

Notice Of Annual General Meeting



CHARTER PACIFIC

Corporation Limited

ACN 003 344 287

**The Annual General Meeting
of the Company will be held at
Christie Conference Centre
Ming Room, 3 Spring Street
Sydney NSW 2000
on Wednesday 26 November 2014
at 11.00AM (EST)**

Legleitat Permit 2138



The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (07) 5538 2558.



CHARTER PACIFIC CORPORATION LIMITED

ACN 003 344 287

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Charter Pacific Corporation Limited (**Company**) will be held at the Christie Conference Centre, Ming Room, 3 Spring Street, Sydney NSW 2000 on Wednesday, 26 November 2014 at 11.00AM (EST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 as Shareholders of the Company on Monday, 24 November 2014 at 11.00AM (EST).

Terms and abbreviations used in this Notice are defined in Schedule 1.

AGENDA

1. Annual Financial Report

To consider the Annual Financial Report of the Company and its controlled entities for the year ended 30 June 2014, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2. Resolution 1 – Remuneration Report

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

"That the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-election of Director – Mr David Selfe

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

"That in accordance with article 82 of the Constitution and for all other purposes, Mr David Selfe is elected as a Director on the terms and conditions in the Explanatory Memorandum."

4. Resolution 3 – Ratification of Prior Placement

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

"That in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve the issue of 5,500,000 Shares on the terms and conditions in the Explanatory Memorandum."

The Company will disregard any votes cast on this Resolution by any person (and any Associate of such person) who participated in the issue of the Shares.

The Company will not disregard a vote if:

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

5. Resolution 4 – Approval of Issue of Shares on Conversion of Convertible Notes

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

'That, for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders approve the issue of 9,800,000 Shares to sophisticated investors and professional investors upon conversion of convertible notes held by those investors on the terms and conditions in the Explanatory Memorandum.'

The Company will disregard any votes cast on this Resolution by any person (and any Associate of such person) who participated in the issue of the Shares.

The Company will not disregard a vote if:

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

6. Resolution 5 – Approval to Issue Shares to Director Mr David Selfe

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

'That, pursuant to and in accordance with Rule 10.11 of the Listing Rules of the ASX Limited and section 208 of the Corporations Act 2001 and for all other purposes, the Company approves and authorises the Directors to issue to Mr David Selfe (or his nominee or nominees) 4,000,000 Shares in the capital of the Company, on the terms and conditions set out in the Explanatory Memorandum.'

The Company will disregard any votes cast on this Resolution by any person (and any Associate of such person) who participated in the issue of the Shares.

The Company will not disregard a vote if:

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

7. Resolution 6 – Approval to Issue Shares to Consultants

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

"That, in accordance with Listing Rule 7.3 and for all other purposes, Shareholders approve and authorise the issue of 11,662,750 Shares on the terms and conditions in the Explanatory Memorandum."

The Company will disregard any votes cast on this Resolution by any person (and any Associate of such person) who participated in the issue of the Shares.

The Company will not disregard a vote if:

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

8. Resolution 7 – Approval of 10% Placement Facility

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

"That in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of 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 in the Explanatory Memorandum."

The Company will disregard any votes cast on this Resolution by a person (and any Associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit if this Resolution is passed, except a benefit solely in the capacity of a holder of Shares, and any Associate of that person (or those persons).

The Company will not disregard a vote if:

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

Dated 27 October 2014



BY ORDER OF THE BOARD

S A Cole

Company Secretary



CHARTER PACIFIC CORPORATION LIMITED

ACN 003 344 287

EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at the Christie Conference Centre, Ming Room, 3 Spring Street, Sydney NSW 2000 on Wednesday, 26 November 2014 at 11.00AM (EST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

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

2. Action to be taken by Shareholders

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

2.1 Proxies

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

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Voting Prohibition by Proxy Holders (Remuneration of Key Management Personnel)

In accordance with sections 250R and 250BD of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

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

However, a person described above may cast a vote on Resolution 1 if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1 and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution, but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

3. Annual Financial Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Financial Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2014.

There is no requirement for Shareholders to approve the Annual Financial Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Financial Report which is available online at www.charpac.com.au;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Remuneration Report

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act* 2011 which came into effect on 1 July 2011, amended the Corporations Act to provide that Shareholders will have the opportunity to remove the whole Board except the managing director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive Annual General Meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive Annual General Meetings, the Company will be required to put to Shareholders at the second Annual General Meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2013 Annual General Meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2015 Annual General Meeting, this may result in the re-election of the Board.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary Resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5. Resolution 2 – Re-election of Director – Mr David Selfe

Article 82 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 down to the nearest whole number), 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 article 82 of the Constitution is eligible for re-election.

The Company currently has 2 non-executive Directors and accordingly one must retire.

Mr David Selfe will retire in accordance with article 82 of the Constitution and being eligible, seeks re-election.

Details of Mr Selfe's background and experience are set out in the Annual Financial Report.

The Board (excluding Mr Selfe) recommends that Shareholders vote in favour of Resolution 2. The Chairman intends to vote undirected proxies in favour of Resolution 2.

6. Resolution 3 – Ratification of Prior Placement

6.1 General

On 31 July 2014 the Company issued 5,500,000 Shares at an issue price of \$0.04 in lieu of cash payment of consulting fees (**Prior Placement**). The Shares under the Prior Placement were issued to a consultant who is a not related party or Associate of a related party of the Company.

Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of Shares under the Prior Placement.

6.2 Listing Rule 7.4

In accordance with Listing Rule 7.1, the Company must not, subject to specified exceptions, issue or agree to issue more 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.

Listing Rule 7.4 provides that where a Company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The effect of passing Resolution 3 will be to allow the Company to issue securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without obtaining prior Shareholder approval.

6.3 Specific information required by Listing Rule 7.5

Listing Rule 7.5 requires information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.4 as follows:

- (a) 5,500,000 Shares were issued.
- (b) The Shares were issued at a price of \$0.04 per Share.

- (c) The Shares rank equally in all respects with the Company's existing Shares on issue.
- (d) The Shares were issued to Alimter Pty Ltd <Ashley Zimpel Family Trust A/c>.
- (e) The Shares were issued in lieu of payment in cash for consulting services provided to the Company.
- (f) A voting exclusion statement is included in the Notice.

7. Resolution 4 – Approval of Issue of Shares on Conversion of Convertible Notes

7.1 General

The Company issued convertible notes to the value of \$392,000 with an interest coupon of 8% per annum exercisable at any time within 12 months from the issue date of 19 May 2014 at an exercise price of four cents per share to sophisticated investors and professional investors. **Listing Rule 7.1**

Listing Rule 7.1 imposes a 15% limit on the number of new securities that a Company can issue over any 12 month period. The issue is subject to Shareholder approval to comply with Listing Rule 7.1.

7.3 Specific information required by Listing Rule 7.3

Listing Rule 7.3 says that for holders of ordinary securities to approve an issue or an agreement to issue under Listing Rule 7.1 the following information is provided for the purposes of Listing Rule 7.3:

- (a) The maximum number of Shares to issue is 9,800,000 upon conversion of all \$392,000 of convertible notes at \$0.4 per share.
- (b) The convertible notes issued on 19 May 2014 and may be converted to up to 9,800,000 Shares on or before the expiry date 19 May 2015.
- (c) The issue price of the convertible note Shares is \$0.04 per share.
- (d) The convertible note holders are the following sophisticated investors and professional investors:
 - (i) Adrenalin Sports Marketing & Management Pty Ltd <KLS Super Fund A/c>
 - (ii) Mr Paul Balsarini + Mrs Annette Balsarini <A&K Mercantile Prov Fund A/c>;
 - (iii) Mitchell Victory Pty Limited <Campbell Family S/F A/c>;
 - (iv) Zesty Pty Ltd;
 - (v) LSAF Holdings Pty Ltd <Owen Family A/C>;
 - (vi) Chifley Portfolios Pty Limited <David Hannon Ret Fund A/c>;
 - (vii) Mr Paul Anthony Henry;
 - (viii) Mr Reginald Keene;
 - (ix) Prime Securities Investment Group Pty Ltd.
- (e) The convertible notes are exercisable at any time up to their expiry on 19 May 2015. An interest coupon of 8% per annum is payable from the issue date of the convertible notes until their conversion or their expiry date whichever is earlier. The conversion price for the Shares is \$0.04 per share. Shares will rank equally in all respects with the Company's existing Shares on issue at the time of conversion of the convertible notes. Application will be made to ASX to list the Shares following conversion of the convertible notes.
- (f) The funds raised are being used for working capital requirements of the Company.
- (g) Shares will be issued progressively upon exercise by the convertible note holder up to the expiry date 19 May 2015.
- (h) A voting exclusion statement is included in the Notice.

8. Resolution 5 – Approval to Issue Shares to Director Mr David Selfe

8.1 General

Resolution 5 seeks approval under Listing Rule 10.11 of the Listing Rules of the ASX Limited and section 208 of the Corporations Act, for the Company to approve and authorise the issue to Mr Selfe

4,000,000 Shares in the capital of the Company in lieu of cash payment for services rendered totalling \$160,000.

8.2 Listing Rule 10.11

Listing Rule 10.11 requires Shareholder approval to the issue of the Shares to a related party of the Company. As all directors of the Company are related parties of the Company as noted above, Shareholder approval under Listing Rule 10.11 is sought for Mr Selfe.

Approval pursuant to ASX Listing Rule 7.1 is not required to issue the Director Shares to Mr Selfe as approval is being obtained under ASX Listing Rule 10.11. Shareholders should note that the issue of securities to Mr Selfe will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

8.3 Specific information required by Listing Rules 7.3 and 10.13

The following information is provided to Shareholders for the purposes of Listing Rules 7.3 and 10.13 in respect of the issue of Shares to Mr Selfe:

- (a) The maximum number of Shares to issue is 4,000,000.
- (b) The Shares will be issued in one (1) tranche no later than (1) month after the date of this General Meeting (or such later date as approved by ASX).
- (c) The issue price of the Shares is \$0.04.
- (d) The Shares will issue to Mr David Selfe (or his nominee/s).
- (e) The Shares have an issue price of \$0.04 per share.
- (f) The Shares are issued in lieu of cash payment for services rendered to the Company.
- (g) The Shares rank equally in all respects with the Company's existing Shares on issue.
- (h) A voting exclusion statement is included in the Notice.

8.4 Related Party Transactions

As explained above, subject to certain exemptions, Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company.

For the purposes of Chapter 2E, Mr Selfe is a related party of the Company. For the purposes of section 219 of the Corporations Act, the following information is provided to Shareholders:

- (a) ***The related party to whom the proposed resolution would permit the financial benefit to be given***

Subject to Shareholder approval, the proposed Resolution 5 would permit a financial benefit, being Shares in the Company, to be given to Mr David Selfe.

Mr Selfe is at the date of this Explanatory memorandum a related party of the Company.

- (b) ***The nature of the financial benefit***

The nature of the benefit to be given to Mr Selfe under the proposed Resolution 5 is 4,000,000 Shares in the Company.

- (c) ***Directors recommendation***

Mr Selfe declined to make a recommendation as he has a material personal interest in Resolution 5.

The Directors other than Mr Selfe recommend that Shareholders vote in favour of Resolution 5. All Directors were available to consider the resolution.

- (d) ***Any other information that is reasonably required by members to make a decision and that is known to the Company or any of its Directors***

The proposed ordinary Resolution 5 would have the effect of giving power to the Directors to issue up to 4,000,000 Shares on the terms and conditions as set out in this Explanatory Memorandum.

The Company presently has 147,256,873 issued Shares. Should Resolution 5 be passed, a further 4,000,000 Shares will be issued.

The Shares issued above would have the effect to dilute the shareholding of existing Shareholders.

8.5 Trading History of Shares

The Company's share price at 24 October 2014 was \$0.03 per share.

8.6 Valuation of Shares

The Directors have valued the Shares at the price of \$0.04 per share.

Neither the Directors or the Company are aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by Resolution 5, other than as set out in this Explanatory Memorandum.

No funds will be raised upon issue of the Shares.

9. Resolution 6 – Approval to Issue Shares to Consultants

9.1 General

Resolution 6 seeks Shareholder approval in accordance with Listing Rule 7.3 for the issue of 11,662,750 Shares in the Company to Delaney Commercial Investigations, Topete Pty Ltd and Pokton Pty Ltd (or their nominees) in lieu of cash payment for consulting services rendered to the Company. 5,000,000 Shares to Engineering Department Mining and Petroleum - BEMP in recognition of services to the Company in respect to its operations in Mauritania.

9.2 Specific information required by Listing Rule 7.3

Listing Rule 7.3 says that for holders of ordinary securities to approve an issue or an agreement to issue under Listing Rule 7.1 the following information is provided for the purposes of Listing Rule 7.3:

- (a) The maximum number of Share to issue is 11,662,750.
- (b) The Company will issue the Shares in one (1) tranche no later than one (1) month after the date of the AGM (or such later date as approved by ASX).
- (c) The issue price of 6,662,750 Shares is \$0.04 per share and 5,000,000 Shares is \$Nil.
- (d) The Shares will be issued to the following consultants (or their nominees) in lieu of cash payments for the relevant amounts are as follows;

(i)	Delaney Commercial Investigations	\$ 20,000	500,000 Shares
(ii)	Topete Pty Ltd	\$ 26,510	662,750 Shares
(iii)	Pokton Pty Ltd	<u>\$220,000</u>	<u>5,500,000</u> Shares
	Totals	\$266,750	6,662,750 Shares
(iv)	BEMP	Nil	5,000,000 Shares
- (f) Shares rank equally in all respects with the Company's existing Shares on issue.
- (g) The Shares will be issued in lieu of cash payment for consulting services to the Company.
- (h) A voting exclusion statement is included in the Notice.

10. Resolution 7 – Approval of 10% Placement Facility

10.1 General

Listing Rule 7.1A enables eligible entities to issue further Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue further Equity Securities under this 10% Placement Facility.

The exact number of any Equity Securities that may be issued under this 10% Placement Facility will be determined from time to time in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 10.2(c) below).

The Board unanimously recommends that Shareholders vote in favour of Resolution 7.

Resolution 7 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 corporate Shareholder, by a corporate representative).

The Chairman intends to exercise all available proxies in favour of Resolution 7.

10.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an Annual General Meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue Shares and Convertible Securities.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12 month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without Shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of the Notice, the Company has on issue 147,256,873 Shares and therefore has a capacity to issue:

- (i) 22,088,530 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 7, 14,725,687 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 10.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days 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 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
- (ii) the date of Shareholder approval 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),

or such longer period as allowed by ASX (**10% Placement Period**).

10.3 Listing Rule 7.1A

The effect of Resolution 7 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

10.4 Specific information required by Listing Rule 7.3A

Listing Rule 7.3A requires information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.1A as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days 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 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Convertible Securities, only if the Convertible Securities are converted into Shares). There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

- (c) 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 7.1A(2) as at the date of the Notice.
- (d) The table also shows:
- (i) 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 (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.015 50% decrease in Issue Price	\$0.03 Issue Price	\$0.06 100% increase in Issue Price
Current Variable A 147,256,873 Shares	10% Voting Dilution	14,725,687 Shares	14,725,687 Shares	14,725,687 Shares
	Funds raised	\$220,885	\$441,770	\$883,541
50% increase in current Variable A 220,885,309 Shares	10% Voting Dilution	22,088,530 Shares	22,088,530 Shares	22,088,530 Shares
	Funds raised	\$331,327	\$662,655	\$1,325,311
100% increase in current Variable A 294,513,746 Shares	10% Voting Dilution	29,451,374 Shares	29,451,374 Shares	29,451,374 Shares
	Funds raised	\$441,770	\$883,541	\$1,767,082

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Options (including any Options issued under the 10% Placement Facility) are converted into Shares before the date of the issue of the Equity Securities;
- (iii) 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%.
- (iv) 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 Facility, based on that Shareholder's holding at the date of the Meeting.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are converted into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (vii) The issue price is \$0.03 being the closing price of Shares on the ASX on 24 October 2014.
- (e) The Company will only issue the Equity Securities during the 10% Placement Period.
- (f) The Company may seek to issue the Equity Securities for the purpose of raising funds to be used towards continued exploration, feasibility study and development expenditure on the Company's Mauritanian iron ore exploration interests and/or general working capital.



- (g) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.
- (h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - (i) 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;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).]
- (i) The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an Associate of a related party of the Company.
- (j) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 9 November 2012. In the 12 months preceding the date of the 2014 Annual General Meeting, the Company issued a total of 5,500,000 Shares representing 3.88% of the total number of Shares on issue at 26 November 2013. The Shares issued in the preceding 12 month period comprised one issue on 31 July 2014 of 5,500,000 Shares to Alimter Pty Ltd<Ashley Zimpel Family Trust A/c> at \$0.04 per Share in lieu of cash payment of consulting fees (refer to Item 6 – "Resolution 3 – Ratification of Prior Placement" of this Explanatory Memorandum).
- (k) A voting exclusion statement is included in the Notice.
- (l) 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 Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Schedule 1 - Definitions

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

Annual Financial Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2014.

Associate has the meaning given in Division 2 of Part 1.2 of the Corporations Act.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Business Day means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

Chairman means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party means:

- (a) a spouse or child of the member; or
- has the meaning given in section 9 of the Corporations Act.

Company means Charter Pacific Corporation Limited (ACN 003 344 287).

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

EST means Eastern Standard Time, being the time in Surfers Paradise, Queensland.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

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

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Prior Placements has the meaning given in Section 6.1.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in the Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

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PROXY FORM

The Company Secretary
Charter Pacific Corporations Limited

By delivery:

Level 18
50 Cavill Avenue
SURFERS PARADISE QLD 4217

By post:

PO Box 40
SURFERS PARADISE QLD 4217

By facsimile:

(07) 5526 8922

**Name of
Shareholder:**

**Address of
Shareholder:**

**Number of Shares
entitled to vote:**

Please mark ☒ to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/we being Shareholder/s of the Company hereby appoint:

**The Chairman
of the Meeting
(mark box)**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman to be held at the Christie Conference Centre, Ming Room, 3 Spring Street, Sydney NSW 2000 on Wednesday, 26 November 2014 at 11.00AM (EST), as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit).

If 2 proxies are appointed, the proportion or number of votes that this proxy is authorised to exercise is * _____ []% of the Shareholder's votes*/ [] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

Important – If the Chairman of the Meeting is your proxy or is appointed your proxy by default

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1. If the Chairman of the Meeting is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolution 1 you will be authorising the Chairman to vote in accordance with the Chairman's voting intentions on Resolution 1 even if Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel.



Step 2 – Instructions as to Voting on Resolutions

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr David Selfe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Prior Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Issue Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Shares to Director Mr David Selfe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Shares to Consultants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Authorised signature/s This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

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

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

Individual or Shareholder 1	Shareholder 2	Shareholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary
Contact Name	Contact Daytime Telephone	Date

¹ Insert name and address of Shareholder

² Insert name and address of proxy

*Omit if not applicable

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (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 or received by facsimile transmission at the address below no later than 48 hours prior to the time of commencement of the Meeting (AEST).

Hand deliveries: Charter Pacific Corporation Limited, Level 18, 50 Cavill Avenue, Surfers Paradise Qld 4217.

Postal address: Charter Pacific Corporation Limited, PO Box 40, Surfers Paradise Qld 4217

Facsimile: (07) 5526 8922; if faxed from within Australia or +617 5526 8922; if faxed from outside Australia.