
WESTERN MINING NETWORK LIMITED

ACN 144 079 667

NOTICE OF GENERAL MEETING

TIME: 11.00am WST

DATE: Thursday, 23 October 2014

PLACE: Bentleys
Level 1, 12 Kings Park Road
WEST PERTH, WESTERN AUSTRALIA, 6005

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) 9481 0389.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00am WST on Thursday, 23 October 2014 at:

Bentleys Level 1, 12 Kings Park Road WEST PERTH, WESTERN AUSTRALIA, 6005

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 Meeting are those who are registered Shareholders at 4:00pm WST on Tuesday, 21 October 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.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – CHANGE TO NATURE AND SCALE OF ACTIVITIES

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

"That, conditional on Resolution 2 being approved, for the purposes of ASX Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to complete the Proposed Transaction as described in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by 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 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 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.

2. RESOLUTION 2 – ISSUE OF INITIAL CONSIDERATION SHARES FOR THE PROPOSED TRANSACTION

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

"That, conditional on Resolution 1 being approved, approval is given under ASX Listing Rule 7.1 and for all other purposes, for the issue of 78,967,006 Shares to the Milestone Shareholders as consideration for the Proposed Transaction on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast on Resolution 2 by the Milestone Shareholders (and any of its associates) 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 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 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.

DATED: 17 SEPTEMBER 2014

BY ORDER OF THE BOARD

MR DAVID PALUMBO
COMPANY SECRETARY

EXPLANATORY STATEMENT

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

1. BACKGROUND TO THE RESOLUTIONS

1.1 Details of the Proposed Transaction

On 2 June 2014, the Company announced to ASX that it had entered a Heads of Agreement (**HOA**) to acquire the following from Milestone Link Pte Ltd (**Milestone**):

- (a) An option to acquire 75% of the issued share capital of PT Mekongga Sejahtera (**Mekongga**). Mekongga, an Indonesian incorporated company, is the sole owner of an exploration licence for 98.4 ha expiring on March 17, 2017 issued by Regent of Kolaka, located in Tamboli, Kolaka, South East Sulawesi.
- (b) A 40% interest in PT Eagle Rich Nusantara (**Eagle**) and an option to acquire a further 59% of the issued share capital of Eagle. Eagle, an Indonesian incorporated company with foreign investment approval intends to be used as the corporate vehicle to own an industrial estate area and construct a graphite beneficiation plant (**Production Assets**), should future exploration be successful.

(**Proposed Transaction**).

On 21 July 2014, the Company announced to ASX that it had executed the following agreements with Milestone which legally binds the transaction pursuant to the HOA:

- Conditional Sale, Purchase and Assignment of Options in PT. Mekongga Sejahtera
- Conditional Sale, Purchase and Assignment of Options in PT. Eagle Rich Nusantara
- Conditional Share Subscription in PT. Eagle Rich Nusantara

The Consideration payable by the Company on completion of the Proposed Transaction is:

- (a) (**Initial Consideration**): The issue of 78,967,006 Shares to Milestone (and/or its affiliates) (**Milestone Group**) on the settlement date of the Proposed Transaction (**Initial Consideration**); and
- (b) (**Deferred Consideration**): The issue of WMN Shares such that the Milestone Group will collectively own an additional:
 - (i) 17,548,224 Shares should the Company's market capitalisation attain AUD\$50,000,000 on or before that date which is 5 years after the date of settlement of the Proposed Transaction (**First Milestone**);
 - (ii) 21,935,279 Shares should the Company's market capitalisation attain AUD\$80,000,000 on or before that date which is 5 years

after the date of settlement of the Proposed Transaction (**Second Milestone**); and

- (iii) 65,805,838 Shares should the Company's market capitalisation attain AUD\$100,000,000 on or before that date which is 5 years after the date of settlement of the Proposed Transaction (**Third Milestone**).

Each market capitalisation milestone contemplated by the Deferred Consideration must be satisfied over a 30 day period by reference to the volume weighted average price.

The Company is seeking Shareholder approval for the issue of the Initial Consideration in Resolution 2. Approval is not sought for the issue of Deferred Consideration in this Meeting. It is the current intention to seek Shareholder approval for the Deferred Consideration following satisfaction of the relevant milestone.

The option for shares in Mekongga and Eagle have conditionally been assigned to the Company pursuant to the Conditional Sale, Purchase and Assignment of Options in PT. Mekongga Sejahtera and the Conditional Sale, Purchase and Assignment of Options in PT. Eagle Rich Nusantara respectively.

The material terms of these agreements are:

- (a) (**Exercise**): Exercise of each of the options is by written notice to the grantor giving at least 90 days' notice of the completion date.
- (b) (**Expiry**): There is no expiry on the options.
- (c) (**Price**): The price payable at completion is the par value of the shares being acquired which is equal to:
 - (i) 750,000,000 Indonesian Rupiah for the Mekongga option (75%) which equates to approximately \$70,130 using the exchange rate published by the Reserve Bank of Australia on 15 September 2014; and
 - (ii) 6,697,090,000 Indonesian Rupiah for the Eagle option (59%) which equates to approximately \$626,250 using the exchange rate published by the Reserve Bank of Australia on 15 September 2014.

The Directors do not currently intend to exercise either option in the short term. As exercise of the option is unconditional and with no expiry date the Directors consider it is more appropriate to utilise its cash reserves on exploration and development of the assets rather than payment of the option exercise prices.

1.2 Details of the Assets

Mekongga, is the sole owner of exploration licence No. 188.45/104/2014 issued by Regent of Kolaka, located in Tamboli, Kolaka, South East Sulawesi, covering an area of for 98.4 ha and expiring on March 17, 2017 (**Tamboli Project**).

Access to the Tamboli Project from Jakarta is 1,420km to the east by regular flights to Makassar, which is in South Sulawesi and then by a daily flight ENE for 266km to Pomalaa in South East Sulawesi. The Tamboli Project is strategically located at Tamboli village, Samaturu District, Kolaka, South East Sulawesi,

Province, Indonesia. The Gulf of Bone (also known as Bone Bay or the Bone Gulf) is to the west and opens to the south into the Banda Sea. In the other three directions the coastal plain soon passes into hills and low mountains. There are no resident inhabitants within the hills of the IUP project area.

The concession comprises elongated hills that trend N 200 E – N 20 E reflecting geological structure and faults. The hillsides have extreme slopes ranging between 30° – 55° with height ranging from 50- 100 meters. The project area is marginally flanked by the Tamboli and Amamutu Rivers. The stream pattern developed from these major rivers is one of a trellised pattern that reflects the structure of the area.

The main zone of interest geologically is the Palaeozoic Metamorphic Mekongga Complex that comprises schists, gneiss, phyllite, slate and minor marble.

Mekongga completed a significant amount of work prior to the Company signing the HOA with Milestone, including:

- a geophysical survey of selected zones that indicates anomalies of conductive slate (indicates possible graphite content)
- A topographic survey of the tenement
- Geological mapping of all major drainage has been carried out and is progressing into minor tributaries
- Forty-Nine outcrop samples collected for assay

The Company reviewed all work completed by Mekongga as part of its due diligence. Based on the work completed, slate with visible graphite which has distinct geophysical chargeability/conductivity anomalies associated with a zone where diorite intrudes metamorphosed sediments was identified.

A preliminary core-drilling programme targeting the geophysical Resistivity and IP anomaly commenced on or around 15 July 2014 and is continuing as at the date of this Notice.

Should drilling be successful, PT Eagle Rich Nusantara plans to own an industrial estate and graphite beneficiation plant, which will be constructed in the immediate area.

The ultimate project aim envisages quarry mine feed to a standard flotation mill with product used in factories to be established within the proposed industrial estate where the road and sea access are excellent. The location is logistically excellent with its own river for water supply, a nearby coastal highway and close proximity to the sea for bulk commodity transportation.

1.3 Details of the Offtake Agreement

Milestone and Mekongga are parties to an offtake agreement pursuant to which Milestone has agreed to exclusively purchase 100% of the graphite produced from the Tamboli Project at a price equal to the production costs plus a margin per metric ton to be agreed acting reasonably prior to commencement of production. This agreement continues until expiry of the licence comprising the Tamboli Project (including any extension of the current term).

1.4 Pro forma capital structure

The effect of the Proposed Transaction on the capital structure of the Company will be as follows:

	Shares
Current issued capital	78,967,006
Initial Consideration for Proposed Transaction	78,967,006
Total on completion of transaction	157,934,012
Contingent consideration:	
First Milestone Completion	17,548,224
Second Milestone Completion	21,935,279
Third Milestone Completion	65,805,838
Total	263,223,353

1.5 Pro forma balance sheet

An unaudited pro-forma balance sheet of the Company following completion of the Proposed Transaction is set out in Schedule 1.

1.6 Additional risk factors

The risk profile of the assets being acquired under the Proposed Transaction is similar to that applying to the Company's existing assets which has previously been disclosed to Shareholders as the Company would be continuing with exploration in a similar area of Indonesia. These risks include exploration and operational risks, environmental regulations and commodity price and foreign currency volatility.

In addition, the Directors have identified the following risks the Company may be exposed to following completion of the Proposed Transaction that are in addition to those currently applying:

(a) Additional Funding Requirements

The Proposed Transaction envisages the Company becoming a production company, should exploration be successful. This will require capital above what is being considered in this Notice of Meeting. When the Company requires access to further funding at any stage in the future, the Company may be adversely affected in a material way if, for any reason, access to capital or debt is not available at all or on commercially acceptable terms. There can be no assurance that additional funds will be available.

If additional funds should be raised by issuing equity, this might result in dilution to the existing Shareholders at that time. The pricing of future share issues will also depend upon the results of the Company's activities, market factors, investor demand for shares and the need for capital by either debt or equity capital raisings.

(b) Exploration and Development Risks

The business of slate and graphite exploration, project development and production, by its nature, contains elements of significant risk with no guarantee of success. Ultimate and continuous success of these activities is dependent on many factors such as:

- (i) the discovery and/or acquisition of economically recoverable reserves;
- (ii) access to adequate capital for project development;
- (iii) design and construction of efficient development and production infrastructure within capital expenditure budgets;
- (iv) securing and maintaining title to interests;
- (v) obtaining consents and approvals necessary for the conduct of exploration, development and production; and
- (vi) access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants.

Whether or not income will result from the existing projects or the new assets, undergoing an exploration and development program depends on successful exploration and establishment of production facilities. Factors including costs, reliability and commodity prices affect successful project development and operations.

Mining activities carry risk and as such, activities may be curtailed, delayed or cancelled as a result of weather conditions, mechanical difficulties, shortages or delays in the delivery of equipment.

Industry operating risks include fire, explosions, industrial disputes, unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment, mechanical failure or breakdown and environmental hazards such as accidental spills or leakages, or geological uncertainty. The occurrence of any of these risks could result in legal proceedings against the Company and substantial losses to the Company due to injury or loss of life, damage to or destruction of property, natural resources or equipment, pollution or other environmental damage, cleanup responsibilities, regulatory investigation, and penalties or suspension of operations. Damage occurring to third parties as a result of such risks may give rise to claims against the Company.

There is no assurance that any exploration on current or future interests will result in the discovery of an economic deposits. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically developed.

(c) Resource and Reserve Estimates

The Company presently has no JORC Code compliant resources on the tenement in which it is earning an interest. In the event a resource is delineated this would be an estimate only. Future resource estimates will be expressions of judgement based on knowledge, experience and industry practice. Estimates that were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, the estimates are likely to change. This may result in alterations to development and mining plans that may, in turn, adversely affect the project's operations.

1.7 Advantages of the Proposed Transaction

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on the Resolutions:

- (a) the Proposed Transaction provides an opportunity for the Company to enhance its current suite of tenements/licences with a project that is complementary to the Company's existing strategy;
- (b) the Company will achieve diversification of business risk by virtue of an expanded operational footprint, broadening industry coverage;
- (c) the Proposed Transaction represents a significant opportunity for the Company to increase the scale of its activities which should increase the number and size of the investor pool that may invest in the Company's Shares;
- (d) the Proposed Transaction is of a complementary asset to the Company's existing assets and therefore the Company will continue to have the same main undertaking;
- (e) the Proposed Transaction provides an opportunity for the Company to diversify into markets with increased growth opportunities, such as additional slate and graphite projects in Indonesia.
- (f) the potential increase in market capitalisation of the Company following completion of the Proposed Transaction may lead to increased coverage from investment analysts, access to improved equity capital market opportunities and increased liquidity which are not currently present; and
- (g) there are presently no alternative proposals which may provide a greater benefit to Shareholders;

1.8 Disadvantages of the Proposed Transaction

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on the Resolutions:

- (a) the Milestone Shareholders will become major Shareholders of the Company and have a significant influence over the operations of the Company;

- (b) current Shareholders will have their voting power in the Company significantly diluted;
- (c) there is no guarantee that the Assets will be economically viable; and
- (d) current Shareholders will be exposed to the additional risks associated with the Assets as set out in Section 1.6.

1.9 Intentions if Proposed Transaction is not approved

If the Resolutions are not passed and the Proposed Transaction is not completed, the Company will seek alternative investment opportunities.

1.10 Director's recommendation

The Directors do not have any material personal interests in the outcome of the Resolutions and unanimously recommend that Shareholders vote in favour of the Resolutions as they consider the Proposed Transaction and associated issue of Shares under Resolution 2 to be in the best interests of Shareholders as after assessment of the advantages and disadvantages referred to in Sections 1.7 and 1.8 the Directors are of the view that the advantages outweigh the disadvantages.

2. RESOLUTION 1 – CHANGE TO NATURE AND SCALE OF ACTIVITIES

2.1 General

Resolution 1 seeks approval from Shareholders for the Proposed Transaction as outlined in Section 1.1.

2.2 Legal requirements

ASX Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature or scale of its activities, it must provide full details to ASX as soon as practicable and comply with the following:

- (a) provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;
- (b) if ASX requires, obtain the approval of holders of its shares and any requirements of ASX in relation to the notice of meeting; and
- (c) if ASX requires, meet the requirements of Chapters 1 and 2 of the ASX Listing Rules as if the company were applying for admission to the official list of ASX.

ASX has indicated to the Company that, given the proposed change in the nature and scale of the Company's activities, it requires the Company to obtain Shareholder approval for the change in nature and scale of its activities.

3. RESOLUTION 2 – ISSUE OF INITIAL CONSIDERATION SHARES TO THE MILESTONE SHAREHOLDERS

3.1 General

Resolution 2 seeks Shareholder approval for the issue of 78,967,006 Shares to the Milestone Shareholders as Initial Consideration for the Proposed Transaction.

3.2 Listing Rule 7.1

Listing Rule 7.1 requires Shareholder approval for the issue of the Initial Consideration Shares to the Milestone Shareholders.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 2 will be to allow the Directors to issue the Initial Consideration Shares pursuant to Resolution 2 during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual capacity.

3.3 Specific information required by Listing Rule 7.3

For the purposes of Shareholder approval of the issue of Initial Consideration Shares to the Milestone Shareholders and the requirements of Listing Rule 7.3, information is provided as follows:

- (a) the maximum number of Initial Consideration Shares to be issued is 78,967,006;
- (b) the Initial Consideration Shares will be issued no later than 3 months after the date of this Meeting (or such later date as approved by ASX) and it is intended that issue of the Shares will occur on the same date;
- (c) the Initial Consideration Shares will be issued for nil cash consideration as they are being issued as consideration for the Proposed Transaction;
- (d) the Initial Consideration Shares will be issued in the following proportions to the following Milestone Shareholders, who are not related parties of the Company:
 - (i) Mr. Anton Rianto – 15,793,402 Shares;
 - (ii) Mr. Husni Thamrin – 15,793,401 Shares;
 - (iii) Mr. Petrus Odang Yusman – 15,793,401 Shares;
 - (iv) Mr. Aji Setiadi – 15,793,401 Shares; and
 - (v) Mr. Yap Neng Foo -15,793,401 Shares;
- (e) the Initial Consideration Shares will be fully paid ordinary shares in the capital of the Company that will rank pari-passu with the Company's current issued Shares other than 40% of the Initial Consideration Shares issued, on a pro-rata basis between the recipients, will be voluntarily escrowed for a period of 12 months from their respective dates of issue;
- (f) no funds will be raised from the issue of the Initial Consideration Shares as they are to be issued as consideration for the Proposed Transaction; and
- (g) a voting exclusion statement is included in the Notice.

GLOSSARY

\$ means Australian dollars.

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Company means Western Mining Network Limited (ACN 144 079 667).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

Proposed Transaction means the transaction described in section 1 of the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

Resolution means the resolution set out in the Notice.

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

Shareholder means a holder of a Share.

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

SCHEDULE 1 – PRO FORMA BALANCE SHEET AS AT 30 JUNE 2014

The unaudited pro-forma balance sheet has been prepared to provide information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	Notes	30/06/2014 Unaudited A\$	30/06/2014 Pro-forma A\$
Current Assets			
Cash and cash equivalents		2,179,428	2,179,428
Receivables		146,711	146,711
Other assets		13,666	13,666
Total Current Assets		2,339,805	2,339,805
Non-Current Assets			
Other assets		499,405	499,405
Exploration and evaluation expenditure	1	6,767,612	10,952,863
Plant and equipment		3,024	3,024
Total Non-Current Assets		7,270,041	11,455,292
Total Assets		9,609,846	13,795,097
Current Liabilities			
Payables		609,941	609,941
Total Current Liabilities		609,941	609,941
Total Liabilities		609,941	609,941
Net Assets		8,999,905	13,185,156
Equity			
Issued Capital	1	12,663,797	16,849,048
Reserves		2,829,362	2,829,362
Accumulated losses		(6,430,087)	(6,430,087)
Non-controlling interest		(63,167)	(63,167)
Total Equity		8,999,905	13,185,156

Notes:

1. Issue of 78,967,006 at a deemed value of \$0.053 per Share as consideration for the Proposed Transaction

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PROXY FORM

APPOINTMENT OF PROXY
WESTERN MINING NETWORK LIMITED
ACN 144 079 667

GENERAL MEETING

I/We

of

being a Shareholder entitled to attend and vote at the Meeting, hereby

appoint

Name of proxy

OR

☐

the Chair as my/our proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 11.00am WST on Thursday, 23 October 2014 at Bentleys, Level 1, 12 Kings Park Road, West Perth, Western Australia 6005, and at any adjournment thereof.

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

Voting on business of the Meeting

FOR

AGAINST

ABSTAIN

Resolution 1 – Change in nature and scale of activities

☐☐☐

Resolution 2 – Issue of Initial Consideration Shares for the Proposed Transaction

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Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signature of Shareholder(s):

Date: _____

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____

Contact Ph (daytime): _____

Instructions for Completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Western Mining Network Limited, Level 11, 216 St Georges Terrace, Perth WA 6000; or
 - (b) facsimile to the Company on facsimile number +61 8 9463 6103; or

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.