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ABN: 91 143 042 022  
ASX: RIE, RIEO

1 July 2014

## **NOTICE OF GENERAL MEETING**

Attached is a copy of the Notice of General Meeting of Shareholders of Riedel Resources Limited (ASX:RIE) to be held on Thursday 7 August 2014 at 9.30 a.m. to consider changes to the terms of the Convertible Notes and the Issue of Options to Convertible Noteholders.

**Jeffrey Moore**  
**Managing Director**  
**Riedel Resources Limited**



**Riedel Resources Limited  
ACN 143 042 022**

**NOTICE OF GENERAL MEETING  
AND  
EXPLANATORY STATEMENT**

**General Meeting to be held at C/- GDA Corporate, 14 Emerald Terrace, West Perth on  
Thursday 7 August 2014 commencing at 9.30 am (AWST).**

This Notice of General Meeting and Explanatory Statement should be read in its entirety.  
If Shareholders are in doubt as to how to vote, they should seek advice from their accountant,  
solicitor or other professional adviser without delay.

## NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders of Riedel Resources Limited ACN 143 042 022 ("**Company**") will be held at c/- GDA Corporate, 14 Emerald Terrace, West Perth, Western Australia on Thursday 7 August 2014 commencing at 9.30 am (AWST).

### ORDINARY BUSINESS

**1. Resolution 1 – Approval of amendments to the terms of the Convertible Notes as amended under the Convertible Note Amendment Deed (Tranche 1) and Convertible Note Amendment Deed (Tranche 2)**

To consider and, if thought fit, pass the following **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval be and is hereby given to the amendments to the terms of the 400,000 Convertible Notes to the value of \$400,000 issued under Convertible Note Deed (Tranche 1) and Convertible Note Deed (Tranche 2) as amended by Convertible Note Amendment Deed (Tranche 1) and Convertible Note Amendment Deed (Tranche 2) respectively on the terms set out in the Explanatory Statement."*

**2. Resolution 2 – Issue of Options to Convertible Noteholders under Amendment Deeds to the Convertible Note Deed (Tranche 1) and Convertible Note Deed (Tranche 2)**

To consider and, if thought fit, pass the following **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval be and is hereby given to the issue of 23,728,195 Class C Options exercisable at \$0.011 each and exercisable at any time on or before 31 December 2017 to Convertible Noteholders under the Amendment Deed to the Convertible Note Deed (Tranche 1) and Amendment Deed to the Convertible Note Deed (Tranche 2) and otherwise on the terms and conditions set out in the Explanatory Statement."*

### VOTING EXCLUSIONS

Under Listing Rule 14.11, the Company will disregard any votes cast on Resolutions 1 and 2 by:

1. In relation to Resolution 1, those persons who participated in the issue of Convertible Notes referred to in Resolution 1 and their associates; and
2. In relation to Resolution 2, those persons who may participate in the issue of Class C Options referred to in Resolution 2 and their associates.

However the Company need not disregard a vote if:

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

**By Order of the Board of Directors**



**Sue Symmons**  
Company Secretary  
Riedel Resources Limited

27 June 2014

## **ENTITLEMENT TO ATTEND AND VOTE**

You will be entitled to attend and vote at the General Meeting if you are registered as a Shareholder of the Company as at 5 p.m. (AWST) on 5 August 2014. This is because, in accordance with the Corporations Regulations 2001 (Cth), the Board of Directors has determined that the Shares on issue at that time will be taken, for the purposes of the General Meeting, to be held by the persons who held them at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## **HOW TO VOTE**

### **Voting in person**

Shareholders who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting if possible, so that their holding may be checked against the Company's Shareholder register and attendances recorded.

### **Corporate representatives**

A body corporate, which is a Shareholder or which has been appointed as a proxy, may appoint an individual to act as its corporate representative at the meeting in accordance with section 250D of the Corporations Act. The appropriate appointment document must be produced prior to admission. A form of the certificate can be obtained from the Company's registered office.

### **Voting by proxy**

A Shareholder who is entitled to attend and cast a vote at the meeting may appoint a proxy. A proxy need not be a Shareholder and may be an individual or body corporate. If a body corporate is appointed as a proxy it must appoint a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the meeting (see above).

A Shareholder who is entitled to cast two or more votes may appoint two proxies to attend the meeting and vote on their behalf and may specify the proportion or a number of votes each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). If you wish to appoint a second proxy, you may copy the enclosed proxy form or obtain a form from the Company's registered office.

To be effective for the scheduled meeting a proxy appointment (and any power of attorney or other authority under which it is signed or otherwise authenticated, or a certified copy of that authority) must be received at an address or fax number below no later than 9.30 a.m. on 5 August 2014, being 48 hours before the time of the meeting. Any proxy appointment received after that time will not be valid for the scheduled meeting.

### **In person**

#### Registered Office

Suite 1, 45 Ord Street,  
West Perth, Western Australia 6005,

#### **By mail**

PO Box 1559,  
West Perth, Western Australia 6872

#### **By fax**

(08) 9486 7375

For further information concerning the appointment of proxies and the ways in which proxy appointments may be submitted, please refer to the enclosed proxy form.

### **Voting by attorney**

A Shareholder may appoint an attorney to attend and vote on their behalf. For an appointment to be effective for the meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at one of the addresses listed above for the receipt of proxy appointments at least 48 hours prior to the commencement of the meeting.

### **Chairman as proxy**

If you appoint a proxy, the Company encourages you to consider directing them how to vote by marking the appropriate box on each of the proposed Resolutions.

If a Shareholder entitled to vote on a Resolution appoints the Chairman of the meeting as their proxy (or the Chairman becomes their proxy by default) and the Shareholder does not direct the Chairman how to vote on the Resolution the Chairman intends to vote in favour of the Resolution, as proxy for that Shareholder on a poll; and

If you do not want to put the Chairman of the meeting in the position to cast your votes in favour of any of the proposed Resolutions, you should complete the appropriate box on the proxy form, directing your proxy to vote against, or to abstain from voting, on the resolution.

## 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 resolution in the accompanying Notice.

This Explanatory Statement should be read in conjunction with the Notice. Capitalised terms in this Explanatory Statement are defined in the Glossary.

### 1. Background to Resolutions 1 and 2

On 16 May 2013, the Company entered into the Convertible Note Deeds in relation to the Convertible Note Facility. The terms of the Convertible Note Deeds were disclosed to Shareholders on 2 July 2013 and approved by them at a General Meeting of Shareholders dated 31 July 2013. A copy of this notice is available on the ASX website at <http://www.asx.com.au/asxpdf/20130702/pdf/42gthr5bty891l.pdf> or can be obtained by contacting the Company.

On 13 June 2014 the Company announced that it had agreed with the Convertible Noteholders to extend the redemption date of the Convertible Note Deeds from 30 June 2014 to 30 June 2015 and that as part of that agreement, the following key terms of the Convertible Note Deeds will be amended:-

#### (a) **Conversion Price:**

The conversion price at which the Convertible Notes will convert into ordinary shares in the Company (**Conversion Shares**) will be amended so that the Conversion Shares will be issued at a price per share equal to the lower of 80% (rather than at 90%), of the 10 consecutive trading day VWAP on the ASX prior to the date of execution of the relevant Convertible Note Amendment Deed (rather than the date of the original Convertible Note Deeds) or 80% of the 10 consecutive trading day VWAP on the ASX prior to the relevant conversion notice (**Conversion Price**).

#### (b) **Options:**

The Company shall issue the Noteholders with one unlisted option for every two shares which would be issued on conversion at the price that is 80% of the VWAP of the Company's fully paid ordinary shares on ASX calculated over the 10 consecutive trading days on ASX which immediately preceded the date the Amendment Deed is fully executed by the parties (**Deemed Conversion Price**). The Options will have an exercise price equal to 130% of the Deemed Conversion Price and an expiry date of 31 December 2017. (**Options**)

### 2. Resolution 1

Resolution 1 seeks Shareholder approval for amendments to the terms of the 400,000 Convertible Notes as outlined above.

The amendments the subject of this Notice, have been detailed in the Convertible Note Amending Deeds which have been executed by all Noteholders.

The effect of passing this resolution is that the date of redemption of the Convertible Notes will be 30 June 2015 instead of 30 June 2014 and the change in Conversion Price as outlined in 1(a) above may increase the number of shares to be issued on conversion of the Convertible Notes.

The following information is provided to Shareholders to assist them in considering this Resolution:-

#### **Capital Structure**

As at the date of this Notice the Company has on issue:-

- (i) 109,662,979 Fully Paid Ordinary Shares – quoted on ASX;
- (ii) 400,000 Unlisted Convertible Notes;
- (iii) 10,000,000 Unlisted Options exercisable at \$0.30 expiring 30 June 2014;
- (iv) 8,000,000 Performance Rights expiring 25 July 2014;
- (v) 1,712,333 Unlisted Options exercisable at \$0.10 expiring 30 April 2015;
- (vi) 9,333,329 Unlisted Options exercisable at \$0.015 expiring 31 January 2016;

- (vii) 10,000,000 Unlisted Options exercisable at \$0.052 expiring 31 December 2016; and
- (viii) 1,250,000 Unlisted Options exercisable at \$0.015 expiring 31 January 2018.

### Market Price of Shares

The lowest and highest market sale prices of Shares on the ASX during the 6 months immediately preceding the Notice and the respective dates of those sales were:-

Highest	\$0.035 on 16 January 2014
Lowest	\$0.009 on 19 June 2014

### Conversion of Convertible Notes

Listing Rule 7.1 provides that, subject to certain exceptions (none of which are relevant here), prior approval of shareholders is required for an issue of securities by a company if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of the shares on issue at the commencement of that 12 month period.

For the purposes of Listing Rule 7.3, Shareholders are provided the following particulars in relation to the ratification of the allotment and issue under Resolution 2:-

#### (a) The number of securities allotted

A total of 400,000 Convertible Notes have been issued. The number of Shares to be issued on conversion of the Convertible Notes and the interest attaching to the Convertible Notes for the extended period will be determined in accordance with the following formulas:-

No. of Convertible Notes elected to be converted x face value of \$1.00  
Deemed Conversion Price

Plus:-

Amount of accrued interest elected to be converted  
Interest conversion price

Assuming that the Noteholders continue to convert all of the Convertible Notes and interest into Shares, the number of Shares to be issued to Noteholders and the dilutionary effect of the issue of these Shares on the share capital of the Company will be, based on the assumptions set out below and the example 10 day VWAP's listed, as follows:-

10 day VWAP	Deemed issue price (Convertible Note conversion)	Deemed issue price (Interest conversion)	Shares Issued	Dilutionary effect
0.005	0.004	0.004	108,000,000	49.68%
0.010	0.008	0.008	54,000,000	33.05%
0.015	0.012	0.012	36,000,000	24.76%
0.020	0.016	0.016	27,000,000	19.79%
0.025	0.02	0.02	21,600,000	16.49%
0.030	0.024	0.024	18,000,000	14.13%

Notes:-

- The dilutionary effect is based on the current number of Shares on issue being 109,412,490 Shares.
- This table assumes that no further Shares are issued after the date of this Notice other than pursuant to the conversion of Convertible Notes and Shares issued in lieu of interest under Convertible Note Deeds amended by the Convertible Note Amendment Deeds.
- The maximum deemed issue price for the Shares is \$0.024 each in accordance with the formulas set out in the Convertible Note Deeds amended by the Convertible Note Amendment Deeds to the Convertible Note Deeds.

4. The number of Shares to be issued on the conversion of interest is derived from the maximum amount of interest payable on the Convertible Notes for the 12 month period of extension, being \$32,000.
5. The figures in the above table are an illustration only of the number of Shares that could be issued to Noteholders on full conversion of their respective Convertible Notes and accrued interest entitlements. The 10 day VWAP figures listed are examples only and may vary from time to time. Noteholders may also convert their respective Convertible Notes and interest entitlements at different times during the life of the Convertible Notes which will affect the number of Shares to be issued.

**(b) The date of issue of securities**

Conversion Shares will be issued within one month of receiving a Conversion Notice under the Convertible Note Deed (as amended). Shares issued in lieu of interest will be issued within one month from the end of each quarter.

**(c) The price of the securities**

The Conversion Shares will be issued at the Deemed Conversion Price. The Shares issued in lieu of interest will be issued at the Interest Conversion Price.

**(d) The name of the persons to whom the Shares will be issued or the basis upon which the persons will be identified**

The Shares the subject of Resolution 1 will be issued to Exempt Investors who participated in the Convertible Note Facility. None of the Convertible Notes were issued to Directors or Related Parties of the Company.

**(e) The terms of the securities**

Upon conversion of the Convertible Notes into Shares, the Shares will rank equally in all respects with the existing Shares on issue.

Upon issue of the Shares to Convertible Noteholders in lieu of interest, the Shares will rank equally in all respects with the existing Shares on issue.

**(f) Intended use of the funds raised.**

No funds will be raised under the issue of Shares the subject of Resolution 1 as the Shares are being issued on conversion of Convertible Notes and in lieu of quarterly interest payments.

**Documentation available for inspection**

The following documents are available for inspection without charge during normal business hours at the registered office of the Company:-

- (a) The Convertible Note Trust Deed - Tranche 1;
- (b) The Convertible Note Trust Deed – Tranche 2;
- (c) The Convertible Note Amendment Deed – Tranche 1;
- (d) The Convertible Note Amendment Deed – Tranche 2;
- (e) The Constitution; and
- (f) Copies of all ASX Announcements made by the Company during the period from 16 May 2013 to the date of this Notice.

Please contact the Company on (08) 9226 0866 to arrange an inspection time.

### **3. Resolution 2**

Resolution 2 proposes that the Company shall issue the Noteholders with one unlisted option for every two shares which would be issued on conversion at the price that is 80% of the VWAP of the Company's fully paid ordinary shares on ASX calculated over the 10 consecutive trading days on ASX which immediately preceded the date the Amendment Deed is fully executed by the parties (**Deemed Conversion Price**) (**Options**). The Options will have an exercise price equal to 130% of the Deemed Conversion Price and an expiry date of 31 December 2017. The date the Amendment Deed was fully executed by the parties was 13 June 2014 and the strike price at which the Options

are issued is \$0.011. This results in the issue of 23,728,195 Options to Convertible Noteholders in part-consideration of them agreeing to the extension of the redemption date from 30 June 2014 to 30 June 2015 as explained above.

Listing Rule 7.1 provides that, subject to certain exceptions (none of which are relevant here), prior approval of shareholders is required for an issue of securities by a company if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of the securities on issue at the commencement of that 12 month period.

For the purposes of Listing Rule 7.3, Shareholders are provided the following particulars in relation to the issue of Options under Resolution 2:-

**(a) The number of securities allotted**

A total of 23,728,195 Options are to be issued. This is calculated as one option for every two Shares that would be issued on conversion at a price that is 80% of the VWAP of the Company's fully paid ordinary shares on ASX calculated over the 10 consecutive trading days on ASX which immediately preceded the date the Amendment Deed is fully executed by the parties.

**(b) Date of issue of the securities**

The Company will issue the Options within three months from the date of the meeting the subject of this Notice.

**(c) The price of the securities**

The Options are being issued for nil consideration.

**(d) The name of the persons to whom the Options will be issued or the basis upon which those persons will be identified**

The Options the subject of Resolution 2 will be issued to Exempt Investors who participated in the Convertible Note Facility. No Convertible Notes were issued to Directors or Related Parties of the Company.

**(e) The terms of the securities**

Upon exercise of the Options into Shares, the Shares will rank equally in all respects with the existing Shares on issue. Each Option will be exercisable at \$0.011 with an expiry date of 31 December 2017 and will otherwise be on the terms and conditions set out in Annexure A.

**(f) Intended use of the funds raised.**

No funds were raised under the issue of Options the subject of Resolution 2 as the Options are being issued in consideration for Convertible Noteholders extending the redemption date.



## Glossary

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

<b>ASX</b>	ASX Limited ACN 008 624 691 trading as the Australian Securities Exchange.
<b>AWST</b>	Australian Western Standard Time, being the time in Perth, Western Australia.
<b>Board</b>	the board of Directors.
<b>Chairman</b>	the chairman of the General Meeting.
<b>Closely Related Party</b>	<p>a closely related party of a member of Key Management Personnel as defined in Section 9 of the Corporations Act, being:</p> <ul style="list-style-type: none"><li>(a) a spouse or child of the member;</li><li>(b) a child of that member's spouse;</li><li>(c) a dependent of that member or of that member's spouse;</li><li>(d) anyone else who is one of that member's family and may be expected to influence that member, or be influenced by that member, in that member's dealings with the Company;</li><li>(e) a company that is controlled by that member; or</li><li>(f) any other person prescribed by the regulations.</li></ul>
<b>Constitution</b>	the constitution of the Company.
<b>Conversion Shares</b>	Convertible Notes that have converted into Shares.
<b>Conversion Price</b>	The lower of 80% of the 10 consecutive trading day VWAP on the ASX prior to the date of execution of the relevant Convertible Note Amending Deed or 80% of the 10 consecutive trading day VWAP on the ASX prior to the relevant conversion notice
<b>Convertible Note Amendment Deeds</b>	Convertible Note Deed – Tranche 1 and Convertible Note Deed Tranche 2 as amended by Convertible Note Amendment Deed – Tranche 1 and Convertible Note Amendment Deed – Tranche 2 dated 13 June 2014.
<b>Convertible Note Deeds</b>	Convertible Note Deed – Tranche 1 and Convertible Note Deed Tranche 2 entered into with Convertible Noteholders dated 16 May 2013.
<b>Convertible Note Facility</b>	a convertible note facility totaling \$400,000.
<b>Convertible Noteholders</b>	noteholders in the Convertible Note Facility.
<b>Company</b>	Riedel Resources Limited ACN 143 042 022.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Deemed Conversion Price</b>	the price that is 80% of the VWAP of the Company's fully paid ordinary shares on ASX calculated over the 10 consecutive trading days on ASX Which immediately preceded the date the Amendment Deed is fully executed by the parties, being \$0.00843.
<b>Director</b>	a director of the Company.
<b>Equity Securities</b>	has the meaning given in the Listing Rules.
<b>Explanatory Statement</b>	the explanatory statement accompanying the Notice.

<b>General Meeting</b>	means the meeting of Shareholders of the Company to be held on 7 August 2014
<b>Interest Conversion Price</b>	means, in relation to each quarterly interest instalment, the lesser of:- <ul style="list-style-type: none"> <li>(a) \$0.036; or</li> <li>(b) The price that is 90% of the VWAP of the Shares calculated over the 10 consecutive trading days on ASX which immediately preceded the due date for payment of that quarterly interest instalment.</li> </ul>
<b>Listing Rules</b>	the ASX Listing Rules published and distributed by ASX.
<b>Notice</b>	the notice of the General Meeting accompanying the Explanatory Statement.
<b>Proxy Form</b>	the proxy form attached to the Notice.
<b>Resolution</b>	a resolution contained in the Notice.
<b>Section</b>	a section contained in the Explanatory Statement.
<b>Share</b>	a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	a holder of Shares.
<b>VWAP</b>	the volume weighted average price.

## ANNEXURE A

### Terms and Conditions of Class C Options

- (a) Each Option will lapse if not exercised on or before 31 December 2017 (**Expiry Date**).
- (b) The exercise price for each Option will be \$0.011 (**Exercise Price**).
- (c) Each Option shall entitle the holder of the Option (**Holder**) to subscribe for and to be allotted one fully paid ordinary share in the capital of Company upon exercise of the Option and payment to the Company of the Exercise Price.
- (d) An Option may be exercised by the Holder at any time prior to the Expiry Date by sending a completed and signed notice of exercise, together with the payment of the Exercise Price for each Option exercised and the statement for the Option, to the Company's Registered Office. If the Holder holds more than one Option, the Options may be exercised in whole or in part.
- (e) A notice of exercise is only effective when the Company has received the full amount of the Exercise Price in cash or cleared funds for each of the Options Exercised.
- (f) Subject to any restrictions in the ASX Listing Rules, within 14 days of receipt of a properly executed notice of exercise and the required Exercise Price, the number of shares specified in the notice will be allotted.
- (g) Each statement will bear a suitable form of notice of exercise of Options, endorsed on the back of the statement, for completion by the Holder (if required). If the Options comprised in any such statement are exercised in part only, before the expiry Date, the Company will issue the Holder with a fresh statement for the balance of the Options held and not yet exercised.
- (h) Subject to clause (k) below, the period during which the Options may be exercised will not be extended.
- (i) If there is a bonus issue to the holders of Shares, the number of Shares over which an Option is exercisable may be increased by the number of Shares which the Holder would have received if the Option had been exercised before the record date for the bonus issue.
- (j) There are no participating rights or entitlements inherent in the Options the Holder 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 entitlement to any such issue, the record date will be at least 7 business days after the issue is announced. This will give the Holder the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (k) In the event of any reconstruction (including consolidation, subdivision, reduction, cancellation or return) of the issued capital of the Company before the expiry of any Options, all rights of the option holder, will be reconstructed (as appropriate) in accordance with the Listing Rules applying to a re-organisation of capital at the time of the re-organisation.
- (l) Shares allotted pursuant to the exercise of the Options will rank equally with the then issued Shares of the Company.
- (m) The Company will not apply for quotation of the Options on ASX. However the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 business days after the day of allotment of those Shares.
- (n) Other than as set out above, an Option does not confer the right to a change in Exercise Price, or a change to the number of underlying Shares over which it can be exercised.

## PROXY FORM

### Shareholder Details

Name: .....

Address: .....

Contact Telephone No: .....

Contact Email Address: .....

Contact Name (if different from above): .....

### Step 1: Appointment of Proxy

I/We being a Shareholder/s of Riedel 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 proxy sees fit) at the General Meeting of Riedel Resources Limited to be held at C/- GDA Corporate, 14 Emerald Terrace, West Perth, Western Australia on 7 August 2014 at 9.30 am AWST and at any adjournment of that meeting.

**Chairman to vote undirected proxies in favour:** I/we acknowledge that the Chairman of the Meeting intends to vote undirected proxies in favour of each of the proposed Resolutions (to the extent permitted by law).

### Step 2: Voting directions to your proxy – please mark ☒ to indicate your directions

		For	Against	Abstain*
Resolution 1	Approval of amendments to the terms of the Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*If you mark the Abstain box for a particular 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.

Appointment of a second proxy (see instructions attached).

- 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 attached 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

#### 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.

#### 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.

**Votes on Resolutions**

You may direct your proxy 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.

**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 on 08 9226 0866 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.

**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. |

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate can be obtained from the Company's share registry.

**Lodgement of a Proxy**

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. ie. no later than 9.30 am on 5 August 2014. Any Proxy Form received after that time will not be valid for the scheduled meeting.

This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to the Company's registered office at Suite 1, 45 Ord Street, West Perth Western Australia 6005 or sent by facsimile to the registered office on (08) 9486 7375.