



NOTICE OF GENERAL MEETING

A General Meeting of the Company will be held at Level 7, 1008 Hay Street, Perth WA 6000 on Friday 5 September 2014 at 10.00am (WST).

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9389 2000.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the general meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00am on 5 September 2014 at:

Level 7, 1008 Hay Street
Perth WA 6000

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 5 pm (WST) on 3 September, 2014.

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – AUTHORITY TO ISSUE SHARES TO A RELATED PARTY – MR BRETT MITCHELL

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

"That, for the purposes of Listing Rule 10.11, and for all other purposes, Shareholders approve and authorise the issue of up to 5,000,000 Shares each at an issue price of 1 cent to Director, Mr Brett Mitchell (or his nominee), on the terms and conditions in the Explanatory Memorandum".

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by Mr Brett Mitchell and his nominee and any of 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 directions on the proxy form; or
- (b) it is cast by the Chairman 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 – AUTHORITY TO ISSUE SHARES TO A RELATED PARTY – MR ALEXANDER PARKS

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

"That, for the purposes of Listing Rule 10.11, and for all other purposes, Shareholders approve and authorise the issue of up to 5,000,000 Shares each at an issue price of 1 cent to Director, Mr Alexander Parks (or his nominee), on the terms and conditions in the Explanatory Memorandum".

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by Mr Alexander Parks and his nominee and any of 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 directions on the proxy form; or
- (b) it is cast by the Chairman 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.

3. RESOLUTION 3 – AUTHORITY TO GRANT INCENTIVE OPTIONS TO A DIRECTOR – MR ALEXANDER PARKS

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

"That, for the purposes of Listing Rule 10.11, and for all other purposes, Shareholders approve and authorise the grant of 24,000,000 Incentive Options to Director, Mr Alexander Parks (or his nominee), on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by Mr Alexander Parks and his nominee and any of 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 directions on the proxy form; or
- (b) it is cast by the Chairman 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.

4. RESOLUTION 4 – AUTHORITY TO GRANT INCENTIVE OPTIONS TO A DIRECTOR – MR BRETT MITCHELL

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

"That, for the purposes of Listing Rule 10.11, and for all other purposes, Shareholders approve and authorise the grant of 6,000,000 Incentive Options to Director, Mr Brett Mitchell (or his nominee), on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by Mr Brett Mitchell and his nominee and any of 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 directions on the proxy form; or
- (b) it is cast by the Chairman 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.

5. RESOLUTION 5 – RATIFICATION OF GRANT OF CONSULTANT OPTIONS TO THE TMK CONSULTANT NOMINEES

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the grant of 40,000,000 Consultant Options to the TMK Consultant Nominees, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by the TMK Consultant Nominees and any of their associates.

However, the Company will not disregard a vote if:

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

6. RESOLUTION 6 – RATIFICATION OF GRANT OF ADVISER OPTIONS TO THE TMK ADVISER NOMINEES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the grant of 41,000,000 Adviser Options to the TMK Adviser Nominees, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by the TMK Adviser Nominees and any of their associates.

However, the Company will not disregard a vote if:

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

DATED: 7 AUGUST 2014

BY ORDER OF THE BOARD

**SYLVIA MOSS
COMPANY SECRETARY**

EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at Level 7, 1008 Hay Street, Perth Western Australia on Friday 5 September 2014 at 10am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at a 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.

2.2 Voting Prohibition by Proxy Holders

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment on Resolutions 3, 4 and 5 if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel of the Company; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on Resolutions 3, 4 and 5.

However, the prohibition does not apply if:

- (a) the proxy is the Chairman; and

- (b) the appointment expressly authorises the Chairman to exercise the proxy even if Resolutions 3, 4 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

3. RESOLUTION 1 – AUTHORITY TO ISSUE SHARES TO A RELATED PARTY – MR BRETT MITCHELL

3.2 General

Resolution 1 seeks Shareholder approval in accordance with Listing Rule 10.11 for the issue of up to 5,000,000 Shares (**Mitchell Shares**) each at an issue price of 1 cent to a Director, Mr Brett Mitchell, (or his nominee) to raise up to \$50,000 (before costs).

The Company recently conducted a renounceable entitlement issue of 10 Shares for every 1 Share held pursuant to the prospectus dated 9 May 2014 (**Entitlement Issue**).

The Mitchell Shares will be issued at the same price as the issue price under the Entitlement Issue.

2.2 Listing Rule 10.11

Listing Rule 10.11 precludes a related party of the Company from participating in any issue of securities in the Company without the prior approval of Shareholders, unless an exception in Listing Rule 10.12 applies.

Mr Mitchell is a related party of the Company because he is a Director of the Company.

If approval for the issue of the Mitchell Shares is given under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1. Shareholder approval of the issue of the Mitchell Shares means that the grant of the issue of the Shares to Mr Mitchell (or nominee) will not reduce the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 1 is an ordinary resolution.

The Chairman will cast all available proxies in favour of Resolution 1.

2.3 Specific information required by Listing Rule 10.13

Listing Rule 10.13 requires that the following information regarding the issue of the Mitchell Shares be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 10.11:

- (a) The Mitchell Shares will be issued to Mr Brett Mitchell (or his nominee).
- (b) The maximum number of Shares to be issued under Resolution 1 is 5,000,000.
- (c) The Company will issue the Mitchell Shares no later than one month after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).
- (d) Each Share will be issued at 1 cent. The Mitchell Shares will comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.
- (e) The funds raised from the issue of the Mitchell Shares will be used to provide ongoing working capital as detailed in the Prospectus dated 9 May 2014
- (f) A voting exclusion statement for Resolution 1 is included in the Notice.

4. RESOLUTION 2 – AUTHORITY TO ISSUE SHARES TO A RELATED PARTY – MR ALEXANDER PARKS

4.2 General

Resolution 2 seeks Shareholder approval in accordance with Listing Rule 10.11 for the issue of up to 5,000,000 Shares (**Parks Shares**) each at an issue price of 1 cent to a Director, Mr Alexander Parks, (or his nominee) to raise up to \$50,000 (before costs).

The Company recently conducted a renounceable entitlement issue of 10 Shares for every 1 Share held pursuant to the prospectus dated 9 May 2014 (**Entitlement Issue**).

The Parks Shares will be issued at the same price as the issue price under the Entitlement Issue.

2.4 Listing Rule 10.11

Listing Rule 10.11 precludes a related party of the Company from participating in any issue of securities in the Company without the prior approval of Shareholders, unless an exception in Listing Rule 10.12 applies.

Mr Parks is a related party of the Company because he is a Director of the Company.

If approval for the issue of the Parks Shares is given under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1. Shareholder approval of the issue of the Parks Shares means that the grant of the issue of the Shares to Mr Parks (or nominee) will not reduce the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 2 is an ordinary resolution.

The Chairman will cast all available proxies in favour of Resolution 2.

2.5 Specific information required by Listing Rule 10.13

Listing Rule 10.13 requires that the following information regarding the issue of the Parks Shares be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 10.11:

- (a) The Parks Shares will be issued to Mr Alexander Parks (or his nominee).
- (b) The maximum number of Shares to be issued under Resolution 2 is 5,000,000.
- (c) The Company will issue the Parks Shares no later than one month after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).
- (d) Each Share will be issued at 1 cent. The Parks Shares will comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.
- (e) The funds raised from the issue of the Parks Shares will be used to provide ongoing working capital as detailed in the Prospectus dated 9 May 2014
- (f) A voting exclusion statement for Resolution 2 is included in the Notice.

5. RESOLUTION 3 – AUTHORITY TO GRANT INCENTIVE OPTIONS TO A DIRECTOR – MR ALEXANDER PARKS

5.2 General

Resolution 3 seeks Shareholder approval in accordance with Listing Rule 10.11 for the grant of 24,000,000 Incentive Options (**Parks Incentive Options**) to Mr Alexander Parks (or his nominee).

Each Parks Incentive Option will be exercisable on or before 31 March 2019 at the greater of 1.6 cents and 125% of the last Share sale price on the ASX on the date that the Board approves the grant of the Option .

The purpose of the grant of the Parks Incentive Options to Mr Parks is for the Company to retain directors of high calibre and to provide cost effective remuneration to Mr Parks for his ongoing commitment and contribution to the Company in his role as Managing Director.

The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Options upon the terms proposed. If the Incentive Options are not granted, the Company could pay Mr Parks additional cash remuneration. However, the Board considers it reasonable for the remuneration of Mr Parks to have a cash component and an equity component to further align Mr Parks' interests with Shareholders and maintain a better cash position for the Company.

5.3 Listing Rule 10.11

Listing Rule 10.11 precludes a related party of the Company from participating in any issue of securities in the Company without the prior approval of Shareholders, unless an exception in Listing Rule 10.12 applies.

Mr Parks is a related party of the Company by reason of his position as a Director.

If approval for the grant of the Parks Incentive Options is given under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1. Shareholder approval of the grant of the Parks Incentive Options means that the grant of the Parks Incentive Options will not reduce the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 3 is an ordinary resolution.

The Chairman will cast all available proxies in favour of Resolution 3.

5.4 Specific information required by Listing Rule 10.13

Listing Rule 10.13 requires that the following information regarding the grant of the Parks Incentive Options be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 10.11:

- (a) The Parks Incentive Options will be granted to Mr Alexander Parks (or his nominees) for nil consideration.
- (b) The maximum number of Incentive Options to be granted under Resolution 3 is 24,000,000.
- (c) The Company will grant the Parks Incentive Options no later than one month after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).
- (d) Each Incentive Option will be exercisable on or before 31 March 2019 at the greater of 1.6 cents and 125% of the last Share sale price on the ASX on the date that the Board approves the grant of the Option. Further terms and conditions of the Incentive Options are in Schedule 1.
- (e) A voting exclusion statement is included in the Notice.
- (f) No funds will be raised by the grant of the Parks Incentive Options as each Incentive Option is being granted at nil consideration.

6. RESOLUTION 4 – AUTHORITY TO GRANT INCENTIVE OPTIONS TO A DIRECTOR – MR BRETT MITCHELL

6.2 General

Resolution 4 seeks Shareholder approval in accordance with Listing Rule 10.11 for the grant of 6,000,000 Incentive Options (**Mitchell Incentive Options**) to Mr Brett Mitchell (or his nominees).

Each Incentive Option will be exercisable on or before 31 March 2019 at the greater of 1.6 cents and 125% of the last Share sale price on the ASX on the date that the Board approves the grant of the Option.

The purpose of the grant of the Incentive Options to Mr Mitchell is for the Company to retain directors of high calibre and to provide cost effective remuneration to Mr Mitchell for his ongoing commitment and contribution to the Company in his role as Chairman.

The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Options upon the terms proposed. If the Incentive Options are not granted, the Company could remunerate Mr Mitchell additional cash remuneration. However, the Board considers it reasonable for the remuneration of Mr Mitchell to have a cash component and an equity component to further align Mr Mitchell interests with Shareholders and maintain a better cash position for the Company.

6.3 Listing Rule 10.11

Listing Rule 10.11 precludes a related party of the Company from participating in any issue of securities in the Company without the prior approval of Shareholders, unless an exception in Listing Rule 10.12 applies.

Mr Mitchell is a related party of the Company by reason of his position as a Director.

If approval for the grant of the Mitchell Incentive Options is given under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1. Shareholder approval of the grant of the Mitchell Incentive Options means that the grant of the Mitchell Incentive Options will not reduce the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 4 is an ordinary resolution.

The Chairman will cast all available proxies in favour of Resolution 4.

6.4 Specific information required by Listing Rule 10.13

Listing Rule 10.13 requires that the following information regarding the grant of the Mitchell Incentive Options be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 10.11:

- (a) The Mitchell Incentive Options will be granted to Mr Brett Mitchell (or his nominees) for nil consideration.
- (b) The maximum number of Incentive Options to be granted under Resolution 4 is 6,000,000.
- (c) The Company will grant the Mitchell Incentive Options no later than one month after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).
- (d) Each Incentive Option will be exercisable on or before 31 March 2019 at the greater of 1.6 cents and 125% of the last Share sale price on the ASX on the date that the Board approves the grant of the Option. Further terms and conditions of the Incentive Options are in Schedule 1.

- (e) A voting exclusion statement is included in the Notice.
- (f) No funds will be raised by the grant of the Mitchell Incentive Options as each Incentive Option is being granted at nil consideration.

7. RESOLUTION 5 – RATIFICATION OF GRANT OF CONSULTANT INCENTIVE OPTIONS TO TMK CONSULTANT NOMINEES

7.1 General

On 31 July 2014, the Company granted 40,000,000 Consultant Options (**TMK Consultant Options**) to the TMK Consultant Nominees in recognition of the services provided to the Company by the TMK Consultants and ongoing alignment with Shareholders. The TMK Consultant Options were granted in the following proportions:

- (a) 20,000,000 to Junko Cockerill, nominee of Mr Ian Cockerill, who is the principal Geoscience Consultant to the Company; and
- (b) 20,000,000 to Oakquest Pty Ltd, nominee of Mr Brett Lawrence, who is the principal Engineering Consultant to the Company.

7.2 Listing Rule 7.4

The TMK Consultant Options were granted within the Company's 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

Resolution 5 seeks Shareholder ratification of the issue of the TMK Consultant Options pursuant to Listing Rule 7.4.

The effect of Shareholders passing Resolution 5 will be to restore the Company's ability to issue further capital to the maximum 15% limit during the next 12 months.

Resolution 5 is an ordinary resolution.

The Chairman intends to cast all available proxies in favour of Resolution 5.

7.3 Specific information required by Listing Rule 7.5

Listing Rule 7.5 requires that the following information regarding the grant of the TMK Consultant Options be provided to Shareholders for the purposes of obtaining Shareholder ratification pursuant to Listing Rule 7.4:

- (a) 40,000,000 Consultant Options were issued on 31 July 2014 for nil consideration.
- (b) Each Consultant Option is exercisable at 1.6 cents on or before 31 March 2019. Further terms and conditions of the Consultant Options are set out in Schedule 2.
- (c) The TMK Consultant Options were issued to Junko Cockerill and Oakquest Pty Ltd, nominees of the TMK Consultants.
- (d) No funds were raised from the grant of the TMK Consultant Options as each Consultant Option was granted for nil consideration.
- (e) A voting exclusion statement is included in the Notice.

8. RESOLUTION 6 – RATIFICATION OF GRANT OF ADVISER OPTIONS TO THE TMK ADVISER NOMINEES

8.1 General

On 28 July 2014, the Company granted 41,000,000 Adviser Options (**TMK Adviser Options**) to the TMK Adviser Nominees in recognition of the TMK Advisers' assistance to the Company in placing shortfall under the Entitlement Issue. The Adviser Options were granted for nominal consideration of 0.1 cents each to raise \$41,000. The TMK Adviser Options were granted in the following proportions:

- (a) 24,000,000 to Havoc Partners LLP (to raise \$24,000) and
- (b) 17,000,000 to Distinct Racing & Breeding Pty Ltd (to raise \$17,000).

8.2 Listing Rule 7.4

The TMK Adviser Options were issued within the Company's 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

Resolution 6 seeks Shareholder ratification of the issue of the TMK Adviser Options pursuant to Listing Rule 7.4.

The effect of Shareholders passing Resolution 6 will be to restore the Company's ability to issue further capital to the maximum 15% limit during the next 12 months.

Resolution 6 is an ordinary resolution.

The Chairman intends to cast all available proxies in favour of Resolution 6.

8.3 Specific information required by Listing Rule 7.5

Listing Rule 7.5 requires that the following information regarding the grant of the TMK Adviser Options be provided to Shareholders for the purposes of obtaining Shareholder ratification pursuant to Listing Rule 7.4:

- (a) 41,000,000 Adviser Options were issued on 28 July 2014.
- (b) Each Adviser Option was issued at an issue price of 0.1 cents to raise a total of \$41,000.
- (c) Each Adviser Option is exercisable at 1.6 cents on or before 31 March 2019. Further terms and conditions of the Adviser Options are set out in Schedule 3.
- (d) The TMK Adviser Options were issued to Havoc Partners LLP and Distinct Racing & Breeding Pty Ltd, nominees of the TMK Advisers.
- (e) \$41,000 was raised by the grant of the TMK Adviser Options. The funds raised from the grant of the TMK Adviser Options will be used to provide ongoing working capital.
- (f) A voting exclusion statement is included in the Notice.

GLOSSARY

\$ means Australian dollars.

Adviser Option means an Option exercisable at 1.6 cents on or before 31 March 2019 and otherwise with the terms and conditions in Schedule 3.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Chairman means the chair of the Meeting.

Closely Related Party has the meaning in section 9 of the Corporations Act.

Company means Tamaska Oil and Gas Limited (ACN 127 735 442).

Consultant Option means an Option exercisable at 1.6 cents on or before 31 March 2019 and otherwise with the terms and conditions in Schedule 2.

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

Directors means the current directors of the Company.

Entitlement Issue has the meaning in Section 3.2.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Incentive Option means an Option exercisable on or before 31 March 2019 at the greater of 1.6 cents and 125% of the last Share sale price on the ASX on the date that the Board approves the grant of the Option and otherwise with the terms and conditions in Schedule 1.

Key Management Personnel means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Mitchell Incentive Options has the meaning in Section 6.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Parks Incentive Options has the meaning in Section 5.1.

Prospectus means The Entitlement Issue Replacement Prospectus dated 9 May 2014

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section contained in this Explanatory Statement.

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

Shareholder means a holder of a Share.

TMK Adviser Nominees means Havoc Partners LLP and Distinct Racing and Breeding Pty Ltd.

TMK Adviser Options has the meaning in Section 8.

TMK Advisers means Mr Craig Burton and Mr Geoff Evans.

TMK Consultant Nominees means Junko Cockerill and Oakquest Pty Ltd.

TMK Consultant Options has the meaning in Section 7.

TMK Consultants means Mr Ian Cockerill and Mr Brett Lawrence.

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

Schedule 1 – Terms and Conditions of Incentive Options

1. Exercise Date

The Options are exercisable wholly or in part at any time before 5.00 pm WST on 31 March 2019. If [name] ceases to be a consultant, employee or director of the Company (or subsidiary) prior to 31 December 2016 the Board may at any time thereafter place the Options (or a portion thereof) on 28 days' notice, whereupon:

- I. The option holder will be given a notice that the Options (or such portion as is specified in the notice) will expire 28 days after the date of such notice; and
- II. Failure to exercise the specified Options within such period will result in such Options lapsing.

2. Issue Price

The Options will be issued for nil consideration

3. Exercise Price

Each Option shall entitle the option holder to acquire one fully paid ordinary Share upon payment of the exercise price. The exercise price will be either 1.6 cents or 125% of the last sale Share price on the ASX on the date of final Board approval (whichever is the greater).

4. Transfer of Options

Prior to 31 December 2016 the Options are only transferable to an associate of the option holder or with Board consent.

5. Notice of Exercise

Each Option may be exercised by notice in writing to the Company at any time before their date of expiry. Any notice of exercise of an option received by the Company with payment in full of the exercise price will be deemed to be a notice of the exercise of that option as at the date of receipt.

6. Quotation of Options and Shares on Exercise

If the Company is admitted to the official list of ASX, application will be made for official quotation of the Shares issued upon exercise of Options. Unless the Board resolves otherwise, the application will not be made to ASX for official quotation of the Options.

7. Participation Rights or Entitlements

There are no participating rights or entitlements inherent in the Options and option holders will not be entitled to participate in new issues of securities offered to shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 business days after the issue is announced so as to give option holders the opportunity to exercise their Options before the date for determining entitlements to participate in any issue.

8. Shares Allotted on Exercise

Shares allotted pursuant to the exercise of Options will be allotted following receipt of all the relevant documents and payments and will rank equally with the issued Shares.

9. Reconstruction of Share Capital

In the event of a reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of the option holder shall be reconstructed in accordance with the Listing Rules.

10. Bonus Issues

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

11. Shareholder and Board Approval

The proposal to issue the Options is subject to:

- i. Shareholder's approval under Listing Rule 10.11
- ii. Final Board approval to issue the Options following receipt of shareholder's approval, and
- iii. the option holder has no right to be issued the Options until receipt of both such approvals.

Schedule 2 – Terms and Conditions of Consultant Options

1. Exercise Date

The Options are exercisable wholly or in part at any time before 5.00 pm WST on 31 March 2019. If [name] ceases to be a consultant, employee or director of the Company (or subsidiary) prior to 31 December 2016 the Board may at any time thereafter place the Options (or a portion thereof) on 28 days' notice, whereupon:

- I. The option holder will be given a notice that the Options (or such portion as is specified in the notice) will expire 28 days after the date of such notice; and
- II. Failure to exercise the specified Options within such period will result in such Options lapsing.

2. Issue Price

The Options will be issued for nil consideration

3. Exercise Price

Each Option shall entitle the option holder to acquire one fully paid ordinary Share upon payment of 1.6 cents.

4. Transfer of Options

Prior to 31 December 2016 the Options are only transferable to an associate of the option holder or with Board consent.

5. Notice of Exercise

Each Option may be exercised by notice in writing to the Company at any time before their date of expiry. Any notice of exercise of an option received by the Company with payment in full of the exercise price will be deemed to be a notice of the exercise of that option as at the date of receipt.

6. Quotation of Options and Shares on Exercise

If the Company is admitted to the official list of ASX, application will be made for official quotation of the Shares issued upon exercise of Options. Unless the Board resolves otherwise, the application will not be made to ASX for official quotation of the Options.

7. Participation Rights or Entitlements

There are no participating rights or entitlements inherent in the Options and option holders will not be entitled to participate in new issues of securities offered to shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 business days after the issue is announced so as to give option holders the opportunity to exercise their Options before the date for determining entitlements to participate in any issue.

8. Shares Allotted on Exercise

Shares allotted pursuant to the exercise of Options will be allotted following receipt of all the relevant documents and payments and will rank equally with the issued Shares.

9. Reconstruction of Share Capital

In the event of a reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of the option holder shall be reconstructed in accordance with the Listing Rules.

10. Bonus Issues

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

Schedule 3 – Terms and Conditions of Adviser Options

1. Exercise Date

The Options are exercisable wholly or in part at any time before 5.00 pm WST on 31 March 2019. Failure to exercise the specified Options before this date will result in such Options lapsing.

2. Issue Price

The Options will be issued for a price of 0.1 cents each

3. Exercise Price

Each Option shall entitle the option holder to acquire one fully paid ordinary Share upon payment of 1.6 cents.

4. Transfer of Options

The options may be sold or transferred at any time up to the Exercise Date.

5. Notice of Exercise

Each Option may be exercised by notice in writing to the Company at any time before their date of expiry. Any notice of exercise of an option received by the Company with payment in full of the exercise price will be deemed to be a notice of the exercise of that option as at the date of receipt.

6. Quotation of Options and Shares on Exercise

If the Company is admitted to the official list of ASX, application will only be made to ASX for official quotation of the Options if the Board so resolves. Application will be made for official quotation of the Shares issued upon exercise of Options.

7. Participation Rights or Entitlements

There are no participating rights or entitlements inherent in the Options and option holders will not be entitled to participate in new issues of securities offered to shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 business days after the issue is announced so as to give option holders the opportunity to exercise their Options before the date for determining entitlements to participate in any issue.

8. Shares Allotted on Exercise

Shares allotted pursuant to the exercise of Options will be allotted following receipt of all the relevant documents and payments and will rank equally with the issued Shares. It is the option holders responsibility to ensure that issue of the shares does not trigger takeover provisions under chapter 6 of the Corporations Act.

9. Reconstruction of Share Capital

In the event of a reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of the option holder shall be reconstructed in accordance with the Listing Rules.

10. Bonus Issues

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