



(ACN 000 317 251)

**NOTICE OF EXTRAORDINARY GENERAL MEETING
AND**

**EXPLANATORY MEMORANDUM
TO SHAREHOLDERS**

A PROXY FORM IS ENCLOSED

Date of Meeting

30 January 2015

Time of Meeting

10.30 am AEST

Place of Meeting

QT Gold Coast,
Gold Coast Highway (Corner Staghorn Avenue),
Surfers Paradise, Queensland.

This is an important document. Please read it carefully.

If you are unable to attend the Meeting, please complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.

To assist the company, if you are planning to attend would you please advise the company either by:-

***Emailing- admin@cudeco.com.au; or
Calling the CuDeco office on 07 5503 1955.***

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the members of CuDeco Limited ACN 000 317 251 (**Company**) will be held on 30 January 2015 at 10.30am AEST at QT Gold Coast, Gold Coast Highway (Corner Staghorn Avenue), Surfers Paradise, Queensland.

The enclosed Explanatory Memorandum accompanies and forms part of this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

Resolution 1 – Ratification of Share Issue

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That, in accordance with ASX Listing Rule 7.4, and for all other purposes, Shareholders ratify the previous issue of 294,118 Shares on 16 December 2014 to Watkins Group (Qld) Pty Ltd, ACN 112 779 254 on the terms and conditions as set out in the Explanatory Memorandum forming part of this Notice of Meeting.”

VOTING EXCLUSION STATEMENT FOR RESOLUTION 1

The Company will disregard any vote cast by:

- (a) a person who participated in the issue; and
- (b) an associate of that person (or persons).

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the 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 Share Issue

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That, in accordance with ASX Listing Rule 7.4, and for all other purposes, Shareholders ratify the previous issue of 2,433,830 Shares on 19 December 2014 to Shinefly Holdings Limited, on the terms and conditions as set out in the Explanatory Memorandum forming part of this Notice of Meeting.”

VOTING EXCLUSION STATEMENT FOR RESOLUTION 2

The Company will disregard any vote cast by:

- (a) a person who participated in the issue; and
- (b) an associate of that person (or persons).

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the 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 – Ratification of Prior Share Issue

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That, in accordance with ASX Listing Rule 7.4, and for all other purposes, Shareholders ratify the previous issue of 4,902,410 Shares on 22 December 2014 to Haitong – AC Asian Special Opportunities Master Fund, on the terms and conditions as set out in the Explanatory Memorandum forming part of this Notice of Meeting.”

VOTING EXCLUSION STATEMENT FOR RESOLUTION 3

The Company will disregard any vote cast by:

- (a) a person who participated in the issue; and
 - (b) an associate of that person (or persons).
-

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the 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 4 – Approval of Share Issue

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That, in accordance with ASX Listing Rule 7.1, and for all other purposes, the Company be authorised to issue up to 24,000,000 Shares to China Oceanwide International Investment Co Ltd on the terms and conditions as set out in the explanatory Memorandum forming part of the Notice of this Extraordinary General Meeting.”

VOTING EXCLUSION STATEMENT FOR RESOLUTION 4

The Company will disregard any vote cast by:

- (a) a person who participated in the issue; and
- (b) an associate of that person (or persons).

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the 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 5 – Approval of Option Issue

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That, in accordance with ASX Listing Rule 7.1, and for all other purposes, the Company be authorised to issue to Century Spirit Investments Limited 5,000,000 Options to acquire shares in CuDeco Limited at \$1.50 per share, on or before 31 December 2016 on the terms and conditions as set out in the explanatory Memorandum forming part of the Notice of this Extraordinary General Meeting.”

VOTING EXCLUSION STATEMENT FOR RESOLUTION 5

The Company will disregard any vote cast by:

- (a) a person who participated in the issue; and
- (b) an associate of that person (or persons).

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the 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.

General Business

To consider any other business which may lawfully be brought forward.

BY ORDER OF THE BOARD



B. J. Bamonte
Company Secretary
30 December 2014

Members who do not plan to attend the Meeting are encouraged to complete and return a proxy form attached to the Explanatory Memorandum.

CUDECO LIMITED

ACN 000 317 251

EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders of CuDeco Limited ACN 000 317 251 (**CuDeco** or **Company**) in connection with the business to be conducted at the Company's Extraordinary General Meeting to be held on 30 January 2015 at 10.30am AEST at QT Gold Coast, Gold Coast Highway (Corner Staghorn Avenue), Surfers Paradise, Queensland.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

Terms used in this Explanatory Memorandum are defined in section 7.

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

1. RESOLUTION 1 – Ratification of Prior Share Issue

The Company issued 294,118 Shares to Watkins as part payment for services supplied to the Company for the Rocklands project. Watkins was engaged by CuDeco to construct the Tailings Dam as part of the necessary infrastructure for the project, and they agreed to accept part payment for their services as equity in the company.

The share issue was completed on 16 December 2014.

Regulatory Requirements

ASX Listing Rule 7.1 prohibits a listed company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its Shareholders (**15% Rule**).

The general operation of the 15% Rule means that the Company cannot issue new securities which exceed 15% of the issued capital of the Company in any 12 month period without the prior approval of its Shareholders. Accordingly, the Directors are seeking Shareholder ratification to the previous issue of the Shares in accordance with ASX Listing Rule 7.4. The effect of the Shareholders approving this Resolution will be to remove the Shares issued to Watkins from the operation of the 15% Rule and enable the Company to issue further Shares for any subsequent requirements that may arise.

Under ASX Listing Rule 7.4, an issue of securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval if the issue:

- did not breach Listing Rule 7.1 (i.e. the issue did not exceed the 15% limit under ASX Listing Rule 7.1); and
- holders of the ordinary securities subsequently approve the issue.

Specific Information required by ASX Listing Rule 7.5 with respect to Resolution 1

For the purposes of ASX Listing Rule 7.5 information is provided as follows:-

- (i) The number of Shares issued was 294,118 Shares.
 - (ii) The price at which the Shares were issued was \$1.70 per Share.
 - (iii) The Shares issued are fully paid ordinary shares in the Company and rank equally in all respects with the Company's existing quoted shares.
 - (iv) The Shares were issued to Watkins Group (Qld) Pty Ltd on 16 December 2014.
 - (v) The Share issue was part payment for services supplied to the Company for the Rocklands project. Watkins was engaged by CuDeco to construct the Tailings Dam as part of the necessary infrastructure for the project
 - (vi) A voting exclusion statement is included in the Notice.
-

2. RESOLUTION 2 – Ratification of Prior Share Issue

The Company issued Shares to Shinefly as part payment for the shipping costs relating to for the shipping of components of the Rocklands Process Plant to Australia from overseas.

The share issue was completed on 19 December 2014.

Regulatory Requirements

ASX Listing Rule 7.1 prohibits a listed company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders (**15% Rule**).

The general operation of the 15% Rule means that the Company cannot issue new securities which exceed 15% of the issued capital of the Company in any 12 month period without the prior approval of its shareholders. Accordingly, the Directors are seeking Shareholder ratification to the previous issue of the Shares in accordance with ASX Listing Rule 7.4. The effect of the Shareholders approving this Resolution will be to remove the Shares issued to Shinefly from the operation of the 15% Rule and enable the Company to issue further Shares for any subsequent requirements that may arise.

Under Listing Rule 7.4, an issue of securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval if the issue:

- did not breach Listing Rule 7.1 (i.e. the issue did not exceed the 15% limit under ASX Listing Rule 7.1); and
- holders of the ordinary securities subsequently approve the issue.

Specific Information required by ASX Listing Rule 7.5 with respect to Resolution 2

For the purposes of ASX Listing Rule 7.5 information is provided as follows:-

- (i) The total number of Shares issued to Shinefly Holdings Limited was 2,433,830 Shares.
- (ii) The price at which the Shares were issued was \$1.30 per Share.
- (iii) The Shares issued were fully paid ordinary shares in the Company which rank equally in all respects with the Company's existing quoted shares.
- (iv) The Shares were issued on 19 December 2014
- (v) The Share issue was part payment of shipping costs owed to Shinefly for the shipping of components of the Rocklands Process Plant to Australia from overseas as required in the construction phase of the Rocklands Copper Project.

A voting exclusion statement is included in the Notice.

3. RESOLUTION 3 – Ratification of Prior Share Issue

The Company issued Shares to Haitong as a share placement raising funds for the Company. The share placement was completed on 22 December 2014.

Regulatory Requirements

ASX Listing Rule 7.1 prohibits a listed company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders (**15% Rule**).

The general operation of the 15% Rule means that the Company cannot issue new securities which exceed 15% of the issued capital of the Company in any 12 month period without the prior approval of its shareholders. Accordingly, the Directors are seeking Shareholder ratification to the previous issue of the Shares in accordance with ASX Listing Rule 7.4. The effect of the Shareholders approving this Resolution will be to remove the Shares issued to Haitong from the operation of the 15% Rule and enable the Company to issue further Shares for any subsequent requirements that may arise.

Under Listing Rule 7.4, an issue of securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval if the issue:

- did not breach Listing Rule 7.1 (i.e. the issue did not exceed the 15% limit under ASX Listing Rule 7.1); and
 - holders of the ordinary securities subsequently approve the issue.
-

Specific Information required by ASX Listing Rule 7.5 with respect to Resolution 3

For the purposes of ASX Listing Rule 7.5 information is provided as follows:-

- (i) The total number of Shares issued to Haitong - AC Asian Special Opportunities Master Fund was 4,902,410 Shares.
- (ii) The price at which the Shares were issued was \$1.255 per Share.
- (iii) The Shares issued were fully paid ordinary shares in the Company which rank equally in all respects with the Company's existing quoted shares.
- (iv) The Shares were issued on 22 December 2014
- (v) The shares were issued as part of a share placement that raised \$6,152,525 in cash. These funds will be used by the Company to advance its Rocklands Copper Project.

A voting exclusion statement is included in the Notice.

4. Resolution 4 – Approval of Share Issue

CuDeco is looking to make a placement with China Oceanwide International Investment Co Ltd (or its Nominee) ("Oceanwide") of up to 24,000,000 ordinary fully paid shares in CuDeco, to increase their total holding in CuDeco to approximately 19.99%. On 22 December 2014 the Company announced that it entered into a Memorandum of Understanding with Oceanwide, committing to seek FIRB approval for an increase of their shareholding to 19.99%.

Resolution 4 seeks approval by shareholders pursuant to ASX Listing Rule 7.1 of this new securities issue.

Specific Information required by ASX Listing Rule 7.3 with respect to Resolution 4

For the purposes of ASX Listing Rule 7.3 information is provided as follows:-

- (i) 24,000,000 ordinary fully paid shares will be issued to raise a total of up to \$A30,000,000.
- (ii) The issue price of the Shares will be \$1.25 per Share.
- (iii) The Shares to be issued are fully paid ordinary shares in the Company and rank equally in all respects with the Company's existing quoted shares.
- (iv) The allottee of the New Securities Issue will be China Oceanwide International Investment Co Ltd (or its Nominee).
The allottee is not a related party of the Company.
- (v) The funds raised from the share issue will be used to fund the costs of the Rocklands Copper Project mine development including acquisition of plant and equipment, for continuing exploration on the Company's mineral prospects, and for general working capital, including corporate overheads and administration costs.
- (vi) The Shares will be issued once FIRB approval is received for the issue and in any event will be issued within 3 months after the date of the Extraordinary General Meeting.

A voting exclusion statement is included in the Notice.

5. Resolution 5 – Approval of Option Issue

CuDeco completed a capital raising on 22 December 2014 with Haitong for \$6,152,525 in cash. CSIL introduced Haitong to the company and provided Corporate advice to help facilitate the capital raising. In return for the services rendered in making the introduction and facilitating the transaction, CSIL are entitled to receive 5 Million options in the Company, exercisable at \$1.50 each on or before 31 December 2016 as their fees.

Resolution 5 seeks approval by shareholders pursuant to ASX Listing Rule 7.1 of this new securities issue.

Specific Information required by ASX Listing Rule 7.3 with respect to Resolution 5

For the purposes of ASX Listing Rule 7.3 information is provided as follows:-

- (i) The total number of options to be issued is 5,000,000 exercisable at \$1.25 on or before 31 January 2017.
 - (ii) The consideration for the option will be for the services rendered in relation to the Capital raising to Haitong.
-

-
- (iii) Any shares issued pursuant to the exercise of the options will be fully paid ordinary shares in the Company and rank equally in all respects with the Company's existing quoted shares.
 - (iv) The allottee of the New Securities Issue will be Century Spirit Investments Limited.
The allottee is not a related party of the Company.
 - (v) The consideration for the option issue will meet the costs associated with the services rendered in relation to the Capital raising to Haitong.
 - (vi) The Options will be issued before 31 January 2015 or within 3 months after the date of the Extraordinary General Meeting.

A voting exclusion statement is included in the Notice.

6. Voting Intentions of the Chairman

The Chairman intends to vote in favour of all Resolutions. This is stated for any Shareholders that appoint the Chairman as their proxy.

7. Glossary of Terms

15% Rule has the meaning given to that term in Resolutions 1, 2 and 3.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange.

ASX Listing Rules means the official listing rules of the ASX.

Board means the board of Directors of the Company.

CSIL means Century Spirit Investments Limited

Company or **CuDeco** means CuDeco Limited ACN 000 317 251.

Corporations Act means the *Corporations Act 2001* (Cth) as amended, varied or replaced from time to time.

Directors mean the directors of the Company.

FIRB means Foreign Investment Review Board.

Haitong means Haitong – AC Asian Special Opportunities Master Fund.

Meeting or **Extraordinary General Meeting** means the extraordinary general meeting to be held on 30 January 2015.

Notice or **Notice of Meeting** means the notice of meeting giving notice to Shareholders of the Meeting and which accompanies this Explanatory Memorandum.

Oceanwide means China Oceanwide International Investment Co Ltd (or its Nominee)

Resolution means a resolution proposed at the Meeting.

Shareholder means a holder of ordinary Shares in the Company.

Shares means ordinary fully paid shares in the issued capital of the Company.

Shinefly means Shinefly Holdings Limited.

Watkins means Watkins Group (Qld) Pty Ltd ACN 112 779 254.

CuDeco Limited (ACN 000 317 251)
PROXY FORM – EGM 30 January 2015

Sub-Register	
HIN / SRN	

I / We _____
of _____
being shareholder(s) of CuDeco (**Company**) _____
hereby appoint: _____
of: _____
or failing him/her: _____
of: _____

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at QT Gold Coast, Gold Coast Highway (Corner Staghorn Avenue), Surfers Paradise, Queensland on Friday 30 January 2015 at 10.30am AEST and at any adjournment thereof in respect of all of my/our shares in the Company unless otherwise specified below.

Use of Proxy

Direction on how to vote

If you wish to direct the Proxy how to vote, please place a mark in the appropriate boxes below.

Please note: If you mark the Abstain box for a resolution, 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.

I/we direct my/our proxy to vote as indicated below:

	<i>For</i>	<i>Against</i>	<i>Abstain</i>
Resolution 1– Ratification of prior share issue to Watkins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Ratification of prior share issue to Shinefly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3– Ratification of prior share issue to Haitong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Approval of Share Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Approval of Option Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Chairman's Voting intention

The Chair intends on voting in favour of all undirected proxies

.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.

No Direction on how to vote - General

If you do not direct your proxy on how to vote as your proxy in respect of the resolution/s, the Proxy may cast your vote as the Proxy thinks fit or may abstain from voting. By signing this appointment you acknowledge that, subject to the *Corporations Act 2001* (Cth), the Proxy may exercise your proxy even if he/she has an interest in the outcome of the resolution/s and even if votes cast by him/her other than as proxy holder will be disregarded because of that interest (subject to the section above in relation to voting on Remuneration Resolutions by the Chair of the meeting).

Apportionment - Multiple Proxies

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is %. (An additional proxy form will be supplied by the Company on request)

Apportionment - Multiple Shares

If you wish to appoint the proxy to exercise voting power over only some of your shares, the number of shares in respect of which this proxy is to operate is shares. (Note: proxy will be over all shares if left blank)

Individual or Security holder 1	Security holder 2	Security holder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary (If appointed)	Director	Director/Company Secretary

Contact Name	Contact Daytime Telephone	Date
--------------	---------------------------	------

Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, each of the holders must sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney document with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of a corporate shareholder or proxy is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Lodgment of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 10.30 am 28 January 2015, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

- IN PERSON: Registered Office – Unit 34, Brickworks Annex,
19 Brolga Avenue,
Southport, Queensland 4215
- BY MAIL: Postal Address – P O Box 1044, Southport, Queensland 4215
- BY FAX: (61 7) 5503 0288
-