued on the Bradford Loan will be repaid in cash. As at 31 August 2013, interest on the Bradford Loan amounted to A\$5,738.28.

9.2 Listing Rule 10.11

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. Mr Bradford is a related party of Ashburton because he is a Director of Ashburton.

9.3 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to the proposed issue of Shares to Mr Bradford (or his nominee(s)):

- (a) the Shares will be issued to Mr Bradford (or his nominee(s)) as noted above;
- (b) the maximum number of Shares to be issued is 100,000,000 at a deemed issue price of A\$0.002 per Share;
- (c) the Shares will be allotted and issued on a date which will be no later than 1 month after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) the Shares are fully paid ordinary shares in the capital of Ashburton and will rank equally with Ashburton's current issued Shares; and

- (e) the Shares will be issued for nil cash. Accordingly, no funds will be raised from the issue of the Shares, however Bradford Loan will be extinguished.

9.4 Interests and Recommendations of Directors

Each of the Directors (other than Mr Bradford) approved the proposal to put Resolution 5 to Shareholders and each of the Directors (other than Mr Bradford) recommends that Shareholders vote in favour of Resolution 5. Mr Bradford declines to make a recommendation as he has a personal interest in the outcome of the resolution.

10 Enquiries

Shareholders are required to contact Ashburton's Company Secretary on +61 8 9363 7800 if they have any queries in respect of the matters set out in these documents.

11 Glossary

A\$ means Australian dollars.

Accounting Standards has the meaning given to that term in the Corporations Act.

Acquisition means the proposed acquisition by Ashburton of 100% of the issued capital in Platypus from the Platypus Shareholders in accordance with the terms and conditions of the Share Sale Agreement.

Ag means silver.

Ashburton or the Company means Ashburton Minerals Limited (ACN 008 894 442) of Level 1, 254 Railway Parade, West Leederville, Western Australia, 6007 (to be named Platypus Minerals Limited, subject to Resolution 3 being passed).

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires.

Au means gold.

Board means the current board of directors of Ashburton.

Bradford Loan has the meaning set out in section 9.1.

Bt means billion tonnes.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Completion means the completion of the Acquisition under the Share Sale Agreement.

Conditions means the conditions to Completion, as outlined in Schedule 1.

Consideration Shares means 1,750,000,472 Shares at a deemed issue price of A\$0.002 per Share to be issued in part consideration for the Acquisition.

Constitution means Ashburton's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Cu means copper.

DJ Carmichael means DJ Carmichael Pty Ltd ACN 003 058 857 of Level 3, 216 St. George's Terrace, Perth, Western Australia, 6007 Australian Financial Service License No 232571.

Director means a director of Ashburton.

Explanatory Memorandum means the explanatory statement accompanying the Notice of Meeting.

Fundraising has meaning set out in section 1.11.

g/t means grammes per tonne.

ha means hectare.

Listing Rules means the Listing Rules of ASX.

Loan has the meaning set out in section 1.10(b)

m means metre.

Majority Shareholders means Circum-Pacific Holdings Limited, Acorn Corporate Pty Ltd, Jenny Hortencia Egusquiza Oliveros, Dennis Ivan Trlin and Matthew Blake.

Material Adverse Change means one or more events or occurrences or matters individually or in aggregate that has or could reasonably be expected to have a material adverse effect on the financial condition, prospects, business or operations of one or more of Platypus or its subsidiaries.

Meeting or General Meeting means the general meeting convened by the Notice of Meeting.

MINEM means Ministry of Energy and Mines in Peru.

Minera Chanape means Minera Chanape S.A.C., a company incorporated and existent under the laws of Peru, recorded in file 12784104 of the Companies register in Lima, with RUC No. 20546635873 and registered domicile at Ave. Jose Larco No. 1301, office 1203, Miraflores, Lima, Peru.

Minera Chanape Agreement means the commercial agreement between Minera Chanape and Platypus dated 1 May 2013.

Minera Chanape Warranty Givers means Gary Wayne Anderson and Zbigniew Adam Szybinski.

Mo means molybdenum.

Moz means million ounces.

Mt means million tonnes.

Notice or **Notice of Meeting** means this notice of General Meeting, including the Explanatory Memorandum.

Option means an option to subscribe for a Share.

Placement has meaning set out in section 1.11.

Platypus means Platypus Resources Limited (ACN 150 056 796) of Suite 1, Ground Floor, 56 Kings park Road, West Perth, Western Australia 6005.

Platypus Directors means Donald Charles Smith, Dennis Ivan Trlin and Keith Douglas Bowker.

Platypus Projects means the projects located in Peru to which Platypus holds an interest.

Platypus Shareholders means the holders of shares in the capital of Platypus.

Proposed Directors means Mr Laurie Ziatas and Mr Dennis Trlin.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Schedule means a schedule to the Explanatory Memorandum.

section means a section of the Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of Ashburton.

Share Sale Agreement means the share sale agreement between Ashburton, the Majority Shareholders, the Platypus Directors, the Minera Chanape Warranty Givers, Platypus and Minera Chanape pursuant to which Ashburton agrees to purchase of 100% of the issued capital of Platypus, the key terms of which are summarised in section 1.10.

Share Sale Letters mean the letter agreements between Ashburton and each of the Platypus Shareholders (other than the Majority Shareholders) pursuant to which each of the Platypus Shareholders (other than the Majority Shareholders) agree to sell their Platypus Shares to Ashburton.

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

Schedule 1 —

Conditions to completion of the Acquisition

Condition	Party entitled to benefit
(a) No breach of the Share Sale Agreement by Ashburton – as at Completion, Ashburton has not materially breached the Share Sale Agreement.	Majority Shareholders and Platypus
(b) No breach of agreements by Platypus or the Vendors – as at Completion, none of the Platypus Shareholders or Platypus has materially breached the Share Sale Agreement or Share Sale Letters.	Ashburton
(c) Minera Chanape Agreement – no termination, or threatened termination of the Minera Chanape Agreement; or the existence of any matter that would prevent completion of the transactions contemplated by the Minera Chanape Agreement.	Ashburton
(d) Warranties - the warranties given by the Majority Shareholders, Platypus, the Platypus Directors, Minera Chanape and the Minera Chanape Warranty Givers remaining true and correct at Completion	Ashburton
(e) Shareholder approval – Ashburton obtaining all necessary shareholder approvals required under the Listing Rules and the Corporations Act to give effect to the Share Sale including, without limitation, shareholder approval under Listing Rules 7.1, 10.11 and 11.1.2 and section 208 of the Corporations Act, to the extent that such shareholder approvals are required.	Ashburton
(f) No Material Adverse Change – no Material Adverse Change occurring between the date of execution of the Share Sale Agreement and the date of Completion as determined by Ashburton in its sole discretion.	Ashburton
(g) Third party approvals – Platypus Shareholders and Platypus obtaining, in a form reasonably satisfactory to Ashburton, all statutory and regulatory approvals and any other third party consents or waivers which are necessary to complete the Share Sale (if required).	Ashburton
(h) Share Sale Letters – each Platypus Shareholder (other than the Majority Shareholders) having delivered: <ul style="list-style-type: none"> (i) a duly executed Share Sale Letter; (ii) a duly executed transfer form and share certificates in relation to that Platypus Shareholder's Platypus Shares. 	Ashburton

Schedule 2 – Minera Chanape's assets

Name	Code	Area	Owner	Status	Mining Concession Title	Title Date	Public Registry
PRIMARY TENEMENTS							
Chanape II	01-01151-07	1000 Has.	Minera Chanape	Registered	2544-2007	20.06.2007	12154376
Chanape III	01-01150-07	1000 Has.	Minera Chanape	Registered	2106-200	29.05.2007	12394738
Chanape IV	01-01148-07	400 Has.	Minera Chanape	Registered	1554-2007	04.05.2007	12154573
Pucacorrall - Chanape	01-01219-07	1000 Has.	Minera Chanape	Registered	919-2007	07.09.2007	12394727
San Antonio 11 de Chanape	01-01138-07	15.97 Has.	Minera Chanape	Registered	2320-2007	05.06.2007	12154566
San Antonio 12	01-01175-07	20 Has.	Minera Chanape	Registered	1942-2007	24.05.2007	12145937
San Antonio 13	01-01176-07	2 Has.	Minera Chanape	Registered	876-2007	07.09.2007	12151350
San Antonio 14 de Chanape	01-01177-07	2 Has.	Minera Chanape	Registered	2699-2007	25.06.2007	12146348
San Antonio 15	01-01140-07	2 Has.	Minera Chanape	Registered	1576-2007	04.05.2007	12153572
Pincullo 1	01-01163-07	800 Has.	Minera Chanape	Registered	1456-2007	02.05.2007	12155313
Violeta 6	01-01218-07	7.99 Has.	Minera Chanape	Registered	1938-2007	24.05.2007	12154494
Violeta 7	01-01135-07	11.98 Has.	Minera Chanape	Registered	1701-2007	14.05.2007	12154498
Violeta 8	01-01136-07	24 Has.	Minera Chanape	Registered	1511-2007	02.05.2007	12146254
Violeta 9	01-01137-07	3.99 Has.	Minera Chanape	Registered	1507-200	02.05.2007	12154345
Pacococha Este	01-01222-07	900 Has.	Minera Chanape	Registered	4622-2012	12.11.2012	12394735
SECONDARY TENEMENTS (held by Minera Chanape on trust for Platypus)							
Nico I 2013	01-01118-13	1000 Has.	Minera Chanape	Register in process	Pending		
Nico II	01-01119-13	1000 Has.	Minera Chanape	Register in process	Pending		
Nico III	01-01120-13	1000 Has.	Minera Chanape	Register in process	Pending		
Nico IV	01-01121-13	1000 Has.	Minera Chanape	Register in process	2474-2013	18.07.2013	
Nico V	01-01122-13	1000 Has.	Minera Chanape	Register in process	2377-2013	11.07.2013	
Nico VI	01-01123-13	1000 Has.	Minera Chanape	Register in process	Pending		
Nico VII	01-01124-13	1,000 Has.	Minera Chanape	Register in process	2250-2013	26.06.2013	
Tito 1	01-01135-13	400 Has.	Minera Chanape	Register in process	2213-2013	26.06.2013	
Tito 2	01-01136-13	1000 Has.	Minera Chanape	Register in process	1835-2013	31.05.2013	
Tito 3	01-01137-13	1000 Has.	Minera Chanape	Register in process	2132-2013	20.06.2013	
Tito 4	01-01139-13	1,000 Has.	Minera Chanape	Register in process	2214-2013	26.06.2013	
Tito 5	01-01138-13	700 Has.	Minera Chanape	Register in process	2166-2013	25.06.2013	
Tito 6	01-01140-13	700 Has.	Minera Chanape	Register in process	2133-2013	20.06.2013	

Name	Code	Area	Owner	Status	Mining Concession Title	Title Date	Public Registry
Tito 7	01-01142-13	1,000.00 Has	Minera Chanape	Register in process	2202-2013	26.06.2013	
Mia I 2013	01-01141-13	1,000.00 Has.	Minera Chanape	Register in process	Pending		
Mia II 2013	01-01144-13	1,000.00 Has.	Minera Chanape	Register in process	Pending		
Mia III	01-01146-13	1,000.00 Has.	Minera Chanape	Register in process	1872-2013	31.05.2013	
Mia IV	01-01147-13	1,000.00 Has.	Minera Chanape	Register in process	2210-2013	26.06.2013	
Mia V	01-01148-13	1,000.00 Has.	Minera Chanape	Register in process	Pending		
Mia VI	01-01149-13	1,000.00 Has.	Minera Chanape	Register in process	2123-2013	20.06.2013	
Mia VII	01-01151-13	1,000.00 Has.	Minera Chanape	Register in process	1827-2013	31.05.2013	
Mia VIII	01-01150-13	1,000.00 Has.	Minera Chanape	Register in process	1839-2013	31.05.2013	

Schedule 3 – Pro-forma Statement of Financial Position

Set out below is an unaudited consolidated Statement of Financial Position of Ashburton as at 31 December 2012 adjusted for the Placement, the Acquisition, the conversion of the Bradford Loan and proposed Fundraising.

	Audit reviewed Consolidated 31 December 2012 A\$	Pro-forma Consolidated 31 December 2012 A\$
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	45,625	1,835,825
Trade and other receivables	41,037	41,037
Inventories	-	-
TOTAL CURRENT ASSETS	86,662	1,876,862
NON-CURRENT ASSETS		
Plant and equipment	10,417	10,417
Investment in Associated Company	-	3,500,000
Capitalised exploration expenditure	1,974,547	1,974,547
TOTAL NON-CURRENT ASSETS	1,984,964	5,484,964
TOTAL ASSETS	2,071,626	7,361,826
LIABILITIES		
CURRENT LIABILITIES		
Loan PB (post 31 December)*		200,000
Trade and other payables	220,744	220,744
TOTAL CURRENT LIABILITIES	220,744	20,744
NON-CURRENT LIABILITIES		
Trade and other payables	-	-
TOTAL NON-CURRENT LIABILITIES	-	-
TOTAL LIABILITIES	220,744	20,744
NET ASSETS	1,850,882	7,341,082
EQUITY		
Contributed equity	34,427,454	39,917,654
Reserves	555,324	555,324
Accumulated losses	33,131,896	33,131,896
TOTAL EQUITY	1,850,882	7,341,082

Notes: This unaudited consolidated pro forma Statement of Financial Position of the Company is based on the financial report as at 31 December 2012 (which was subjected to audit review), adjusted for:

- An adjustment for a A\$200,000 Bradford Loan provided post 31 December 2012 balance date;
- the conversion of the A\$200,000 Bradford Loan at A\$0.002 per Share;
- the Placement;
- the Acquisition; and
- the proposed Fundraising (assuming, for comparative purposes, an issue price of 0.2 cents).

PROXY FORM

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

ASHBURTON MINERALS LTD

ABN: 99 008 894 442

REGISTERED OFFICE:LEVEL 1
254 RAILWAY PARADE
WEST LEEDERVILLE WA 6007**SHARE REGISTRY:**

Security Transfer Registrars Pty Ltd

All Correspondence to:

PO BOX 535,

APPLECROSS WA 6953 AUSTRALIA

770 Canning Highway,

APPLECROSS WA 6153 AUSTRALIA

T: +61 8 9315 2333 F: +61 8 9315 2233

E: registrar@securitytransfer.com.au

W: www.securitytransfer.com.au

Code: Holder Number: **SECTION A: Appointment of Proxy**

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

☐

OR

The meeting Chairperson
(mark with an "X")**The name of the person you are appointing**
(if this person is someone other than the Chairperson of the meeting).

or failing the person named, or if no person is named, the Chairperson of the Meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the General Meeting of the Company to be held at 10.00am (WST) on Thursday, 10 October 2013 at The Vic Hotel, 226 Hay Street, Subiaco WA 6008 and at any adjournment of that meeting.

SECTION B: Voting Directions to your Proxy

Please mark "X" in the box to indicate your voting directions to your Proxy.

Resolution

1. Change of scale of activities

For Against Abstain*☐ ☐ ☐

2. Issue of Consideration Shares to the Platypus Shareholders

☐ ☐ ☐

3. Change of company name

☐ ☐ ☐

4. Ratification of issue of Shares - Placement

☐ ☐ ☐

5. Ratification of issue of Shares - Placement

☐ ☐ ☐

6. Ratification of issue of Shares - Mt Andrew Project entry fee

☐ ☐ ☐

7. Ratification of issue of Shares - Mt Andrew Project election fee

☐ ☐ ☐

8. Issue of Shares to Peter Bradford on conversion of loan

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

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

SECTION C: Please Sign Below**This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.**

Individual or Security Holder

Sole Director and Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director / Company Secretary

9531364449

Reference Number:

1

ATN

1

My/Our contact details in case of enquiries are:

NAME

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TELEPHONE NUMBER

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NOTES

1. Name and Address

This is the name and address on the Share Register of ASHBURTON 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 Meeting as your Proxy please mark "X" in the box in Section A.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a Shareholder of ASHBURTON 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 (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by telephoning the Company's share registry +61 8 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

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

5. Signing Instructions

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

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

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

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

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

6. Lodgement of Proxy

Proxy forms (and any Power of Attorney under which it is signed) must be received by Ashburton Minerals Ltd no later than 10.00am (WST) on Tuesday, 8 October 2013, being 48 hours before the time for holding the meeting. Any Proxy form received after that time will not be valid for the scheduled meeting.

Ashburton Minerals Ltd
PO BOX 1245
West Perth, Western Australia 6953

Street Address:
Level 1
254 RAILWAY PARADE
WEST LEEDERVILLE WA 6007
254 RAILWAY PARADE
WEST LEEDERVILLE WA 6007
Facsimile +61 8 9363 7801

PRIVACY STATEMENT

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