



NOTICE OF GENERAL MEETING

Including Explanatory Memorandum and Proxy Forms

MOZAMBI RESOURCES LIMITED

ACN 106 353 253

Date:	4 August 2015
Time:	11.00 am (Melbourne time)
Location:	The Institute of Chartered Accountants Level 3, 600 Bourke Street Melbourne, VIC 3000

This is an important document. It should be read in its entirety.

If you are in doubts as to the course you should follow, please consult your financial or professional adviser.

MOZAMBI RESOURCES LIMITED

ACN 106 353 253

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Mozambi Resources Limited ("the **Company**" or "**MOZ**") will be held at The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne, VIC 3000 on Tuesday 4 August 2015 at 11.00 am (Melbourne time).

Further details in respect of each of the resolutions proposed in this Notice of General Meeting are set out in the Explanatory Memorandum accompanying this Notice of General Meeting. The details of the resolutions contained in the Explanatory Memorandum should be read together with, and form part of, this Notice of General Meeting.

BUSINESS OF THE MEETING

Resolution 1	Ratification of Prior Issue of Shares and Options – Stocks Digital
Description	<p>To consider and, if thought fit, to pass the following as an ordinary resolution:</p> <p><i>"THAT for the purpose of ASX Listing Rule 7.4, shareholders ratify the prior issue of 2,500,000 ordinary fully paid shares and 2,000,000 listed [MOZO] options to acquire ordinary fully paid shares (each option having an exercise price of \$0.02 and expiry date of 31 December 2017) to S3 Consortium Pty Ltd [ACN 135 239 968] trading as Stocks Digital on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this Resolution 1 by:</p> <ul style="list-style-type: none">• persons who participated in the issue; or• any associates of those persons. <p>However, the Company need not disregard a vote on Resolution 1 if:</p> <ul style="list-style-type: none">• 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;• 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.
Resolution 2	Ratification of Prior Issue of Options - Placement
Description	<p>To consider and, if thought fit, to pass the following as an ordinary resolution:</p> <p><i>"THAT for the purpose of ASX Listing Rule 7.4, shareholders ratify the prior issue of 20,000,000 listed [MOZO] options to acquire ordinary fully paid shares (each option having an exercise price of \$0.02 and expiry date of 31 December 2017) to clients of Alignment Capital Pty Ltd [ACN 167 124 754] who were investors who did not require disclosure under the requirements of Chapter 6D of the Corporations Act 2001 (Cth) and who were not related parties of the Company on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this Resolution 2 by:</p> <ul style="list-style-type: none">• persons who participated in the issue; or• any associates of those persons. <p>However, the Company need not disregard a vote on Resolution 2 if:</p> <ul style="list-style-type: none">• 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;• 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.

Resolution 3	Ratification of Prior Issue of Shares – Nominees of Subiaco Capital Pty Ltd
Description	<p>To consider and, if thought fit, to pass the following as an ordinary resolution:</p> <p><i>"THAT for the purpose of ASX Listing Rule 7.4, shareholders ratify the prior issues of 4,970,103 ordinary fully paid shares to nominees of Subiaco Capital Pty Ltd [ACN 129 705 308] on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this Resolution 3 by:</p> <ul style="list-style-type: none"> • persons who participated in the issue; or • any associates of those persons. <p>However, the Company need not disregard a vote on Resolution 3 if:</p> <ul style="list-style-type: none"> • 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; • 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.

Resolution 4	Ratification of Prior Issue of Shares – LT King Pty Ltd
Description	<p>To consider and, if thought fit, to pass the following as an ordinary resolution:</p> <p><i>"THAT for the purpose of ASX Listing Rule 7.4, shareholders ratify the prior issue of 1,500,000 ordinary fully paid shares to LT King Pty Ltd [ACN 006 194 930] on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this Resolution 4 by:</p> <ul style="list-style-type: none"> • persons who participated in the issue; or • any associates of those persons. <p>However, the Company need not disregard a vote on Resolution 4 if:</p> <ul style="list-style-type: none"> • 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; • 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.

Resolution 5	Ratification of Prior Issue of Options – La Maison De Cera
Description	<p>To consider and, if thought fit, to pass the following as an ordinary resolution:</p> <p><i>"THAT for the purpose of ASX Listing Rule 7.4, shareholders ratify the prior issue of 1,000,000 listed [MOZO] options to acquire ordinary fully paid shares (each option having an exercise price of \$0.02 and expiry date of 31 December 2017) to La Maison de Cera on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this Resolution 5 by:</p> <ul style="list-style-type: none"> • persons who participated in the issue; or • any associates of those persons. <p>However, the Company need not disregard a vote on Resolution 5 if:</p> <ul style="list-style-type: none"> • 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; • 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.

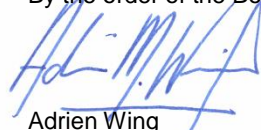
Resolution 6	Ratification of Prior Issue of Shares in connection with Tanzanian Option
Description	<p>To consider and, if thought fit, to pass the following as an ordinary resolution:</p> <p><i>"THAT for the purpose of ASX Listing Rule 7.4, shareholders ratify the prior issue of 3,300,000 ordinary fully paid shares issued to nominees of proposed vendors in connection with the Company's option to acquire certain Tanzanian exploration tenements on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this Resolution 6 by:</p> <ul style="list-style-type: none"> persons who participated in the issue; or any associates of those persons. <p>However, the Company need not disregard a vote on Resolution 6 if:</p> <ul style="list-style-type: none"> 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; 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.
Resolution 7	Ratification of Prior Issue of Shares - Placement
Description	<p>To consider and, if thought fit, to pass the following as an ordinary resolution:</p> <p><i>"THAT for the purpose of ASX Listing Rule 7.4, shareholders ratify the prior issue of 30,833,333 ordinary fully paid shares to clients of Alignment Capital Pty Ltd [ACN 167 124 754] who were investors who did not require disclosure under the requirements of Chapter 6D of the Corporations Act 2001 (Cth) and who were not related parties of the Company on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this Resolution 7 by:</p> <ul style="list-style-type: none"> persons who participated in the issue; or any associates of those persons. <p>However, the Company need not disregard a vote on Resolution 7 if:</p> <ul style="list-style-type: none"> 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; 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.
Resolution 8	Ratification of Issue of Options - Placement
Description	<p>To consider and, if thought fit, to pass the following as an ordinary resolution:</p> <p><i>"THAT for the purpose of ASX Listing Rule 7.1, shareholders approve the issue of 15,416,667 listed [MOZO] options to acquire ordinary fully paid shares (each option having an exercise price of \$0.02 and expiry date of 31 December 2017) to clients of Alignment Capital Pty Ltd [ACN 167 124 754] who are investors who did not require disclosure under the requirements of Chapter 6D of the Corporations Act 2001 (Cth) and who are not related parties of the Company on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this Resolution 8 by:</p> <ul style="list-style-type: none"> persons who participated in the issue; or any associates of those persons. <p>However, the Company need not disregard a vote on Resolution 8 if:</p> <ul style="list-style-type: none"> 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; 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.

Resolution 9	Approval for Issue of Options – Alignment Capital
Description	<p>To consider and, if thought fit, to pass the following as an ordinary resolution:</p> <p><i>"THAT for the purpose of ASX Listing Rule 7.1, shareholders approve the issue of up to 30,000,000 listed [MOZO] options to acquire ordinary fully paid shares (each option having an exercise price of \$0.02 and expiry date of 31 December 2017) to Alignment Capital Pty Ltd [ACN 167 124 754] on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this Resolution 9 by:</p> <ul style="list-style-type: none"> persons who participated in the issue; or any associates of those persons. <p>However, the Company need not disregard a vote on Resolution 9 if:</p> <ul style="list-style-type: none"> 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; 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.
Resolution 10	Approval for Issue of Shortfall Shares and Options to Director – Mr Adrien Wing
Description	<p>To consider and, if thought fit, to pass the following as an ordinary resolution:</p> <p><i>"THAT for the purposes of ASX Listing Rule 10.11 shareholders approve the issue of up to 5,000,000 ordinary fully paid shares and 2,500,000 MOZO options to Mr Adrien Wing, a Director of the Company, (or his nominee/s) on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this Resolution 10 by:</p> <ul style="list-style-type: none"> persons who participated in the issue; or any associates of those persons. <p>However, the Company need not disregard a vote on Resolution 10 if:</p> <ul style="list-style-type: none"> 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; 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.
Resolution 11	Approval for Issue of Shares to Escola De Conducao ABC
Description	<p>To consider and, if thought fit, to pass the following as an ordinary resolution:</p> <p><i>"THAT for the purpose of ASX Listing Rule 7.1, shareholders approve the issue of 15,000,000 ordinary fully paid shares to Escola De Conducao ABC, LDA, a company incorporated in Mozambique, (or its nominee/s) on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this Resolution 11 by:</p> <ul style="list-style-type: none"> persons who participated in the issue; or any associates of those persons. <p>However, the Company need not disregard a vote on Resolution 11 if:</p> <ul style="list-style-type: none"> 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; 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.

Resolution 12	Approval for Issue of Shares to Nachi Vendors
Description	<p>To consider and, if thought fit, to pass the following as an ordinary resolution:</p> <p><i>"THAT for the purpose of ASX Listing Rule 7.1, shareholders approve the issue of 20,000,000 ordinary fully paid shares to the shareholders of Nachi Resources Limited, a company registered under the Companies Act 2002 of Tanzania, (or their nominees) on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this Resolution 12 by:</p> <ul style="list-style-type: none"> • persons who participated in the issue; or • any associates of those persons. <p>However, the Company need not disregard a vote on Resolution 12 if:</p> <ul style="list-style-type: none"> • 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; • 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.
Resolution 13	Approval for Issue of Options to Director – Mr Matthew Bull
Description	<p>To consider and, if thought fit, to pass the following as an ordinary resolution:</p> <p><i>"THAT for the purposes of ASX Listing Rule 10.11 shareholders approve the issue of 3,000,000 unlisted options to acquire ordinary fully paid shares (each option having an exercise price of \$0.02 and expiry date of 31 December 2017) to Mr Matthew Bull, a Director of the Company, (or his nominee/s) on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on this Resolution 13 by:</p> <ul style="list-style-type: none"> • persons who participated in the issue; or • any associates of those persons. <p>However, the Company need not disregard a vote on Resolution 13 if:</p> <ul style="list-style-type: none"> • 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; • 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. <p>In addition to the above, In accordance with the Corporations Act 2001 (Cth), the Company will disregard any votes cast on Resolution 13 by proxies on behalf of a member of the Company's key management personnel within the meaning of the Corporations Act (including the Directors) or any of that person's closely related parties within the meaning of the Corporations Act (such as close family members and any controlled companies of those persons) (collectively referred to as "Restricted Voters"). However, the Company need not disregard a vote if it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 13. The Chair of the Meeting may cast votes on Resolution 13 as a proxy where the written appointment of the Chair as proxy (which may include appointment of the Chair as a proxy by default in the absence of another person) does not specify how the proxy is to vote on Resolution 13 but expressly authorises the Chair to exercise the proxy if the resolution is connected directly or indirectly with the remuneration of a member of the Company's key management personnel.</p>

Dated: 1 July 2015

By the order of the Board


Adrien Wing
Company Secretary

The accompanying Explanatory Memorandum and the Proxy and Voting Instructions form part of this Notice of General Meeting.

PROXY AND VOTING INSTRUCTIONS

PROXY INSTRUCTIONS

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged at the registered office of the Company or sent by facsimile transmission to the Company's registered office on (03) 9614 0550 not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice of General Meeting.

CORPORATE REPRESENTATIVES

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

VOTING ENTITLEMENT

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 5.00 pm on 3 August 2015 (Melbourne Time) are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

HOW THE CHAIR WILL VOTE UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all resolutions. Note that the Chair of the Meeting may only cast undirected proxies on Resolution 13 as a proxy where the written appointment of the Chair as proxy (which may include appointment of the Chair as a proxy by default in the absence of another person) expressly authorises the Chair to exercise the proxy if the resolution is connected directly or indirectly with the remuneration of a member of the Company's key management personnel.

Subject to the restriction set out above, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

MOZAMBI RESOURCES LIMITED
ACN 106 353 253
("the Company")

GENERAL MEETING

EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This Explanatory Memorandum ("**this Memorandum**") accompanies and forms part of the Company's Notice of General Meeting to be held at The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne VIC 3000 on Tuesday 4 August 2015 at 11.00 am. The Notice of General Meeting incorporates, and should be read together with, this Memorandum.

BUSINESS

Resolution 1	Ratification of Prior Issue of Shares and Options – Stocks Digital
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Resolution 1 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 2,500,000 fully paid ordinary shares and 2,000,000 listed [MOZO] options to acquire ordinary fully paid shares (each option having an exercise price of \$0.02 and expiry date of 31 December 2017) to S3 Consortium Pty Ltd [ACN 135 239 968] trading as Stocks Digital (**Stocks Digital**). The shares and options were issued on 26 February 2015 to Stocks Digital in lieu of cash payable in respect of consulting services provided to the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The total number of securities issued was 2,500,000 ordinary fully paid shares issued and 2,000,000 listed [MOZO] options.
- The deemed issue price of the shares was 0.8 cents (\$0.008) per share. The options were issued as free-attaching options pursuant to an agreement with Stocks Digital to receive payment in equity in lieu of cash.
- The shares have the same terms and rights as, and will rank equally with, the Company's existing listed fully paid ordinary shares. The options have the same terms and rights as the Company's existing listed MOZO options.
- The shares were issued to Stocks Digital.
- No funds were raised through the issue. The issue was made in lieu of payment of cash fees for consulting services rendered to the Company. Any funds raised upon exercise of the options will be applied to the working capital requirements of the Company at the time of exercise.
- A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Memorandum.

Resolution 2**Ratification of Prior Issue of Options – Placement**

Resolution 2 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 20,000,000 listed [MOZO] options to acquire ordinary fully paid shares (each option having an exercise price of \$0.02 and expiry date of 31 December 2017) to clients of Alignment Capital Pty Ltd [ACN 167 124 754] who were investors who did not require disclosure under the requirements of Chapter 6D of the Corporations Act 2001 (Cth) and who were not related parties of the Company. The options were issued on 21 April 2015 pursuant to a Prospectus dated 1 April 2015 (Option Prospectus).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The total number of securities issued was 20,000,000 listed [MOZO] options.
- The issue price of the options was \$0.001 per option.
- The options have the same terms and rights as the Company's existing listed MOZO options.
- The options were issued to successful applicants under the Option Prospectus.
- A total of \$20,000 was raised as a result of the issue. As disclosed in the Option Prospectus, funds raised were applied to fund the costs of the offer (refer pages 6 and 7 of Option Prospectus). The principal purpose of the issue was to fund the costs of the offer and the costs of applying for the official quotation on ASX of the options issued under the Option Prospectus (and existing options with identical terms). Any funds raised upon exercise of the options will be applied to the working capital requirements of the Company at the time of exercise.
- A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Memorandum.

Resolution 3**Ratification of Prior Issue of Shares – Nominees of Subiaco Capital Pty Ltd**

Resolution 3 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 4,970,103 fully paid ordinary shares to Subiaco Capital Pty Ltd [ACN 129 705 308] (**Subiaco Capital**). The shares were issued on 21 April 2015 (4,381,868 shares) and 15 May 2015 (588,235 shares) to nominees of Subiaco Capital in lieu of cash payable in respect of consulting services provided to the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The total number of securities issued was 4,970,103 ordinary fully paid shares.
- Of the shares issued on 22 April 2015, 2,750,000 shares had a deemed issue price of \$0.008, 785,714 shares has a deemed issue price of \$0.014 and 846,154 shares has a deemed issue price of \$0.013 (a total aggregate consideration of \$44,000) The shares issued on 15 May 2015 were issued at a deemed issue price of 1.7 cents (\$0.017) per share (aggregate value of \$10,000).
- The shares have the same terms and rights as, and will rank equally with, the Company's existing listed fully paid ordinary shares.
- The shares were issued to nominees of Subiaco Capital.
- No funds were raised through the issue. The issue was made in lieu of payment of cash fees for consulting services rendered to the Company.
- A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Memorandum.

Resolution 4	Ratification of Prior Issue of Shares – LT King Pty Ltd
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Resolution 4 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 1,500,000 fully paid ordinary shares to L. T. King Pty Ltd [ACN 006 194 930] (LT King). The shares were issued on 21 April 2015 to LT King in lieu of cash payable in respect of consulting services (related to investor relations) provided to the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The total number of securities issued was 1,500,000 ordinary fully paid shares.
- The deemed issue price of the shares was 1.4 cents (\$0.014) per share (aggregate value of \$21,000).
- The shares have the same terms and rights as, and will rank equally with, the Company's existing listed fully paid ordinary shares.
- The shares were issued to LT King.
- No funds were raised through the issue. The issue was made in lieu of payment of cash fees for consulting services rendered to the Company.
- A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Memorandum.

Resolution 5	Ratification of Prior Issue of Options – La Maison De Cera
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Resolution 5 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 1,000,000 listed [MOZO] options to acquire ordinary fully paid shares (each option having an exercise price \$0.02 and expiry date of 31 December 2017) to La Maison De Cera (**LMDC**). The options were issued on 15 May 2015. Funds raised were applied to working capital requirements of the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The total number of securities issued was 1,000,000 listed [MOZO] options.
- The issue price of the options was \$0.001 per option.
- The options have the same terms and rights as the Company's existing listed MOZO options.
- The options were issued to LMDC.
- A total of \$1,000 was raised as a result of the issue which was applied to the working capital requirements of the Company. Any funds raised upon exercise of the options will be applied to the working capital requirements of the Company at the time of exercise.
- A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Memorandum.

Resolution 6	Ratification of Prior Issue of Shares in connection with Tanzanian Option
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Resolution 6 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 3,300,000 fully paid ordinary shares to Kabunga Holdings Pty Ltd [ACN 166 309 039] and Sunda Pty Ltd [ACN 605 957 855] being nominees of proposed vendors in connection with the Company's option to acquire certain Tanzanian exploration tenements. The shares were issued on 28 May 2015 in accordance with the terms of a proposal for the potential acquisition of Tanzanian graphite tenements announced by the Company on 22 May 2015.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The total number of securities issued was 3,300,000 ordinary fully paid shares.
- The deemed issue price of the shares was 1.4 cents (\$0.014) per share (aggregate value of \$46,200).
- The shares have the same terms and rights as, and will rank equally with, the Company's existing listed fully paid ordinary shares.
- The shares were issued to Kabunga Holdings Pty Ltd [ACN 166 309 039] and Sunda Pty Ltd [ACN 605 957 855].
- No funds were raised through the issue. The issue was made in accordance with the terms of a proposal for the potential acquisition of Tanzanian graphite tenements announced by the Company on 22 May 2015.
- A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Memorandum.

Resolution 7	Ratification of Prior Issue of Shares - Placement
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Resolution 7 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 30,833,333 fully paid ordinary shares to clients of Alignment Capital Pty Ltd [ACN 167 124 754] who were investors who did not require disclosure under the requirements of Chapter 6D of the Corporations Act 2001 (Cth) and who were not related parties of the Company. The shares were issued on 16 June 2015.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The total number of securities issued was 30,833,333 ordinary fully paid shares.
- The issue price of the shares was 1.2 cents (\$0.012) per share (total amount raised before costs \$370,000).
- The shares have the same terms and rights as, and will rank equally with, the Company's existing listed fully paid ordinary shares.
- The shares were issued to clients of clients of Alignment Capital Pty Ltd [ACN 167 124 754].
- Funds raised through the issue have (or will) be used further investigate the exploration tenements and tenement applications located in Mozambique and Tanzania over which the Company holds acquisition options. If one or both of those options are exercised funds may also be applied to the consideration payable in connection with completion of the acquisitions and the future exploration and development of the tenements. The Company also seeks and engages in discussions on an ongoing basis in respect of potential new investment opportunities both in Australia and overseas. Funds may be used to fund the costs associated with identifying, investigating and pursuing new opportunities.
- A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Memorandum.

Resolution 8	Approval for Issue of Options - Placement
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Resolution 8 seeks shareholder approval for the issue of up to 15,416,667 listed MOZO options to acquire ordinary fully paid shares (each option having an exercise price \$0.02 and expiry date of 31 December 2017) to clients of Alignment Capital Pty Ltd [ACN 167 124 754] who do not require disclosure under the requirements of Chapter 6D of the Corporations Act 2001 (Cth) and who are not related parties of the Company. The options are to be issued as free-attaching options, on the basis of 1 option for every 2 shares subscribed, to shareholders who subscribed for shares under the placement completed on [#] (which placement was the subject of Resolution 7).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. One circumstance where an action or an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

ASX Listing Rule 7.3 requires that the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 7.1 must include the following information:

- The maximum number of options which will be issued under the approval sought through this Resolution is 15,416,667 MOZO options.
- The options will be issued and allotted no later than three (3) months after the date of the Meeting (or such later date as may be permitted by an ASX waiver of the Listing Rules, the Corporations Act 2001 and/or the Australian Securities and Investments Commission).
- The options will have the same terms as the Company's existing listed MOZO options, the key terms being an exercise price of 2 cents (\$0.02) and an expiry date of 31 December 2017.
- The options will be issued to shareholders who subscribed for shares under the placement completed by the Company on 16 June 2015, being clients of Alignment Capital Pty Ltd [ACN 167 124 754].
- Shares issued as a result of exercise of the options will rank equally in all respects with the Company's existing ordinary shares.
- A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Memorandum.
- No funds will be raised upon issue of the options which are to be issued as free attaching options as part of the recently completed placement. Any funds raised upon exercise of the options will be applied to the working capital requirements of the Company at the time of exercise.

Resolution 9	Approval for Issue of Options – Alignment Capital Pty Ltd
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Resolution 9 seeks shareholder approval for the issue of up to 30,000,000 listed MOZO options to Alignment Capital Pty Ltd [ACN 167 124 754] (or its nominee/s).

The options form part of the fees payable to Alignment in respect of the recently completed placement (8,000,000 options) and fees (of up to 22,000,000 options) which may become payable to Alignment as a result of Alignment agreeing to seek to place the shortfall of the rights issue proposed by the Company on a best endeavours basis. The terms of the Company's agreement with Alignment provide that the Company will issue Alignment 22,000,000 MOZO options if the rights issue is fully subscribed. If the rights issue is not fully subscribed, the Company will issue Alignment a percentage of the fee options which reflects the percentage of the maximum funds raised. For example, if the Company successfully raised \$694,450 under the rights issue (i.e. 75% of the maximum) it would issue Alignment (or its nominee/s) 75% of the 22,000,000 options (i.e. 16,500,000 MOZO options). The terms of the rights issue are set out in a Prospectus dated and lodged with ASX on 24 June 2015.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. One circumstance where an action or an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

ASX Listing Rule 7.3 requires that the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 7.1 must include the following information:

- The maximum number of options which will be issued under the approval sought through this Resolution is 30,000,000 MOZO options.
- The options will be issued and allotted no later than three (3) months after the date of the Meeting (or such later date as may be permitted by an ASX waiver of the Listing Rules, the Corporations Act 2001 and/or the Australian Securities and Investments Commission).

- The options will have the same terms as the Company's existing listed MOZO options, the key terms being an exercise price of 2 cents (\$0.02) and an expiry date of 31 December 2017.
- The options will be issued to Alignment Capital Pty Ltd [ACN 167 124 754] (or its nominee) who is not a related party of the Company.
- Shares issued as a result of exercise of the options will rank equally in all respects with the Company's existing ordinary shares.
- A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Memorandum.
- No funds will be raised upon issue of the options which are to be issued as part of fees due, or which may become due, to Alignment Capital Pty Ltd in connection with services provided in respect of the Company's recently completed placement and proposed rights issue. Any funds raised upon exercise of the options will be applied to the working capital requirements of the Company at the time of exercise.

Resolution 10	Approval for Issue of Shortfall Shares and Options to Director – Mr Adrien Wing
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As announced on 1 June 2015, the Company intends to conduct a non-renounceable pro-rata rights issue pursuant to which eligible shareholders will be offered the opportunity to subscribe for 1 new share for every 4 shares held at an issue price of \$0.012 (1.2 cents) per share (**Rights Issue**). The Company will also issue 1 free-attaching option [MOZO] for every 2 new shares successfully subscribed under the Rights Issue. The Rights Issue will be conducted pursuant to the terms set out in the Prospectus dated and lodged with ASX on 24 June 2015.

The terms of the Rights Issue will enable shareholders who accept their entitlement in full to apply for additional shares from the shortfall (if any). The issue of additional shortfall shares in response to shortfall applications will depend on there being sufficient shortfall available after all valid acceptances of entitlements are fulfilled. Each eligible shareholder who applies for shortfall shares will be allocated their pro-rata share of the shortfall (together with free-attaching options) having regard to their shareholdings at the relevant record date, and the allocation process would be repeated in rounds until either the entire shortfall has been allocated or all shortfall applications from eligible shareholders have been satisfied in full. If there is any remaining shortfall shares after application from shareholders have been exhausted, the Company will seek to place any unallocated shortfall with third-party investors.

The purposes of Resolution 10 is to seek approval for Adrien Wing, a Director of the Company, (or his associated entities) to apply for up to 5,000,000 shortfall shares (and up to 2,500,000 free-attaching MOZO options) offered as part of the Rights Issue in accordance with the procedure outlined above. If approval is obtained under Resolution 10, Adrien Wing (and his associates) will have the right but not the obligation to acquire up to 5,000,000 shortfall shares and 2,500,000 free-attaching options issued on the terms of the Rights Issue.

Assuming Adrien Wing (and his associated entities) take up their entitlement under the Rights Issue in full and apply for and receive the maximum number of shortfall shares and options for which approval is sought under this Resolution 10, the aggregate relevant interest of Adrien Wing (and his associates) in the Company will be as set out below.

SHARES	
Existing	3,000,000
Rights Issue Entitlement	750,000
Shortfall approved under Resolution 10	5,000,000
TOTAL	8,750,000

MOZO Options *	
Existing	6,000,000
Rights Issue Entitlement	375,000
Shortfall approved under Resolution 10	2,500,000
TOTAL	8,875,000

* Adrien Wing also has a relevant interest in 3,000,000 unlisted options which interests will be unaffected by the Rights Issue.

ASX Listing Rules

Listing Rule 10.11 requires a company to obtain the approval of shareholders for issuing shares to a related party of the Company. A related party includes a director of the Company or an entity controlled by a Director or which is otherwise a related party of the Company.

Corporations Act 2001 (Cth)

Pursuant to Chapter 2E of the Corporations Act, a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Section 210 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given arm's length terms, that is on terms that:

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

The Company considers that the proposed issue of securities the subject of Resolution 10 will be on arm's length terms as it part of, and on the same terms as, the shortfall offer which is available to all shareholders as part of the Rights Issue. As such, the Company considers that the proposed issue falls within the exception set out in section 210 of the Corporations Act.

The Listing Rules do not contain a similar exception. Therefore the Company is seeking approval under Listing Rule 10.11 notwithstanding the proposed issue being on arm's length terms.

Pursuant to and in accordance with Listing Rule 10.11, the following information is provided in relation to the Placement:

- The related party which will receive the shares and options is Adrien Wing (or his associates).
- Maximum number of ordinary fully paid shares to be issued under this resolution is 5,000,000 shares. Up to 2,500,000 free-attaching MOZO options will also be issued pursuant to the terms of the Rights Issue.
- The shares and option will be issued as part of the offer of shortfall under the Rights Issue in a single tranche (subject to the availability under the shortfall and the terms of the Rights Issue). In any case the shares and options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- The shares and options will be issued to Northern Star Nominees Pty Ltd or other entities associated with Adrien Wing, a Director of the Company.
- The shares will be issued at \$0.012 (1.2 cents) per share. The options will be issued for no consideration as free-attaching options pursuant to the Rights Issue.
- The shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing ordinary fully paid shares. The options will have the same terms as the Company's existing listed MOZO options, the key terms being an exercise price of 2 cents (\$0.02) and an expiry date of 31 December 2017.
- Funds raised through the issue of the shares will be applied in accordance with use of funds which will form part of the Rights Issue Prospectus. Any funds raised upon exercise of the options will be applied to the working capital requirements of the Company at the time of exercise.
- A voting exclusion statement applies to this resolution.

Resolution 11	Approval for Issue of Shares to Escola De Conducao ABC
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Resolution 11 seeks shareholder approval for the issue of 15,000,000 ordinary fully paid shares to Escola De Conducao, ABC, LDA, a company incorporated in Mozambique (or its nominee/s).

As announced to the ASX on 10 February 2015, the Company has secured an option to acquire tenements in Mozambique prospective for graphite. The Company has made a number of further announcements updating shareholders on the status of the option and the Company's investigations into the relevant tenements which include the announcements made on 31 March 2015 and 15 May 2015. If the Company exercises its option and completes the acquisition of these tenements, the consideration payable to the vendor (being, Escola De Conducao, ABC) is to be partially satisfied through an issue of 15,000,000 ordinary fully paid shares in the Company (being the shares for which approval is sought under this Resolution 11).

The shares are to be issued to Escola De Conducao, ABC will be subject to a period of voluntary escrow ending on the date on which the Mozambican government formally registers the transfer of the licences to the Company.

The Company's due diligence investigations are ongoing and it has not yet formed a view as to whether it will exercise the option to acquire tenements from Escola De Conducao, ABC. The Company will only issue the shares the subject of this Resolution 11 if it exercises the option to acquire tenements from Escola De Conducao, ABC and completes the acquisition. The Company will make further announcements to update shareholders as its investigations progress.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. One circumstance where an action or an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

ASX Listing Rule 7.3 requires that the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 7.1 must include the following information:

- The maximum number of shares which will be issued under the approval sought through this Resolution is 15,000,000 ordinary fully paid shares.
- The approval, if obtained, will enable the Company to issue the shares no later than three (3) months after the date of the Meeting (or such later date as may be permitted by an ASX waiver of the Listing Rules, the Corporations Act 2001 and/or the Australian Securities and Investments Commission). In the event that the Company exercises its option to acquire tenements from Escola De Conducao, ABC and completes the acquisition on a date which is more than 3 months after the date of the Meeting, the Company may still issue the shares to Escola De Conducao, ABC either without shareholder approval under its placement capacity or with a further refreshed approval from shareholders.
- The shares will be issued for as part of the consideration payable in connection with the acquisition of tenements located in Mozambique (subject to the Company electing to proceed with, and completing, that acquisition).
- The shares will have the same terms as the Company's existing ordinary fully paid shares.
- The shares will be issued to Escola De Conducao, ABC (or its nominee/s) who will not be related parties of the Company.
- A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Memorandum.
- No funds will be raised upon issue of the shares the subject of Resolution 11.

Resolution 12	Approval for Issue of Shares to Nachi Vendors
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Resolution 12 seeks shareholder approval for the issue of 20,000,000 ordinary fully paid shares to the shareholders of Nachi Resources Limited, a company registered under the Companies Act 2002 of Tanzania (or its nominee/s).

As announced to the ASX on 22 May 2015, the Company has secured an option to acquire tenements in Tanzania prospective for graphite. If the option is exercised, the acquisition is to be effected by the Company acquiring 99% of the issued share capital of the entity which will hold the tenements, Nachi Resources Limited (**Nachi**). If the Company exercises its option and completes the acquisition, the consideration payable to the vendors (being, the shareholders of Nachi) is to be partially satisfied through an issue of 25,000,000 ordinary fully paid shares in the Company (being the shares for which approval is sought under this Resolution 12).

The Company's due diligence investigations are ongoing and it has not yet formed a view as to whether it will exercise the option to acquire Nachi, and thereby acquire Nachi's interest in the Tanzanian tenements. The Company will only issue the shares the subject of this Resolution 12 if it exercises the option to acquire Nachi and completes the acquisition. The Company will make further announcements to update shareholders as its investigations progress.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. One circumstance where an action or an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

ASX Listing Rule 7.3 requires that the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 7.1 must include the following information:

- The maximum number of shares which will be issued under the approval sought through this Resolution is 20,000,000 ordinary fully paid shares.
- The approval, if obtained, will enable the Company to issue the shares no later than three (3) months after the date of the Meeting (or such later date as may be permitted by an ASX waiver of the Listing Rules, the Corporations Act 2001 and/or the Australian Securities and Investments Commission). In the event that the Company exercises its option to acquire Nachi and completes the acquisition on a date which is more than 3 months after the date of the Meeting, the Company may still issue the shares the subject of

Resolution 12 either without shareholder approval under its placement capacity or with a further refreshed approval from shareholders.

- The shares will be issued for as part of the consideration payable in connection with the acquisition of Nachi which holds tenements located in Tanzania (subject to the Company electing to proceed with, and completing, that acquisition).
- The shares will have the same terms as the Company's existing ordinary fully paid shares.
- The shares will be issued to the vendors of Nachi (or their nominees) who will not be related parties of the Company.
- A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Memorandum.
- No funds will be raised upon issue of the shares the subject of this Resolution 12.

Resolution 13	Approval for Issue of Options to Director – Mr Matthew Bull
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Resolution 13 is proposed to seek shareholder approval for the issue of 3,000,000 unlisted options to Matthew Bull, a non-executive Director of the Company. Each option will have an exercise price of \$0.02 and an expiry date of 31 December 2017.

Matthew Bull was appointed to the Company's Board on 1 June 2015. The Company has agreed, subject to shareholder approval, to issue Matthew Bull the options the subject of Resolution 13 as part of his remuneration package. Matthew Bull does not currently have a relevant interest in any shares or options of the Company.

ASX Listing Rule 10.11 requires a company to obtain shareholder approval by ordinary resolution prior to the issue of equity securities to a related party of the company. For the purposes of Listing Rule 10.11, a related party includes a Director of the Company.

ASX Listing Rule 7.2 states that approval pursuant to ASX Listing Rule 7.1 is not required if approval is being obtained pursuant to ASX Listing Rule 10.11. Accordingly, as shareholder approval is being sought under ASX Listing Rule 10.11, a further approval is not required under ASX Listing Rule 7.1.

ASX Listing Rule 10.13 requires that the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 10.11 must include the following information:

- Matthew Bull (or his nominee/s) will receive the shares the subject of Resolution 13.
- The maximum number of securities to be issued will be 3,000,000 unlisted options. The full terms of the options are set out in Annexure One.
- The Company will issue shares the subject of Resolution 13 within one (1) month of the date of Meeting in a single allotment.
- Matthew Bull is a Director of the Company and therefore a related party for the purposes of ASX Listing Rule 10.11.
- The options will have the terms set out in Annexure One. The ordinary shares issued upon exercise of the options will rank equally with the Company's existing listed fully paid ordinary shares.
- No funds will be raised through the issue of the options. Any funds raised through the exercise of the options will be applied to the working capital requirements of the Company at the time.
- A voting exclusion statement applies to Resolution 13 on the terms set out in the Notice.

Under Chapter 2E of the Corporations Act, a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions to the section applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Section 211 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given to the related party as an officer of the Company as remuneration and to give the remuneration would be reasonable given:

- the circumstances of the company; and
- the related party's circumstances (including the responsibilities involved in the office or employment).

The Company considers the proposed issue of shares the subject of Resolution 13 is reasonable remuneration and, as such, falls within the exception set out in section 211 of the Corporations Act. In reaching this view, the Company has considered Matthew Bull's position, the need to attract and retain suitably experienced and qualified officers to the Company, the Company's reliance on a limited number of key personnel and the need for the Company to incentivise Matthew Bull.

NOTE:

Unless otherwise specified, all monetary amounts are expressed in Australian dollars.

ANNEXURE ONE – OPTION TERMS (RESOLUTION 13)

The Options the subject of Resolution 13 will entitle the holder to subscribe for shares in the capital of the Company on the following terms and conditions:

- (a) Each Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with these terms and conditions.
- (b) The Options will expire at 5:00pm (AWST) on 31 December 2017 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each Option will be \$0.02 (**Exercise Price**).
- (d) The Options may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) Optionholders may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (h) The Options are not transferable to any party other than an associate of the Optionholder without prior approval of the Board.
- (i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Company will not apply for quotation of the Options on ASX. However, if admitted to the official list of ASX at the time, the Company will apply for quotation of all Shares allotted pursuant to the exercise of the Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of the Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Options and the Optionholder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least six (6) Business Days after the issue is announced. This will give the Optionholder the opportunity to exercise the Options prior to the date for determining entitlements to participate in any such issue.
- (m) An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

PROXY FORM

MOZAMBI RESOURCES LTD ACN 106 353 253

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 The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne VIC 3000 on Tuesday 4 August 2015 at 11.00am (AEDT), and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 13 (except where I/we have indicated a different voting intention below) even though Resolution 13 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. 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	Ratification of prior issue of shares and options – Stocks Digital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of prior issue of options – placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of prior issue of shares – nominees of Subiaco Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of prior issue of shares – LT King	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of prior issue of options – La Maison De Cera	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of prior issue of shares in connection with Tanzanian option	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification of prior issue of shares – placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval for issue of options – placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval for issue of options – Alignment Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Approval for issue of shortfall shares and options to Director – Adrien Wing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	Approval for issue of shares to Escola De Conducao ABC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12	Approval for issue of shares to Nachi Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13	Approval for issue of options to Director – Matthew Bull	<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 Mozambi Resources Limited, Level 17, 500 Collins Street, Melbourne, Victoria, 3000;
or
 - b) facsimile to the Company on facsimile number +61 3 9614 0550,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.