

20 February 2018

Dear Fellow Shareholder

Important Notice – Replacement Proxy Form and Extension of Takeover Bid

We refer to the notice of general meeting that was released to ASX on 12 February 2018 and subsequently dispatched to shareholders (**Notice of Meeting**).

Due to typos in the proxy form attached to the Notice of Meeting, the Company attaches a corrected replacement proxy form. The Company wishes to clarify that the Chair intends to vote undirected proxies in favour of Resolution 1 (Amendment to Constitution) and Resolution 2 (Replacement of Constitution).

The Chair intends to vote undirected proxies against Resolution 3 (Proportional Takeover Approval Resolution). This is reflective of the Directors' recommendation that shareholders vote against Resolution 3, as set out in section 2 of the Explanatory Statement to the Notice of Meeting.

Proposed Chairman's Voting on business of the Meeting		FOR	AGAINST
Resolution 1	Amendment to Constitution	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Replacement of Constitution	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Proportional Takeover Approval Resolution	<input type="checkbox"/>	<input checked="" type="checkbox"/>

Enclosed with this letter is a replacement proxy form to be completed and returned.

As the Existing Proportional Takeover Bid has now been extended to 30 April 2018 (as announced on 19 February 2018) a vote against the Proportional Bid Resolution will now be binding as the vote on Resolution 3 will now occur more than 14 days prior to close of the Existing Proportional Takeover Bid by Mercantile OFM. Refer to section 2.1 of the Explanatory Statement to the Notice of Meeting for further details.

Your vote is important, so we encourage all Shareholders to read the Notice of Meeting and vote either by proxy or at the meeting.

If you have any queries, please contact me on +61 8 9200 8200.

Yours sincerely

A handwritten signature in black ink that reads 'Sam Middlemas'.

Sam Middlemas
Chief Executive Officer

PROXY FORM

PROXY FORM**BAUXITE RESOURCES LIMITED**
ACN 119 699 982**GENERAL MEETING**I/We of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name: **OR:** the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at Suite 10, 295 Rokeby Road, Subiaco, WA, 6005, on 23 March 2018 at 10.30am, and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of Resolution 1 (Amendment to Constitution) and Resolution 2 (Replacement of Constitution) but against Resolution 3 (Proportional Takeover Approval Resolution). In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Replacement of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Proportional Takeover Approval Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail
in relation to this Proxy Form:YES NO

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(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 should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Bauxite Resources Limited, Suite 10, 295 Rokeby Road, Subiaco, WA, 6008; or
 - (b) facsimile to the Company on facsimile number +61 8 9200 8299 or
 - (c) email to the Company at sam.middlemas@bauxiteresources.com.au.so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.