

ASX ANNOUNCEMENT

29 November 2017

RESULTS OF ANNUAL GENERAL MEETING

Notice is hereby given, in accordance with ASX Listing Rule 3.13.2 and Section 251AA(2) of the Corporations Act 2001 (Cth) that at the Annual General Meeting (**AGM**) of Cokal Ltd (the **Company**) held today that the resolutions as set out below were passed by a show of hands without amendment:

Resolution 1 (Non-Binding Resolution)

"That the Remuneration Report for the year ended 30 June 2017 (as set out in the Directors' Report) is adopted."

Resolution 2 (Ordinary Resolution)

"That Mr Domenic Martino, who retires at the close of the Annual General Meeting in accordance with Rule 5.2 of the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director."

Resolution 3 (Ordinary Resolution)

"That, in accordance with the provisions of Listing Rule 7.4 and for all other purposes the Shareholders ratify the previous issue of 19,444,445 fully paid ordinary Shares in the Company at an issue price of \$0.036 per Share to institutional and sophisticated investors on the terms and conditions set out in the Explanatory Memorandum."

Resolution 4 (Ordinary Resolution)

"That, in accordance with the provisions of Listing Rule 7.4 and for all other purposes the Shareholders ratify the previous issues of 275,000 fully paid ordinary Shares in the Company at an issue price of \$0.067 per Share to a consultant on the terms and conditions set out in the Explanatory Memorandum."

Resolution 5 (Ordinary Resolution)

"That, in accordance with the provisions of Listing Rule 7.4 and for all other purposes the Shareholders ratify the previous issues of 1,000,000 unlisted options in the Company at a nil issue price, exercise price of \$0.10 and expiry date of 19 September 2020 to a consultant on the terms and conditions set out in the Explanatory Memorandum."

Resolution 6 (Ordinary Resolution)

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 2,000,000 Commitment Shares on the terms and conditions set out in the Explanatory Statement."

Resolution 7 (Ordinary Resolution)

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 25,000,000 Shares to the vendors of PT Tambang Benua Alam Raya (**TBAR Vendors**) on the terms and conditions set out in the Explanatory Statement."

Resolution 8 (Ordinary Resolution)

"That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue a total of 5,000,000 Options to Mr Gerhardus (Garry) Kielenstyn (or his nominee) on terms and conditions set out in the Explanatory Memorandum."

Resolution 9 (Ordinary Resolution)

"That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)), section 200E of the Corporations Act and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Performance Rights and Option Plan and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Statement."

Resolution 10 (Ordinary Resolution)

'That, for the purposes of Listing Rule 10.1 and all other relevant purposes, the shareholders approve the Debt Restructure Transaction and the implementation of the Royalty Deed which sets out the terms and conditions of the Debt Restructure Transaction, including the grant of security over various assets owned by the Company, in favour of Wintercrest and Northrock, on the terms and conditions set out in the Explanatory Memorandum.'

Resolution 11 (Ordinary Resolution)

'That for the purpose of Listing Rule 7.1 and for all other purposes, the Shareholders approve the grant of 75 million Options to acquire fully paid ordinary shares in the Company at an exercise price of 1.6 cents per Option to the Platinum Entities or their nominees approved by the Board (**Platinum Options**), on the terms and conditions set out in the Explanatory Memorandum.'

In respect of the resolutions, the total number of proxy votes exercisable by all proxies validly appointed and the total number of proxy votes in respect of which the appointments specified that:

- I. The proxy was to vote for the resolution; and
- II. The proxy was to vote against the resolution; and
- III. The proxy was able to vote at the proxy's discretion; and
- IV. The proxy abstained from voting

are set out below:

Resolution	For	Against	Discretion	Abstain	Total
1	58,884,702	3,007,000	811,712	10,017,000	72,720,414
2	86,393,702	1,298,000	811,712	10,017,000	98,520,414
3	87,188,702	10,520,000	811,712	-	98,520,414
4	87,188,702	10,520,000	811,712	-	98,520,414
5	87,188,702	10,520,000	811,712	-	98,520,414
6	84,865,702	12,230,000	1,424,712	-	98,520,414
7	85,478,702	12,230,000	811,712	-	98,520,414
8	68,900,702	3,051,500	768,212	-	72,720,414
9	58,883,702	13,068,500	768,212	-	72,720,414
10	51,237,409	12,230,000	811,712	-	64,279,121
11	51,237,409	12,230,000	811,712	-	64,279,121

ENDS

Further enquiries:

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