



PELICAN RESOURCES LIMITED

ABN 12 063 388 821

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

TIME: 10:00am (WST)

DATE: Wednesday 23 July 2014

PLACE: Outridge Hoft Room
Patersons Stadium
Gate 2
Subiaco Road
SUBIACO WA 6008

This Notice of General Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss the matters in this Notice of General Meeting please do not hesitate to contact the Company Secretary on + 61 8 9242 1166.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am on Wednesday 23 July 2014 at:

Outridge Hoft Room

Patersons Stadium

Gate 2

Subiaco Road

SUBIACO WA 6008

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

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

- In person or by post to Level 1, 284 Oxford Street, LEEDERVILLE WA 6007
- By facsimile to + 61 8 9443 9960

Please note that the Proxy Form must be received by the Company not later than **10:00am (WST) on Monday 21 July 2014**.

Proxy Forms received later than this time will be invalid.

ENTITLEMENT TO ATTEND AND VOTE

The Company may specify a time, not more than 48 hours before the Meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the General Meeting.

The Company’s Directors have determined that all Shares of the Company that are on issue at 5:00pm (WST) on Monday 21 July 2014 shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of the Shareholders of Pelican Resources Limited ABN 12 063 388 821 (**Pelican** or the **Company**) will be held in the Outridge Hoft Room at Patersons Stadium, Gate 2 Subiaco Road, Subiaco, Western Australia on Wednesday, 23 July 2014 commencing at 10:00am (WST) to consider, and if thought fit, to pass the Resolutions set out below.

Terms used in this Notice of General Meeting and accompanying Explanatory Statement are defined in the glossary to this document.

The Explanatory Statement which accompanies and forms part of this Notice of General Meeting describes the matters to be considered at the General Meeting.

1. RESOLUTION 1 – APPROVAL FOR FINEBASE HOLDINGS PTY LTD TO PARTICIPATE IN OFFER

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

“That, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 21,754,400 Options to Finebase Holdings Pty Ltd, an entity controlled by Director Mr John Palermo, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting exclusion: The Company will disregard any votes cast on Resolution 1 by Finebase Holdings Pty Ltd and any of its associates including Mr John Palermo and any of his associates. However, the Company will not disregard any votes cast on Resolution 1 by such person if:

- (a) the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person is the Chairman of the Meeting acting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. RESOLUTION 2 – APPROVAL OF ISSUE OF NEW OPTIONS

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

“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 66,407,313 New Options to non-Related Party Eligible Optionholders, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting exclusion: The Company will disregard any votes cast on Resolution 2 by any person who may participate in the proposed issue and any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed, and any associate of those persons. However, the Company will not disregard any votes cast on Resolution 2 by such person if:

- (a) the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person is the Chairman of the Meeting acting 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.

EXPLANATORY STATEMENT

The Explanatory Statement accompanying this Notice of Meeting is incorporated in and comprises part of this Notice of Meeting.

Shareholders are specifically referred to the glossary in the Explanatory Statement which contains definitions of capitalised terms used both in this Notice of Meeting and the Explanatory Statement.

PROXIES

Please note that:

- (a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

ENQUIRIES

Shareholders are invited to contact the Company Secretary, John J Palermo on +61 8 9242 1166 if they have any queries in respect of the matters set out in this document.

BY ORDER OF THE BOARD OF DIRECTORS



John J Palermo

Company Secretary
Pelican Resources Limited

19 June 2014

The Notice of General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the Notice of General Meeting preceding this Explanatory Statement.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement are defined in the body of the Explanatory Statement or the glossary to this document.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of General Meeting, please contact the Company Secretary or your professional advisers.

1. RESOLUTION 1 – APPROVAL FOR FINEBASE HOLDINGS PTY LTD TO PARTICIPATE IN OFFER

1.1 Background

The Company is proposing to make an offer to existing holders of listed options exercisable at \$0.04 on or before 30 June 2014 (ASX: PELO) (**Listed Options**) to subscribe for one (1) New Option for every one (1) Listed Option held as at 5.00pm WST on 30 June 2014 (**Record Date**), (**Offer**).

Subject to Shareholders passing Resolution 2, the Offer will be made under a prospectus which is expected to be lodged with ASIC in July 2014 (**Prospectus**).

The purpose of the Offer is to ensure that:

- (a) the Company can reward Eligible Optionholders for their past support and loyalty to the Company;
- (b) the Company can motivate and provide an incentive for participation in the Company's future growth; and
- (c) upon the issue and exercise of the New Options, any funds raised will assist the Company in funding working capital, business development activities, international collaborations and additional research and development.

There are 88,161,713 Listed Options quoted on ASX at the date of this Notice, including 21,754,400 held by a Related Party. Accordingly, if Resolutions 1 and 2 are passed, the Offer will result in the issue of a maximum of 88,161,713 New Options.

Resolution 1 seeks Shareholder approval for the allotment and issue of up to 21,754,400 New Options to a Related Party. Shareholder approval for the issue of the remaining 66,407,313 New Options is sought under Resolution 2.

The Listed Options expire on 30 June 2014. Assuming no Listed Options are exercised prior to the Record Date, if an Eligible Optionholder subscribes for their full entitlement under the Offer, they will have an equivalent number of New Options as they had Listed Options on the Record Date.

1.2 General

Pursuant to Resolution 1, the Company is seeking Shareholder approval for the issue of up to 21,754,400 New Options to Finebase Holdings Pty Ltd (**Finebase**), an entity controlled by Director Mr John Palermo, pursuant to the Offer described in **section 1.1** of this Explanatory Statement.

The securities proposed to be issued, for which approval is sought under Resolution 1, comprise 9% of the Company's issued share capital (based on the number of Shares on issue as at the date of this Notice of General Meeting).

1.3 Regulatory Requirements

Listing Rule 10.11 provides that, unless a specified exception applies, a company must not issue or agree to issue securities to a Related Party without the approval of ordinary shareholders. A "Related Party", for the purposes of the Listing Rules, has the meaning given to it in the Corporations Act, and includes the directors of a company and the entities controlled by those directors.

As such, Shareholder approval is sought under Listing Rule 10.11 as Resolution 1 proposes the issue of securities to Finebase, who is a Related Party of the Company by virtue of being controlled by Director Mr John Palermo.

As Shareholder approval is being sought under ASX Listing Rule 10.11, approval is not also required under Listing Rule 7.1.

Approval is not being sought under Chapter 2E of the Corporations Act in this Resolution 1 as the issue of New Options by the Company to Finebase is being made on an arm's length basis in accordance with section 210 of the Corporations Act. In this regard, the New Options that may be issued to Finebase will be on the same terms as the New Options that may be issued to non-Related Party participants in the Offer (the subject of Resolution 2).

In compliance with the information requirements of Listing Rule 10.13, Shareholders are advised of the following information:

- (a) Finebase Holdings Pty Ltd, an entity controlled by Director Mr John Palermo and therefore a Related Party of the Company, is the entity to whom the New Options the subject of Resolution 1 may be issued;
- (b) the maximum number of New Options to be issued is 21,754,400;
- (c) the New Options will be issued by 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 ASX Listing Rules);
- (d) the issue price will be \$0.0001 per New Option. The exercise price for Shares issued on the exercise of the New Options will be \$0.02 per New Option;
- (e) the New Options will be issued on the terms and conditions set out in Schedule 1;
- (f) the funds raised pursuant to the issue of the New Options the subject of Resolution 1 (approximately \$2,175) will be used towards funding the expenses of the Offer; and
- (g) a voting exclusion statement for Resolution 1 is included in the Notice of Meeting preceding this Explanatory Statement.

1.4 Board Recommendation

The Board, other than Mr Palermo who has a material personal interest in Resolution 1, recommends that Shareholders approve Resolution 1.

2. RESOLUTION 2 – APPROVAL OF ISSUE OF NEW OPTIONS

2.1 Background

As detailed in **section 1.1**, the Company is proposing to undertake the Offer to Eligible Optionholders. In addition to the New Options proposed to be issued under Resolution 1, the Company is proposing to issue up to 66,407,313 New Options to non-Related Party Eligible Optionholders. The securities proposed to be issued, for which approval is sought under Resolution 2, comprise 28% of the Company's issued share capital (based on the number of Shares on issue as at the date of this Notice of General Meeting).

2.2 Regulatory Requirements

Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the Equity Securities issued by the

company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

The issue and allotment of New Options pursuant to Resolution 2 will exceed the 15% limit and therefore requires the approval of Shareholders.

In compliance with the information requirements of Listing Rule 7.3, Shareholders are advised of the following information:

- (a) the maximum number of New Options to be issued is 66,407,313;
- (b) the New Options the subject of Resolution 2 will be issued progressively and 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);
- (c) the issue price will be \$0.0001 per New Option. The exercise price for Shares issued on the exercise of the New Options will be \$0.02 per New Option;
- (d) the New Options will be issued to those Eligible Optionholders that subscribe for New Options pursuant to the Prospectus to be issued by the Company. Any shortfall to the Offer will be issued to investors at the discretion of the Directors, however if any of these are Related Parties of the Company, then the Company will seek separate shareholder approval for their participation in the shortfall;
- (e) the Options will be issued on the terms and conditions set out in Schedule 1;
- (f) the Company intends to use the funds raised (approximately \$6,641) towards funding the expenses of the Offer; and
- (g) a voting exclusion statement for Resolution 2 is included in the Notice of General Meeting preceding this Explanatory Statement.

2.3 Board Recommendation

The Board believes that the proposed issue is beneficial for the Company and recommends Shareholders vote in favour of Resolution 2.

GLOSSARY

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) or the securities market operated by it, as the context requires.

ASX Listing Rules or **Listing Rules** means the official listing rules of the ASX.

Board means board of Directors.

Chairman means chairman of the General Meeting.

Company means Pelican Resources Limited ABN 12 063 388 821.

Constitution means constitution of the Company.

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

Director means director of the Company.

Eligible Optionholder means a holder of a Listed Option as at the Record Date.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Statement means the explanatory statement that accompanies this Notice of General Meeting.

Listed Options means the Options quoted on ASX (ASX Code: PELO) exercisable at \$0.04 on or before 30 June 2014.

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

New Option means an Option exercisable at \$0.02 on or before 30 June 2017.

Notice of General Meeting or Notice of Meeting means this notice of General Meeting.

Offer has the meaning given in **section 1.1** of the Explanatory Statement.

Option means an option to acquire a Share.

Proxy Form means the proxy form enclosed with this Notice of General Meeting.

Record Date means 5.00pm WST on 30 June 2014.

Related Party means a related party of the Company as defined in the ASX Listing Rules.

Resolution means a resolution proposed under this Notice of Meeting.

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

Shareholder means the holder of a Share in the Company.

WST means Australian Western Standard Time.

SCHEDULE 1 – TERMS AND CONDITIONS OF NEW OPTIONS

1. ENTITLEMENT

Each New Option will entitle the holder to subscribe for one Share in the Company. All Shares issued upon the exercise of the New Options will rank equally in all respects with the Company's then existing Shares.

2. EXERCISE PRICE

Each New Option shall entitle the holder to acquire one fully paid ordinary share upon payment of the sum of \$0.02 per New Option (**Exercise Price**) to the Company.

3. NOTICE OF EXERCISE

The New Options may be exercised at any time prior to 30 June 2017 (**Expiry Date**) in whole or in part, by completing and delivering a duly completed form of notice of exercise to the registered office of the Company together with the payment of the Exercise Price in immediately available funds for the number of Shares in respect of which the New Options are exercised. A New Option not exercised on or before the Expiry Date will lapse.

Shares allotted and issued pursuant to the exercise of the New Options will be allotted and issued, and a holding statement provided to the holders of New Options in respect of those Shares, on the above terms and conditions not more than 15 Business Days after the receipt of a duly completed form of notice of exercise and the Exercise Price in immediately available funds in respect of the New Options exercised.

4. QUOTATION OF NEW OPTIONS AND SHARES ON EXERCISE

Application will be made to ASX for official quotation of the New Options. Application will be made for official quotation of the Shares issued upon exercise of New Options not later than 10 Business Days after the date of allotment.

5. TRANSFER OF OPTIONS

The Options are transferable.

6. PARTICIPATION RIGHTS OR ENTITLEMENTS

There are no participating rights or entitlements inherent in the New Options and holders of New Options will not be entitled to participate in new issues of securities offered to Shareholders during the currency of the New Options, in respect of those New Options. However, the Company must give notice to the holders of New Options of any new issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules so as to give holders of New Options the opportunity to exercise their New Options before the date for determining entitlements to participate in any issue.

7. REORGANISATION OF SHARE CAPITAL

In the event of a reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of the holders of New Options shall be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

8. BONUS ISSUES

If, from time to time, before the expiry of the New Options the Company makes a pro rata issue of Shares to Shareholders for no consideration, the number of Shares over which a New Option is exercisable will be increased by the number of Shares which the holder would have received if the New Option had been exercised before the date for calculating entitlements to the pro rata issue.

9. PRO RATA ISSUES

There will be no change to the Exercise Price of the New Option or the number of Shares over which the New Option is exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares in the Company (other than bonus issue).

PROXY FORM

Shareholder Details

Name:

Address:

Contact Telephone No:

Contact Name (if different from above):

Step 1. Appoint a Proxy to Vote on Your Behalf

I/We being a Shareholder/s of Pelican Resources Limited and entitled to attend and vote hereby appoint

☐

The Chairman
of the Meeting
(mark with an 'X') **OR**

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Chairman sees fit) at the General Meeting of Pelican Resources Limited to be held in Perth on Wednesday 23 July 2014 in the Outridge Hoft Room at Patersons Stadium, Gate 2 Subiaco Road, Subiaco, Western Australia commencing at 10:00am WST and at any adjournment of that General Meeting.

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

Step 2. Items of Business

Voting directions to your proxy – please mark ☒ to indicate your directions

		For	Against	Abstain*
Resolution 1	Approval for Finebase Holdings Pty Ltd to Participate in Offer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of issue of New Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Voting exclusion for Resolution 1

☐

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote as your proxy in respect of Resolution 1, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of that Resolution and that votes cast by him/her for that Resolution, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on this Item. **The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.**

Appointment of a second proxy (see instructions overleaf)

If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form

%

PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented

Individual or Shareholder 1

Sole Director and
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

HOW TO COMPLETE THIS PROXY FORM

1. YOUR NAME AND ADDRESS

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint Shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

2. APPOINTMENT OF A PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a Shareholder of the Company.

3. VOTES ON RESOLUTIONS

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each Resolution. All your Shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

If you direct your proxy how to vote validly in accordance with these instructions and your proxy fails to either attend the Meeting or vote on any directed Resolution, the Chairman of the Meeting is taken to have been appointed as the proxy for the purposes of voting on that Resolution at the Meeting and must vote in accordance with your proxy.

4. VOTING ENTITLEMENTS

In accordance with the Corporations Act, the Company has determined that the Shareholding of each person for the purpose of determining entitlements to attend and vote at the Meeting will be the entitlement of that person set out in the Company's share register as at 5:00pm (WST) on Monday 21 July 2014. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

5. VOTING IN PERSON

A Shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the attached proxy form to the Meeting to assist in registering your attendance and number of votes. Please arrive 15 minutes prior to the start of the Meeting to facilitate this registration process.

A Shareholder that is a corporation may appoint an individual to act as its representative to vote at the Meeting in accordance with Section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

6. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company Secretary on +61 8 9242 1166 or you may photocopy this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

7. SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the Shareholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to Section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

8. LODGING YOUR PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the Meeting being no later than 10:00am on Monday 21 July 2014. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

In Person	By Mail	By Facsimile
Level 1, 284 Oxford Street, LEEDERVILLE, WA 6007	Level 1, 284 Oxford Street, LEEDERVILLE, WA 6007	+61 8 9443 9960