



---

**SUREFIRE RESOURCES NL**

**ACN 083 274 024**

**NOTICE OF GENERAL MEETING**

---

Notice is given that the Meeting will be held at:

**TIME: 10:00am (WST)**

**DATE: 22 March 2018**

**PLACE: Level 4, The Read Buildings, 16 Milligan Street, Perth WA 6000**

*The business of the Meeting affects your shareholding and your vote is important.*

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (WST) on 20 March 2017.*

---

## BUSINESS OF THE MEETING

---

### AGENDA

---

#### 1. RESOLUTION 1 – CONSOLIDATION OF CAPITAL

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

*"That, subject to all other Resolutions in this Notice being passed, pursuant to section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that every 20 Shares be consolidated into 1 Share and, where this Consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction up to the nearest whole Share."*

---

#### 2. RESOLUTION 2 – ELECTION OF DIRECTOR – ROGER SMITH

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

*"That, for the purpose of clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Roger Smith, a Director who was appointed on 29 November 2017, retires, and being eligible, is elected as a Director."*

---

#### 3. RESOLUTION 3 – ISSUE OF OPTIONS TO CPS CAPITAL GROUP PTY LTD

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 64,000,000 Options (post Consolidation) to CPS Capital Group Pty Ltd (or its nominee) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

---

#### 4. RESOLUTION 4 – ISSUE OF OPTIONS TO VLADIMIR NIKOLAENKO

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 35,000,000 Options (post Consolidation) to Vladimir Nikolaenko (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of Vladimir Nikolaenko (or his nominee) or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is

cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

---

**5. RESOLUTION 5 – ISSUE OF OPTIONS TO ROGER SMITH**

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 Options (post Consolidation) to Roger Smith (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

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

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

---

**6. RESOLUTION 6 – ISSUE OF OPTIONS TO MICHAEL POVEY**

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 18,000,000 Options (post Consolidation) to Michael Povey (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of Michael Povey (or his nominee) or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is

cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

---

**7. RESOLUTION 7 – APPROVAL OF DIRECTOR PARTICIPATION IN CAPITAL RAISING - VLADIMIR NIKOLAENKO**

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 8,333,333 Shares, 8,333,333 Options and 8,333,333 Contributing Shares to Vladimir Nikolaenko (or his nominee), as part of the Capital Raising, on the terms and conditions set out in the Explanatory Statement.”*

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

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

The above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

---

**8. RESOLUTION 8 – APPROVAL OF DIRECTOR PARTICIPATION IN CAPITAL RAISING - ROGER SMITH**

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 4,166,667 Shares, 4,166,667 Options and 4,166,667 Contributing Shares to Roger Smith (or his nominee), as part of the Capital Raising, on the terms and conditions set out in the Explanatory Statement.”*

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

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

The above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

---

**9. RESOLUTION 9 – APPROVAL OF DIRECTOR PARTICIPATION IN CAPITAL RAISING – MICHAEL POVEY**

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 4,166,667 Shares, 4,166,667 Options and 4,166,667 Contributing Shares to Michael Povey (or his nominee), as part of the Capital Raising, on the terms and conditions set out in the Explanatory Statement.”*

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

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

The above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

---

**10. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 75,000,000 Shares (pre-Consolidation) on the terms and conditions set out in the Explanatory Statement.”*

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

---

## 11. RESOLUTION 11 – RATIFICATION OF PRIOR ISSUE

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 100,000 Shares (pre-Consolidation) on the terms and conditions set out in the Explanatory Statement."*

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

---

## 12. RESOLUTION 12 – RATIFICATION OF PRIOR ISSUE

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

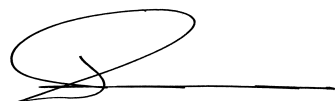
*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 17,733,990 Shares (pre-Consolidation) on the terms and conditions set out in the Explanatory Statement."*

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

---

**Dated: 16 February 2018**

**By order of the Board**



**Rudolf Tieleman**  
**Company Secretary**

### **Voting in person**

---

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

### **Voting by proxy**

---

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9429 8846.***

---

## EXPLANATORY STATEMENT

---

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

---

### 1. RESOLUTION 1 – CONSOLIDATION OF CAPITAL

#### 1.1 Background

This Resolution seeks Shareholder approval for the Company to consolidate the number of Shares on issue on a 1 for 20 basis (**Consolidation**). The Company does not currently have any Options on issue, with the previous Options which were on issue having expired on 30 December 2017.

The purpose of the Consolidation is to implement a more appropriate capital structure for the Company going forward and is proposed to be undertaken in conjunction with an entitlement issue under which the Company will seek to raise up to approximately \$3,603,031 through the issue of approximately 300,252,600 Shares (together with one (1) free-attaching Option and one (1) free-attaching Contributing Share for every one (1) Share issued) to eligible Shareholders on a 2.5:1 basis (**Entitlement Issue**).

Further information relating to the Entitlement Issue will be contained in a prospectus, which is expected to be lodged with ASIC and sent to Shareholders in due course. The Entitlement Issue is expected to occur following the Consolidation and be completed by early – mid May.

If Resolution 1 is passed and the Consolidation proceeds then, excluding any Securities issued pursuant to the other Resolutions, the number of Shares on issue will be reduced from 2,402,020,803 to 120,101,040 (subject to rounding).

The Securities proposed to be issued pursuant to Resolutions 3 to 6 will all be issued on a post-Consolidation basis.

#### 1.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

#### 1.3 Fractional entitlements

Not all Shareholders will hold that number of Shares which can be evenly divided by 20. Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole Share.

#### 1.4 Taxation

It is not considered that any taxation implications will exist for Shareholders arising from the Consolidation. However, Shareholders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.



## 1.5 Holding statements

From the date which is two Business Days after the Consolidation is approved by Shareholders, all holding statements for Shares will cease to have any effect, except as evidence of entitlement to a certain number of Shares on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Shares to be issued to Shareholders.

It is the responsibility of each Shareholder to check the number of Shares held prior to disposal (as the case may be).

## 1.6 Effect on capital structure

The expected effect on the Company's capital structure following completion of the Consolidation (and the Entitlement Issue it is proposed to be undertaken in conjunction with) is set out in the table below.

Capital Structure	Shares	Contributing Shares	Listed Options
Pre-Consolidation Securities	2,402,020,803	Nil	Nil
Post 20:1 Consolidation of Securities (Resolution 1) <sup>1</sup>	120,101,040	Nil	Nil
Securities to be issued under Resolutions 3 to 6 <sup>1</sup>	Nil	Nil	120,000,000
Securities proposed to be issued under Entitlement Issue <sup>2</sup>	300,252,600	300,252,600	300,252,600
<b>Issued capital on completion of all Resolutions</b>	<b>420,353,640</b>	<b>300,252,600</b>	<b>420,252,600</b>

### Notes:

1. Comprising the issue of 64,000,000 Options to CPS Capital in conjunction with the Entitlement Issue (refer to Section 3 for further information), and the issue of 56,000,000 Options in aggregate to the Directors (refer to Section 4 for more information).
2. Further information in relation to the Entitlement Issue will be released in due course, however it is expected that the issue will be undertaken on a 2.5:1 basis to raise up to approximately \$3,603,031. The offer is expected to include one (1) free-attaching Option exercisable at \$0.018 on or before 30 November 2019, and one (1) free-attaching Contributing Share with calls expected to be made for \$0.009 in respect of each call on the dates which are 12, 24 and 36 months from the date of issue, for every one (1) Share issued.

## 1.7 Indicative timetable

If Resolution 1 is passed, the reduction of capital will take effect in accordance with the following indicative timetable:

Action	Date
Company announces Consolidation and sends out Notice of Meeting.	21 February 2018
Company tells ASX that Shareholders have approved the Consolidation.	22 March 2018
Last day for pre-Consolidation trading.	23 March 2018
Post-Consolidation trading starts on a deferred settlement basis.	26 March 2018
Last day for Company to register transfers on a pre-Consolidation basis.	27 March 2018
First day for Company to send notice to each holder of the change in their details of holdings.	28 March 2018
First day for the Company to register Securities on a post-Consolidation basis and first day for issue of holding statements.	
Issue date. Deferred settlement market ends.	5 April 2018
Last day for Securities to be entered into holders' security holdings.	
Last day for the Company to send notice to each holder of the change in their details of holdings.	

The above timetable is an indicative timetable only and remains subject to change without prior notice.

## **2. RESOLUTION 2 – ELECTION OF DIRECTOR – ROGER SMITH**

### **2.1 General**

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

Pursuant to the Constitution, any Director so appointed holds office only until the next following general meeting and is then eligible for election by Shareholders.

Roger Smith, having been appointed by other Directors on 29 November 2017 in accordance with the Constitution, will retire in accordance with the Constitution and being eligible, seeks election from Shareholders.

### **2.2 Qualifications and other material directorships**

Roger Smith has served on a number of boards of listed companies as both a Non-Executive Chairman and Non-Executive Director as well as having held a number of proprietary company directorships.

Roger Smith has been successful in the operations of wholesale and retail businesses, property development and the hotel industry.

### **2.3 Independence**

Roger Smith has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the board considers Mr Smith will be an independent director.

## 2.4 Board recommendation

The Board supports the re-election of Roger Smith and recommends that Shareholders vote in favour of Resolution 2.

---

## 3. RESOLUTION 3 – APPROVAL TO ISSUE OF OPTIONS TO CPS CAPITAL GROUP PTY LTD

### 3.1 General

Resolution 3 seeks Shareholder approval for the issue of up to 64,000,000 Options (**CPS Options**) (on a post-Consolidation basis) in consideration for underwriting services to be provided by CPS Capital Group Pty Ltd (ACN 088 055 636) (**CPS Capital**) in conjunction with the Entitlement Issue. The CPS Options will be issued upon CPS Capital fulfilling its underwriting obligations in connection with the Entitlement Issue. Further information will be contained in the prospectus to be issued in relation to the Entitlement Issue in due course.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 3 will be to allow the Company to issue the CPS Options pursuant to the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

### 3.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement:

- (a) the maximum number of Options to be issued is 64,000,000 (to be issued on a post-Consolidation basis);
- (b) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (c) the Options will be issued for nil cash consideration in part satisfaction of underwriting services to be provided by CPS Capital in respect of the Entitlement Issue;
- (d) the Options will be issued to CPS Capital, which is not a related party of the Company;
- (e) the Options will be issued on the terms and conditions set out in Schedule 1; and
- (f) no funds will be raised from the Placement as the Options are being issued in part consideration for underwriting services to be provided by CPS Capital in respect of the Entitlement Issue.

---

## **4. RESOLUTIONS 4 TO 6 – ISSUE OF OPTIONS TO VLADIMIR NIKOLAENKO, ROGER SMITH AND MICHAEL POVEY**

### **4.1 General**

The Company has agreed, subject to obtaining Shareholder approval, to issue;

- (a) 35,000,000 Options to Vladimir Nikolaenko (or his nominee);
- (b) 3,000,000 Options to Roger Smith (or his nominee); and
- (c) 18,000,000 Options to Michael Povey (or his nominee),

(all on a post-Consolidation basis) on the terms and conditions set out below (together, **Related Party Options**).

Resolutions 4 to 6 seeks Shareholder approval for the grant of the Related Party Options to Vladimir Nikolaenko, Roger Smith and Michael Povey (or their respective nominees).

### **4.2 Chapter 2E of the Corporations Act**

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

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

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

The grant of Related Party Options constitutes giving a financial benefit and Vladimir Nikolaenko, Roger Smith and Michael Povey are each related parties of the Company by virtue of being Directors.

The Directors (other than Vladimir Nikolaenko in respect of Resolution 4, Roger Smith in respect of Resolution 5 and Michael Povey in respect of Resolution 6, who each have a material personal interest in those respective Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Related Party Options, as the agreement to grant the Related Party Options has been reached as part of the remuneration packages for each of Vladimir Nikolaenko, Roger Smith and Michael Povey, which are considered reasonable remuneration in the circumstances and which were each negotiated on an arm's length basis.

### **4.3 ASX Listing Rule 10.11**

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

As the grant of the Related Party Options involves the issue of Options to related parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is

required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

#### **4.4 Technical Information required by ASX Listing Rule 10.13**

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 4, 5 and 6:

- (a) the Related Party Options will be granted to Vladimir Nikolaenko, Roger Smith and Michael Povey (or their respective nominees), who are each Directors of the Company;
- (b) a maximum of 56,000,000 Related Party Options will be issued (on a post-Consolidation basis), being:
  - (i) 35,000,000 Options to Vladimir Nikolaenko (or his nominee);
  - (ii) 3,000,000 Options to Roger Smith (or his nominee); and
  - (iii) 18,000,000 Options to Michael Povey (or his nominee);
- (c) the Related Party Options will be granted 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 ASX Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (d) the Related Party Options will be issued for nil cash consideration, accordingly no funds will be raised; and
- (e) the terms and conditions of the Related Party Options are set out in Schedule 1.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Related Party Options as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Related Party Options to Vladimir Nikolaenko, Roger Smith and Michael Povey (or their respective nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

---

#### **5. RESOLUTIONS 7 TO 9 – APPROVAL FOR DIRECTOR PARTICIPATION IN ENTITLEMENT ISSUE**

As noted in Section 1.1, the Company is proposing to undertake the Entitlement Issue to raise up to \$3,603,031. Under the Entitlement Issue, any entitlement not taken up by eligible Shareholders will form part of the shortfall (**Shortfall**). It is currently intended that the Shortfall will be allocated at the discretion of the Directors.

In addition to taking up their own entitlements under the Entitlement Issue, each Director, being Vladimir Nikolaenko, Roger Smith and Michael Povey, wishes to participate in the allocation of Shortfall under the Entitlement Issue.

Resolutions 7 to 9 seek Shareholder approval for the in the issue of:

- (a) up to 8,333,333 Shares, 8,333,333 Options and 8,333,333 Contributing Shares to Vladimir Nikolaenko (or his nominee) arising from his participation in the allocation of Shortfall;
- (b) up to 4,166,667 Shares, 4,166,667 Options and 4,166,667 Contributing Shares to Roger Smith (or his nominee) arising from his participation in the allocation of Shortfall; and

- (c) up to 4,166,667 Shares, 4,166,667 Options and 4,166,667 Contributing Shares to Michael Povey (or his nominee) arising from his participation in the allocation of Shortfall,

(together, the **Participation**).

## **5.2 Chapter 2E of the Corporations Act**

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

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

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

The proposed Participation will result in the issue of Securities, which constitutes giving a financial benefit and Vladimir Nikolaenko, Roger Smith and Michael Povey are related parties of the Company by virtue of being Directors.

The Directors (other than Vladimir Nikolaenko in respect of Resolution 7, Roger Smith in respect of Resolution 8 and Michael Povey in respect of Resolution 9, who each have a material personal interest in those respective Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Securities to Directors under the Shortfall, as the Securities will be issued to the Directors (or their respective nominees) on the same terms as Securities issued to non-related participants in the Entitlement Issue and as such the giving of the financial benefit is considered to be granted on arms' length terms.

## **5.3 ASX Listing Rule 10.11**

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

As the issue of Securities under the Shortfall involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

## **5.4 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)**

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

- (a) the Securities will be issued to Vladimir Nikolaenko, Roger Smith and Michael Povey (or their respective nominees), each being a Director;
- (b) the maximum number of Securities to be issued is 16,666,667 Shares, 16,666,667 Options and 16,666,667 Contributing Shares (on a post-Consolidation basis), being;

- (i) up to 8,333,333 Shares, 8,333,333 Options and 8,333,333 Contributing Shares to Vladimir Nikolaenko (or his nominee) arising from his participation in the allocation of Shortfall under the Entitlement Issue;
  - (ii) up to 4,166,667 Shares, 4,166,667 Options and 4,166,667 Contributing Shares to Roger Smith (or his nominee) arising from his participation in the allocation of Shortfall under the Entitlement Issue; and
  - (iii) up to 4,166,667 Shares, 4,166,667 Options and 4,166,667 Contributing Shares to Michael Povey (or his nominee) arising from his participation in the allocation of Shortfall under the Entitlement Issue;
- (c) the Securities will be issued to the Directors no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Shares will be issued on one date;
  - (d) the issue price for the Securities will be \$0.012 per Share, and the Options and Contributing Shares will be issued for nil cash consideration as they are free-attaching;
  - (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
  - (f) the Options will be issued on the terms and conditions set out in Schedule 1;
  - (g) the Contributing Shares will be issued on the terms and conditions set out in Schedule 2; and
  - (h) the funds raised from the issue will be used for developing the Company's existing projects, debt reduction, costs of the Capital Raising and general working capital purposes.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares to Vladimir Nikolaenko, Roger Smith and Michael Povey (or their respective nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

---

## **6. RESOLUTIONS 10 TO 12 – RATIFICATION OF PRIOR ISSUES**

### **6.1 General**

The Company previously issued;

- (a) on 27 April 2017, 75,000,000 Shares to the shareholders (or their nominees) of 27 Exploration Pty Ltd, in accordance with the Ashburton Heads of Agreement;
- (b) on 28 April 2017, 100,000 Shares in accordance with the Compliance Prospectus dated 21 April 2017;
- (c) on 28 June 2017, 17,733,990 Shares in consideration for corporate advisory services provided by CPS Capital;

Resolutions 10 to 12 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of these Shares (**Ratification**).

A summary of ASX Listing Rule 7.1 is set out in section 3.1 above.

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

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

## **6.2 Technical information required by ASX Listing Rule 7.4**

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

- (a) a total of 92,833,990 Shares were issued, comprising:
  - (i) 75,000,000 Shares issued to shareholders (or their nominees) of 27 Exploration Pty Ltd on 27 April 2017 at a deemed issue price of \$0.002 per Share;
  - (ii) 100,000 Shares issued to unrelated third party investors identified by the Company under the Compliance Prospectus dated 21 April 2017 on 28 April 2017 at a deemed issue price of \$0.004 per Share; and
  - (iii) 17,733,990 Shares issued to CPS Capital in consideration for the provision of corporate advisory services on 28 June 2017 at a deemed issue price of \$0.001015 per Share;
- (b) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) None of these subscribers are related parties of the Company; and
- (d) Funds raised from the issue of Shares were as follows:
  - (i) no funds were raised from the issue of Shares to the shareholders (or their nominees) of 27 Exploration Pty Ltd, which were issued as consideration under the Heads of Agreement;
  - (ii) the funds raised from the issue of Shares under the Compliance Prospectus dated 21 April 2017 were used to fund the expenses of the offer under that prospectus (which was for a nominal amount, given the purpose of the prospectus offer was to remove trading restrictions from prior issues of Securities; and
  - (iii) no funds were raised from the issue of Shares to CPS Capital, as the issue was in lieu of payment of fees for corporate advisory services.



---

## GLOSSARY

---

**\$** means Australian dollars.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Capital Raising** means the proposed capital raising to be undertaken by the Company, through the Entitlement Issue and placement of Shortfall.

**Chair** means the chair of the Meeting.

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

- (e) a spouse or child of the member;
- (f) a child of the member's spouse;
- (g) a dependent of the member or the member's spouse;
- (h) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (i) a company the member controls; or
- (j) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Surefire Resources NL (ACN 083 274 024).

**Consolidation** means the proposed consolidation of the Company's existing shares capital at a ratio of 20:1, as detailed in Section 1.

**Constitution** means the Company's constitution.

**Contributing Share** means a contributing share in the capital of the Company expected to be issued under the proposed entitlement issue referred to in Section 1.1, under which calls are expected to be made for \$0.009 in respect of each call on the dates which are 12, 24 and 36 months from the date of issue.

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

**CPS Capital** means CPS Capital Group Pty Ltd ACN 088 055 636.

**CPS Options** means the Options to be issued to CPS Capital pursuant to Resolution 3.

**Directors** means the current directors of the Company.

**Entitlement Issue** has the meaning given in Section 1.1.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

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

**Heads of Agreement** means the bindings Heads of Agreement between the Company and 27 Exploration Pty Ltd.

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

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

**Option** means an option to acquire a Share.

**Proxy Form** means the proxy form accompanying the Notice.

**Related Party Options** means the Options to be issued to each of the Directors pursuant to Resolutions 4 to 6.

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

**Section** means a section of the Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

**Shortfall** means the shortfall under the Entitlement Issue.

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

---

## SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

---

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.018 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on or before 30 November 2019 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

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

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being

ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

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

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

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

---

## SCHEDULE 2 – TERMS AND CONDITIONS OF CONTRIBUTING SHARES

---

- (a) Each Contributing Share is issued at a price of \$0.00 with no amount paid up upon issue, with the issue price of \$0.027 payable, at the election of the holder, in accordance with clauses (b) and (c) below.
- (b) The holder shall have the right to pay calls in advance on the Contributing Shares issued. Any notice of payment of calls in advance by the holder (**Payment Notice**) shall be in writing and delivered to the registered office of the Company. The Payment Notice shall specify the number of Contributing Shares in respect of which such payment is being made, the amount per Contributing Share which is being paid up, and shall be accompanied by the appropriate payment for the number of Contributing Shares specified in the Payment Notice. The Directors of the Company must, within three (3) days after receipt of the Payment Notice, accept payment, credit the amount paid up and issue the appropriate holding statement for fully paid shares in respect of any shares which have been fully paid up.
- (c) The Contributing Shares will not be subject to calls by the Company until the Company makes the following calls in accordance with the Constitution:
  - (i) the first call will be made on the date which is 12 months following the date on which the Contributing Shares were issued, when the amount of \$0.009 will become payable;
  - (ii) the second call will be made on the date which is 24 months following the date on which the Contributing Shares were issued, when the amount of \$0.009 will become payable; and
  - (iii) the third call will be made on the date which is 36 months following the date on which the Contributing Shares were issued, when the amount of \$0.009 will become payable.
- (d) A statement of holding will be issued for the Contributing Shares and will be forwarded to the holder together with the terms and conditions of the Contributing Shares.
- (e) Dividends may be declared in respect of any of the Contributing Shares notwithstanding that the issue price of such Contributing Shares has not been paid in full. The Contributing Shares will participate in any dividends so declared with all other Shares pro-rata to the proportion the total issue price paid up (not credited) on the Contributing Shares bears to the issue price (excluding amounts credited).
- (f) The holder will be entitled to exercise any vote attaching to a Contributing Share at general meetings of members in accordance with the Constitution of the Company. Under the Constitution, on a poll, Contributing Shares have a vote equivalent to the proportion the total issue price paid up (not credited) on the Contributing Shares bears to the issue price (excluding amounts credited). Amounts paid in advance of a call will be ignored when calculating the proportion.
- (g) Contributing Shares allotted to the holder will participate in all issues of securities (including issues of Shares, Options and convertible notes) made to shareholders of the Company pro-rata to the proportion of the total issue price paid up. In respect of an issue of bonus securities, amounts paid in advance of a call will be ignored when calculating the proportion.
- (h) The Company will ensure that, at least six (6) business days before the record date to determine entitlement to any such new issue, the Company will notify the holder of

the proposed new issue. This will afford the holder an opportunity to pay up all or some of the Contributing Shares prior to the record date of any such new issue.

- (i) In the event of a reconstruction (including consolidation, sub division, reduction or return) of the issued capital of the Company, the number of Contributing Shares shall be reconstructed in accordance with the ASX Listing Rules.
- (j) Contributing Shares will not be quoted on the ASX, until such time as all amounts credited on the Contributing Share are fully paid up.
- (k) Subject to the Contributing Shares becoming fully paid, the Company will apply for listing of the fully paid shares on the ASX.
- (l) In the event of death of the holder, the right of the holder to pay up the Contributing Shares which are not at the time of the death of the holder fully paid up, will vest in the holder's executor and/or administrator as the case may be and such executor and/or administrator shall have the same rights to pay up the Contributing Shares as such deceased holder would have had but for the holder's death.
- (m) Upon becoming fully paid, each Contributing Share will rank equally in all respects with the other issued fully paid ordinary shares in the Company.
- (n) Subject to the ASX Listing Rules, the Contributing Shares, whilst partly paid, shall be capable of transfer or assignment either in whole or in part.



**SUREFIRE  
RESOURCES NL**

ACN 083 274 024

## LODGE YOUR VOTE ONLINE



### ONLINE VOTE

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



### MOBILE DEVICE VOTE

Lodge your proxy by scanning the QR code below and enter your registered postcode.  
It is a fast, convenient and a secure way to lodge your vote.

## 2018 GENERAL MEETING - VOTING/PROXY FORM

I/We being shareholder(s) of Surefire Resources NL Limited and entitled to attend and vote hereby:

### APPOINT A PROXY



The Chairman of  
the meeting

OR



**PLEASE NOTE:** If you leave the section blank,  
the Chairman of the Meeting will be your proxy.

If no individual(s) or body corporate(s) is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including 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 the Company to be held **at Level 4, The Read Buildings, 16 Milligan Street, Perth WA 6000 on 22 March 2018 at 10.00am (WST)** and at any adjournment or postponement of that Meeting.

### CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:

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

### VOTING DIRECTIONS

#### Agenda Items

	For	Against	Abstain*
1 Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Director – Roger Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Issue of Options to CPS Capital Group Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Issue of Options to Vladimir Nikolaenko	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Issue of Options to Roger Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Issue of Options to Michael Povey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of Director Participation in Capital Raising – Vladimir Nikolaenko	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of Director Participation in Capital Raising – Roger Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Approval of Director Participation in Capital Raising – Michael Povey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Ratification of Prior Issue – 75,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Ratification of Prior Issue – 100,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Ratification of Prior Issue – 17,733,990 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* If you mark the Abstain box for a particular Item, 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.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholder should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address



Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

### CHANGE OF ADDRESS

Your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

### APPOINTMENT OF A PROXY

If you wish to appoint the Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman will be your proxy.

### DEFAULT TO THE CHAIRMAN OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not vote on a poll in accordance with your directions or does not attend the Meeting, then the proxy appointment will automatically default to the Chairman of the Meeting, who is required to vote the proxies as directed.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as they choose to the extent they are able. If you mark more than one box on an item, your vote on that item will be invalid.

**PLEASE NOTE:** If you appoint the Chairman as your proxy (or if he is appointed by default) but do not direct him how to vote on an item (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that item), you will be expressly authorising the Chairman to vote as he sees fit on that item.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 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.

### LODGE YOUR VOTE

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10.00 am (WST) on 20 March 2018, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



#### ONLINE VOTE

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 9262 3723



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033