



THE NEW FORCE IN COPPER

(ACN 000 317 251)

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

A PROXY FORM IS ENCLOSED

Date of Meeting
15 December 2016

Time of Meeting
2.30 pm AEST

Place of Meeting
C/- HopgoodGanim Lawyers
Level 7, Waterfront Place,
1 Eagle Street,
Brisbane, Queensland 4000

This is an important document. Please read it carefully.

If you are unable to attend the Meeting, please complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.

To assist the company, if you are planning to attend would you please advise the company either by: -

*Emailing- admin@cudeco.com.au; or
Calling the CuDeco office on 07 3210 5900.*

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the members of CuDeco Limited ACN 000 317 251 (**Company**) will be held on Friday 15 December 2016 at 2.30pm AEST at C/- HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Queensland 4000. The enclosed Explanatory Memorandum accompanies and forms part of this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

Financial report for the year ended 30 June 2016

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to and forming part of the financial statements of the Company for the financial year ended 30 June 2016.

Resolution 1 – Adoption of the Remuneration Report

To consider and, if thought fit, pass the following Advisory Resolution:

"That the Remuneration Report for the financial year ended 30 June 2016 (as set out in the Directors Report) is adopted."

VOTING EXCLUSION STATEMENT FOR RESOLUTION 1

The vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

Voting Restriction Statement pursuant to Section 250R(4) of the Corporations Act

A vote on Resolution 1 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 (**KMP**) details of whose remuneration is included in the Remuneration Report;
- (b) a Closely Related Party of such a member.

However, the above persons may cast a vote on Resolution 1 if:

- (a) the person does so as a proxy; and
- (b) the vote is not cast on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and
- (c) either:
 - 1. the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution (directed proxy); or
 - 2. 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 the resolution; and
 - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or if the Company is part of a consolidated entity, for the entity..

VOTING INTENTION OF THE CHAIR

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Resolution 2 – Re-election of Director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

"That Hongwei Liu, being a Director of the Company who retires by rotation in accordance with Article 3.6 of the Constitution of the Company, and being eligible, offers himself for re-election, and is re-elected as a Director of the Company."

Resolution 3 – Re-election of Director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That Peter Hutchison being a Director of the Company who retires by rotation in accordance with Article 3.6 of the Constitution of the Company, and being eligible, offers himself for re-election, and is re-elected as a Director of the Company.”

Resolution 4 – Re-election of Director

“That Noel White, a Director appointed by the board of Directors since the last Annual General Meeting, retires in accordance with Clause 3.3 of the Constitution of the Company, and being eligible, is re-elected as a Director of the Company.”

Resolution 5 – Re-election of Director

“That Dianmin Chen, a Director appointed by the board of Directors since the last Annual General Meeting, retires in accordance with Clause 3.3 of the Constitution of the Company, and being eligible, is re-elected as a Director of the Company.”

Resolution 6 – Approval of Option Issue to Dianmin Chen, a Director of the Company

“That, for the purposes of ASX Listing Rule 10.11, and all other purposes, the directors be authorised to grant up to a maximum of 3,000,000 options to acquire ordinary shares in the Company at an exercise price of \$0.80 per share to Dianmin Chen or his nominee, the details of which are set out in the explanatory Memorandum forming part of the Notice of this Annual General Meeting.”

VOTING EXCLUSION STATEMENT FOR RESOLUTION 6

The Company will disregard any vote cast by:

- (a) Dianmin Chen; and
- (b) an associate of that person.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, the Company’s key management personnel (who are disclosed in the Remuneration Report) (**KMP**) and their Closely Related Parties are not permitted to cast a vote as a proxy for a person, if that person has not included a direction on how to vote on these resolutions in the Proxy Form.

However, the KMP or any Closely Related Party may vote if it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the resolution or by a person who is the Chair of the meeting at which the resolution is voted on and the appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

VOTING INTENTION OF THE CHAIR

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 6, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Resolution 7 – Ratification of Share Issue

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That, in accordance with ASX Listing Rule 7.4, and for all other purposes Shareholders ratify the issue of 4,987,500 fully paid ordinary shares to Infinitus Limited on the terms and conditions as set out in the Explanatory Memorandum forming part of this Notice of Meeting.”

VOTING EXCLUSION STATEMENT FOR RESOLUTION 7

The Company will disregard any vote cast by:

- (a) Infinitus Limited; and
- (b) an associate of Infinitus Limited.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 8 – Ratification of Share Issue

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That, in accordance with ASX Listing Rule 7.4, and for all other purposes Shareholders ratify the issue of 5,012,500 Ordinary fully paid Shares to Equus Capital Management Limited on the terms and conditions as set out in the Explanatory Memorandum forming part of this Notice of Meeting.”

VOTING EXCLUSION STATEMENT FOR RESOLUTION 8

The Company will disregard any vote cast by:

- (a) Equus Capital Management Limited; and
- (b) an associate of Equus Capital Management Limited.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 9 – Ratification of Share Issue

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That, in accordance with ASX Listing Rule 7.4, and for all other purposes Shareholders ratify the issue of 2,500,000 Ordinary fully paid Shares to China Oceanwide International Investment Co. Limited on the terms and conditions as set out in the Explanatory Memorandum forming part of this Notice of Meeting.”

VOTING EXCLUSION STATEMENT FOR RESOLUTION 9

The Company will disregard any vote cast by:

- (a) China Oceanwide International Investment Co. Limited; and
- (b) an associate of China Oceanwide International Investment Co. Limited.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 10 – Ratification of Option Issue

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That, in accordance with ASX Listing Rule 7.4, and for all other purposes Shareholders ratify the issue of 2,000,000 options to acquire ordinary shares in the Company at an exercise price of \$2.00 per share to Paradigm Securities Pty Ltd or its nominee, the details of which are set out in the explanatory Memorandum forming part of the Notice of this Annual General Meeting.”

VOTING EXCLUSION STATEMENT FOR RESOLUTION 10

The Company will disregard any vote cast by:

- (a) Paradigm Securities Pty Ltd; and
- (b) an associate of Paradigm Securities Pty Ltd.

However, the Company need not disregard a vote if:

-
- | | |
|-----|---|
| (a) | it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or |
| (b) | it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides. |

General Business

To consider any other business which may lawfully be brought forward.

BY ORDER OF THE BOARD



B. J. Bamonte
Company Secretary
17 November 2016

Members who do not plan to attend the Meeting are encouraged to complete and return a proxy form attached to the Explanatory Memorandum.

CUDECO LIMITED
ACN 000 317 251
EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders of CuDeco Limited ACN 000 317 251 (**CuDeco** or **Company**) in connection with the business to be conducted at the Company's Annual General Meeting to be held on Friday 15 December 2016 at 2.30pm AEST at C/- HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Queensland 4000.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

A Glossary of Terms used in this Explanatory Memorandum are defined in section 8.

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

2. FINANCIAL REPORT FOR THE YEAR ENDED 2016

In accordance with the requirements of the Company's Constitution and the Corporations Act, the 2016 Annual Report will be tabled at the Annual General Meeting.

The Company's Annual Report is comprised of the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to and forming part of the financial statements for the Company and its controlled entities for the financial year ended 30 June 2016.

Shareholders will have the opportunity to discuss the Annual Report and make comments and raise queries in relation to the Report. No voting is required on this item.

Representatives from the Company's auditors, KPMG will be available to take Shareholders' questions and comments about the conduct of the audit and the preparation and content of the Audit Report.

Shareholders may obtain a copy of the Company's 2016 Annual Report by sending a request to the Company. Alternatively, the 2016 Annual Report is available on the Company's website (www.cudeco.com.au) for you to download or read online.

3. RESOLUTION 1 – Adoption of the Remuneration Report

The Annual Report for the financial year ended 30 June 2016 contains a Remuneration Report, which forms part of the Directors' Report and sets out the remuneration policy for the Company and reports the remuneration arrangements in place for all Directors and senior executives. The Board appointed a remuneration committee in November 2009 who provides recommendations to the Board on the remuneration paid to the Directors and other Key Management Personnel (**KMP**).

The Corporations Act requires listed companies to put a non-binding resolution to Shareholders to adopt the Remuneration Report. In line with this legislation, this vote will be advisory only, and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when considering the Company's remuneration policy.

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

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report. A vote on this Resolution is advisory only and does not bind the Directors or the Company.

There are restrictions on members of the Key Management Personnel and their Closely Related Parties and their proxies voting (in any capacity) on Resolution 1, details of which are set out in the Voting Restriction Statement included in Resolution 1 of the Notice of Meeting.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made by the Company immediately.

4. RESOLUTIONS 2 and 3– Re-election of Directors

In accordance with the requirements of the Company's Constitution, ASX Listing Rules and the Corporations Act, one-third of the Directors of the Company (other than the managing director) and those who were re-elected more than three years ago retire from office at this AGM and, being eligible, offer themselves for re-election. Details of the qualifications and experience of Hongwei Liu and Peter Hutchison are available in the Annual Report.

5. RESOLUTIONS 4 and 5 – Re-election of Director

Noel White and Dianmin Chen were appointed as Directors by the board of Directors on 28 January 2016 and 14 December 2015 respectively. Noel White and Dianmin Chen retire in accordance with Clause 3.3 of the Constitution of the Company, and being eligible, be re-elected as Directors of the Company. Details of the qualifications and experience of Noel White and Dianmin Chen are available in the Annual Report.

6. RESOLUTION 6 - Approval of Option Issue to Director

The Directors propose, subject to obtaining Shareholder approval, to grant 3,000,000 options (**Chen Options**) to acquire ordinary shares in the Company at an exercise price of \$0.80 per share to Dianmin Chen or his nominee. The granting of the Chen Options is offered as part of Dr Chen's remuneration under an executive service agreement for his appointment as the Managing Director of the company on 20 May 2016 and is subject to shareholder approval.

Regulatory Requirements

Listing Rule 10.11

Listing Rule 10.11 requires that an entity must obtain the approval of Shareholders to issue Securities to a Related Party and in doing so must provide the information specified in Listing Rule 10.13, unless an exception applies.

Listing Rule 7.1 - Issues exceeding 15% of capital

Listing Rule 7.1 prohibits a listed company, except in certain cases, from issuing in any 12 month period new Equity Securities equivalent in number to more than 15% of the total number of ordinary securities on issue at the beginning of the twelve month period (**15% Capacity**) without the prior approval of a majority of disinterested shareholders, or the issue otherwise comes within one of the exceptions to Listing Rule 7.1 (**15% Rule**).

However, under Listing Rule 7.2 (Exception 14), if approval is being sought under Listing Rule 10.11, approval will not be required under Listing Rule 7.1. Therefore the Chen Options will not count towards the Company's 15% Capacity under Listing Rule 7.1.

Listing Rule 10.13 information

In accordance with the ASX Listing Rules 10.13, the following additional information is provided concerning the granting of the Chen Options: For the full terms and conditions for the options please refer to Appendix 1 to this Notice.

Eligible recipient	Dr Dianmin Chen or his nominee
Maximum number of Options to be granted	3,000,000
Vesting Date	a. 1,000,000 Options on 20 May 2017; b. 1,000,000 Options on 20 May 2018; and c. 1,000,000 Options on 20 May 2019.
Option issue price	Nil
Exercise price	\$0.80
Expiry date	The earlier of: (a) 20 May 2021 (being the fifth anniversary of the Commencement Date of the Employment Agreement); (b) the Business Day after the expiration of three (3) months, or any longer period which the Board may determine, after Dr Chen ceases to be an executive director, contractor or employee of the Company or an associated body corporate of the Company; or (c) the date on which the Company terminates with cause any executive or service agreement with Dr Chen.
Terms of Shares issued on exercise	Shares issued upon the exercise of the Chen Options will rank pari passu with all of the other fully paid ordinary shares on issue in the Company
Timing of the issue	The issue will be made as soon as possible following approval but in any event within one month from the date of the Annual General Meeting
Voting Exclusion Statement	A voting exclusion statement for Resolution 6 is included in the Notice of Meeting
Use of Funds	No funds will be raised from the issue of the Chen Options. The maximum amount that would be raised by the exercise of the Chen Options would be \$240,000. The funds raised (if any) from the exercise of the Chen Options will be used for general working capital purposes.

Voting Restrictions

There are restrictions on members of the Key Management Personnel and their Closely Related Parties and their proxies voting (in any capacity) on Resolution 6, details of which are set out in the Voting Restriction Statement included in Resolution 6 of the Notice of Meeting.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolution 6, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made by the Company immediately

7. Resolution 7– Ratification of Share Issues

The Company issued 4,987,500 fully paid ordinary shares to Infinitus as part of the allocation of the shortfall from the Rights Issue pursuant to the sub-underwriting agreement. The proceeds from the Rights Issue were applied to assist with the completion of process plant at the Rocklands project and to provide ongoing working capital.

The share issue was completed on 15 August 2016.

Regulatory Requirements

ASX Listing Rule 7.1 prohibits a listed company, except in certain cases, from issuing new Equity Securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders (**15% Rule**).

The general operation of the 15% Rule means that the Company cannot issue new securities which exceed 15% of the issued capital of the Company in any 12 month period without the prior approval of its shareholders. Accordingly, the Directors are seeking Shareholder ratification to the previous issue of the Shares in accordance with ASX Listing Rule 7.4. The effect of the Shareholders approving this Resolution will be to remove the Shares issued to Infinitus from the operation of the 15% Rule and enable the Company to issue further Shares for any subsequent requirements that may arise.

Under Listing Rule 7.4, an issue of securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval if the issue:

- did not breach Listing Rule 7.1 (i.e. the issue did not exceed the 15% limit under ASX Listing Rule 7.1); and
- holders of the ordinary securities subsequently approve the issue.

Specific Information required by ASX Listing Rule 7.5 with respect to Resolution 7

For the purposes of ASX Listing Rule 7.5 information is provided as follows:-

- (i) The total number of Shares issued to Infinitus was 4,987,500 Shares.
- (ii) The price at which the Shares were issued was \$0.80 per Share.
- (iii) The Shares issued were fully paid ordinary shares in the Company which rank equally in all respects with the Company's existing quoted shares.
- (iv) The Shares were issued to Infinitus on 15 August 2016.
- (v) The proceeds from the Share issue will be used to fund the capital costs associated with the finalisation of the Construction of the Rocklands Process Plant and to provide working capital.
- (vi) A voting exclusion statement is included in the Notice.

8. Resolution 8 – Ratification of Share Issues

The Company issued 4,987,500 fully paid ordinary shares to Equus Capital as part of the allocation of the shortfall from the Rights Issue pursuant to the sub-underwriting agreement. The proceeds from the Rights Issue were applied to assist with the completion of process plant at the Rocklands project and to provide ongoing working capital.

The share issue was completed on 15 August 2016.

Regulatory Requirements

ASX Listing Rule 7.1 prohibits a listed company, except in certain cases, from issuing new Equity Securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders (**15% Rule**).

The general operation of the 15% Rule means that the Company cannot issue new securities which exceed 15% of the issued capital of the Company in any 12 month period without the prior approval of its shareholders. Accordingly, the Directors are seeking Shareholder ratification to the previous issue of the Shares in accordance with ASX Listing Rule 7.4. The effect of the Shareholders approving this Resolution will be to remove the Shares issued to Equus Capital from the operation of the 15% Rule and enable the Company to issue further Shares for any subsequent requirements that may arise.

Under Listing Rule 7.4, an issue of securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval if the issue:

- did not breach Listing Rule 7.1 (i.e. the issue did not exceed the 15% limit under ASX Listing Rule 7.1); and
- holders of the ordinary securities subsequently approve the issue.

Specific Information required by ASX Listing Rule 7.5 with respect to Resolution 8

For the purposes of ASX Listing Rule 7.5 information is provided as follows: -

- (i). The total number of Shares issued to Equus Capital was 5,012,500 Shares.
 - (ii). The price at which the Shares were issued was \$0.80 per Share.
 - (iii). The Shares issued were fully paid ordinary shares in the Company which rank equally in all respects with the Company's existing quoted shares.
 - (iv). The Shares were issued to Equus Capital Limited on 15 August 2016.
 - (v). The proceeds from the Share issue will be used to fund the capital costs associated with the finalisation of the Construction of the Rocklands Process Plant and to provide working capital.
 - (vi). A voting exclusion statement is included in the Notice.
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9. Resolution 9 – Ratification of Share Issues

The Company issued 2,500,000 fully paid ordinary shares to China Oceanwide as part of the allocation of the shortfall from the Rights Issue pursuant to the sub-underwriting agreement. The proceeds from the Rights Issue were applied to assist with the completion of process plant at the Rocklands project and to provide ongoing working capital.

The share issue was completed on 15 August 2016.

Regulatory Requirements

ASX Listing Rule 7.1 prohibits a listed company, except in certain cases, from issuing new Equity Securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders (**15% Rule**).

The general operation of the 15% Rule means that the Company cannot issue new securities which exceed 15% of the issued capital of the Company in any 12 month period without the prior approval of its shareholders. Accordingly, the Directors are seeking Shareholder ratification to the previous issue of the Shares in accordance with ASX Listing Rule 7.4. The effect of the Shareholders approving this Resolution will be to remove the Shares issued to China Oceanwide from the operation of the 15% Rule and enable the Company to issue further Shares for any subsequent requirements that may arise.

Under Listing Rule 7.4, an issue of securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval if the issue:

- did not breach Listing Rule 7.1 (i.e. the issue did not exceed the 15% limit under ASX Listing Rule 7.1); and
- holders of the ordinary securities subsequently approve the issue.

Specific Information required by ASX Listing Rule 7.5 with respect to Resolution 9

For the purposes of ASX Listing Rule 7.5 information is provided as follows: -

- (i) The total number of Shares issued to China Oceanwide was 4,987,500 Shares.
- (ii) The price at which the Shares were issued was \$0.80 per Share.
- (iii) The Shares issued were fully paid ordinary shares in the Company which rank equally in all respects with the Company's existing quoted shares.
- (iv) The Shares were issued to China Oceanwide on 15 August 2016.
- (v) The proceeds from the Share issue will be used to fund the capital costs associated with the finalisation of the Construction of the Rocklands Process Plant and to provide working capital.
- (vi) A voting exclusion statement is included in the Notice.

10. Resolution 10 – Ratification of the Issue of Options to Paradigm Securities

The Company issued 2,000,000 options (**Paradigm Options**) to Paradigm Securities as part of the underwriting fees payable under the underwriting agreement for the rights issue completed by the Company in August 2016.

The issue of the Paradigm Options was completed on 31 August 2016. For the full terms and conditions for the options please refer to Appendix 2 to this Notice.-

Regulatory Requirements

ASX Listing Rule 7.1 prohibits a listed company, except in certain cases, from issuing new Equity Securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders (**15% Rule**).

The general operation of the 15% Rule means that the Company cannot issue new securities which exceed 15% of the issued capital of the Company in any 12 month period without the prior approval of its shareholders. Accordingly, the Directors are seeking Shareholder ratification to the previous issue of the Paradigm Options in accordance with ASX Listing Rule 7.4. The effect of the Shareholders approving this Resolution will be to remove the Paradigm Options from the operation of the 15% Rule and enable the Company to issue further Shares for any subsequent requirements that may arise.

Under Listing Rule 7.4, an issue of securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval if the issue:

- did not breach Listing Rule 7.1 (i.e. the issue did not exceed the 15% limit under ASX Listing Rule 7.1); and
 - holders of the ordinary securities subsequently approve the issue.
-

Specific Information required by ASX Listing Rule 7.5 with respect to Resolution 10

For the purposes of ASX Listing Rule 7.5 information is provided as follows: -

- (i) The total number of Paradigm Options issued to Paradigm was 2,000,000 options.
- (ii) The Paradigm Options were issued for nil consideration.
- (iii) The terms of the Paradigm Options are as follows:

Vesting Date	Immediately on issue
Option issue price	Nil
Exercise price	\$2.00
Expiry date	31 August 2018
Terms of Shares issued on exercise	Shares issued upon the exercise of the Paradigm Options will be fully paid ordinary shares in the Company which rank equally in all respects with the Company's existing quoted shares.

- (iv) The Options were issued to Paradigm Securities Pty Ltd.
- (v) No funds were raised from the issue of the Paradigm Options. The maximum amount that would be raised by the exercise of the Paradigm Options would be \$4,000,000. The funds raised (if any) from the exercise of the Paradigm Options will be used for general working capital purposes.
- (vi) A voting exclusion statement for Resolution 10 is included in the Notice of Meeting.

11. Glossary of Terms

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange.

ASX Listing Rules means the official listing rules of the ASX.

Board means the board of Directors of the Company.

Business Day means a day on which all banks are open for business generally in Brisbane.

Chair or **Chairman** means the person chairing the Meeting.

China Oceanwide means China Oceanwide International Investment Co. Limited.

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- a spouse or child of the member; or
- a child of the member's spouse; or
- a dependant of the member or the member's spouse; or
- 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 dealings with the entity; or
- a company the member controls; or
- a person prescribed by the regulations for the purposes of this definition.

Company or **CuDeco** means CuDeco Limited ACN 000 317 251.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth) as amended, varied or replaced from time to time.

Directors mean the directors of the Company as at the date of this Notice of Meeting.

Equity Securities has the meaning given to that term in the ASX Listing Rules.

Equus Capital means Equus Capital Management Limited.

Explanatory Memorandum means the explanatory statement accompanying this Notice.

Infinitus means Infinitus Limited.

Key Management Personnel or **KMP** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

Meeting or **Annual General Meeting** means the annual general meeting to be held on 15 December 2016.

Notice or **Notice of Meeting** means the notice of meeting giving notice to Shareholders of the Meeting and which accompanies this Explanatory Memorandum.

Options means options over fully paid ordinary Shares.

Paradigm Securities means Paradigm Securities Pty Ltd ABN 95 159 611 060

Related Party has the meaning in section 228 of the Corporations Act.

Resolution means a resolution proposed at the Meeting.

Shareholder means a holder of ordinary Shares in the Company.

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

Trading Day has the meaning given to that term in the ASX Listing Rules.

VWAP means the volume weighted average price.

12. Voting Intentions of the Chairman

The Chairman intends to vote in favour of all Resolutions. This is stated for any Shareholders that appoint the Chairman as their proxy.

13. Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm AEST Tuesday 13 December 2016. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

PROXY FORM – AGM 15 December 2016

I / We

of

being shareholder(s) of CuDeco (**Company**)

hereby appoint:

of:

or failing him/her:

of:

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of the Company to be held Friday 15 December 2016 at 2.30 pm AEST at C/- HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Queensland 4000 and at any adjournment thereof in respect of all of my/our shares in the Company unless otherwise specified below.

Use of Proxy

Direction on how to vote

If you wish to direct the Proxy how to vote, please place a mark in the appropriate boxes below.

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

I/we direct my/our proxy to vote as indicated below:

	For	Against	Abstain
Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Director – H. Liu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Re-election of Director – P. Hutchison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Re-election of Director – N. White	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Re-election of Director – D. Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Approval of Option Issue to D Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Ratification of prior share issue to Infinitus	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 – Ratification of prior share issue to Equus Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 – Ratification of prior share issue to China Oceanwide	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 – Ratification of Option Issue to Paradigm Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

No direction on how to vote - Chair as Proxy (Remuneration Resolutions)

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 6 (Remuneration Resolutions) (except where I/we have indicated a different voting intention below) even though the Remuneration Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company (which includes the Chairman), or if the Company is part of a consolidated entity, that entity.

Chairman's Voting intention

The Chair intends on voting in favour of all undirected proxies (including the Remuneration Resolutions).

In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

No Direction on how to vote - General

If you do not direct your proxy on how to vote as your proxy in respect of the resolution/s, the Proxy may cast your vote as the Proxy thinks fit or may abstain from voting. By signing this appointment you acknowledge that, subject to the *Corporations Act 2001* (Cth), the Proxy may exercise your proxy even if he/she has an interest in the outcome of the resolution/s and even if votes cast by him/her other than as proxy holder will be disregarded because of that interest (subject to the section above in relation to voting on Remuneration Resolutions by the Chair of the meeting).

Apportionment - Multiple Proxies

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is %. (An additional proxy form will be supplied by the Company on request)

Apportionment - Multiple Shares

If you wish to appoint the proxy to exercise voting power over only some of your shares, the number of shares in respect of which this proxy is to operate is shares. (Note: proxy will be over all shares if left blank)

Individual or Security holder 1

Sole Director and Sole Company Secretary (If appointed)

Security holder 2

Director

Security holder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

Signing Instructions

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

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

If a representative of a corporate shareholder or proxy is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Lodgment of a Proxy

This Proxy Form (and any Power of Attorney under which it 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 received at an address given below no later than 2.30 pm Tuesday 13 December 2016, being not later than 48 hours before the commencement of the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

- IN PERSON OR BY MAIL: Registered Office Suite 11A, Level 11 100 Edward Street,
Brisbane, Queensland 4000
- BY FAX: (61 7) 3210 5999
- BY Email: admin@cudeco.com.au
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