



NOTICE OF GENERAL MEETING

The General Meeting of the Company will be held at the offices of the Company, at Level 11, 216 St Georges Terrace, Perth, Western Australia on, 25 May 2017 at 11:00am (WST).

The Notice of 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.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by email on david@miningcorporate.com.au.

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

KRAKATOA RESOURCES LIMITED

ACN 155 231 575

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders of Krakatoa Resources Limited (**Company**) will be held at the offices of the Company, at Level 11, 216 St Georges Terrace, Perth, Western Australia on Thursday, 25 May 2017 at 11:00am(WST) (**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 the 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 Tuesday, 23 May 2017 at 5pm (WST).

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

AGENDA

1. Resolution 1 - Ratification of prior issues of Placement Securities

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the following issues of securities as follows:

- (a) 3,333,333 Placement Shares issued under Listing Rule 7.1;
- (b) 3,333,333 Placement Options issued under Listing Rule 7.1; and
- (c) 2,893,878 Options issued to corporate advisors (or their nominees) under Listing Rule 7.1,

on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person (and any associate or nominee of such a person) who participated in the issue of the Securities.

However, the Company need not disregard a vote if:

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

2. Resolution 2 - Approval to issue New Options

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 42,673,709 New Options on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Previous Optionholders, any corporate advisor to which the New Options may be issued and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any nominees and associates of 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 Chair 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.

3. Resolution 3 - Participation in Options Placement by related parties

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of New Options to Directors (or their nominees) as follows:

- (a) 3,000,000 New Options to Mr Colin Locke;
- (b) 2,000,000 New Options to Mr Timothy Hogan; and
- (c) 1,000,000 New Options to Mr Aryo Bimo,

on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by the Directors (and their nominees) and any associates of 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 Chair 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.

BY ORDER OF THE BOARD

David Palumbo
Company Secretary
Krakatoa Resources Limited
Dated: 24 April 2017

KRAKATOA RESOURCES LIMITED

ACN 155 231 575

EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of the Company, at Level 11, 216 St Georges Terrace, Perth, Western Australia on Thursday, 25 May 2017 at 11:00am(WST).

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.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1- Ratification of prior issues of Placement Securities
Section 4	Resolution 2 - Approval to issue New Options
Section 5	Resolution 3 - Participation in Options Placement by related parties
Schedule 1	Definitions
Schedule 2	Terms and conditions of New Options

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 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

2.2 Proxies

(a) Voting by proxy

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:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) 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.

(b) 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:

- (i) 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);
- (ii) 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;
- (iii) 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
- (iv) 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).

(c) Transfer of non-Chair proxy to Chair in certain circumstances

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

- (i) 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;
- (ii) the appointed proxy is not the Chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either the proxy is not recorded as attending the meeting or 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.

3. Resolution 1 - Ratification of prior issues of Placement Securities

3.1 General

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 3,333,333 Placement Shares, 3,333,333 Placement Options and 2,893,878 Options.

The Board recommends that Shareholders vote in favour of each of the resolutions which form part of Resolution 1.

Each of the resolutions which form part of Resolution 1 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of each of the resolutions which form part of Resolution 1.

3.2 Listing Rules 7.1 and 7.1A

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.

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 comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 25 November 2016.

3.3 Listing Rule 7.4

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

The effect of Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. No securities for which ratification is sought were issued under Listing Rule 7.1A.

3.4 Specific information required by Listing Rule 7.5

Pursuant to, and in accordance with, Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Securities under Resolution 1:

- (a) a total of:
 - (i) 3,333,333 Placement Shares were issued on 2 December 2016 within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval;
 - (ii) 3,333,333 Placement Options were issued on 2 December 2016 within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval;

- (iii) 2,893,878 Options were issued to corporate advisors on 12 December 2016 within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval;
- (b) the Placement Shares were issued at \$0.15 per Share with an entitlement to one free attaching Option for every one Placement Share subscribed for (being the Placement Options);
- (c) the Placement Shares were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Placement Options and Options to corporate advisors were issued on the terms and conditions in Schedule 2 except that the exercise price was \$0.20 per Placement Option and the expiry date was 31 March 2017;
- (e) the Placement Shares and Placement Options were issued to Sophisticated and Professional Investors, none of whom is a related party of the Company;
- (f) the proceeds from the issue of the Placement Shares were used to supplement working capital and were applied towards administration costs and due diligence in relation to the potential acquisition of clean energy opportunities that were under consideration with United Mining Group;
- (g) no funds were raised from the issue of the:
 - (i) Placement Options as they were free attaching to the Placement Shares; and
 - (ii) Options to corporate advisors as they were issued for nil cash consideration; and
- (h) a voting exclusion statement is included in the Notice.

4. Resolution 2 - Approval to issue New Options

4.1 General

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue up to 42,673,709 New Options to Previous Optionholders, corporate advisors and other selected non-related participants as part of the Options Placement.

The Board recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 2.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 3.2.

The effect of Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.3 Technical information required by Listing Rule 7.3

Pursuant to, and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the New Options:

- (a) the Company proposes to issue a maximum of 42,673,709 New Options;
- (b) the New Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) the New Options are being offered at an issue price of \$0.001 per New Option to collectively raise approximately \$42,674;
- (d) the New Options are intended to be offered to Previous Optionholders (or their nominees), corporate advisors (or their nominees) and other selected non-related party participants, none of whom is a related party of the Company;
- (e) the New Options are to be issued on the terms and conditions set out in Schedule 2;
- (f) the funds raised from the issue of the New Options will be used for general working capital;
- (g) it is intended that the New Options will be issued on or about 25 May 2017, to coincide with the issued date of new shares to be issued under the Company's recently announced entitlement offer; and
- (h) a voting exclusion statement is included in the Notice.

5. Resolution 3 - Participation in Options Placement by related parties

5.1 General

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 10.11 for Directors (or their nominees) to participate in the Options Placement.

Directors Colin Locke, Timothy Hogan and Aryo Bimo (together, the **Related Party Participants**) each wish to participate in the Options Placement, subject to shareholder approval being obtained.

Resolution 3 seeks Shareholder approval for the issue of up to 6,000,000 New Options to the Related Party Participants (or their nominees) arising from the participation by the Related Party Participants in the Options Placement (**Participation**).

Resolution 3 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 3.

5.2 Chapter 2E of the Corporations Act and Listing Rule 10.11

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 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 Participation will result in the issue of New Options which constitutes giving a financial benefit and the Related Party Participants are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Locke in relation to Resolution 3(a), Mr Hogan in relation to Resolution 3(b) and Mr Bimo in relation to Resolution 3(c), given their material personal interests in these respective Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the New Options will be issued to Related Party Participants on the same terms as New Options issued to non-related party participants in the Options Placement and as such the giving of the financial benefit is on arm's length terms.

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 Listing Rule 10.12 applies.

As the Participation involves the issue of New Options to related parties of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the Participation as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of New Options to the Related Party Participants (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

5.3 Section 195

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a 'material personal interest' are being considered.

The Directors, specifically Mr Locke in relation to Resolution 3(a), Mr Hogan in relation to Resolution 3(b) and Mr Bimo in relation to Resolution 3(c), have a material personal interest in the outcome of Resolution 3.

The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve upon.

5.4 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the New Options will be issued to the Related Party Participants, being Messrs Colin Locke, Timothy Hogan and Aryo Bimo (or their respective nominees);
- (b) the maximum number of New Options to be issued to the Related Party Participants is 6,000,000 under the Options Placement in the following proportions:
 - (i) up to 3,000,000 New Options to Mr Colin Locke (or his nominee);

- (ii) up to 2,000,000 New Options to Mr Timothy Hogan (or his nominee);
and
- (iii) up to 1,000,000 New Options to Mr Aryo Bimo (or his nominee);
- (c) the New Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) the issue price will be \$0.001 per New Option, being the same as all other New Options issued under the Options Placement, to raise approximately \$6,000;
- (e) the New Options issued to the Related Party Participants will be issued on the same terms and conditions as the New Options being offered to non-related parties of the Company and as set out in Schedule 2;
- (f) the funds raised will be used for general working capital; and
- (g) a voting exclusion statement is included in the Notice.

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Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

ASX means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors of the Company.

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Company means Krakatoa Resources Limited ACN 155 231 575.

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

Director means a director of the Company.

Equity Security has the same meaning as in the Listing Rules and **Equity Securities** has the corresponding meaning.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Listing Rules means the listing rules of ASX.

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

New Options means the Options proposed to be issued under the Options Placement on the terms set out in Schedule 2.

Notice means this notice of general meeting.

Option means an option to acquire a Share.

Options Placement means the Company's intended offer of New Options, at an issue price of \$0.001 per New Option, as follows:

- (a) an offer of up to 42,673,709 New Options to Previous Optionholders, corporate advisors and other non-related selected participants; and
- (b) an offer of up to 6,000,000 New Options to the Directors as follows:
 - (i) 3,000,000 New Options to Executive Chairman, Mr Colin Locke;
 - (ii) 2,000,000 New Options to Non-Executive Director, Mr Timothy Hogan; and
 - (iii) 1,000,000 New Options to Non-Executive Director, Mr Aryo Bimo.

Placement Options means the issue of one free attaching quoted Option for every Placement Share subscribed, with an exercise price of \$0.20 and exercisable on or before 31 March 2017, which were issued on 2 December 2016.

Placement Shares means the issue of 3,333,333 Shares at an issue price of \$0.15 per Share to sophisticated and professional investors on 2 December 2016.

Placement Securities means the Placement Shares and the Placement Options.

Previous Optionholders means the holders of Options that expired on 31 March 2017.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

Related Party Participants has the meaning given in section 5.1.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

Securities means all Equity Securities of the Company, including Shares and Options.

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

Shareholder means a holder of a Share.

Sophisticated and Professional Investors means sophisticated and professional investors as defined in section 708 of the Corporations Act

WST means Western Standard Time, being the time in Perth, Western Australia.

Schedule 2 - Terms and conditions of New Options

Each of the New Options will be granted on the following terms and conditions:

1. Entitlement

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

2. Exercise Price

Subject to Section 11 of Schedule 2, the amount payable upon exercise of each New Option will be \$0.10 (**Exercise Price**).

3. Expiry Date

Each New Option will expire at 5.00pm (WST) on 31 May 2019 (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

The New Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

5. Notice of Exercise

The New 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 New Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

6. Exercise Date

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 New Option being exercised in cleared funds (**Exercise Date**).

7. Quotation

Provided the Company can meet the minimum requirements pursuant to the Listing Rules, the Company will apply for quotation of the New Options on ASX.

8. Quotation of Shares issued on exercise

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the New Options.

9. Timing of issue of Shares on exercise

After a New Option is validly exercised, the Company must, within, 15 Business Days of receipt of the Notice of Exercise and receipt of cleared funds equal to the Exercise Price of the exercised New Option:

- (a) issue the Share; and
- (b) do all such acts, matters and things to obtain the grant of official quotation of the Share on ASX no later than 10 Business Days after issuing the Share.

10. Shares issued on exercise

Shares issued on exercise of the New Options rank equally with the then issued shares of the Company.

11. Reconstruction of capital

In the event of any reconstruction (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the Expiry Date, all rights of the New Option holder will be varied in accordance with the Listing Rules.

12. Participation in new issues

There are no participation rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options without exercising the New Options.

13. Change in exercise price

The Company may change the exercise price of the New Options or the number of Shares over which the New Options are exercisable in the event of the Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue) in accordance with Listing Rule 6.22.2A.

14. Adjustment for bonus issues

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of a New Option will be increased by the number of Shares which the holder would have received if the holder of the New Options had exercised the New Option before the record date for the bonus issue; and
- (b) no change will be made to the New Option exercise price.

15. Transferability

The New Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Krakatoa Resources Limited

ABN 39 155 231 575

Lodge your vote:



By Mail:

Krakatoa Resources Limited
Level 11, London House
216 St Georges Terrace
Perth, Western Australia 6000

Alternatively you can fax your form to
(within Australia) 08 9463 6103
(outside Australia) +61 8 9463 6103

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

KTA

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

XX

For your vote to be effective it must be received by 11:00am (WST) Tuesday, 23 May 2017

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Krakatoa Resources Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Krakatoa Resources Limited to be held at Level 11, 216 St Georges Terrace, Perth, Western Australia on Thursday, 25 May 2017 at 11:00am (WST) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business

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

		For	Against	Abstain
Resolution 1a	Ratification of prior issues of Placement Securities - 3,333,333 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1b	Ratification of prior issues of Placement Securities - 3,333,333 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1c	Ratification of prior issues of Placement Securities - 2,893,878 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue New Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3a	Participation in Options Placement by related parties - 3,000,000 Options to Mr Colin Locke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3b	Participation in Options Placement by related parties - 2,000,000 Options to Mr Timothy Hogan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3c	Participation in Options Placement by related parties - 1,000,000 Options to Mr Aryo Bimo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____