



Notice of Annual General Meeting and Explanatory Statement

Cokal Limited

ABN 55 082 541 437

Date of Meeting: 17 November 2014

Time of Meeting: 11.00am (Brisbane time)

Place of Meeting: The Coro, 28 McDougall St, Milton QLD 4064

This is an important document and requires your attention

If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional advisor

Notice is given that the Annual General Meeting of Shareholders of Cokal Limited ABN 55 082 541 437 (**Company**) will be held at The Coro, 28 McDougall St, Milton QLD 4064, on 17 November 2014 at 11.00am (Brisbane time).

Agenda

ORDINARY BUSINESS

Financial Reports

To receive and consider the Company's 2014 Annual Report comprising the Directors' Report, Independent Auditors' Report, Directors' Declaration, Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, Statement of Cash Flows and notes to and forming part of the financial statements for the Company and its controlled entities for the financial year ended 30 June 2014.

1. Resolution One – Re-election of Domenic Martino as a Director

To consider and, if thought fit, pass the following Ordinary Resolution, without amendment:

"That Mr Domenic Martino, who retires at the close of the Annual General Meeting in accordance with Rule 5.2 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

2. Resolution Two - Remuneration Report

To consider and, if thought fit, pass the following Resolution as a non-binding ordinary resolution under section 250R(2) of the *Corporations Act 2001*:

"That the Remuneration Report for the year ended 30 June 2014 (as set out in the Directors' Report) is adopted."

NOTES – RESOLUTION TWO

1. The vote on Resolution Two is advisory only and does not bind the Directors or the Company.
2. If 25% or more of votes that are cast are voted against the remuneration report at two consecutive AGM's, Shareholders will be required to vote at the second of those AGM's on a resolution proposing that an extraordinary general meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election (a 'spill resolution').
3. **Voting exclusion**
The Company will disregard and not count any votes cast (in any capacity) on Resolution Two by or on behalf of either or both the following persons:
 - (a) a member of the Company's Key Management Personnel; or
 - (b) a Closely Related Party of a member of the Company's Key Management Personnel, unless:
 - (c) the person:
 - (i) does so in relation to a resolution where they hold a Directed Proxy Form; or
 - (ii) is the Chairman of the Meeting and is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution; and
 - (d) the vote is not cast on behalf of a person described in paragraph (a) and (b) above.

3. Resolution Three – Ratification of Previous Issue of Options

To consider and, if thought fit, pass the following Ordinary Resolution with or without amendment:

“That, in accordance with the provisions of Listing Rule 7.4 and for all other purposes, Shareholders ratify the grant to Platinum Partners Credit Opportunities Master Fund, L.P. of 15,000,000 options to subscribe for ordinary Shares in the Company exercisable at \$0.20 each on or before 27 August 2018 (subject to an extension in accordance with the terms and conditions of grant) and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

VOTING EXCLUSION STATEMENT

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

- Platinum Partners Credit Opportunities Master Fund, L.P. (**Platinum**); and
- any associate of Platinum.

However, the Company need not disregard a vote if:

- 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
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

4. Resolution Four - Approval of Enhanced Placement Capacity

To consider and, if thought fit, pass the following Special Resolution with or without amendment:

“That, pursuant to and in accordance with the provisions of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of such a number of Shares equal up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”

NOTES – RESOLUTION FOUR

Voting exclusion

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

- a person who may participate in the Enhanced Placement Capacity and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed; and
- any associate of such a person.

However, the Company need not disregard a vote if:

- 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
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

5. Resolution Five – Ratification of issue of Consultant Shares

To consider and, if thought fit, pass the following Ordinary Resolution with or without amendment:

"That, in accordance with the provisions of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 384,000 ordinary shares in the Company to Crook Media Pty Ltd on the terms and conditions set out in the Explanatory Statement."

VOTING EXCLUSION STATEMENT

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

- Crook Media Pty Ltd (**Crook Media**); and
- any associate of Crook Media.

However, the Company need not disregard a vote if:

- 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
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company. Specific comments relating to the Resolutions are set out in the Explanatory Statement.

By order of the Board
Victor Kuss, Joint Company Secretary
14 October 2014

Explanatory Statement

Introduction

This Explanatory Statement is provided to Shareholders of Cokal Limited ABN 55 082 541 437 (**Company**) to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held at The Coro, 28 McDougall St, Milton QLD 4064, on 17 November 2013 at 11.00am (Brisbane time).

The purpose of this Explanatory Statement is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions to be considered by the Meeting.

The Directors recommend that Shareholders read the Notice of Meeting (**Notice**) and this Explanatory Statement before determining whether to support the resolutions or otherwise.

Other than as contained in the Notice and Explanatory Statement, the Directors believe that there is no other information known to the Company or the Directors that is reasonably required by Shareholders to decide whether or not it is in the Company's best interests to pass any of the resolutions.

1. Consider the Company's 2014 Annual Report

The Corporations Act requires the financial report, the directors' report and the auditor's report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the financial report, the directors' report or the auditor's report. The Company's 2014 Annual Report is placed before the Shareholders for discussion. No voting is required for this item.

2. Resolution One – Re-election of Domenic Martino as a Director

Mr Domenic Martino was first appointed on 24 December 2010 and was re-elected by Shareholders on 24 November 2011. Mr Domenic Martino retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Director.

Mr. Martino is a Chartered Accountant and an experienced director of ASX listed companies. Previously CEO of Deloitte Touch Tohmatsu in Australia, he has significant experience in the development of "micro-cap" companies.

- Former CEO Deloitte Touche Tohmatsu Australia.
- Key player in the re-birth of a broad grouping of ASX companies including Sydney Gas, Pan Asia, Clean Global Energy, NuEnergy Capital.
- Strong reputation in China.
- Lengthy track record of operating in Indonesia, successfully closed key energy and resources deals with key local players.
- Proven track record in capital raisings across a range of markets.

Mr. Martino is the Chairman of the Audit Committee.

The Directors (with Mr Martino abstaining) recommend that you vote in favour of this Resolution.

3. Resolution Two - Remuneration Report

The Remuneration Report is set out in the Directors' Report section of the Company's 2014 Annual Report. The Annual Report is available to download on the Company's website, www.cokal.com.au.

Under Section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors or the Company.

Under the Corporations Act, if at least 25% of the votes cast on the resolution are voted against adoption of the Remuneration Report at two consecutive Annual General Meetings, the Company will be required to put to Shareholders a resolution at the second of those Annual General Meetings proposing the calling of an extraordinary general meeting within 90 days to consider the re-election of all of the directors of the Company (other than the Managing Director) ("spill resolution").

If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene the extraordinary general meeting ("spill meeting") within 90 days of the second Annual General Meeting. All of the directors who were in office when the second (consecutive) Directors' Report was considered at the second (consecutive) Annual General Meeting, other than the Managing Director, will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting those persons whose election or re-election as directors are approved will be the directors of the Company.

At the 2013 Annual General Meeting less than 25% of the votes cast were voted against adoption of the Remuneration Report included in the 2013 Annual Report.

In summary the Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executive of the Company; and
- details and explains any performance conditions applicable to the remuneration of executives directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

A voting exclusion applies to Key Management Personnel and their Closely Related Parties in certain circumstances – please see the notes to Resolution Two. Any undirected proxies held by the directors or any other Key Management Personnel (excluding the Chairman) or their Closely Related Parties will not be voted on Resolution Two.

As the directors have a personal interest in the proposed Resolution Two, they make no recommendation as to how Shareholders should vote on the Resolution.

4. Resolution Three - Ratification of Previous Issue of Options

Background

On 27 August 2014, the Company issued to Platinum Partners Credit Opportunities Master Fund, L.P. (**Platinum**) 15,000,000 unlisted options to subscribe for Shares in the Company, exercisable at \$0.20 each on or before 27 August 2018 (expiry date can be extended to 27 August 2022 in certain circumstances) (**Platinum Options**).

A summary of the terms and conditions of grant is set out in Annexure A.

Shareholder approval

Resolution Three seeks the ratification by Shareholders of the issue of the Platinum Options.

ASX Listing Rule 7.1 prohibits an ASX listed company, except in certain cases, from issuing or agreeing to issue new equity securities without the approval of its Shareholders, if the number of securities issued or agreed to be issued by the company during the previous 12 months exceeds 15% of the total number of securities on issue at the commencement of that 12 month period (**Placement Capacity**).

ASX Listing Rule 7.4 provides that an issue of equity securities made without prior approval of Shareholders may be treated as having been made with Shareholder approval if:

- (a) at the time of the issue, it did not breach ASX Listing Rule 7.1; and
- (b) the Shareholders of the company subsequently ratify the issue in general meeting.

The issue of the Platinum Options was made in accordance with Listing Rule 7.1, accordingly, the Company seeks Shareholder ratification in accordance with Listing Rule 7.4. If this resolution is approved it would have the effect of allowing the issue of the Platinum Options to be treated as having been made with Shareholder approval so they will not be counted towards the Company's Placement Capacity under ASX Listing Rule 7.1.

If Resolutions Three, Four and Five are approved, the Company would be able to issue up to 25% of its capital during the next 12 months without the need to obtain further Shareholder approval.

Information required by ASX Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5 the Company provides the following information (in addition to information contained in the Notice of Meeting and elsewhere in this Explanatory Statement) for the purposes of Shareholder ratification under Listing Rule 7.4:

Number of securities issued	15,000,000 unlisted options.
The price at which the securities were issued	The Platinum Options were granted as part consideration for the BBM funding package announced on 11 August 2014.
The terms of the securities	The Platinum Options are unlisted, have an exercise price of \$0.20 each and expire on or before 27 August 2018 (expiry date can be extended to 27 August 2022 in certain circumstances). A summary of the terms are set out in Annexure "A" to this Explanatory Statement.
Name of allottee	Platinum Partners Credit Opportunities Master Fund, L.P.

The use (or intended use) of the funds raised	The BBM funding package will enable work to progress on the detailed engineering and final design to progress and complete the preparation work necessary to enable site based construction to start.
Voting exclusion statement	A voting exclusion statement relating to Resolution Three is included in the Notice of Meeting.

The Directors unanimously recommend that you vote in favour of this Resolution.

5. Resolution Four - Approval of Enhanced Placement Capacity

Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to issue shares up to 10% of their issued share capital through placements over a 12 month period after the annual general meeting (**Enhanced Placement Capacity**). This Enhanced Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1. The Company is an eligible entity for the purposes of Listing Rule 7.1A. The Company has a market capitalisation of less than \$300 million and is not included in the S&P ASX 300 Index.

Resolution Four is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a case of a corporate Shareholder, by a corporate representative).

If approved, the effect of Resolution Four will be to allow the Directors to issue the shares under Listing Rule 7.1A during the Enhanced Placement Period in addition to the Company's 15% placement capacity under Listing Rule 7.1 (**15% Placement Capacity**).

Calculation of the Enhanced Placement Capacity

The actual number of shares that the Company will have capacity to issue under the Enhanced Placement Capacity will be calculated at the date of issue of the shares in accordance with the formula prescribed in Listing Rule 7.1A.2.

Minimum Issue Price

The issue price of shares issued under the Enhanced Placement Capacity will not be less than 75% of the volume weighted average price of shares in the same class calculated over the 15 trading days immediately before:

- (a) the date on which the price at which the shares are to be issued is agreed; or
- (b) if the shares are not issued within 5 trading days of the date in paragraph (a) above, the date on which the shares are issued.

Enhanced Placement Period

Shareholder approval of the Enhanced Placement Capacity is valid, and Shares will only be issued, from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (b) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(the **Enhanced Placement Period**).

Dilution of existing Shareholders

(a) *Dilution risks*

If Resolution Four is approved by the Shareholders and the Company issues Shares under the Enhanced Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the below table.

(b) *Economic risks*

(1) There is a risk that:

- (A) the market price for the Company's Shares may be significantly lower on the date of the issue of the shares than on the date of this meeting; and
- (B) the shares may be issued at a price that is at a discount to the market price for the Company's Shares on the issue date.

(2) If shares are issued at a discount to the net tangible asset value per share (**NTA**) there may be a negative impact on NTA.

(c) *Potential dilution of existing ordinary Shareholders*

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1.2 as at the date of this Notice.

The table also shows:

- (1) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (2) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.07 50% decrease in issue price	\$0.14 Issue price	\$0.28 100% increase in issue price
Current Variable A 471,487,926 shares	10% voting dilution	47,148,793 shares	47,148,793 shares	47,148,793 shares
	Funds raised	\$3,300,415	\$6,600,831	\$13,201,662
50% increase in Variable A 707,231,889 shares	10% voting dilution	70,723,189 shares	70,723,189 shares	70,723,189 shares
	Funds raised	\$4,951,623	\$9,901,246	\$19,802,493
100% increase in Variable A 942,975,852 shares	10% voting dilution	94,297,585 shares	94,297,585 shares	94,297,585 shares
	Funds raised	\$6,600,831	\$13,201,662	\$26,403,324

The table has been prepared on the following assumptions:

- (A) The Company issues the maximum number of shares available under the Enhanced Placement Capacity.
- (B) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (C) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Enhanced Placement Capacity, based on that Shareholder's holding at the date of the meeting.
- (D) The table shows only the effect of issues of shares under Listing Rule 7.1A, not under the 15% Placement Capacity under Listing Rule 7.1.
- (E) The issue price is \$0.14, being the closing price of the Shares on ASX on 7 October 2014.

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the Enhanced Placement Capacity as follows:

- (a) The Company may issue shares under the Enhanced Placement Capacity for working capital, general corporate and other purposes. Shares may be issued for non-cash consideration.
- (b) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Enhanced Placement Capacity. The identity of the allottees of shares will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - (1) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (2) the effect of the issue of the shares on the control of the Company;
 - (3) the financial situation and solvency of the Company; and
 - (4) advice from corporate, financial and broking advisers (if applicable).
- (c) The allottees under the Enhanced Placement Capacity have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.
- (d) The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.
- (e) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Shares. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Directors of the Company believe that Resolution Four is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

6. Resolution Five - Ratification of issue of Consultant Shares

Background

As previously disclosed, the Company issued 384,000 shares in the Company (**Consultant Shares**) to a consultant, Crook Media Pty Ltd (**Crook Media**).

Listing Rule 7.1 prohibits an ASX listed company, except in certain cases, from issuing or agreeing to issue new equity securities without the approval of its Shareholders, if the number of securities issued by the company during the previous 12 months exceeds 15% of the total number of securities on issue at the commencement of that 12 month period (**Placement Capacity**).

The Consultant Shares were issued without Shareholder approval and reduces the Company's Placement Capacity.

Listing Rule 7.4

Listing Rule 7.4 provides that an issue of shares made by a company without the prior approval of shareholders may be treated as having been made with shareholder approval if:

- (a) at the time the issue took place, it did not breach Listing Rule 7.1; and
- (b) the shareholders of the company, in general meeting, subsequently ratify the issue of the shares.

The issue of Consultant Shares was made in accordance with Listing Rule 7.1, accordingly the Company seeks shareholder ratification in accordance with Listing Rule 7.4. If Resolution Five is approved this would have the effect that the issue of the Consultant Shares will be treated as having been made with Shareholder approval and will not be counted towards Cokal's Placement Capacity.

Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5 the Company provides the following information (in addition to the information contained in the Notice of Meeting and elsewhere in this Explanatory Statement):

Number of Shares issued	384,000 fully paid ordinary shares
Price at which Shares were issued	\$0.25 per share
Date on which the Shares were issued and allotted	9 October 2014
The names of the persons to whom the securities were issued	Crook Media Pty Ltd
The terms of the Shares issued	192,000 of the Consultant Shares have been placed into voluntary escrow for 18 months pursuant to an escrow agreement signed by the Company and Crook Media, with the balance 192,000 ranking <i>pari passu</i> in all respects with the Company's existing Shares.
The use (or intended use) of the funds raised	No additional funds will be raised by the issue of the Consultant Shares.
Voting exclusion statement	A voting exclusion statement relating to Resolution Five is included in the Notice of Meeting.

The Directors of the Company unanimously recommend that Shareholders vote in favour of this Resolution.

7. Interpretation

\$ means Australian dollars

ASX means ASX Limited ACN 008 624 691 or the securities exchange operated by ASX Limited ACN 008 624 691 as the context requires.

Board means the board of Directors of the Company.

Closely Related Party means the closely related parties of Key Management Personnel as defined in the Corporations Act 2001, and includes certain members of their family, dependants and companies they control.

Company means Cokal Limited ACN 082 541 437.

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

Directed Proxy Form means a proxy form which specifies how the proxy is to vote.

Key Management Personnel of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2014.

Listing Rules means the listing rules of the ASX.

Meeting means the Annual General Meeting of Shareholders to be held on 17 November 2014.

Remuneration Resolution means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution means a resolution to be proposed at the Meeting.

Shares means ordinary fully paid shares in the issued capital of the Company.

Shareholder means a shareholder of the Company.

Undirected Proxy Form means a proxy form which does not specify how the proxy is to vote.

Any enquiries in relation to the Resolutions or the Explanatory Statement should be directed to Victor Kuss (Company Secretary):

Cokal Limited

Street address: c/- Cokal Limited, Suite 3402, Level 34 Riverside Centre, 123 Eagle Street, Brisbane QLD 4000

Postal address: PO Box 7122, Brisbane QLD 4001

Ph: (07) 3001 4100 | **Fax:** (07) 3001 4195

Email: info@cokal.com.au

Annexure A

Options Terms and Conditions - Platinum Partners Credit Opportunities Master Fund, L.P. (Platinum)

- (a) Each Platinum Option is an option to subscribe for one Share in the capital of the Company.
- (b) Each Platinum Option is exercisable from the date of grant (27 August 2014) until 5.00 pm (Brisbane time) on 27 August 2018 (however, the expiry date can be extended to 27 August 2022 in certain circumstances) (**Exercise Period**).
- (c) If during the period commencing in the date of grant to 27 August 2018 there is a 'Prescribed Event', then the exercise period will extend to 27 August 2022. A 'Prescribed Event' is any of the following events:
 - a. Trading in the Company's Shares on the ASX and/or any other applicable financial market was suspended for more than a total of 10 days during any 12 month period;
 - b. The Shares in the Company cease to be listed and traded on a financial market including without limitation by means of a de-listing, merger, transfer of assets, scheme of arrangement or management buy-out; or
 - c. Any such transaction, including by demerger or spin-off that results in the Company, its shares or its substantial assets being privately owned.
- (d) A Platinum Option automatically lapses immediately after the Exercise Period.
- (e) The exercise price of each Platinum Option is AUD\$0.20 (twenty cents). Payment of the exercise price may be satisfied by the holder paying the exercise price in cash or causing the provider of the bridge loan or project finance to reduce the principal owing by the amount of the exercise price.
- (f) The Platinum Options are transferable in whole or in part to a person that comes within sections 708(8), (10) and (11) of the *Corporations Act 2001* (Cth)(sophisticated and professional investors) without the Company's consent.
- (g) The Platinum Options may be exercised wholly or in part by delivering a duly completed form of notice of exercise together with payment of an amount equal to the exercise price per Platinum Option to the Company at any time on or after the vesting date and on or before the Expiry Date.
- (h) Upon the valid exercise of the Platinum Options and payment of the exercise price, the Company will issue Shares ranking *pari passu* with the existing Shares at the date of issue.
- (i) Platinum Option holders do not have any right to participate in new issues of securities in the Company made to Shareholders generally. The Company will, where required pursuant to the ASX Listing Rules, provide Platinum Option holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to Shareholders generally) to exercise the Platinum Options, in accordance with the requirements of the ASX Listing Rules.
- (j) The option holder does not participate in any dividends unless the Platinum Options are exercised and the resultant Shares of the Company are issued prior to the record date to determine entitlements to the dividend.
- (k) The Company does not intend to apply for listing of the Platinum Options on the ASX.
- (l) The Company shall apply for listing on the ASX of the resultant Shares of the Company issued upon exercise of any Platinum Option.

- (m) If at any time the issued share capital of the Company is reconstructed (whether by way of consolidation of capital, sub-division of capital, return of capital, reduction of capital by cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled, a pro-rata cancellation of share capital or otherwise) all rights of the option holder will be amended to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (n) If there is a pro rata issue (except a bonus issue), the exercise price of a Platinum Option may be reduced according to the following formula:

$$O^n = O - \frac{E[P - (S + D)]}{N + 1}$$

Where:

- O^n = the new exercise price of the Platinum Option;
- O = the old exercise price of the Platinum Option;
- E = the number of underlying Shares into which one Platinum Option is exercisable;
- P = the average market price per Share (weighted by reference to volume) of the underlying Shares during the five (5) trading days ending on the day before the ex-rights date or ex entitlements date;
- S = the subscription price for a Share under the pro rata issue;
- D = the dividend due but not yet paid on existing underlying Shares (except those to be issued under the pro rata issue); and
- N = the number of Shares with rights or entitlements that must be held to receive a right to one new Share.
- (o) If there is a bonus issue to the holders of Shares in the Company, the number of Shares over which the Platinum Option is exercisable may be increased by the number of Shares which the Platinum Option holder would have received if the Platinum Option had been exercised before the record date for the bonus issue and no change will be made to the exercise price.

Proxy, Representative and Voting Entitlement Instructions

Proxies and Representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a Shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the Shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a Shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001* (Cth).

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be deposited at, posted to, or sent by facsimile transmission to the address listed below not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Cokal Limited

Street address: c/- Cokal Limited, Suite 3402, Level 34 Riverside Centre, 123 Eagle Street, Brisbane QLD 4000

Postal address: PO Box 7122, Brisbane QLD 4001

Ph: (07) 3001 4100 | **Fax:** (07) 3001 4195

info@cokal.com.au

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company.

A proxy form is attached to this Notice.

Proxy Appointment - Voting Instructions

If you appoint one or more proxies, you can direct your proxy how to vote by placing a mark in one of the boxes opposite each resolution. All your Shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you mark more than one box on any resolution your vote on that resolution will be invalid.

Remuneration Resolutions

- 1 A member of the Company's Key Management Personnel or their Closely Related Party must not, whether in person or by proxy, vote in their own right on the adoption of the Remuneration Report in Resolution Two.
- 2 A person appointed as proxy may vote or abstain from voting as he or she thinks fit except in the following circumstances:
 - 2.1 The proxy holds a Directed Proxy Form;
 - 2.2 Where the proxy is voting in relation to a Remuneration Resolution and the proxy is either a Key Management Personnel for the Company or a Closely Related Party and holds an Undirected Proxy Form; and

2.3 The proxy is required by law or the Company's Constitution to vote in a certain manner or abstain from voting.

3 Clause 2.2 does not apply if the Chairman of the meeting is appointed as proxy and his appointment expressly authorises the Chairman to exercise the proxy even if the resolution is a Remuneration Resolution.

4 The Chairman intends to vote all Undirected Proxy Forms in favour of all resolutions including Remuneration Resolutions.

5 The following definitions apply in this document:

Closely Related Party means the closely related parties of Key Management Personnel as defined in the Corporations Act 2001, and includes certain members of their family, dependants and companies they control.

Directed Proxy Form means a proxy form which specifies how the proxy is to vote.

Key Management Personnel of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2014.

Remuneration Resolution means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Undirected Proxy Form means a proxy form which does not specify how the proxy is to vote.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 7.00pm (Brisbane time) on Saturday, 15 November 2014. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

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

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

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to vote on your behalf

I/We being a member/s of Cokal Limited hereby appoint:

the Chairman
of the Meeting

OR

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PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the voting directions below (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Cokal Limited to be held at the The Coro, 28 McDougall St, Milton, QLD 4000 on 17 November 2014 at 11.00am (Brisbane time) and at any adjournment of that meeting.

Important notice for Resolution Two - appointment of the Chairman as your proxy

Where I/we have not marked any of the boxes opposite Resolution Two, I/we expressly authorise the Chairman to exercise my/our proxy in respect of Resolution Two, even though the Chairman is a member of the Company's Key Management Personnel and Resolution Two is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

Chairman's voting intentions

The Chairman of the Meeting intends to vote all available proxies in favour of all items of business.

If you appoint the Chairman as your proxy and you do not wish the Chairman to vote in favour of any resolution, you may direct the Chairman to vote against that resolution or abstain from voting on that resolution by marking the appropriate box opposite that resolution below.

STEP 2 Items of Business

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

Resolution	For	Against	Abstain
1. Re-election of Domenic Martino as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of Previous Issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of Enhanced Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of issue of Consultant Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name _____ Phone No. _____ Date _____