
NEWERA RESOURCES LIMITED

ACN 118 554 359

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10:00am (WST)

DATE: Friday, 28 November 2014

PLACE: Butler Settineri
Unit 16, First Floor
Spectrum Offices
100 Railway Road
SUBIACO WA 6008

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) 6380 2888.

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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 10:00 am (Perth time) on Monday, 28 November 2014 at:

Butler Settineri
Unit 16, First Floor
Spectrum Offices
100 Railway Road
SUBIACO WA 6008

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 26 November 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

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2014 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2014.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ERIC DE MORI

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

“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Eric de Mori, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR CHRISTOPHER WATTS

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

“That, for the purpose of clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Christopher Watts, a Director who was appointed as an additional Director on 1 July 2014, retires, and being eligible, is elected as a Director.”

4. RESOLUTION 4 – ISSUE OF SHARES AND OPTIONS IN LIEU OF DIRECTOR FEES OWED TO MARTIN BLAKEMAN

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 18,125,000 Shares and 9,062,500 Options to Martin Blakeman (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Martin Blakeman (and his nominee) and any of their associates. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5. RESOLUTION 5 – ISSUE OF SHARES AND OPTIONS IN LIEU OF DIRECTOR FEES OWED TO ERIC DE MORI

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 6,000,000 Shares and 3,000,000 Options to Eric de Mori (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Eric De Mori (and his nominee) and any of their associates. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

6. RESOLUTION 6 – ISSUE OF SHARES AND OPTIONS IN LIEU OF DIRECTOR FEES OWED TO WINTON WILLESEE

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

"That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 15,750,000 Shares and 7,875,000 Options to Winton Willesee (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Winton Willesee (and his nominee) and any of their associates. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

7. RESOLUTION 7 – APPOINTMENT OF BUTLER SETTINERI (AUDIT) PTY LTD AS AUDITOR

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

"That, for the purpose of section 327B of the Corporations Act and for all other purposes, Butler Settineri (Audit) Pty Ltd, having been nominated by a Shareholder and having consented in writing to act as the Company's auditor, be appointed as auditor of the Company with effect from the close of the Annual General Meeting."

8. RESOLUTION 8 – RATIFICATION OF ISSUE OF OPTIONS TO DJ CARMICHAEL

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 40,000,000 Options on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

9. RESOLUTION 9 – APPROVAL OF 10% PLACEMENT CAPACITY

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totaling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of

ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

DATED: 27 OCTOBER 2014

BY ORDER OF THE BOARD

**MR CHRISTOPHER WATTS
DIRECTOR**

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.

Financial Statements and Reports

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2014 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.nru.com.au.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

1.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, 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 of the company is approved will be the directors of the company.

1.3 Previous voting results

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

1.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Proxy	Directions given	No directions given
Key Management Personnel ¹	Vote as directed	Unable to vote ³
Chair ²	Vote as directed	Able to vote at discretion of Proxy ⁴
Other	Vote as directed	Able to vote at discretion of Proxy

Notes:

¹ Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.

² Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member).

³ Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

⁴ The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ERIC DE MORI

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

The Company currently has 3 Directors and accordingly 1 must retire.

Mr Eric de Mori, the Director longest in office since his last election, retires by rotation and seeks re-election.

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR CHRISTOPHER WATTS

Clause 13.4 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 13.4 of the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Christopher Watts, having been appointed on 1 July 2014 will retire in accordance with clause 13.4 of the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

The Company considers the following information is material to Shareholders when considering whether or not to elect Mr Watts.

Mr Watts graduated from Curtin University of Western Australia where he completed his accounting degree. He achieved qualification as a Chartered Accountant in 1997 and became a Registered Company Auditor in 2010. He has been practising as a chartered accountant/auditor for approximately 20 years.

The Board unanimously supports the re-election of Mr Watts and recommend that Shareholders vote in favour of Resolution 3.

4. RESOLUTION 4, 5 AND 6 – ISSUE OF SHARES AND OPTIONS IN LIEU OF DIRECTORS FEES TO MARTIN BLAKEMAN, ERIC DE MORI AND WINTON WILLESEE

4.1 General

This Resolution seeks approval for the issue of up to 39,875,000 Shares and 19,937,500 Options to Mr Blakeman, Mr Eric De Mori and Mr Winton Willesee, all Directors or previous Directors, in lieu of payment of \$79,750 in director fees owing at 30 June 2014 (**Fees Conversion**).

The following directors have amounts payable to them by way of unpaid directors' and company secretarial fees for which they have agreed to accept the following part payments in the form of the shares and options in lieu of cash fees:

- (a) Mr Martin Blakeman (Tonka Trading Pty Ltd – or its nominee) - \$36,250;
- (b) Mr Eric de Mori (Glamour Division Pty Ltd – or its nominee) - \$12,000; and
- (c) Mr Winton Willesee (Azalea Family Holdings Pty Ltd – or its nominee) - \$31,500.

Accordingly, subject to obtaining Shareholder approval pursuant to Resolutions 4, 5 and 6, the Company will, subject to Shareholder approval, issue those Directors with:

- (d) a total of 18,125,000 Shares and 9,062,500 Options to Tonka Trading Pty Ltd, an entity associated with Mr Blakeman (or its nominee);

- (e) a total of 6,000,000 Shares and 3,000,000 Options to Glamour Division Pty Ltd, an entity associated with Mr de Mori (or its nominee); and
- (f) a total of 15,750,000 Shares and 7,875,000 Options to Azalea Family Holdings Pty Ltd, an entity associated with Mr Willesee (or its nominee).

Where Shareholders do not approve a Resolution to issue the Shares and Options to the relevant Related Party, that Related Party will retain its right to receive those outstanding fees.

4.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Fees Conversion will result in the issue of Shares and Options which constitutes giving a financial benefit. Messrs Blakeman, de Mori and Willesee are related parties of the Company by virtue of being Directors and Tonka Trading Pty Ltd, Glamour Division Pty Ltd and Azalea Family Holdings Pty Ltd are also related parties of the Company by virtue of being entities controlled by Directors of the Company (**Related Parties**).

In addition, ASX Listing Rule 10.11 also requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the Fees Conversion under Chapter 2E of the Corporations Act.

4.3 Shareholder Approval (Listing Rule 10.11)

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the Fee Conversion involves the issue of Shares and Options to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in their current circumstances.

4.4 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13, the following information is provided in relation to the Fee Conversion:

- (a) the Shares and Options will be issued to Tonka Trading Pty Ltd, Glamour Division Pty Ltd and Azalea Family Holdings Pty Ltd or their respective nominees;
- (b) the Related Parties are Messrs Blakeman, de Mori and Willesee by virtue of being Directors or former Directors and Tonka Trading Pty Ltd, Glamour Division Pty Ltd and Azalea Family Holdings Pty Ltd by virtue of being entities controlled by Directors or former Directors of the Company;
- (c) the maximum number of Shares and Options (being the nature of the financial benefit being provided) to be issued to the Related Parties is:
 - (i) a total of 18,125,000 Shares and 9,062,500 Options to Tonka Trading Pty Ltd, an entity associated with Mr Blakeman, (or its nominee);
 - (ii) a total of 6,000,000 Shares and 3,000,000 Options to Glamour Division Pty Ltd, an entity associated with Mr de Mori, (or its nominee); and
 - (iii) a total of 15,750,000 Shares and 7,875,000 Options to Azalea Family Holdings Pty Ltd, an entity associated with Mr Willesee, (or its nominee).
- (d) the Shares and Options will be issued to the Related Parties no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue of Shares and Options will occur on the same day as Shareholder approval;
- (e) the deemed issue price of the Shares will be \$0.002 per Share, being the same issue price as the Non-Renounceable Entitlements Issue Prospectus dated 5 August 2014;
- (f) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (g) the value of the Shares is calculated by multiplying the number of Shares to be issued by \$0.002:

Related Party	\$
Martin Blakeman	36,250
Eric de Mori	12,000
Winton Willesee	31,500

- (h) the terms and conditions of the Options are set out in Schedule 1;

- (i) the value of the Options and the pricing methodology is set out in Schedule 2;
- (j) the relevant interests of the Related Parties in securities of the Company are set out below:

Related Party	Shares	Options
Martin Blakeman	218,797,450	153,746,656
Eric de Mori	11,597,223	15,354,427
Winton Willesee	37,691,667	37,375,000

- (k) the remuneration and emoluments from the Company to the Related Parties for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Related Party	Current Financial Year	Previous Financial Year
Martin Blakeman	\$108,000	\$146,199
Eric de Mori	\$36,000	\$37,060
Winton Willesee	Nil	\$39,707

- (l) if the Shares are issued to the Related Parties and the Options granted to the Related Parties are exercised, a total of 59,812,500 Shares would be issued. This will increase the number of Shares on issue from 1,179,291,028 to 1,239,103,528 (assuming that no other Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 4.83%, comprising 2.20% by Martin Blakeman, 0.73% by Eric de Mori and 1.91% by Winton Willesee;
- (m) The market price for Shares during the term of the Options to be issued to the Related Parties would normally determine whether or not they are exercised. If, at any time any of the Options issued to Related Parties are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company.
- (n) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	1 cent	25 October 2013
Lowest	0.1 cents	13 June, 25 August, 26 August and 18 September 2014
Last	0.2 cents	13 October 2014

- (o) the Board acknowledges the issue of Shares and Options to Mr Eric de Mori is contrary to Recommendation 8.3 of The Corporate Governance

Principles and Recommendations with 2010 Amendments (2nd Edition) as published by The ASX Corporate Governance Council. However, the Board considers the issue of Shares and Options to Mr de Mori reasonable in the circumstances for the reason set out in paragraph (q);

- (p) the primary purpose of the grant of the Shares and Options to the Related Parties is to save the Company's cash reserves while paying the Directors their entitlements for work undertaken for the Company;
- (q) Mr Martin Blakeman declines to make a recommendation to Shareholders in relation to Resolution 4 due to his material personal interest in the outcome of the Resolution on the basis that he is to be issued Shares and Options in the Company should Resolution 4 be passed. However, in respect of Resolutions 5 and 6 recommends that Shareholders vote in favour of those Resolutions for the following reasons:
 - (i) the issue of Shares and Options to the Related Parties will align the interests of the Related Parties with those of Shareholders;
 - (ii) the issue of Shares and Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares and Options upon the terms proposed;
- (r) Mr Eric de Mori declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the Resolution on the basis that he is to be issued Shares and Options in the Company should Resolution 5 be passed. However, in respect of Resolutions 4 and 6, Mr de Mori recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (q);
- (s) with the exception of Messrs Martin Blakeman and Eric de Mori, no other Director has a personal interest in the outcome of Resolutions 4 to 6;
- (t) Mr Chris Watts recommends that Shareholders vote in favour of Resolutions 4 to 6 for the reasons set out in paragraph (q);
- (u) in forming their recommendations, each Director considered the experience of each other Related Party, the current market price of Shares, the current market practices when determining the number of Options to be granted as well as the exercise price and expiry date of the Options; and
- (v) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 4 to 6.

Approval pursuant to ASX Listing Rule 7.1 is not required approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares and

Options to Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

5. RESOLUTION 7 – APPOINTMENT OF BUTLER SETTINERI (WA) PTY LTD AS AUDITOR

Following the nomination of Butler Settineri (WA) Pty Ltd by a Shareholder (see Schedule 4 to this Explanatory Memorandum), it is proposed that Butler Settineri (WA) Pty Ltd be appointed as the new auditor of the Company.

The Directors of the Company believe that Resolution 7 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

6. RESOLUTION 8 – RATIFICATION OF ISSUE OF OPTIONS TO DJ CARMICHAEL

6.1 General

On 18 September 2014, the Company issued 40,000,000 Options.

Resolution 8 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Options (**Ratification**).

ASX 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.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 40,000,000 Options were issued;
- (b) the Options were issued for nil cash consideration as they were issued as part of the fee payable to DJ Carmichael Pty Limited for their role in underwriting the Company's rights issue;
- (c) the Options were issued on the terms and conditions set out in Schedule 1;
- (d) the Options were issued to DJ Carmichael Pty Limited and to nominees of DJ Carmichael Pty Limited. None of these subscribers are related parties of the Company; and
- (e) no funds were raised from the issue of the Options.

7. RESOLUTION 9 – APPROVAL OF 10% PLACEMENT CAPACITY

7.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 9, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in section 7.2 below).

The effect of Resolution 9 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 9 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 9 for it to be passed.

7.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$2,358,582 based on a share price of 0.2c (being the closing price of Shares on 13 October 2014).

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has two classes of quoted Equity Securities on issue, being the Shares (ASX Code: NRU) and quoted Options exercisable at \$0.005 on or before 31 July 2016 (ASX Code: NRUO).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$(A \times D) - E$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;
 - (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and
 - (iv) less the number of Shares cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

7.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section 7.3(b), the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.001 50% decrease in Issue Price	\$0.002 Issue Price	\$0.004 100% increase in Issue Price
1,219,166,028 (Current)	Shares issued – 10% voting dilution	121,916,603 Shares	121,916,603 Shares	121,916,603 Shares
	Funds raised	\$121,917	\$243,833	\$487,666
1,828,749,042 (50% increase)	Shares issued – 10% voting dilution	182,874,904 Shares	182,874,904 Shares	182,874,904 Shares
	Funds raised	\$182,875	\$365,750	\$731,500
2,438,332,056 (100% increase)	Shares issued – 10% voting dilution	243,833,206 Shares	243,833,206 Shares	243,833,206 Shares
	Funds raised	\$243,833	\$487,666	\$975,333

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

2. 1,219,166,028 Shares on issue as at the date of this Notice (assuming all Shares are issued under the Resolutions set out in this Notice).
3. The issue price set out above is the closing price of the Shares on the ASX on 13 October 2014.
4. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
5. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
6. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
7. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
8. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
9. 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%.
10. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration to fund exploration programs associated with its current projects;
- (ii) as cash consideration to undertake due diligence as required and to potentially fund the acquisition of new assets that may be considered complimentary in nature to those assets currently held by the Company and for additional working capital purposes; or
- (iii) as non-cash consideration for the acquisition of assets that are complimentary in nature to those assets currently held by the Company.

The Company will endeavour to comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation policy under the 10% Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous Approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 18 November 2013 (**Previous Approval**).

On 16 June 2014, the Company issued 26,141,168 Shares pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 28 November 2013, the Company issued a total of 841,004,346 Shares and 578,939,673 Options which represents approximately 519.34% of the total diluted number of Equity Securities on issue in the Company on 28 November 2013, which was 273,411,682. The Company additionally issued 550 convertible notes in the 12 months preceding the date of the Meeting however as at the date of this Meeting all convertible notes have been converted to Shares and Options.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 3.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

7.4 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 9.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in section 7.1 of this Notice.

AGM means annual general meeting.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

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.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Newera Resources Limited (ACN 118 554 359).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the A&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

Option means an option which enables the holder to subscribe for one Share.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2013.

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

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

Shareholder means a holder of a Share.

Variable A means "A" as set out in the calculation in Section 7.2 of this Notice.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

- (a) The amount payable upon exercise of each Option will be \$0.005 (**Exercise Price**).
- (b) Each Option will expire at 5.00pm (WST) on 31 July 2016. (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (d) The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (e) A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (f) Within 15 Business Days after the later of the following:
 - (i) the Exercise Date; and
 - (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,
- (g) Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (h) If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.
- (i) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (j) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (k) An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
- (l) The Company will apply for quotation of the Options issued.
- (m) The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – VALUATION OF THE OPTIONS TO BE ISSUED TO RELATED PARTIES PURSUANT TO RESOLUTIONS 4, 5 AND 6

The Options to be issued to the Related Parties pursuant to Resolutions 4, 5 and 6 have been valued by internal management.

Using the Black & Scholes option model and based on the assumptions set out below, the Options were ascribed the following value:

Assumptions:	
Valuation date	8 October 2014
Market price of Shares	\$0.002 cents
Exercise price	\$0.005 cents
Expiry date (length of time from issue)	1.81 years
Risk free interest rate	2.68%
Volatility (discount)	108.43%
Indicative value per Option	\$0.0006 cents
Total Value of Options	\$12,912
- <i>Martin Blakeman</i>	\$5,837
- <i>Eric De Mori</i>	\$1,935
- <i>Winton Willessee</i>	\$5,140

Note: The valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.

SCHEDULE 3 – ISSUES OF EQUITY SECURITIES SINCE 18 NOVEMBER 2013

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
Issue date and date of Appendix 3B: 12 March 2014	10,000,000	Unquoted Options ³	Cygnat Capital Pty Ltd (or its nominees) including 1,000,000 issued to related party Tonka Trading Pty Ltd as approved at the shareholder meeting held on 6 March 2014 (pursuant to resolutions 5 and 6)	Nil cash consideration	Consideration: Remuneration for management of the issue of convertible notes. Current value ⁸ = \$24,942
Issue date and date of Appendix 3B: 12 March 2014	500	Convertible notes ⁴	Related and unrelated parties being clients of Cygnat Capital Pty Ltd as approved at the shareholder meeting held on 6 March 2014 (pursuant to resolutions 1, 2, 3 and 4)	Nil cash consideration: Face value of \$1,000 as satisfaction of repayment of convertible loans totalling \$500,000.	Consideration for conversion of debt to equity of \$500,000 convertible loans Funds raised from the issue of the convertible loans (total \$500,000) were used to fund exploration activities at the Company's Ulaan Tolgoi Project in Mongolia, to set-off of \$100,000 worth of fees owing to Directors and working capital purposes.
Issue date and date of Appendix 3B: 16 June 2014	50,000,000	Shares ²	Sophisticated investors being clients of Cygnat Capital	\$0.002 per Share (no discount/premium)	Amount raised = \$100,000 Amount spent = \$100,000 Use of funds working capital purposes
Issue date and date of Appendix 3B: 16 June 2014	62,500,000 62,500,000	Shares ² Unquoted Options ⁵	Unrelated convertible noteholder on conversion of Convertible Notes	No issue price on conversion of Convertible Notes (non-cash consideration)	Consideration: Shares and Options (free attaching to Shares on a 1:1 basis) issued on conversion of Convertible Notes. Current value: Shares ⁸ : \$125,000 Options ⁸ : \$81,217
Issue date and date of Appendix 3B: 18 June 2014	34,375,000 34,375,000	Shares ² Unquoted Options ⁵	Azalea Family Holdings Pty Ltd, an entity associated with former director, Mr Willesee on conversion of 55 Convertible Notes as approved by shareholders at meeting held 6 March 2014.	No issue price on conversion of Convertible Notes (non-cash consideration)	Consideration: Shares and Options (free attaching to Shares on a 1:1 basis) issued on conversion of Convertible Notes. Current value: Shares ⁸ : \$68,750 Options ⁸ : \$44,696

Issue date and date of Appendix 3B: 26 June 2014	76,875,000 76,875,000	Shares ² Unquoted Options ⁵	Unrelated convertible noteholder on conversion of Convertible Notes	No issue price on conversion of Convertible Notes (non-cash consideration)	Consideration: Shares and Options (free attaching to Shares on a 1:1 basis) issued on conversion of Convertible Notes. Current value: Shares ⁸ : \$153,750 Options ⁸ : \$100,569
Issue date 24 July 2014	50	Convertible notes ⁴	Unrelated parties being clients of Cygnet Capital Pty Ltd as approved at the shareholder meeting held on 24 July 2014 (pursuant to resolution 1)	Nil cash consideration: Face value of \$1,000 as satisfaction of repayment of convertible loans totalling \$50,000.	Consideration for conversion of debt to equity of \$50,000 convertible loans Funds raised from the issue of the convertible loans (\$50,000) were used to fund exploration activities at the Company's Ulaan Tolgoi Project in Mongolia and for general working capital purposes.
Issue date and date of Appendix 3B: 25 July 2014	170,000,000 170,000,000	Shares ² Unquoted Options ⁵	98,125,000 Shares and 98,125,000 Options to Tonka Trading Pty Ltd an entity associated with director Mr Blakeman (or its nominee) on conversion of 157 Convertible Notes 9,375,000 Shares and 9,375,000 Options to Glamour Division Pty Ltd, an entity associated with director, Mr de Mori on conversion of 15 Convertible Notes 62,500,000 Shares and 62,500,000 Options Unrelated convertible noteholders on conversion of Convertible Notes	No issue price on conversion of Convertible Notes (non-cash consideration)	Consideration: Shares and Options (free attaching to Shares on a 1:1 basis) issued on conversion of Convertible Notes. Current value: Shares ⁸ : \$340,000 Options ⁸ : \$358,967
Issue date – 5 September 2014 Appendix 3B dated 5	226,120,121 113,060,063	Shares ² Quoted Options ⁶	Eligible shareholders accepting entitlements pursuant to a rights issue prospectus	Shares - \$0.002 (no discount or premium) Options - Nil cash consideration (free attaching to Shares on a 1:2	<u>Shares</u> Amount raised = \$452,240 Amount spent = \$117,428 Use of funds Fund exploration

August 2014			dated 5 August 2014	basis).	activities at the Company's Projects and for general working capital purposes. Amount remaining = \$334,812 Proposed use of remaining funds ⁷ = Fund exploration activities at the Company's Projects and for general working capital purposes. <u>Quoted Options</u> Consideration: free attaching to Shares issued under the Shortfall Current value ⁸ = \$113,060
Issue date – 18 September 2014 Appendix 3B dated 5 August 2014	298,009,225 149,004,613	Shares ² Quoted Options ⁶	DJ Carmichael, the underwriter applying for shortfall pursuant to the rights issue prospectus dated 5 August 2014.	Shares - \$0.002 (no discount or premium) Options - Nil cash consideration (free attaching to Shares on a 1:2 basis).	<u>Shares</u> Amount raised = \$596,018 Amount spent = \$Nil Use of funds N/A Amount remaining = \$596,018 Proposed use of remaining funds ⁷ = Fund exploration activities at the Company's Projects and for general working capital purposes. <u>Quoted Options</u> Consideration: free attaching to Shares issued under the Shortfall Current value ⁸ = \$149,005
Issue date – 18 September 2014 Appendix 3B dated 5 August 2014	40,000,000	Quoted Options ⁶	DJ Carmichael	No issue price (non-cash consideration)	Consideration: underwriting/broker fee in relation to the rights issue pursuant to prospectus dated 5 August 2014 Current value ⁸ = \$189,005

Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the trading day prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: NRU (terms are set out in the Constitution).
3. Unquoted Options, exercisable at \$0.01 each, on or before 6 March 2017.

4. Convertible notes with a face value of \$1,000 each, an interest rate of 6% per annum and a maturity date of 6 March 2015. Convertible at the lesser of \$0.004 and 80% of the subscription price under the Company's following capital raising. Each share issued also carries a free attaching Option exercisable at 100% premium to the conversion price on or before 6 March 2018. For other terms and conditions refer to section 1.2 of the notice of meetings for meetings held on 6 March 2014 and 24 July 2014.
5. Unquoted Options, exercisable at \$0.0032 each, on or before 6 March 2018.
6. Quoted Options ASX Code: NRUO, exercisable at \$0.005 on or before 31 July 2016.
7. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
8. In respect of quoted Equity Securities the value is based on the closing price of the Shares (\$0.002) or Options (\$0.001) as the context requires on the ASX on the trading day prior to the date of finalising of this Notice being 3 October 2014. In respect of unquoted Equity Securities the value of Options is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares).

SCHEDULE 4 - NOMINATION OF AUDITOR LETTER


14 October 2014

Newera Resources Limited
Suite 5/2 Centro Avenue
SUBIACO WA 6008

Dear Sir

I, Leah Re, being a member of Newera Resources Limited (**Company**), nominate Butler Settineri (Audit) Pty Ltd in accordance with Section 328B(1) of the Corporation Act 2001 (Cth) (**Act**) to fill the office of auditor of the Company.

This is to be taken to be as notice pursuant to section 328B(1) of the Corporations Act 2001 (Cth). Please distribute copies of this notice of this nomination as required by Section 328B(3) of the Act.



Leah Re
Traditional Securities Group Pty Ltd <LPR A/c>

PROXY FORM

**APPOINTMENT OF PROXY
NEWERA RESOURCES LIMITED
ACN 118 554 359**

ANNUAL GENERAL MEETING

I/We

of

appoint

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

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 10:00 am (WST), on Monday 28 November 2014 at the offices of Butler Settineri, Unit 16, First Floor, Spectrum Offices, 100 Railway Road, Subiaco WA 6008, and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 4, 5 and 6 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Director – Mr Eric de Mori	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Re-election of Director – Mr Christopher Watts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Issue of Shares and Options in lieu of Director Fees – Mr Blakeman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Issue of Shares and Options in lieu of Director Fees – Mr de Mori	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Issue of Shares and Options in lieu of Director Fees – Mr Willesee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Appointment of Butler Settineri (WA) Pty Ltd as Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 – Ratification of Issue of Options to DJ Carmichael	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 – Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 'Appointment of 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 Newera Resources Limited, PO Box 668, Subiaco, Western Australia, 6904; or
 - (b) facsimile to the Company on facsimile number +61 8 9382 3866; or
 - (c) email to the Company at cwatts@regencypartners.com.au,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.

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