
COOLGARDIE MINERALS LIMITED

ACN 145 676 900

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10.00am (WST)

DATE: Monday, 11 March 2019

PLACE: Cellic Club, 48 Ord St, West Perth, Western Australia

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 10.00am (WST) on 9 March 2019.

BUSINESS OF THE MEETING

AGENDA

RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE – CONVERTIBLE NOTES

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 approve and ratify the issue of 1,500,000 convertible notes 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.

RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE – SHARES

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 approve and ratify the issue of 520,613 Shares 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.

RESOLUTION 3 – APPROVAL FOR ISSUE OF OPTIONS

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 4,511,280 Options 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 any 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 entity) 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.

Dated: 8 February 2019

By order of the Board



Susan Hunter
Company Secretary

IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 10.00am (WST) on Monday, 11 March 2019 at:

The Celtic Club, 48 Ord Street, West Perth, Western Australia.

Your vote is important

The business of the Meeting affects your shareholding and your vote is important. The Board reserves the right not to implement any Resolution although it may be passed by Shareholders.

Voting eligibility

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 10.00am (WST) on 9 March 2019.

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 clause 13.24 of the Constitution, 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 9486 9888.

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 – RATIFICATION OF PRIOR ISSUE – CONVERTIBLE NOTES

1.1 General

On 17 December 2018, the Company announced that it had raised \$1,500,000 (before costs) from sophisticated investors through the issue of secured convertible notes (**Convertible Notes**). The convertible notes were issued on 17 December 2018. The funds raised from the issue of the Convertible Notes were used to pay existing trade creditors. The key terms of the Convertible Notes are as follows:

- (a) The face value of the Convertible Notes is \$1,500,000 in aggregate.
- (b) The Convertible Notes will accrue interest at 10% per annum (plus a further 15% per annum on overdue amounts). Interest accrues daily and is payable monthly in arrears.
- (c) The principal amount owing on the Convertible Notes must be repaid at a rate of \$125,000 per month over the 12 month term.
- (d) The Company may repay the Convertible Notes early by paying 110% of the outstanding principal amount (during the first 180 days of the term) or 115% of the outstanding principal amount (during the balance of the term).
- (e) At each monthly repayment date, holders of Convertible Notes may elect to receive their payment by way of a conversion into Shares rather than in cash. The conversion price is fixed at \$0.10 per Share (subject to adjustment in accordance with the ASX Listing Rules for certain bonus issues, pro rata issues and reconstructions). This means that the maximum number of ordinary shares into which the Convertible Notes may be converted is 15,000,000 Shares.
- (f) The Convertible Note deed contains certain customary restrictive covenants on the Company relating to matters such as disposals of assets, changes of business and incurring additional financial indebtedness without consent. The Company also gives certain undertakings relating to matters such as maintaining quotation of its shares on ASX, compliance with laws and maintenance of assets.
- (g) The Convertible Notes become repayable immediately if an unremedied event of default occurs. Events of default include matters such as a material adverse change in relation to the Company, a change of control of the Company, Shares ceasing to be quoted on ASX, a breach of the ASX Listing Rules, and certain insolvency events.
- (h) The Convertible Notes are secured by way of security over all of the Company's assets.
- (i) Convertible Note holders were paid a commitment fee of 5% of the subscription funds and will have certain expenses (of up to \$20,000) covered by the Company.

Resolution 1 seeks Shareholder ratification of the issue of the Convertible Notes pursuant to ASX Listing Rule 7.4.

1.2 Applicable ASX Listing Rules

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.

ASX Listing Rule 7.4 provides that where a company in general meeting approves an issue of securities made without approval under 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.

The issue of the Convertible Notes (pursuant to which a maximum of 15,000,000 Shares may be issued on conversion of the Convertible Notes) did not breach ASX Listing Rule 7.1.

Ratification of the issue under Resolution 1 will mean that the Company has maximum flexibility to issue equity securities in the future within its 15% annual placement capacity set out in ASX Listing Rule 7.1.

Any Shares issued on conversion of the Convertible Notes will be issued without using the Company's placement capacity, in reliance on the exception to ASX Listing Rule 7.1 in ASX Listing Rule 7.2 exception 4.

1.3 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 Resolution 1:

- (a) *The number of securities issued:* 1,500,000 Convertible Notes were issued. The maximum number of Shares that may be issued on conversion of the Convertible Notes is 15,000,000. The number of Shares that are issued will vary depending on the number of Convertible Note holders electing to convert their Convertible Notes.
- (b) *The price at which the securities were issued:* Each Convertible Note has a face value of \$1.00 (\$1,500,000 in aggregate).
- (c) *The terms of the securities:* The key terms of the Convertible Notes are outlined in section 1.1 above. If the Convertible Notes are converted into Shares, the Shares issued will be fully paid ordinary shares of the Company that rank equally with the Company's current issued Shares.
- (d) *The names of the person to whom the entity issued the securities or the basis on which those persons were determined:* The Convertible Notes were issued to sophisticated investors who had expressed an interest in investing in the Company. None of the parties are related parties of the Company or associates of related parties of the Company.
- (e) *The use (or intended use) of the funds raised:* Funds raised from the issue of the Convertible Notes were used to pay existing trade creditors as announced to the ASX on 17 December 2018.
- (f) *Voting exclusion:* A voting exclusion applies to this resolution in the terms set out in the Notice of General Meeting.

1.4 Recommendation of directors

The Directors recommend that Shareholders vote in favour of this Resolution.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE – SHARES

2.1 General

On 28 December 2018, the Company issued 520,613 Shares to nominees of Triple C Consulting Stockbrokers in consideration for investor relations services.

Resolution 2 seeks ratification of the issue of the Shares pursuant to ASX Listing Rule 7.4.

2.2 Applicable ASX Listing Rules

Please refer to section 1 above (Explanatory Statement for Resolution 1) for a summary of the application of ASX Listing Rules 7.1 and 7.4.

The issue of the Shares to Triple C Consulting Stockbrokers did not breach ASX Listing Rule 7.1. Ratification of the issue under Resolution 2 will mean that the Company has maximum flexibility to issue equity securities in the future within its 15% annual placement capacity set out in ASX Listing Rule 7.1.

2.3 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 Resolution 2:

- (a) *The number of securities issued:* 520,613 Shares were issued.
- (b) *The price at which the securities were issued:* The Shares were issued at a deemed issue price of \$0.20 per Share. The Shares were issued for nil cash consideration in consideration for investor relations services provided to the Company by Triple C Consulting Stockbrokers.
- (c) *The terms of the securities:* 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.
- (d) *The names of the person to whom the entity issued the securities or the basis on which those persons were determined:* The Shares were issued to nominees of Triple C Consulting Stockbrokers. None of the parties are related parties of the Company or associates of related parties of the Company.
- (e) *The use (or intended use) of the funds raised:* No funds were raised from the issue as the Shares were issued in consideration for investor relations services provided to the Company by Triple C Consulting Stockbrokers. The issue of the Shares was a cost effective form of remuneration for Triple C Consulting Stockbrokers' services and allowed the Company to retain a greater proportion of its cash reserves for its operational expenditure.
- (f) *Voting exclusion:* A voting exclusion applies to this resolution in the terms set out in the Notice of General Meeting.

2.4 Recommendation of directors

The Directors recommend that Shareholders vote in favour of this Resolution.

3. RESOLUTION 3 – APPROVAL FOR ISSUE OF OPTIONS

3.1 General

As detailed in the Company's prospectus dated 31 May 2018, the Company has agreed to issue one option exercisable at \$0.30 on or before the date that is 3 years following the date of issue (**Option**) for every one Share issued to the Chitty/Devant Syndicate pursuant to the Amended and Restated Option Agreement.

Resolution 3 seeks Shareholder approval for the issue of up to 4,511,280 Options to an entity controlled by Mr Charles Chitty and to the Chitty/Devant Syndicate in fulfilment of this obligation. The Company had agreed to apply for quotation of the Options, but the Company has been informed by ASX that the Options will not be quoted at this stage as they do not satisfy the requirements of Condition 6 of ASX Listing Rule 2.5. The holders have agreed that they will be subject to any escrow requirements imposed by ASX and execution of restriction agreements is a condition to the issue of the Options. ASX has advised that the Options (and any Shares issued on exercise of the Options) will be subject to 12 months ASX escrow from the date of issue of the Options.

3.2 Applicable ASX Listing Rules

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 Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

3.3 Technical information required by ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) *Maximum Number of Options to be Issued:* 4,511,280 Options.
- (b) *Issue Price:* The Options will be issued for nil cash consideration. As noted in section 3.1 above, the issue is a term of the Amended and Restated Option Agreement. The Company agreed to issue the Options in consideration for a variation referred to in the Company's prospectus dated 31 May 2018 at page 48.
- (c) *Allottee:* The Options will be issued to an entity controlled by Mr Charles Chitty and to the Chitty/Devant Syndicate. The allottees are not related parties of the Company or associates of related parties of the Company.
- (d) *Terms:* The Options will have an exercise price of \$0.30 per Option and will otherwise be issued on the terms and conditions set out in Schedule 1. The Company will apply for quotation of the Options on ASX once any escrow restriction has been lifted if the Options satisfy the requirements of Chapter 2 of the ASX Listing Rules at that time.
- (e) *Intended Use of Funds:* No further funds will be raised from the issue as the Options are being issued as deferred consideration for a variation to the Amended and Restated Option Agreement as detailed above. If all

Options are exercised, the Company will raise \$1,353,384 which will be used for general working capital purposes.

(f) *Date of Issue:* The issue will occur no later than 3 months after approval of the Resolution or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules and it is intended that all of the Options will be issued on the same day.

(g) *Voting Exclusion:* A voting exclusion applies to this resolution in the terms set out in the Notice of General Meeting.

3.4 Recommendation of the directors

The Directors recommend that Shareholders vote in favour of this Resolution.

GLOSSARY

\$ means Australian dollars.

Amended and Restated Option Agreement means the Amended and Restated Option Agreement between the Company, Devant Pty Ltd (ACN 009 135 568), Charles Chitty and Grace Mining Limited (ACN 112 159 396) (as varied from time to time) summarised at section 9.1 of the Company's prospectus dated 31 May 2018.

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.

Chair means the chair of the Meeting.

Chitty/Devant Syndicate means certain persons who provided funding to financially support the Chitty/Devant Tenements under a trust arrangement controlled by Mr Charles Chitty.

Chitty/Devant Tenements has the meaning given in section 12 of the Company's prospectus dated 31 May 2018.

Company means Coolgardie Minerals Limited (ACN 145 676 900).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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.

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

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

Shareholder means a registered holder of a Share.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS THE SUBJECT OF RESOLUTION 3

1. ISSUE PRICE

No amount is payable on the issue of Options.

2. OPTION TERMS**(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 \$0.30 (**Option Exercise Price**).

(c) Expiry Date

Each Option will expire at 5:00 pm (WST) on the date that is 3 years after the issue date (**Option Expiry Date**). An Option not exercised before the Option Expiry Date will automatically lapse on the Option Expiry Date.

(d) Exercise Period

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

(e) Notice of Exercise

The Options may be exercised during the Option Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Option 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 Option Exercise Price for each Option being exercised in cleared funds (**Option Exercise Date**).

(g) Timing of issue of Shares on exercise

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

- (i) allot and 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 paragraph (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 Option holder 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 the Option Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Quotation**

The Company will apply for quotation of the Options on ASX once any escrow restriction has been lifted if the Options satisfy the requirements of Chapter 2 of the ASX Listing Rules at that time.

(m) **Transferability**

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



COOLGARDIE

MINERALS LIMITED
ABN 53 145 676 900

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

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



Proxy Form

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Vote online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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

For your vote to be effective it must be received by 10:00am (WST) Saturday, 9 March 2019

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 for Postal Forms

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.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

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 Coolgardie Minerals 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 Coolgardie Minerals Limited to be held at the Celtic Club, 48 Ord St, West Perth, Western Australia on Monday, 11 March 2019 at 10:00am (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 1	Ratification of prior issue – Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of prior issue – Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for issue of Options	<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 / /