

Ephraim Resources Limited

ABN 63 008 666 233

Notice of General Meeting

The General Meeting of the Company will be held at Nexia Perth, Level 3, 88 William Street, Perth, Western Australia on 2 July 2018 at 2pm (WST).

This notice of general meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting.

Please contact the Company Secretary on henko.vos@nexiaperth.com.au or +61 8 9463 2463 if you wish to discuss any matter concerning the Meeting.

Ephraim Resources Limited
ABN 63 008 666 233

Notice of General Meeting

Notice is hereby given that the General Meeting of the Shareholders of Ephraim Resources Limited will be held at Nexia Perth, Level 3, 88 William Street, Perth, Western Australia on 2 July 2018 at 2pm (WST) (**Meeting**).

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

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Memorandum.

Proxy Forms must be received by no later than 2pm on 30 June 2018.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in SCHEDULE 1 of the Explanatory Memorandum.

Agenda

RESOLUTION 1 ELECTION OF TANG NEE OOI AS A DIRECTOR

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

“That pursuant to article 13.3 of the Company’s constitution, Tang Nee OOI be elected as a Director of the Company with effect from closure of the General Meeting.”

RESOLUTION 2 ELECTION OF TIM LAFOREST AS A DIRECTOR

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

“That pursuant to article 13.3 of the Company’s constitution, Tim LaForest be elected as a Director of the Company with effect from closure of the General Meeting.”

RESOLUTION 3 REMOVAL OF JWEE PHUAN FREDERICK (ERIC) NG AS A DIRECTOR

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

“That for the purposes of section 203D of the Corporations Act (Cth) and for all other purposes, Jwee Phuan Frederick (Eric) Ng be and is hereby removed from office as a Director of the Company with effect from the General Meeting, provided

that if for any reason the removal at that time would cause the Company to have less than the requisite number of directors required by the Corporations Act 2001 (Cth) or the Company's constitution, the removal will take effect at the first time at which that would not be the case."

VOTING PROHIBITION AND EXCLUSION STATEMENTS

No voting exclusions apply to the Resolutions.

By order of the Board of Directors

Henko Vos
Company Secretary
Ephraim Resources Limited
28 May 2018

Ephraim Resources Limited
ABN 66 008 666 233

Explanatory Memorandum

INTRODUCTION

On 1 May 2018 the Company received a notice under sections 203D and 249D of the Corporations Act from Ms Tang Nee OOI, who holds 300,000,000 Shares in the Company. The notice seeks to remove Mr Jwee Phuan Frederick (Eric) Ng as a Director and appoint Ms Ooi and Mr Tim LaForest as Directors.

As a result and as required by the Corporations Act, the Directors are required to convene the Meeting.

This 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 Nexia Perth, Level 3, 88 William Street, Perth, Western Australia on 2 July 2018 at 2pm (WST). The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice, and includes the following:

RESOLUTION 1	ELECTION OF TANG NEE OOI AS A DIRECTOR.....	1
RESOLUTION 2	ELECTION OF TIM LAFOREST AS A DIRECTOR.....	1
RESOLUTION 3	REMOVAL OF JWEE PHUAN FREDERICK (ERIC) NG AS A DIRECTOR	1
VOTING PROHIBITION AND EXCLUSION STATEMENTS		2
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A Proxy Form is located at the end of Explanatory Memorandum.

Please contact the Company Secretary on +61 8 9463 2463 or henko.vos@nexiaperth.com.au if you wish to discuss any matter concerning the Meeting.

1 ACTION TO BE TAKEN BY SHAREHOLDERS

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

1.1 Proxies

All Shareholders are invited and encouraged to attend the Meeting. If a Shareholder is unable to attend in person, they can appoint a proxy to attend on their behalf by signing and returning the Proxy Form (attached to the Notice) to the Company in accordance with the instructions on the Proxy Form. The Company encourages

Shareholders completing a Proxy Form to direct the proxy how to vote on each Resolution.

The Proxy Form must be received no later than 48 hours before the commencement of the Meeting, i.e. by no later than 2pm (WST) on 30 June 2018. Any Proxy Form received after that time will not be valid for the Meeting.

A Proxy Form may be lodged in the following ways:

By Mail	c/- Nexia Perth GPO Box 2570, Perth WA 6000
By Facsimile	+61 8 9463 2499
By Hand	Nexia Perth Level 3, 88 William Street, Perth WA 6000

Shareholders lodging a Proxy Form are not precluded from attending and voting in person at the Meeting.

1.2 Corporate representatives

Shareholders who are body corporates may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

An appointment of corporate representative form is available from the website of the Company's share registry (Computershare Investor Services).

1.3 Eligibility to vote

The Directors have determined that, for the purposes of voting at the Meeting, Shareholders are those persons who are the registered holders of Shares at 7pm (EST) on 30 June 2018.

2 RESOLUTIONS PROPOSED BY TANG NEE OOI

2.1 Introduction

On 1 May 2018 the Company received a requisition (**Requisition**) from Tang Nee OOI giving notice of an intention to move resolutions to appoint herself and Tim LaForest as Directors and to remove Jwee Phuan Frederick (Eric) Ng and any Director appointed from the date of the Requisition as Directors.

The Board has received legal advice that the intention to move a resolution to remove any Director appointed from the date of the Requisition is invalid and, for that reason, will not put that proposed resolution to the Meeting.

2.2 Members' statement

Attached to this Notice of Meeting is a member's statement provided by Ms Ooi.

The Directors were not involved in preparing Ms Ooi's statement and take no responsibility for it.

SCHEDULE 1 DEFINITIONS

In this Notice and Explanatory Memorandum:

ASX	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Board	means the board of Directors.
Chairman	means the Chairman of the Company.
Constitution	means the constitution of the Company as amended.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Director	means a director of the Company.
Explanatory Memorandum	means this explanatory memorandum.
Listing Rule	means the listing rules of the ASX.
Meeting	means the meeting convened by this Notice (as adjourned from time to time).
Notice	means this notice of meeting.
Proxy Form	means the proxy form attached to this Notice.
Requisition	has the meaning given in section 2.1 of the Explanatory Memorandum.
Resolution	means a resolution set out in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
WST	means Western Standard Time.

Schedule 1

Member's Statement (s 249P)

Tang Nee OOI of 1 Raffles Place #39-01, Singapore 048616 ("**Requisitioning Shareholder**") holds (as at 26 April 2018) 300,000,000 shares in the Company representing approximately 19.48% of the votes that may be cast at a general meeting of the Company and is one of the largest shareholder of the Company.

The Requisitioning Shareholder has requested that the Directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering certain resolutions to:

- (a) remove Jwee Phuan Frederick (Eric) NG as a Director of the Company; and
 - (b) elect each of Tang Nee OOI and Tim LAFOREST as Directors of the Company,
- ("Resolutions").

The Requisitioning Shareholder has proposed the Resolutions for the following reasons:

Proposed removal of existing director and appointment of two new directors

The Requisitioning Shareholder considers that a change to the composition of the Board is required in order to drive a new strategy and direction for the Company. It is the Requisitioning Shareholder's view that the current Board and management have not succeeded to lead the Company forward and deliver value for the existing shareholders. On the contrary, the value has decreased significantly under their stewardship, evidenced as follows:

- The Company not proceeding with the Goldson transaction on 12 July 2017 after the Company announced on 5 March 2015 that the acquired business will financially support "its existing business operation".
- As seen from the Annual Reports ended 30 June 2015 and 30 June 2017, the Company's net assets have dropped significantly in the last three years, from \$2,507,400 (2015) to -\$156,537 (2017).
- The share price of the Company has more than halved over the last 5 years.
- As announced on 2 March 2018, the cash balance of the Company as at 31 December 2017 is \$2,902.
- The Company is in prolonged voluntary suspension since 8 March 2017 and the Requisitioning Shareholder is concerned that the Company has not succeeded in securing investment and financing opportunities as there have been no substantive updates since 12 July 2017.

It is proposed that the new Board will oversee the strategic reinvigoration of the Company and focus immediately on a pathway towards value improvement, consistent and commensurate with its funding and asset base.

Notwithstanding the above, the Requisitioning Shareholder considers there is merit in Steven Pynt continuing on as a Chairman to ensure a smooth transition to the new board.

Additional directors

The purpose of seeking to remove any additional Directors appointed to the Board between 26 April 2018 and the commencement of the General Meeting is to counteract any defensive act that may be taken by the Board in response to the Requisition Notice given by the Requisitioning Shareholder (by

appointing one or more additional Directors prior to the date of the General Meeting) and to ensure that the proposed directors are able to effectively implement the strategic reinvigoration of the Company.

Appointments

The Requisitioning Shareholder considers that a change in the composition of the Board is required in order to drive a new strategy and direction for the Company and restore the market's confidence in our Company and our Company's share price to deliver consistent and strong shareholder value. The Requisitioning Shareholder has identified herself and another candidate for the new Director whom the Requisitioning Shareholder believes has the relevant blend of skills, knowledge, corporate governance expertise and experience to lead the Company forward.

In particular:

1. Tang Nee OOI

Ms Tang Nee OOI is the Requisitioning Shareholder, and she is fully incentivised to develop the Company for the benefit of the shareholders.

Ms Ooi is a successful entrepreneur and is a corporate advisor for numerous international companies including but not limited to Step of Mind, Life Infinity Personalized Health Management, Anti-Ageing Therapeutics Pte Ltd, Duotem Capital Limited and Java Glow.

Ms Ooi also serves on the boards of Summit Health Management Limited and FirstBeet International Limited in Hong Kong.

2. Tim Laforest

Mr Tim LAFOREST has almost 10 years' extensive experience in corporate, transaction, advisory, commercial and legal roles.

Mr Laforest graduated from the University of Technology, Sydney with Bachelor of Laws (First Class Honours) degree in 2009. He also holds a Bachelor of Economics (Social Science) degree from the University of Sydney. Mr Laforest was a **Senior Associate** in the mergers and acquisitions team at King & Wood Mallesons, one of Australia's leading law firms, and has advised on a number of high profile transactions in the region.

From April 2016 to January 2018, Mr Laforest went into corporate strategy and worked at Optiver Pty Ltd, a global electronic market maker providing liquidity in markets in Europe, the U.S. and the Asia Pacific region.

Mr Laforest is now the Chief Executive Officer of an alternative investment vehicle, the Redfield Group. Mr Laforest is an advisor for Ms Ooi.

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 2PM (WST) 30 JUNE 2018

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an 'Appointment of Corporate Representative' prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two 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 the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities 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 securities 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 he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

STEP 3 Sign the Form

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below at least 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL - c/- Nexia Perth, GPO Box 2570 Perth WA 6000

BY FAX - +61 8 9463 2499

IN PERSON - Nexia Perth, level 3, 88 William St, Perth WA 6000

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Shareholder Details

Name:

Address:

Contact Telephone No:

Contact Name (if different from above):

STEP 1 - Appointment of Proxy

I/We being a member/s of Ephraim Resources Limited and entitled to attend and vote hereby appoint

☐

the Chairman of the Meeting (mark with an 'X')

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **General Meeting** of Ephraim Resources Limited to be held at Nexia Perth, level 3, 88 William Street, Perth WA on 2 July 2018 at 2pm (WST) and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your Shares are not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

STEP 2 - Voting directions to your Proxy - please mark ☒ to indicate your directions

Ordinary Business

		For	Against	Abstain
Resolution 1	Appointment of Tang Nee OOI as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Appointment of Tim LaForest as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Removal of Jwee Phuan Frederick (Eric) Ng as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 1 and 2, and against Resolution 3.

STEP 3 - Please sign here

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone.....

Date / / 2018