



ADDITIONAL EXTRAORDINARY GENERAL MEETING RESOLUTION

ASX ANNOUNCEMENT

7 February 2018

Background

Petratherm Limited (**Company**) refers to its Notice of an Extraordinary General Meeting (**EGM**) to be held at 11.00 am (Adelaide time) on 28 February 2018 at Level 1, 169 Fullarton Road, Dulwich, SA, 5065.

As referred to in the Notice of EGM, the Company and SAEX Pty Ltd (**SAEX**) are parties to a Tenement Purchase Agreement dated 20 December 2017 in relation to the purchase by the Company of a 100% legal and beneficial interest in South Australian Exploration Licences 5306 and 5717 (**Tenements**). Subject to the satisfaction (or waiver) of certain conditions precedent, the consideration for the Tenements is payable by the Company by the issue of 1,250,000 shares to SAEX or its nominee.

The Board of Directors wishes to advise that an additional resolution seeking shareholder approval for the issue of these shares to SAEX or its nominee will be put to shareholders at the EGM as an item of general business.

Additional Resolution

The additional item of general business will be to consider and, if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

'That, subject to the passing of Resolutions 1 to 10 referred to in the Notice of Extraordinary General Meeting, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given to the issue by the Company of up to 1,250,000 fully paid ordinary shares (post-Consolidation) to SAEX Pty Ltd (or its nominee).'

The following additional information is provided pursuant to the requirements of ASX Listing Rule 7.3:

- The Company will issue a maximum of 1,250,000 shares (post-Consolidation).
- The shares will be issued no later than three months after the date of the EGM or such later date as permitted by ASX.
- The shares will not be issued for cash consideration but as consideration for the acquisition of the Tenements.
- The shares will be issued to SAEX Pty Ltd or its nominee.
- The shares will be issued on the same terms as the Company's existing issued fully paid ordinary shares.
- No funds will be raised from the issue of the shares.
- The Company will disregard any votes cast in favour of the additional resolution by or on behalf of a person (and their associates) who is expected to participate in the proposed issue or a person (and their associates) who will obtain a material benefit as a result of the proposed issue, except a benefit solely by reason of being a holder of ordinary securities in the Company, if the additional resolution is passed.

However, the Company need not disregard a vote if:

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

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

The additional resolution is an ordinary resolution.

The Directors do not have an interest in the outcome of the additional resolution and recommend that shareholders vote in favour of the additional resolution.

The chair intends to vote undirected proxies in favour of the additional resolution.

The passing of the additional resolution is conditional upon, and subject to, Resolutions 1 to 10 referred to in the Notice of EGM being approved by shareholders. Accordingly, if you intend to vote in favour of the additional resolution, you should also vote in favour of Resolutions 1 to 10 referred to in the Notice of EGM.

How to Vote on the Additional Resolution

Shareholders may vote on the additional resolution by attending the EGM in person or by appointing a proxy to attend and vote for the shareholder at the meeting. A replacement proxy form accompanies this announcement.

Shareholders who wish to submit a proxy vote in relation to the additional resolution may do so by completing and lodging the proxy form which accompanies this announcement at the share registry of the Company, Computershare Investor Services Pty Ltd, by post or facsimile, or electronically by following the instructions below:

-If you have *NOT* already voted for the EGM, visit www.investorvote.com.au and enter Control Code 181361, your SRN/HIN and postcode to vote on all resolutions.

-If you have *already* voted for the EGM, visit www.investorvote.com.au and enter Control Code 181375, your SRN/HIN and postcode to vote on the additional resolution only.

For Intermediary Online subscribers only (custodians), votes can be lodged by visiting www.intermediaryonline.com.

All proxy votes must be received no later than 11.00 am (Adelaide time) on 26 February 2018 as set out in the Notice of EGM.

For further information please contact:

Simon O'Loughlin

Chairman

Tel: (08) 8111 4000

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001 Australia

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



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

For all enquiries call:

(within Australia) 1300 556 161
 (outside Australia) +61 3 9415 4000

Proxy Form

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 <p>Vote online</p> <ul style="list-style-type: none"> • Go to www.investorvote.com.au or scan the QR Code with your mobile device. • Follow the instructions on the secure website to vote. 	
<p>Your access information that you will need to vote:</p> <p>Control Number:</p> <p>SRN/HIN:</p> <p>PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.</p>	



For your vote to be effective it must be received by 11:00am (Adelaide time) on Monday 26 February 2018

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

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

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

Attending the Meeting

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

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

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

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

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Petratherm Ltd hereby appoint

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the Chairman
of the Meeting OR



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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Petratherm Ltd to be held at **Level 1, 169 Fullarton Road, Dulwich SA 5065 on Wednesday, 28 February 2018 at 11:00am (Adelaide time)** and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 7 & 8** (except where I/we have indicated a different voting intention below) even though **Items 7 & 8** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 7 & 8** by marking the appropriate box in step 2 below.

STEP 2

Items of Business



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

		For	Against	Abstain			For	Against	Abstain
1	Change to Nature and Scale of Activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Consolidation of Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Issue of Shares to SAEX Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Issue of Shares to Simon O'Loughlin under Prospectus	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
4	Issue of Shares to Donald Stephens under Prospectus	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5	Issue of Shares to Derek Carter under Prospectus	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6	Issue of Options to Taylor Collison Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Issue of Options to Simon O'Loughlin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	Issue of Options to Donald Stephens	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
9	Issue of Options to Derek Carter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

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