

**GOLDPHYRE RESOURCES LIMITED**  
**ABN 58 149 390 394**

**NOTICE OF GENERAL MEETING**

**AND**

**EXPLANATORY MEMORANDUM**

**AND**

**PROXY FORM**

**Date of Meeting**

7 August 2015

**Time of Meeting**

10:00 am

**Place of Meeting**

Ground Floor  
20 Kings Park Road  
West Perth WA 6005

**GOLDPHYRE RESOURCES LIMITED**  
**ABN 58 149 390 394**  
**NOTICE OF GENERAL MEETING**

Notice is hereby given that a General Meeting of Shareholders of Goldphyre Resources Limited (**Company**) will be held at Ground Floor, 20 Kings Park Road, West Perth, Western Australia on 7 August 2015 at 10:00 am (**Meeting**) for the purpose of transacting the following business.

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

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the glossary contained in the Explanatory Memorandum.

**Resolution 1 – Ratification of Issue of Shares**

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

*“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 17,103,750 Shares to the parties, for the purposes and on the terms set out in the Explanatory Memorandum.”*

**Voting Exclusion:**

For the purposes of Listing Rule 7.5, the Company will disregard any votes cast on this Resolution by any person who participated in the issue and any of their Associates, unless it is cast:

- (a) by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form);  
or
- (b) 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 – Authority to Issue 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 Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to issue up to 17,103,750 free attaching Options to the parties that participated in the Company’s June 2015 capital raising and on the terms and conditions in the Explanatory Memorandum and as noted in Annexure A.”*

**Voting Exclusion:**

For the purposes of Listing Rule 7.3, the Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any of their Associates, unless it is cast:

- (a) by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form);  
or
- (b) 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 – Authority to Issue Shares and 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 Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Company to issue up to 13,208,750 Shares and 13,208,750 free attaching Options at an issue price of \$0.032 each to the parties, for the purposes and on the terms set out in the Explanatory Memorandum.”*

**Voting Exclusion:**

For the purposes of Listing Rule 7.3, the Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any of their Associates, unless it is cast:

- (a) by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form);  
or
- (b) 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 Issue of Shares and Options to Mr Matthew Shackleton**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue up to 312,500 Shares, plus 312,500 free attaching Options at an issue price of \$0.032 per share and otherwise on the terms set out in the Explanatory Memorandum, to Mr Matthew Shackleton, or his nominees.”*

**Note: If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.**

##### **Voting Exclusion:**

For the purposes of Listing Rule 10.13, the Company will disregard any votes cast on this Resolution by Mr Matthew Shackleton or any of his Associates, unless it is cast:

- (a) by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form);  
or
- (b) 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 Issue of Shares and Options to Mr Dean Goodwin**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue up to 312,500 Shares, plus 312,500 free attaching Options at an issue price of \$0.032 per share and otherwise on the terms set out in the Explanatory Memorandum, to Mr Dean Goodwin, or his nominees.”*

**Note: If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.**

##### **Voting Exclusion:**

For the purposes of Listing Rule 10.13, the Company will disregard any votes cast on this Resolution by Mr Dean Goodwin or any of his Associates, unless it is cast:

- (a) by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form);  
or
- (b) 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 6 – Approval of Issue of Shares and Options to Mr Brenton Siggs**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue up to 312,500 Shares, plus 312,500 free attaching Options at an issue price of \$0.032 per share and otherwise on the terms set out in the Explanatory Memorandum, to Mr Brenton Siggs, or his nominees.”*

**Note: If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.**

##### **Voting Exclusion:**

For the purposes of Listing Rule 10.13, the Company will disregard any votes cast on this Resolution by Mr Brenton Siggs or any of his Associates, unless it is cast:

- (a) by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form);  
or
- (b) 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 7 – Section 195 Approval**

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

*“That, in accordance with section 195(4) of the Corporations Act and for all other purposes, Shareholders approve and authorise the Directors to complete the transactions as contemplated in this Notice.”*

The accompanying Explanatory Memorandum forms part of this Notice and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in this Notice and the Explanatory Memorandum.

## **PROXIES**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a "proxy") to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions on the form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company;
- a member may appoint a body corporate or an individual as its proxy; and
- a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. To be valid, properly completed Proxy Forms must be received by the Company's Share Registry no later than 10:00 am (WST) on 5 August 2015:

1. by post to Security Transfer Registrars Pty Ltd, PO Box 535, Applecross, Western Australia 6953; or
2. by facsimile to Security Transfer Registrars Pty Ltd at (08) 9315 2233 (International: +61 8 9315 2233).

## **VOTING ENTITLEMENTS**

For the purposes of Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 5:00 pm on 5 August 2015. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlements to attend and vote at the General Meeting.

## **CORPORATE REPRESENTATIVE**

Any corporate Shareholder who has appointed a person to act as its corporate representative at the General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the General Meeting or handed in at the General Meeting when registering as a corporate representative.

By order of the Board.



John Ribbons  
**Company Secretary**

Date: 3 July 2015

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared for the Shareholders of Goldphyre Resources Limited ABN 58 149 390 394 (**Company**) in connection with the business to be conducted at the General Meeting of the Company to be held at Ground Floor, 20 Kings Park Road, West Perth, Western Australia, on 7 August 2015 commencing at 10:00 am.

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice. This Explanatory Memorandum should be read in conjunction with, and forms part of, the accompanying Notice.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum will, unless the context otherwise requires, have the same meaning given to them in the glossary as contained in this Explanatory Memorandum.

### **Resolution 1 – Ratification of Issue of Shares**

#### **General**

As announced on 24 June 2015, the Company is in the process of undertaking a share placement of Shares and free attaching Options to sophisticated and professional investors who are clients of Hartleys Limited at \$0.032 per Share (**Share Placement**).

The Company issued 17,103,750 Shares on 3 July 2015 at an issue price of \$0.032 per Share in accordance with Listing Rules 7.1 and 7.1A and now seeks, pursuant to Resolution 1 of the Notice, to ratify the allotment and issue of those Shares.

Listing Rule 7.1 provides that (subject to certain exceptions) prior approval of shareholders is required for an issue of securities by a company if the securities will, when aggregated with the securities by a company during the previous 12 months, exceed 15% of the number of the ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.1A provides that eligible entities may, subject to shareholder approval by special resolution, issue equity securities up to 10% of its issued capital over a period of 12 months after the approval. Shareholder approval was obtained pursuant to Listing Rule 7.1A on 24 November 2014. As a result, the Placement of 17,103,750 Shares was within the Company's Listing Rules 7.1 and 7.1A placement capacity.

Listing Rule 7.4 sets out the procedure and effect of Shareholder approval of a prior issue of securities and provides that where shareholders in general meeting ratify a previous issue of securities made without approval under Listing Rule 7.1, provided that the previous issue of securities did not breach the ASX Listing Rule 7.1, those securities shall be deemed to have been made with shareholder approval for the purposes of 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% placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. In addition, approval of Resolution 1 will refresh the additional 10% placement capacity provided under Listing Rule 7.1A which was utilised in undertaking the Share Placement.

#### **Information required by Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) 17,103,750 Shares were allotted and issued by the Company;
- (b) The issue price per Share was \$0.032;
- (c) The Shares allotted were fully paid ordinary shares which rank equally with all other fully paid ordinary shares on issue;
- (d) The Shares were allotted as a private placement to sophisticated and professional investors who are not related parties of the Company;
- (e) The funds raised will be for aircore drilling programmes at the Lake Wells Potash Project, assay, analysis and modelling work at the Lake Wells Potash Project and for working capital purposes; and
- (f) A voting exclusion statement is included in the Notice.

#### **Directors' Recommendation**

The Directors of the Company believe that Resolution 1 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

## **Resolution 2 – Authority to Issue Options**

Listing Rule 7.1 provides that a listed company may not issue securities in any 12 month period which, when aggregated with the number of the other securities issued within that 12 month period, exceed 15% of the number of ordinary shares on issue at the beginning of the 12 month period, unless the issue falls within one of the nominated exceptions or the prior approval of members of the Company in General Meeting is obtained.

The Company is seeking shareholder approval for the issue of 17,103,750 free attaching Options that form part of the Share Placement.

In compliance with Listing Rule 7.3 shareholders are advised as follows:

- (a) The maximum number of Options the Company can issue under Resolution 2 is 17,103,750, being free attaching Options that form part of the Share Placement;
- (b) It is anticipated that the securities will be issued progressively and in any event no later than 3 months after the date of the Meeting, or such later date as approved by ASX by way of ASX granting a waiver from the listing rules;
- (c) The Options will be issued at no cost;
- (d) The Options will be issued to sophisticated and professional investors (pursuant to section 708(8), 708(10) and 708(11) of the Corporations Act) who are clients of Hartleys Limited and are not related parties or associates of related parties of the Company;
- (e) The Options are to be issued on terms and conditions set out in Annexure A;
- (f) The funds raised from the Share Placement that the issue of Options form part of will be for aircore drilling programmes at the Lake Wells Potash Project, assay, analysis and modelling work at the Lake Wells Potash Project and for working capital purposes; and
- (g) A voting exclusion statement is included in the Notice.

## **Directors' Recommendation**

The Directors of the Company believe that Resolution 2 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

## **Resolution 3 – Authority to Issue Shares and Options**

Listing Rule 7.1 provides that a listed company may not issue securities in any 12 month period which, when aggregated with the number of the other securities issued within that 12 month period, exceed 15% of the number of ordinary shares on issue at the beginning of the 12 month period, unless the issue falls within one of the nominated exceptions or the prior approval of members of the Company in General Meeting is obtained.

The Company is seeking shareholder approval for the issue of 13,208,750 Shares and 13,208,750 free attaching Options at \$0.032 per Share.

In compliance with Listing Rule 7.3 shareholders are advised as follows:

- (a) The total number of securities which may be issued is 13,208,750 Shares and 13,208,750 free attaching Options;
- (b) The Shares and Options will be issued to sophisticated and professional investors (pursuant to section 708(8), 708(10) and 708(11) of the Corporations Act) who are clients of Hartleys Limited and are not related parties or associates of related parties of the Company.
- (c) The Shares, once issued, will rank equally with the existing Shares on issue;
- (d) The Options are to be issued on terms and conditions set out in Annexure A;
- (e) Upon receipt of shareholder approval for this Resolution, the Shares and Options will be issued immediately following the Shareholders meeting and in any event not later than 3 months following this meeting;
- (f) The Shares will be issued at an issue price of \$0.032 per share, raising gross proceeds before costs of \$422,680;
- (g) The funds raised from the Share Placement will be for aircore drilling programmes at the Lake Wells Potash Project, assay, analysis and modelling work at the Lake Wells Potash Project and for working capital purposes; and
- (h) A voting exclusion statement is included in the Notice.

## **Directors' Recommendation**

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

## **Resolution 4 to Resolution 6 – Approval of Issue of Shares to Directors – Listing Rule 10.11**

Resolutions 4 - 6 seek Shareholder approval in accordance with Listing Rule 10.11 for the issue of up to 937,500 Shares and 937,500 free attaching Options at an issue price of \$0.032 each per Share to Messrs Matthew Shackleton, Dean Goodwin and Brenton Siggs (or their nominees).

Resolutions 4 - 6 are ordinary resolutions.

Pursuant to Listing Rule 10.11, a "related party" of a listed company is precluded from participating in any issue of securities in a company without the prior approval of Shareholders.

Shareholder approval is required under Listing Rule 10.11 because each of Mr Shackleton, Mr Goodwin and Mr Siggs are a Director and therefore a related party of the Company. Shareholder approval is sought under Listing Rule 10.11 and as such, approval under Listing Rule 7.1 is not required.

## **Corporations Act**

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. Shares issued to related parties (or their nominees), constitute the provision of a financial benefit to a related party. For the purpose of the Corporations Act, directors are a related party of a company. As such Mr Shackleton, Mr Goodwin and Mr Siggs are considered related parties of the Company.

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within an exception to the provision; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit and the benefit is given within 15 months after shareholder approval is obtained.

One of the nominated exceptions to the prohibition includes the provision of a financial benefit on terms that would be reasonable in the circumstances if the Company and the related party were dealing at arm's length (or on terms less favourable than arm's length). Given the Shares and Options issued to Directors are on the same arm's length terms as the parties who are not related parties of the Company, the issue of Shares and Options is considered to constitute provision of a financial benefit on arm's length terms, and accordingly Chapter 2E of the Corporations Act does not apply.

Listing Rule 10.13 contains certain requirements as to the contents of a notice sent to Shareholders for the purposes of Listing Rule 10.11 and the following information is included in this Explanatory Memorandum for that purpose:

- (a) The Shares and free attaching Options will be issued to Mr Shackleton, Mr Goodwin and Mr Siggs (or their nominees) who are directors of the Company;
- (b) The maximum number of Shares and free attaching Options to be issued to each Director is:

<b>Director</b>	<b>Maximum Number of Shares</b>	<b>Maximum Number of Options</b>
Matthew Shackleton	312,500	312,500
Dean Goodwin	312,500	312,500
Brenton Siggs	312,500	312,500

- (c) The Shares and free attaching Options will be issued to each Director (or nominees) within one (1) month of the date of the meeting (or such longer period of time as ASX may in its discretion approve);
- (d) The Shares and free attaching Options will be issued at an issue price of \$0.032 each per Share;
- (e) The Shares, once issued, will rank equally with the existing Shares on issue;
- (f) The Options are to be issued on terms and conditions set out in Annexure A;
- (g) The funds raised from the Share Placement that the issue of Shares and free attaching Options form part of will be for aircore drilling programmes at the Lake Wells Potash Project assay, analysis and modelling work at the Lake Wells Potash Project, and for working capital purposes; and

(h) A voting exclusion statement is included in the Notice.

**Resolution 7 – Section 195 Approval**

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a 'material personal interest' are being considered.

Some of the Directors may have a material personal interest in the outcomes of Resolution 4 to Resolution 6 (inclusive). In the absence of Resolution 7, the Directors may not be able to form a quorum at directors meetings necessary to carry out the terms of Resolution 4 to Resolution 6 (inclusive).

The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve upon.

Resolution 7 is an ordinary resolution.

**Directors' Recommendation**

The Directors believe that Resolution 7 is in the best interests of the Company and its Shareholders, and recommend that Shareholders vote in favour of the Resolution.

## **GLOSSARY**

In this Explanatory Memorandum and the Notice, the following terms have the following meanings unless the context otherwise requires:

<b>Associate</b>	has the same meaning as defined in Section 11 and Sections 13 to 17 of the Corporations Act.
<b>ASX</b>	means ASX Ltd ABN 98 008 624 691 and, where the context requires, the Australian Securities Exchange operated by ASX Ltd.
<b>Board</b>	means the board of Directors of the Company.
<b>Company</b>	means Goldphyre Resources Limited ABN 58 149 390 394.
<b>Constitution</b>	means the Company's constitution, as amended from time to time.
<b>Corporations Act</b>	means Corporations Act 2001 (Cth).
<b>Director</b>	means a director of the Company.
<b>Explanatory Memorandum</b>	means this information attached to the Notice, which provides information to Shareholders about the Resolutions contained in the Notice.
<b>General Meeting</b>	means a General Meeting of the Company.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Meeting</b>	has the meaning in the introductory paragraph of the Notice.
<b>Notice or Notice of Meeting</b>	means the Notice of General Meeting accompanying this Explanatory Memorandum.
<b>Options</b>	Means an option that entitles the holder to subscribe for one Share in Goldphyre Resources Limited on the terms detailed on Annexure A.
<b>Proxy Form</b>	means the proxy form attached to this Notice.
<b>Resolution</b>	means a resolution contained in the Notice.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Share Placement</b>	means the capital raising of the Company as announced in June 2015.
<b>Shareholder</b>	means the holder of a share.
<b>WST</b>	means Australian Western Standard Time.

ANNEXURE A

TERMS AND CONDITIONS  
OPTIONS EXPIRING 30 SEPTEMBER 2016

The Options will be issued on the following terms:

1. Each Option shall be issued for no consideration.
2. The exercise price of each Option will be 8 cents ("**Exercise Price**").
3. Each Option entitles the holder to subscribe for one Share in Goldphyre Resources Limited ABN 58 149 390 394 ("**Company**") upon the payment of the Exercise Price per Share subscribed for.
4. The Options will lapse at 5:00 pm, Western Standard Time on 30 September 2016 ("**Expiry Date**").
5. The Options may be transferred at any time in accordance with the Corporations Law, the SCH Business Rules and/or the Listing Rules.
6. There are no participating rights or entitlements inherent in these Options and holders of the Options will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the Option.
7. Option holders have the right to exercise their Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company made during the currency of the Options, and will be granted a period of at least 10 business days before closing date to exercise the Options.
8. In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to the holders of Shares after the date of issue of the Options, the exercise price of the Options will be adjusted in accordance with the formula set out in ASX Listing Rule 6.22.2.
9. In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
10. The Options shall be exercisable at any time until the Expiry Date ("**Exercise Period**") by the delivery to the registered office of the Company of a notice in writing ("**Notice**") stating the intention of the Option holder to exercise all or a specified number of Options held by them accompanied by an Option certificate and a cheque made payable to the Company for the subscription monies for the Shares. The Notice and cheque must be received by the Company during the Exercise Period. An exercise of only some Options shall not affect the rights of the Option holder to the balance of the Options held by it.
11. The Company shall allot the resultant Shares and deliver a statement of shareholdings with a holders' identification number within 5 business days of exercise of the Options.
12. The Shares allotted shall rank, from the date of allotment, equally with the existing ordinary shares of the Company in all respects.

+

**GOLDPHYRE RESOURCES LIMITED**

ACN: 149 390 394

**REGISTERED OFFICE:**GROUND FLOOR  
20 KINGS PARK ROAD  
WEST PERTH WA 6005

+

«EFT\_REFERENCE\_NUMBER»

«HOLDER\_NAME»  
«ADDRESS\_LINE\_1»  
«ADDRESS\_LINE\_2»  
«ADDRESS\_LINE\_3»  
«ADDRESS\_LINE\_4»  
«ADDRESS\_LINE\_5»**SHARE REGISTRY:**Security Transfer Registrars Pty Ltd  
**All Correspondence to:**  
PO BOX 535, APPECROSS WA 6953  
AUSTRALIA  
770 Canning Highway, APPECROSS WA 6153  
AUSTRALIA  
T: +61 8 9315 2333 F: +61 8 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

Code:

GPH

Holder Number:

«HOLDER\_NUMB

**PROXY FORM**

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**SECTION A: Appointment of Proxy**

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

**OR**

or failing the person named, or if no person is named, the Chairperson 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, as the Proxy sees fit) at the General Meeting of the Company to be held at 10:00am WST on Friday 7 August 2015 at Ground Floor, 20 Kings Park Road, West Perth WA 6005 and at any adjournment of that meeting.

**SECTION B: Voting Directions**

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

**RESOLUTION**

1. Ratification of Issue of Shares

**For****Against****Abstain**

2. Authority to Issue Options

3. Authority to Issue Shares and Options

4. Approval of Issue of Shares and Options to Mr Matthew Shackleton

5. Approval of Issue of Shares and Options to Mr Dean Goodwin

6. Approval of Issue of Shares and Options to Mr Brenton Siggs

7. Section 195 Approval

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. \* 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.

**SECTION C: Signature of Security Holder(s)**

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

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director &amp; Sole Company Secretary

Director

Director/Company Secretary

**Proxies must be received by Security Transfer Registrars Pty Ltd no later than 10:00am WST on Wednesday 5 August 2015.**

+ GPHPX1070815

1

1

GPH

GPHPX1070815

+



My/Our contact details in case of enquiries are:

Name:

Number:

(  )

### 1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

### 2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

### 3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

### 4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) 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 contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or 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 of your votes; and
- b) Return both forms in the same envelope.

### 5. SIGNING INSTRUCTIONS

**Individual:** where the holding is in one name, the Shareholder must sign.

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

**Power of Attorney:** to sign under Power of Attorney you must have already lodged this document with the Company's share 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

### 6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

#### Security Transfer Registrars Pty Ltd

**Postal Address** PO BOX 535  
Applecross WA 6953 AUSTRALIA

**Street Address** Alexandria House  
Suite 1, 770 Canning Highway  
Applecross WA 6153 AUSTRALIA

**Telephone** +61 8 9315 2333

**Facsimile** +61 8 9315 2233

**Email** registrar@securitytransfer.com.au

#### PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

