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**NEWERA RESOURCES LIMITED**  
**ACN 118 554 359**  
**NOTICE OF GENERAL MEETING**

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**TIME:** 4:00pm (WST)  
**DATE:** 24 July 2014  
**PLACE:** RSM Bird Cameron  
8 St Georges Terrace  
Perth WA 6000

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**BUSINESS OF THE MEETING**

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**AGENDA**

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**1. RESOLUTION 1 – ISSUE OF CONVERTIBLE NOTES**

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 50 Convertible Notes, on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**2. RESOLUTION 2 – RATIFICATION OF PLACEMENT**

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 50,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution by any person who participated in the placement and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**Dated: 17 June 2014**  
**By order of the Board**

  
**WINTON WILLESEE**  
**COMPANY SECRETARY**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. RESOLUTION 1 – ISSUE OF CONVERTIBLE NOTES

#### 1.1 General

Further to the approvals received from Shareholders on 6 March 2014 for the conversion of convertible loans into 500 Convertible Notes, the Company entered into an additional convertible loan (with a face value of \$50,000) with an investor that is not a related party (**Loan**).

The Loan is repayable at the Company's election and subject to Shareholder approval, by way of Convertible Notes with a face value of \$1,000 each. Interest will be payable on the Loan at a rate of 12% per annum, payable quarterly in arrears. Upon conversion by the Company of the Loan into Convertible Notes, interest will also be payable on the Convertible Notes at a rate of 12% per annum, payable in arrears. The Loan will otherwise be repayable in full by way of cash should Shareholder approval not be obtained.

#### 1.2 Terms

At the election of the holder of the Convertible Notes (**Note Holder**), the full amount of the Convertible Notes will convert into the number of ordinary shares in the Company determined by the conversion price and timing as set out below (**Conversion Shares**).

The Convertible Notes plus accumulated interest will be converted at \$0.0016. (**Conversion Price**)

Each Conversion Share issued will have a free attached option (**Option**) to subscribe for an additional ordinary share in the Company exercisable at any time prior to 6 March 2018 at an exercise price of \$0.0032. It is the intention of the Directors to endeavour to have the Options listed but it is not guaranteed that this will ultimately be the case.

The Convertible Notes can be converted at any time after issue and will be converted within 10 business days from the receipt by the Company of a conversion notice from the Note Holder.

If the Company has not received a conversion notice from the Note Holder by the maturity date (12 months from issue) the Notes plus accumulated interest will be redeemed or converted at the conversion price by the Company at its election.

The impact on the capital structure of the conversion of the Notes will be the issue of 31,250,000 new Shares and 31,250,000 new Options.

#### 1.3 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to this Resolution 1:

- (a) the maximum number of Convertible Notes to be issued under this Resolution is 50;
- (b) the Convertible Notes will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Convertible Notes will occur on one date;
- (c) each Convertible Note will have a face value of \$1,000 and will be on the terms and conditions set out in section 1.2 above;
- (d) the Convertible Notes will be issued under this Resolution 1, to Mycatmax Pty Ltd which is a sophisticated investors and client of Cygnet Capital Pty Ltd who is not a related party of the Company and has made the Loan to the Company.
- (e) no funds will be raised from the issue of the Convertible Notes, as they will be issued on conversion of the Loan, however the funds raised under the Loan will be applied towards the Company's existing assets and general working capital.

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## 2. RESOLUTION 2 – RATIFICATION OF PLACEMENT

### 2.1 General

On 16 June 2014 the Company announced it had completed a placement of 50 million Shares at \$0.002 per Share to sophisticated and professional investors to raise \$100,000 before costs (**Placement**).

Placement was issued pursuant to the Company's capacity under ASX Listing Rules 7.1 and 7.1A. Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 50 million Shares (**Ratification**).

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to its 15% and 10% capacities under ASX Listing Rules 7.1 and 7.1A respectively without the requirement to obtain prior Shareholder approval.

### 2.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) a total of 50 million Shares were issued;
- (b) the shares were issued at a price of \$0.002 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were allotted and issued to professional and sophisticated investors; and
- (e) the funds from this issue were used to fund the working capital requirements of the Company.

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## GLOSSARY

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\$ means Australian dollars.

**General Meeting** or **Meeting** means the meeting convened by the Notice.

**ASIC** means the Australian Securities & Investments Commission.

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

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

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

**Chair** means the chair of the Meeting.

**Company** means Newera Resources Limited (ACN 118 554 359).

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**Optionholder** means a holder of an Option.

**Ordinary Securities** has the meaning set out in the ASX Listing Rules.

**Proxy Form** means the proxy form accompanying the Notice.

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

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

**Shareholder** means a registered holder of a Share.

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

**Voting Eligibility** - The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm EST on 22 July 2014.

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## SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

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Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

- (a) The amount payable upon exercise of each Option will be \$0.0032. (**Exercise Price**)
- (b) Each Option will expire at 5.00pm (WST) on 6 March 2018. (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (d) The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (e) A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (f) Within 15 Business Days after the later of the following:
  - (i) the Exercise Date; and
  - (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,
- (g) Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (h) If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.
- (i) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (j) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (k) 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.
- (l) The Company intends to endeavour to have the Options listed on ASX however, it is not guaranteed that this will ultimately be the case.
- (m) The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

## APPOINTMENT OF PROXY FORM

**NEWERA RESOURCES LIMITED**  
**ACN 118 554 359**

### 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 4:00pm (WST), on 24 July 2014 at the offices of RSM Bird Cameron, 8 St Georges Terrace, Perth, WA 6000, and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

#### Voting on business of the Meeting

Resolution 1 Issue of Convertible Notes

Resolution 2 Ratification of Placement

**FOR**

☐☐

**AGAINST**

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**ABSTAIN**

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**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:** \_\_\_\_\_

**E-mail address:** \_\_\_\_\_

**Contact ph (daytime):** \_\_\_\_\_

### Instructions for Completing 'Appointment of 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 Newera Resources Limited, C/- Suite 25, 145 Stirling Highway, Nedlands, Perth, WA, 6009; or
  - (b) facsimile to the Company on facsimile number +61 8 9389 3199; or
  - (c) email to the Company at [winton@azc.com.au](mailto:winton@azc.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.**