

**PLUTON RESOURCES LIMITED**  
**ACN 114 561 732**

**NOTICE OF GENERAL MEETING**  
**EXPLANATORY STATEMENT**

**Date of Meeting**

Tuesday 12 August 2014

**Time of Meeting**

10:00 am AWST

**Place of Meeting**

The Duxton Hotel  
1 St Georges Terrace  
PERTH WA 6000

*This Notice of General Meeting 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 prior to voting.*

**PLUTON RESOURCES LIMITED**  
**ACN 114 561 732**  
**NOTICE OF GENERAL MEETING**

Notice is hereby given that a General Meeting of Shareholders of Pluton Resources Limited (**Company**) will be held at the Duxton Hotel, 1 St Georges Terrace, Perth, Western Australia on Tuesday 12 August 2014 at 10:00 am AWST for the purpose of transacting the business set out in this Notice.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the meeting. The Explanatory Statement and the Proxy Form are part of this Notice.

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the glossary contained in the Explanatory Statement.

**RESOLUTION 1 – APPROVAL OF RIGHTS ISSUE**

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

*“That, for the purposes of the ASX Waiver and for all other purposes, approval is given for the Company to conduct the Rights Issue on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will, in accordance with the ASX Waiver, disregard any votes cast on this resolution by any of its Substantial Holders, any underwriter, sub-underwriter, broker or manager to the Rights Issue, and the associates of each 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 direction 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.

**RESOLUTION 2 – RATIFICATION OF ISSUE OF TRANCHE 1 SHARES TO PATERSONS SECURITIES LIMITED**

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

*“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders hereby approve and ratify the issue of 133,000,000 Shares to Patersons Securities Limited and its nominees on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on Resolution 2 by any person who participated in the issue the subject of Resolution 2 and any person associated with those persons. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or the vote 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 - APPROVAL OF ISSUE OF TRANCHE 2 SHARES TO PATERSONS SECURITIES LIMITED**

To consider and, if thought fit, to 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 127,000,000 Shares to Patersons Securities Limited or its nominees on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on Resolution 3 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 associates of those persons. However, the Company will 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 chairperson decides.

A Proxy Form is attached.

To be valid, properly completed Proxy Forms must be received by the Company no later than 10:00 am AWST) on Sunday 10 August 2014:

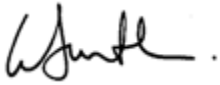
Shareholders should send their properly completed Proxy Forms by post to:

Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

or by facsimile on + 61 2 9290 9655

or online at: [www.boardroomlimited.com.au/vote/plutongm2014](http://www.boardroomlimited.com.au/vote/plutongm2014)

By order of the Board.



Graeme Smith  
Company Secretary

Date: 14 July 2014

## **HOW TO VOTE**

A Shareholder can vote by either:

- attending the General Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice and by submitting their proxy appointment and voting instructions in person, by post or by facsimile.

## **PROXIES**

A Shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights.

A proxy may, but need not be, a Shareholder of the Company.

The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer duly authorised.

The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the registered office of the Company at least 48 hours prior to the General Meeting. For the convenience of Shareholders a Proxy Form is enclosed.

## **ENTITLEMENT TO VOTE**

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding Shares at 5:00pm AWST on Sunday 10 August 2014 will be entitled to attend and vote at the General Meeting.

## **CORPORATIONS**

A corporation may elect to appoint a representative in accordance with section 250D of the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company before the meeting.

## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the Shareholders of Pluton Resources Limited ACN 114 561 732 (**Company**) in connection with the business to be conducted at the General Meeting of the Company to be held at the Duxton Hotel, 1 St Georges Terrace, Perth, Western Australia, on Tuesday 12 August 2014 commencing at 10:00 am AWST.

This Explanatory Statement should be read in conjunction with, and form part of, the accompanying Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning given to them in the glossary as contained in this Explanatory Statement.

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### RESOLUTION 1 – APPROVAL OF RIGHTS ISSUE

#### 1.1 Background

As announced to the ASX on 30 June 2014, the Company is proposing to undertake a non-renounceable rights issue of up to 8,001,291,042 Shares at an issue price of \$0.01 per Share on the basis of 9 new Shares for every 1 Share held on the Record to raise approximately \$80,012,910 (**Rights Issue**). Patersons Securities Limited (**Patersons**) is lead manager to the Rights Issue.

ASX Listing Rule 7.11.3 provides that the ratio of securities offered for a pro rata issue must not be greater than 1 for 1 unless the offer is renounceable and the issue price is not more than the average market price for the securities calculated over the last 5 days on which sales in securities were recorded before the day on which the pro rata issue was announced.

The Company has obtained a waiver from ASX Listing Rule 7.11.3 to enable it to undertake the Rights Issue on the terms set out above (**ASX Waiver**). It is a condition of the ASX Waiver that the Company's Shareholders approve the Rights Issue. Resolution 1 seeks this approval.

#### 1.2 Rights Issue terms

The terms of the Rights Issue are contained in a prospectus lodged with ASIC and released on ASX on 9 July 2014 (**Prospectus**). The Rights Issue has a minimum subscription of \$47,500,000 (being Shares taken up by Shareholders in accordance with their entitlement and by creditors who execute agreements agreeing to subscribe for any shortfall Shares that may be available under the shortfall offer under the Prospectus, by setting off all or part of the amount they are owed against the subscription price for the shortfall Shares) and will raise a maximum of \$80,012,910. The Company has, as at the date of this Notice, received commitments of approximately \$18.5 million from creditors of the Company who have agreed to have their indebtedness converted into equity in the Company in the event Shareholders do not take up their entitlement. The offer of shortfall Shares is a separate offer under the Prospectus.

The proposed use of funds raised under the Rights Issue (based on minimum and maximum subscription positions) is as follows:

Proposed use of funds raised	Minimum Subscription	Maximum Subscription
Pay creditors	\$29,225,000	\$29,225,000
Loan repayments	\$17,182,000	\$17,182,000
Pay Wise for the Wise Assets*	-	\$22,580,600
Working capital**	\$1,093,000	\$11,025,310
<b>Estimated total</b>	<b>\$47,500,000</b>	<b>\$80,012,910</b>

\* Assumes an exchange rate of US\$0.93 to one Australian \$. The Company has entered into the Letter Agreement which provides for the purchase of the Wise Assets for US\$21,000,000, subject to conditions more particularly described in the Company's announcement dated 16 April 2014.

\*\* Note: Working capital includes wages and superannuation of employees and directors, rent and outgoings, insurance, travel expense and all other items of a general administrative nature.

Further details of the proposed use of funds is set out in the Prospectus.

The Board is of the view that the Rights Issue will provide the most certain outcome for the Company in the present circumstances and is preferable because it allows existing Shareholders the opportunity to participate in the funding of the Company and maintain their percentage interest. Subject to Shareholder, creditor and investor support for the Rights Issue, the raising may allow the Company to raise money to fund the purchase of the Wise Assets.

The Board considers that the Rights Issue must be on a 9:1 basis to enable sufficient funds to be raised to stabilise the Company's financial position and to provide it with the funds to complete the Wise Transaction (as that term is defined in the Prospectus). A raising of 1:1 or less is considered insufficient to achieve this objective.

Eligible Shareholders who do not take up their full entitlement will not receive any value in respect of their entitlement they do not take up. Shareholders who are not eligible to participate in the Rights Issue will not receive any value in respect of entitlements they would have received had they been eligible.

### 1.3 Condition to the Rights Issue

The Rights Issue is conditional upon Shareholders approving the Rights Issue. This is the subject of Resolution 1. In accordance with the ASX Waiver, the Company will disregard any votes cast by Substantial Shareholders of the Company, any underwriter, sub-underwriter, broker or manager to the Rights Issue, and the associates of each of those persons.

The Rights Issue has a minimum subscription of \$47,500,000 (being Shares taken up by Shareholders in accordance with their entitlement and by creditors who agree to subscribe for shortfall Shares by setting off all or part of the amount they are owed against the subscription price for the shortfall Shares) (**Minimum Subscription**).

If Shareholders do not approve the Rights Issue or the Minimum Subscription is not reached, the Rights Issue will not proceed and the Company will refund all application money received (without interest) in accordance with the Corporations Act. Further, any creditor who has agreed to subscribe for shortfall Shares will be released from their commitment to do so.

### 1.4 Lead Manager

Patersons is Lead Manager to the Rights Issue pursuant to a mandate between the parties dated 25 June 2014 (**Mandate**).

Under the Mandate, the Company will pay Patersons a lead management fee of 6% of the amount raised under the Rights Issue and a corporate advisory fee of \$200,000. In addition, the Company will issue to Patersons and its nominees 133,000,000 Tranche 1 Shares and subject to Shareholder approval, 127,000,000 Tranche 2 Shares.

A summary of the key terms of the Mandate is set out in the Prospectus.

### 1.5 Rights Issue timetable

The indicative timetable for the Rights Issue is set out below:

Event	Date
Lodgement of Appendix 3B with ASX	9 July 2014
Prospectus lodged at ASIC and ASX	9 July 2014
"Ex" Date (date Shares are quoted ex-rights)	14 July 2014
Record date	16 July 2014
Prospectus (together with Entitlement and Acceptance Form) despatched to Shareholders	21 July 2014
Opening date	21 July 2014
Closing date	14 August 2014
Deferred settlement trading begins	15 August 2014
Notification to ASX of under subscriptions	19 August 2014
Allotment date with respect to Shares	21 August 2014

Despatch of holding statements	21 August 2014
Quotation of Shares issued under the Rights Issue	21 August 2014

## 1.6 Capital structure

The following table sets out the current capital structure of the Company, and the capital structure of the Company on completion of the Rights Issue<sup>1</sup>:

Current number of Shares on issue	889,032,338	Current number of options on issue	716,721,985
New Shares offered under Rights Issue	8,001,291,042		
<b>Shares on issue on completion of Rights Issue</b>	<b>8,890,323,380</b>	<b>Options on issue on completion of Rights Issue</b>	<b>716,721,985</b>

## 1.7 Date by which the Company will issue new Shares under the Rights Issue

Subject to completion of the Rights Issue, the Company expects to issue the new Shares to applicants on or around Thursday 21 August 2014.

## 1.8 Issue price of new Shares

The issue price of the new Shares under the Rights Issue is \$0.01.

## 1.9 Terms of securities offered

The new Shares offered under the Rights Issue will be fully paid ordinary shares in the capital of the Company. A summary of the rights attaching to new Shares offered under the Rights Issue is set out in the Prospectus.

## 1.10 Persons to whom new Shares will be issued

New Shares offered under the Rights Issue will be issued to:

- (a) eligible Shareholders who take up their entitlement (either fully or in part);
- (b) Shareholders who apply for additional Shares (in the event of a shortfall in applications due to other Shareholders not taking up their entitlement);
- (c) creditors who have agreed to apply for shortfall Shares with the subscription price of the shortfall Shares to be set off against the debt they are owed by the Company; and
- (d) other investors identified by the Company and Patersons (also in the event of shortfall in applications due to other Shareholders not taking up their entitlement).

## 1.11 Possible advantages of the Rights Issue and reasons to vote in favour of Resolution 1

- (a) Necessity to raise capital

As detailed in the Prospectus, following a comprehensive review of the Company's financial position and operations, the Board has determined that the Company needs to urgently raise funds to repair and restructure the Company's balance sheet. Shareholders should note the Company's ability to remain a going concern is dependent on its ability to pay its creditors and meet short term working capital requirements.

The Board is of the view the Rights Issue will provide the most certain outcome for Shareholders in the circumstances. If the Rights Issue does not proceed, the Directors consider it is likely they will need to place the Company in voluntary administration.

- (b) Opportunity to make a further investment in the Company

<sup>1</sup> The Company also has 6,500,000 performance rights on issue. No new performance rights will be offered under the Rights Issue

The Board believes that completion of the Rights Issue will enable the Company to stabilise its financial position and leave it well placed to generate shareholder value moving forward.

The Rights Issue offers Shareholders the opportunity to acquire new Shares at an issue price of \$0.01 per Share.

Full participation in the Rights Issue will enable Shareholders to maintain their percentage interest in the Company and share in any upside of the Company moving forward. However, the Company and the Board notes they cannot make any assurance as to the price at which Shares will trade on completion of the Rights Issue, or the future performance of the Company generally.

(c) **Wise Asset Purchase**

The Company has entered into the Letter Agreement with Wise pursuant to which the Company has agreed, subject to the satisfaction of various conditions, to acquire the Wise Assets for US\$21,000,000. In the event the Company raises more than the Minimum Subscription from the Rights Issue, the Company may, depending on the amount raised, have some or all of the funds to complete the purchase of the Wise Assets. This acquisition would give the Company total control of the Cockatoo Island Project and reduce the costs to the Company of the Cockatoo Island Project, thereby increasing its margin on each tonne of ore sold.

(d) **Re-quotations of Shares on ASX**

It is expected that if the Rights Issue is implemented, trading the Shares on ASX will recommence upon the close of the Rights Issue. If the Rights Issue does not complete, the Board is unsure as to when trading in the Shares on ASX will recommence. In order for the trading of Shares on ASX to recommence, ASX will need to be satisfied that the Company's financial position is adequate to warrant continued quotation under ASX Listing rule 12.2.

## **1.12 Possible disadvantages of the Rights Issue and reasons to vote against Resolution 1**

(a) **Potential for significant dilution**

On completion of the Rights Issue, the number of Shares on issue will increase from 889,032,338 to approximately 8,890,323,380. This means that each Share will represent a significantly lower proportion of the ownership of the Company and Shareholders who do not take up their full entitlement in the Rights Issue will have a substantially diluted percentage shareholding in the Company.

(b) **Market Float**

Given at least some of the shortfall Shares may be taken up by creditors of the Company, the holders of those Shares may subsequently seek to sell those Shares immediately after issue, placing a downward pressure on the price of the Shares, when suspension from trading is lifted.

## **1.13 Risks associated with an investment in the Company**

If Resolution 1 is passed and the Rights Issue proceeds, Shareholders will have to consider whether to take up their entitlements under the Rights Issue. Further details on the Rights Issue, including key risks of investing in the Company, are set out in the Prospectus.

## **1.14 Other material information**

Except as set out in this Explanatory Statement (including by reference to the Prospectus), in the opinion of the Directors, there is no other information material to the making of a decision in relation to the Rights Issue, being information that is within the knowledge of any Director, which has not been previously disclosed to Shareholders.

## **1.15 Directors' recommendation and intention**

Having regard to all the considerations set out in this Explanatory Statement (including by reference to the Prospectus), your Directors consider that, in the absence of a superior proposal, the expected advantages of the Rights Issue outweigh its potential disadvantages and risks.

After considering all these factors, in the absence of a superior proposal:



- your Directors recommend that Shareholders **VOTE IN FAVOUR** of Resolution 1 to approve the Rights Issue; and
- the Directors entitled to vote intend to **VOTE IN FAVOUR** of Resolution 1 with respect to all the Share they hold.

Shareholders should be advised that if Resolution 1 is not passed by the required majority and the Rights Issue does not proceed, the Company is likely to be unable to meet its payment obligation to its creditors. The failure to implement the Rights Issue and pay creditors may have significant implications for the Company, empowering creditors to take enforcement action, including appoint an administrator and the Company may become insolvent. The successful completion of the Rights Issue significantly reduces this risk for the Company.

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## RESOLUTIONS 2 AND 3

### 2.1 Background

As noted above, under the Mandate the Company agreed to issue 133,000,000 Shares to Patersons or its nominees (**Tranche 1 Shares**), and subject to Shareholder approval, a further 127,000,000 Shares to Patersons or its nominees (**Tranche 2 Shares**) in connection with services performed by Patersons in its role as Lead Manager to the Rights Issue the subject of Resolution 1.

Listing Rule 7.1 broadly provides that, subject to certain exceptions, a company may issue (or agree to issue) equity securities up to 15% of its issued capital in any 12 month period without shareholder approval. Prior shareholder approval is required where the issue (either alone or in aggregate with other issues made in the past 12 months) will exceed the 15% limit.

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior Shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of the ratification is to restore the Company's maximum discretionary power to issue further Shares up to 15% of the issued capital of the Company without requiring Shareholder approval.

### 2.2 RESOLUTION 2 – RATIFICATION OF ISSUE OF TRANCHE 1 SHARES TO PATERSONS

The Tranche 1 Shares will be issued prior to the date of the Meeting and on or about 11 August 2014. Resolution 2 seeks ratification under Listing Rule 7.4 of the issue of 133,000,000 Tranche 1 Shares that will be made on or about 12 August 2014 in order to restore the ability of the Company to issue further equity securities within the 15% limit during the next 12 months.

The following information in relation to the issue of the Tranche 1 Shares is provided to Shareholders for the purposes of Listing Rule 7.5:

- 133,000,000 Tranche 1 Shares will be issued;
- the Tranche 1 Shares issued will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary Shares on issue;
- the Tranche 1 Shares will be issued to Patersons and its nominees. Patersons has not determined the identity of the nominees, however, all allottees will be unrelated parties of the Company;
- the Tranche 1 Shares are being issued in connection with services performed by Patersons in its role as Lead Manager to the Rights Issue the subject of Resolution 1. No cash will be payable for the issue of the Tranche 1 Shares and therefore no funds will be raised; and
- a voting exclusion statement is included in the Notice.

### 2.3 RESOLUTION 3 – APPROVAL OF ISSUE OF TRANCHE 2 SHARES TO PATERSONS

Resolution 3 seeks Shareholder approval for the purpose of Listing Rule 7.1 and for all other purposes, for the issue of a maximum of 127,000,000 Tranche 2 Shares to Patersons, or its nominees.

The following information in relation to the Shares to be issued to Patersons, or its nominees, is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) the maximum number of Tranche 2 Shares the Company can issue is 127,000,000;
- (b) the Company will allot and issue the Tranche 2 Shares on or around 18 August 2014 or in any event not more than 3 months after the date of the Shareholder meeting;
- (c) the Tranche 2 Shares will be issued to Patersons, or its nominees. Patersons has not determined the identity of the nominees, however, all allottees will be unrelated parties of the Company. The Tranche 2 Shares to be issued will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue;
- (d) the Tranche 2 Shares will be issued as consideration for services provided by Patersons in its role as Lead Manager to the Rights Issue the subject of Resolution 1. No cash will be payable for the issue of the Tranche 2 Shares;
- (e) no funds will be raised from this issue; and
- (f) a voting exclusion statement is included in the Notice.

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#### **OTHER BUSINESS**

Management is not aware of any other business to come before the Meeting other than as set forth in the accompanying Notice. If any other business properly comes before the Meeting, it is the intention of the persons named in the form of proxy to vote the Shares represented thereby in accordance with their best judgment on such matter.

## GLOSSARY

In this Explanatory Statement and the Notice, the following terms have the following meanings unless the context otherwise requires:

"**ASX**" means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"**ASX Waiver**" means the waiver from Listing Rule 7.11.3 granted by ASX to the Company and dated 27 June 2014;

"**AWST**" means Australian Western Standard Time;

"**Board**" means the board of Directors;

"**Company**" or "**Pluton**" means Pluton Resources Limited ACN 114 561 732;

"**Constitution**" means the Company's constitution, as amended from time to time;

"**Corporations Act**" means Corporations Act 2001 (Cth);

"**Director**" means a director of the Company;

"**Explanatory Statement**" means this explanatory statement accompanying;

"**Joint Venture Interest**" means Wise's 50% interest in the joint venture established pursuant to the Cockatoo Island Mining Joint Venture Agreement dated 26 April 2013 between the Company and Wise;

"**Letter Agreement**" means the letter dated 16 April 2014 between Wise as vendor and Pluton as purchase of the Wise Assets;

"**Listing Rules**" means the Listing Rules of the ASX;

"**Mandate**" means the mandate between the Company and Patersons dated 25 June 2014;

"**Meeting**" has the meaning in the introductory paragraph of the Notice;

"**Notice**" means the Notice of annual general meeting attached to this Explanatory Statement;

"**Patersons**" means Patersons Securities Limited (ACN 008 896 311);

"**Prospectus**" means the Company's prospectus in respect of the Rights Issue dated 9 July 2014.

"**Proxy Form**" means the proxy form attached to this Notice;

"**Resolution**" means a resolution contained in this Notice;

"**Rights Issue**" means the Company's fully underwritten non-renounceable rights issue of up to 8,001,291,042 Shares at an issue price of \$0.01 per Share on the basis of 9 new Shares for every 1 Share held on the record date, to raise up to approximately \$80,012,910, and conducted pursuant to the Prospectus;

"**Sales and Marketing Agreement**" means the Sales and Market Agreement dated on or about September 2012 between the Company and Wise;

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

"**Shareholder**" means the holder of a Share;

"**Substantial Holder**" has the meaning given to it in the Listing Rules;

"**Trading Day**" means a day determined by ASX to be a trading day in accordance with the Listing Rules;

"**Tranche 1 Shares**" means the 133,000,000 Shares to be issued to Patersons and its nominees under the Mandate;

"**Tranche 2 Shares**" means the 127,000,000 Shares that, subject to Shareholder approval, will be issued to Patersons or its nominees under the Mandate;

"**Wise**" means Wise Energy Group Company Limited;

"**Wise Assets**" means:

- (a) its Joint Venture Interest;
- (b) its rights under the Sales and Marketing Agreement; and
- (c) 48,845,070 Shares.

**All Correspondence to:**

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia  
  
Level 7, 207 Kent Street,  
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am AWST on Sunday 10 August 2014.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** [www.boardroomlimited.com.au/vote/plutongm2014](http://www.boardroomlimited.com.au/vote/plutongm2014)
- STEP 2: Enter your holding/investment type:**
- STEP 3: Enter your Reference Number:**
- STEP 4: Enter your VAC:**

**PLEASE NOTE:** For security reasons it is important you keep the above information confidential.

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

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

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am AWST on Sunday, 10 August 2014.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxy forms may be lodged:**

- 🖥 **Online** [www.boardroomlimited.com.au/vote/plutongm2014](http://www.boardroomlimited.com.au/vote/plutongm2014)
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Level 7, 207 Kent Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

**Your Address**  
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Pluton Resources Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at the **Duxton Hotel, 1 St Georges Terrace, Perth Western Australia 6000 on Tuesday, 12 August 2014 at 10:00am AWST** and at any adjournment of that meeting, to act 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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

**STEP 2 VOTING DIRECTIONS**  
\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Approval of Rights Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Issue of Tranche 1 Shares to Patersons Securities Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Issue of Tranche 2 Shares to Patersons Securities Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SHAREHOLDERS**  
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2014