
AUS ASIA MINERALS LIMITED

ACN 121 969 819

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11:00 AM (WST)

DATE: Friday, 27 November 2015

PLACE: Level 1, 18 Stirling Highway Nedlands, Western Australia

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.
If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Aus Asia Minerals Limited will be held at Level 1, 18 Stirling Highway, Nedlands on 27 November 2015 commencing at 11.00 am (WST).

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the annual financial report, together with the Directors' and auditor's reports for the financial year ending 30 June 2015.

2. Adoption of Remuneration Report (Resolution 1)

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

"That, for the purposes of section 250R(2) of the Corporations Act, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ending 30 June 2015."

Voting exclusion: The Company will disregard any votes cast on Resolution 1 by, or on behalf of:

- a member of the key management personnel ("KMP") as disclosed in the Remuneration Report;
- a closely related party of those persons,

unless the vote is cast by a person as proxy for a person entitled to vote and if the person appointed as proxy is a member of the KMP (other than the Chairman) in accordance with a direction on the Proxy Form. The Chairman intends to vote all undirected proxies in favour of the resolution. The Company's KMP's are set out in the Remuneration Report. Generally speaking they are people having authority and responsibility for planning, controlling and directing the Company's activities in a direct or indirect manner. KMP's include the Directors, and senior executives of the Company.

A closely related party of KMP generally speaking means a spouse, child, or dependent of the KMP, or a child or dependant of the spouse of the KMP. It includes anyone else who is a member of the KMP's family who would influence or may be expected to influence the KMP in relation to his or her dealings with the Company. It also includes any company which is controlled by the KMP, and includes any other people prescribed as closely related parties by ASIC in the regulations to the Corporations Act (none are prescribed at this time).

3. Re-election of Director (Resolution 2)

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

"That, in accordance with the Company's Constitution and for all other purposes, Mr Peter Hatfull, who having been appointed on 27 July 2015 under section 13.4 of the Company's Constitution retires and, being eligible, offers himself for re-election, is re-elected as a Director of the Company".

4. Re-election of Director (Resolution 3)

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

“That, in accordance with the Company’s Constitution and for all other purposes, Mr Gavan Farley, who having been appointed on 12 May 2015 under section 13.4 of the Company’s Constitution retires and, being eligible, offers himself for re-election, is re-elected as a Director of the Company”.

SPECIAL BUSINESS

5. Ratification of Prior issue of Shares to Sophisticated investors (Resolution 4)

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

“That for the purpose of Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 69,000,000 Shares to sophisticated investors, on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion: The Company will disregard any votes cast on Resolution 4 by any person who participated in the issue the subject of Resolution 4 and any associates of those persons. However, the Company need not disregard any vote if 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 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.

6. Ratification of Prior issue of Shares to Sophisticated investors (Resolution 5)

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

“That for the purpose of Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 8,000,000 Shares to sophisticated investors, on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion: The Company will disregard any votes cast on Resolution 5 by any person who participated in the issue the subject of Resolution 5 and any associates of those persons. However, the Company need not disregard any vote if 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 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.

7. Ratification of Prior issue of Shares to Sophisticated investors (Resolution 6)

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

“That for the purpose of Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 16,000,000 Shares to sophisticated investors, on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion: The Company will disregard any votes cast on Resolution 6 by any person who participated in the issue the subject of Resolution 6 and any associates of those persons. However, the Company need not disregard any vote if 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 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.

8. Ratification of Prior Issue of Shares to Sophisticated Investors (Resolution 7)

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

“That for the purpose of Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 48,000,000 Shares to sophisticated investors, on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion: The Company will disregard any votes cast on Resolution 7 by any person who participated in the issue the subject of Resolution 7 and any associates of those persons. However, the Company need not disregard any vote if 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 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.

9. Approval for the Issue of Shares to Sophisticated Investors (Resolution 8)

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

“For the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be and is hereby given to the issue of 22,000,000 Shares to sophisticated investors and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 8 by a person who may participate in the proposed issue and any person who may obtain a benefit except a benefit solely in the capacity of a holder of ordinary securities and any associate 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.

10. Approval for the Issue of Convertible Notes to Sophisticated Investors (Resolution 9)

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

“For the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be and is hereby given to the issue of Convertible Notes with a face value of up to \$1,085,000 to sophisticated investors on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 9 by a person who may participate in the proposed issue and any person who may obtain a benefit except a benefit solely in the capacity of a holder of ordinary securities and any associate of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

11. Approval for the Issue of Convertible Notes as security for credit facility (Resolution 10)

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

“For the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be and is hereby given to the issue of Convertible Notes with a face value of up to US\$5,500,000 as security under a credit facility on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 10 by a person who may participate in the proposed issue and any person who may obtain a benefit except a benefit solely in the capacity of a holder of ordinary securities and any associate of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

12. Approval of 10% Placement Facility (Resolution 11)

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

“That approval is given for the Company to have the additional capacity (ie, 10% Placement Capacity) to issue Equity Securities under Listing Rule 7.1A, for the period specified in Listing Rule 7.1A.1 and in accordance with the formula prescribed in Listing Rule 7.1A.2.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 11 by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if Resolution 11 is passed. However, the Company will not disregard a vote 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 cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

13. Questions and Comments

The Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company.

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

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

Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders 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. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate 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 Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 5pm (WST) on 25 November 2015. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Annual General Meeting.

Enquiries

Shareholders may contact the Company Secretary, on 0438 994 445 if they have any queries in respect of the matters set out in these documents.

By Order of the Board of Directors

Robert Swarbrick
Company Secretary

Dated this 22nd day of October 2015

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Statement 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 of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

Item 1 - Financial Statements and Reports

The Corporations Act requires the reports of the Directors and of the Company's auditor and the annual financial report, including the financial statements, to be put before the Annual General Meeting and the Constitution provides for those reports and statements to be received and considered at the Annual General Meeting. Neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the reports or statements. However, Shareholders will be given an opportunity to raise questions on the reports and statements at the Annual General Meeting.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at www.ausasiaminerals.com.

Item 2 – Adoption of Remuneration Report (Resolution 1)

The Remuneration Report is set out in the Directors Report in the Company's Annual Report for the period ending 30 June 2015. This report sets out the Company's remuneration policy and reports on the remuneration arrangements in place for Directors and key executives of the Company.

Section 250R(2) of the Corporations Act requires a resolution that the Remuneration Report be adopted must be put to the vote. This resolution seeks this approval. However, in accordance with section 250R(3) of the Corporations Act, Shareholders should note that this resolution is an "advisory only" resolution which does not bind the Directors of the Company.

Following consideration of the Remuneration Report, the Chairman, in accordance with section 250SA of the Corporations Act, must give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Under recent reforms to the Corporations Act, if 25% or more of the vote on this resolution are against adopting the Remuneration Report, the Company will be required to consider and report to Shareholders in the next Remuneration Report on what action (if any) has been taken in response to Shareholder concerns, and if no action is proposed to be taken, the Board's reasons for this.

Shareholders also need to be aware that as a result of the new legislation which became effective on 1 July 2011 a "two strikes" process will apply to the results of voting in relation to Resolution 1. This means that if the resolution proposing adoption of the Remuneration Report receives a "no" vote of over 25% of votes cast by those attending in person or by proxy and permitted to vote, at two successive annual general meetings, then at the Company's 2016 annual general meeting, an extra resolution must be put to the meeting proposing that another general meeting should be held within 90 days of the second annual general meeting. A simple majority of over 50% of the votes cast at the 2016 annual general meeting is required to pass this extra resolution. If the resolution is passed, within 90 days another general meeting must be held at which all the Directors, except the Managing Director and any new Directors appointed since the date of the 2016 annual general meeting, will be required to resign and offer themselves for re-election. These provisions are colloquially referred to as the "two strikes rule" and the "spill resolution" to be put to the "spill meeting".

If at the spill meeting, the resolutions are all passed against re-electing the relevant Directors, the legislation includes a mechanism to ensure the Board continues with the statutory required minimum of 3 Directors. After the managing director, the remaining two positions will be filled by the Directors whose re-election resolutions at the spill meeting received the highest percentage of votes in favour of re-election. If the number of votes is the same for two Directors, the Managing Director and any other Director whose re-election has been confirmed at this spill meeting, can choose who is to become the third Director, with such appointment to be confirmed by shareholders at the 2017 annual general meeting. The ramifications of this mechanism being invoked include that the Company would not be in compliance with its corporate governance policies as a result of not having three independent directors on the Company's audit committee or any other committees requiring independent directors.

At the Company's 2014 Annual General Meeting, there were 54,939 votes cast against the 2014 Remuneration Report, which is less than 25% of the votes cast at the meeting and therefore the two strikes process was not invoked at the 2014 Annual General Meeting.

The Chairman intends to vote all available proxies in favour of Resolution 1.

Item 3 – Re-election of Director (Resolution 2)

Under clause 13.4 of the Constitution, the Directors at any time may appoint a director to the board of the Company as a casual vacancy until the next annual general meeting where that director is then eligible for re-election.

Accordingly, Mr Peter Hatfull having been appointed by the Board on 27 July 2015 without prior shareholder approval retires at the Annual General Meeting and, being eligible, he offers himself for re-election as a Director. A summary of Mr Hatfull's qualifications and experience is contained in the 2015 Annual Report to shareholders.

The Directors, other than Mr Hatfull, recommend that Shareholders vote in favour of Resolution 2 to reappoint Mr Hatfull as a Director.

The Chairman intends to vote all available proxies in favour of Resolution 2.

Item 4 – Ratification of Director (Resolution 3)

Under clause 13.4 of the Constitution, the Directors at any time may appoint a director to the board of the Company as a casual vacancy until the next annual general meeting where that director is then eligible for re-election.

Accordingly, Mr Gavan Farley having been appointed by the Board on 12 May 2015 without prior shareholder approval retires at the Annual General Meeting and, being eligible, he offers himself for re-election as a Director. A summary of Mr Farley's qualifications and experience is contained in the 2015 Annual Report to shareholders.

The Directors, other than Mr Farley, recommend that Shareholders vote in favour of Resolution 3 to reappoint Mr Farley as a Director.

The Chairman intends to vote all available proxies in favour of Resolution 3.

Item 5 - 8 – Ratification of the Issue of Securities to sophisticated investors (Resolutions 4-7 inclusive)

To meet the Company's objectives, it has raised working capital since the last annual general meeting.

On 28 November 2014, the Company issued 69,000,000 shares at \$0.005 pursuant to Listing Rule 7.1 (Resolution 4).

On 29 December 2014, the Company issued 8,000,000 shares at \$0.005 pursuant to Listing Rule 7.1 (Resolution 5).

On 29 January 2015, the Company issued 16,000,000 shares at \$0.005 pursuant to Listing Rule 7.1 (Resolution 6) and 48,000,000 shares at \$0.005 pursuant to Listing Rule 7.1A (Resolution 7).

Resolutions 4-7 inclusive seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those shares to sophisticated investors.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that without the approval of holders of ordinary securities, a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an Option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.1A

ASX Listing Rule 7.1A permits a company to issue additional equity securities in a 12 month period up to the number that is 10% of its issued capital if prior shareholder approval is obtained at its annual general meeting.

ASX Listing Rule 7.4

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

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

The information required to be provided to shareholders to satisfy ASX Listing Rule 7.4 is specified in ASX Listing Rule 7.5.

Information for Shareholders

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue pursuant to Resolution 4-7 inclusively:

- (a) the number of Shares issued was as follows:
 - i. 69,000,000 Shares in relation to resolution 4;
 - ii. 8,000,000 Shares in relation to resolution 5;
 - iii. 16,000,000 Shares in relation to resolution 6;
 - iv. 48,000,000 Shares in relation to resolution 7;
- (b) the Shares were issued for consideration of \$0.005 per share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions and rank equally in all respects with the Company's existing Shares;
- (d) the Shares were issued to sophisticated investors, and none of them are a Related Party of the Company; and
- (e) the funds raised via the issue of Shares were used for working capital purposes.

The Directors recommend that Shareholders vote in favour of Resolutions 4-7 inclusively.

The Chairman intends to vote all available proxies in favour of Resolutions 4-7 inclusively.

Item 9 Approval for the Issue of Share (Resolution 8)

Background

The Company has raised funds for working capital purposes and to pursue additional acquisition opportunities and is seeking Shareholder approval for the issue of shares to the investors who provided these funds.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of these securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

Approval is being sought under ASX Listing Rule 7.1 for the issue of 22,000,000 shares. If Resolution 8 is passed, following the issue of the Shares referred to above, the Company will still have the capacity to issue 15% of its equity securities over the next 12 months as those Shares, once issued, will be excluded from the calculation under ASX Listing Rule 7.1. The issue of the Shares referred to above must occur no later than 3 months, or such later date as permitted by ASX, from the date of the General Meeting.

Information for Shareholders

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of Shares:

- (a) the maximum number of Shares to be issued is 22,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the Annual General Meeting (or such later date to the extent permitted by an ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue will occur on the same date;
- (c) the Shares will be issued at \$0.005 per share;
- (d) the Shares will be issued to the following investors who are not Related Parties of the Company:
 - (i) Canary Pty Ltd – 20,000,000;
 - (ii) Paul Smith – 2,000,000;
- (e) the Shares will rank equally in all respects with the existing class of quoted fully paid ordinary shares, the terms of which are in the public domain; and
- (f) funds raised have already been advanced to the Company and have been used for working capital purposes and to provide funds to pursue acquisition opportunities.

The Chairman intends to vote all available proxies in favour of Resolution 8

Item 10 – Approval for the Issue of Convertible Notes to Sophisticated Investors (Resolution 9)

Background

On 21 July 2015, the Company announced it had entered into an agreement with Novus Capital Limited to raise up to \$3m from high net worth individuals for the purposes of working capital and development costs. The total amount raised from the capital raising was \$1,085,000 and the Company has agreed, subject to Shareholder approval, to issue Convertible Notes to the investors.

A summary of the key terms are as follows:

- Face Value: Equal to the dollar amount of the loan.
- Maturity date: 31 December 2016.

- Interest: 10% per annum payable quarterly in arrears.
- Issue price on conversion: 85% of the 5 day VWAP of Shares in the Company prior to conversion up to a maximum conversion price of \$0.003 per Share.
- Conversion: Convertible by the holder into ordinary shares at any time following shareholder approval.
- Security: Unsecured.
- Listing status: Not listed.

Listing Rule 7.1

Listing Rule 7.1 provides, subject to exceptions, that a company may not issue or agree to issue equity securities which represent more than 15% of the company's issued share capital at the beginning of any 12 month period without obtaining shareholder approval.

At the time of the capital raising, the Company had utilised its 15% capacity under Listing Rule 7.1. Accordingly, for the Company to issue the Convertible Notes it is necessary for Shareholders to approve the issue of the Convertible Notes.

In addition, if Shareholders approve the issue of the Convertible Notes, the Ordinary Shares issued on the conversion of the Convertible Notes will not be counted towards the Company's 15% threshold set by Listing Rule 7.1.

Information for Shareholders

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Convertible Notes:

- (a) the maximum value of Convertible Notes to be issued is \$1,085,000;
- (b) the Convertible Notes will be issued no later than 3 months after the date of the Annual General Meeting (or such later date to the extent permitted by an ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue will occur on the same date;
- (c) the Convertible Notes will be issued at a face value of \$1,085,000;
- (d) Shares resulting from the conversion of the Convertible Notes will be issued at the 5 day VWAP for Shares prior to conversion up to a maximum of \$0.003 per Share;
- (e) the Convertible Notes will be issued to the following sophisticated investors who are not Related Parties of the Company:
 - (i) Elba Investments - \$200,000
 - (ii) John Douglas - \$70,000
 - (iii) Russell Island Holdings Pty Ltd ATF Russell Island Holdings A/C - \$20,000
 - (iv) WestGlade - \$50,000
 - (v) LPS Holdings LLC - \$50,000
 - (vi) Greenwrap Pty Ltd ATF Greenwrap Family A/C - \$30,000
 - (vii) Gorann - \$100,000
 - (viii) Sevenspeed Pty Ltd - \$50,000
 - (ix) Gary Forrester Investments Pty Ltd <Gary Forrester Family A/C> - \$50,000
 - (x) Forrester Super Pty Ltd <Forrester S/F A/C> - \$50,000
 - (xi) FiveT Capital Pty Ltd - \$50,000
 - (xii) Chifley Portfolios/David Hannon - \$100,000
 - (xiii) Francipane Pty Ltd - \$50,000

- (xiv) Buckingham Investments Pty Ltd - \$50,000
 - (xv) Pegari Pty Ltd - \$75,000
 - (xvi) Nutsville Pty Ltd <Indus Electric S/F A/C> - \$90,000
- (f) the Convertible Notes will be a new class of security. The key terms of the Convertible Notes are set out above;
- (g) Shares issued on the conversion of the Convertible Notes will rank equally in all respects with the existing class of quoted fully paid ordinary shares; and
- (h) funds raised will be used for working capital purposes and to provide funds to pursue acquisition opportunities.

The Directors recommends that Shareholders vote in favour of Resolution 9.

The Chairman intends to exercise all available proxies in favour of Resolution 9.

Item 11 – Approval for the Issue of Convertible Notes as security for credit facility (Resolution 10)

Background

On 17 August 2015, the Company announced it had established AAMTRAD Pte Ltd, a new company based in Singapore which would focus on sourcing, trading and financing coal, iron ore and crude oil commodities.

The Company has a 33% interest in AAMTRAD Pte Ltd, with the other 67% being held by financiers and local partners (**Financiers**). As part of the proposal, the Financiers agreed to provide a credit facility package to AAMTRAD for up to \$5.5M USD (\$7.5M AUD) to fund shipments of coal initially and then spreading out to other commodities.

In return, the Company has provided a guarantee for the money advanced to AAMTRAD pursuant to the credit facility and has agreed to issue Convertible Notes to the Financiers as security for that guarantee. In the event of default in repayment of the funding package to the Financiers, the Financiers can convert Convertible Notes into shares in the Company.

In order to issue the Convertible Notes, shareholder approval is required.

A summary of the key terms are as follows:

- Face Value: Equal to the dollar amount of each drawdown.
- Maturity date: The date that is 12 months after each drawdown.
- Interest: Nil for Convertible Notes. 15% per annum on monies drawn down by AAMTRAD under credit facility.
- Issue price on conversion: 85% of the 30 day VWAP for Shares in the Company prior to conversion.
- Conversion: Convertible at election of Financier on a payment default or other event of default as detailed in Annexure B.
- Security: Unsecured.
- Listing status: Not listed.

An example of the potential dilution of existing Shareholders if the Convertible Notes are converted is set out in Annexure C.

Listing Rule 7.1

Listing Rule 7.1 provides, subject to exceptions, that a company may not issue or agree to issue equity securities which represent more than 15% of the company's issued share capital at the beginning of any 12 month period without obtaining shareholder approval.

At the time of entering into the Credit Facility, the Company had utilised its 15% capacity under Listing Rule 7.1. Accordingly, for the Company to issue the Convertible Notes it is necessary for Shareholders to approve the issue of the Convertible Notes.

In addition, if Shareholders approve the issue of the Convertible Notes the Shares issued on the conversion of the Convertible Notes will not be counted towards the Company's 15% threshold set by Listing Rule 7.1.

Information for Shareholders

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Convertible Notes and the subsequent issue of Shares:

- (a) the maximum value of Convertible Notes to be issued is US\$5,500,000;
- (b) the Convertible Notes will be issued no later than 3 months after the date of the Annual General Meeting (or such later date to the extent permitted by an ASX waiver) and it is intended that the issue will occur progressively as tranches of funding are drawn down;
- (c) the Convertible Notes will be issued at a face value corresponding to the amount of each draw down on the credit facility. As at the date of this Notice a total of US\$500,000 has been drawn down. The next draw down is subject to completion of four successful shipments by AAMTRAD. As at the date of this Notice this condition has not been satisfied or waived. Further drawdowns are at the option of the Financiers and if made available to AAMTRAD require the Company to issue warrants in addition to the Convertible Notes. If this occurs the Company will seek Shareholder approval to issue the warrants at that time;
- (d) Shares issued on conversion of Convertible Notes will be issued at 85% of the 30 day VWAP for shares prior to conversion as set out in the Convertible Notes Subscription Agreement but in all instances no less than 80% of the VWAP for shares calculated over the last 5 days of trading of shares on ASX before the day on which the relevant issue is made;
- (e) the Convertible Notes will be issued to the financiers to AAMTRAD who are all sophisticated investors and are not Related Parties of the Company;
- (f) the Convertible Notes will be a new class of security. The key terms of the Convertible Notes are set out above;
- (g) Shares issued from the conversion of the Convertible Notes will rank equally in all respects with the existing class of quoted fully paid ordinary shares; and
- (h) funds raised under the credit facility will be used by AAMTRAD to fund shipments of coal initially and then other commodities.

The Directors recommends that Shareholders vote in favour of Resolution 10.

The Chairman intends to exercise all available proxies in favour of Resolution 10.

Item 12 – Approval of 10% Placement Facility (Resolution 11)

Background

Under Listing Rule 7.1, subject to certain exceptions, a listed entity must not, without the approval of holders of ordinary securities, issue or agree to issue more Equity Securities than the number calculated according to the formula set out in that rule. The formula generally has the effect that, in addition to the exceptions provided, every listed entity has the ability (**15% Placement Capacity**) over any 12 month period to issue Equity Securities equal to 15% of its issued capital at the commencement of the 12 month period.

Under Listing Rule 7.1A, an "Eligible Entity" may also seek the approval of the holders of its ordinary securities by special resolution passed at an AGM to have the additional capacity (**10% Placement**

Capacity) to issue Equity Securities under rule 7.1A. The exact formula for the 10% Placement Capacity is set out in Listing Rule 7.1A.2 and the approval period (**10% Placement Period**) to which it relates (generally 12 months) is set out in Listing Rule 7.1A.1 (refer to sections 6.2 and 6.3 respectively below). The ability to issue securities under listing rule 7.1A is in addition and separate to each listed entity's ability to issue securities under listing rule 7.1.

An "Eligible Entity" for the purposes of Listing Rule 7.1A is an entity which, as at the date of the relevant special resolution passed for the purposes of rule 7.1A, (excluding restricted securities and securities quoted on a deferred settlement basis) is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. As at the date of this Notice, the Company's market capitalisation for this purpose is under \$300 million (approximately \$2.3 million) and therefore the Company expects to be an Eligible Entity at the time of the Meeting.

There are a number of other rules and conditions applicable to the approval and issue of equity securities under listing rule 7.1A, including:

- (a) that any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company;
- (b) a limitation on the discount to prevailing market price at which they may be issued; and
- (c) additional disclosure requirements.

As at the date of the Notice, the Company has on issue only one class of listed Equity Securities, being listed Shares.

The Company is now seeking Shareholder approval to have the 10% Placement Capacity.

The Directors of the Company believe that Resolution 11 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution. In particular, the ability of the Company to issue Shares under the 10% Placement Capacity will enable the Company to issue Shares at a discount to the then market price in circumstances where it might otherwise be subjected to the cost, delay and uncertainty of having to go back to Shareholders for approval. The additional flexibility will better position the Company to pursue its interests in the prevailing difficult market conditions.

Formula for calculating the 10% Placement Capacity under Listing Rule 7.1A.2

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an AGM may issue or agree to issue, during the 10% Placement Period, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of fully paid shares on issue 12 months before the date of issue or agreement:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4 (which does not include the 10% Placement Capacity);
- (iv) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% Placement Capacity.

D is 10%;

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

10% Placement Period under Listing Rule 7.1A.1

Listing Rule 7.1A.1 provides that an approval under Listing Rule 7.1A must be for a period commencing on the date of the AGM at which the approval is obtained and expiring on the first to occur of the following:

- (a) the date that is 12 months after the date of that AGM; or
- (b) the date of the approval by holders of the Eligible Entity's ordinary securities of a transaction under rule 11.1.2 (proposed significant change to the nature or scale of its activities where ASX has required the entity to seek such approval) or rule 11.2 (disposal of main undertaking).

Special Resolution

Resolution 11 will only be effective if it is passed as a special resolution which requires (amongst other matters) that it be passed by least 75% of votes cast by members entitled to vote on the resolution.

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Capacity as follows:

- (a) If the 10% Placement Capacity is used, Equity Securities may only be issued in reliance on the 10% Placement Capacity at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 11 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power and economic interests in the Company could potentially be diluted as shown in the below table. There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows:

- (i) the potential dilution of existing Shareholders assuming a share issue at the current market price of Shares and assuming the current number of ordinary securities for variable "A" (as described in section 6.2 and Listing Rule 7.1A.2) (further assumptions are set out in the notes immediately below the table).
- (ii) two further examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities included in variable "A" may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (iii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.0015 50% decrease in Issue Price	\$0.003 Assumed Issue Price	\$0.0045 50% increase in Issue Price
Current Variable A 765,718,100	10% voting dilution	76,571,810		
	Funds raised	\$114,857	\$229,715	\$344,573
50% increase in current Variable A 1,148,577,150	10% voting dilution	114,857,715		
	Funds raised	\$172,286	\$344,573	\$516,859
100% increase in current Variable A 1,531,436,200	10% voting dilution	153,143,620		
	Funds raised	\$229,715	\$459,430	\$689,146

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) No Options are exercised into Shares before the date of the issue of the Equity Securities.
 - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on the Shareholder's holding at the date of the Meeting.
 - (v) The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The use of Equity Securities under the 10% Placement Facility consists only of Shares.
 - (vii) The assumed issue price is \$0.003, being the last closing price of the Shares on ASX prior to the date of this Notice.
- (c) The Company will only issue the Equity Securities under the 10% Placement Facility approved (if approved) at the 2015 AGM during the 10% Placement Period. The approval under Resolution 11 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities under the 10% Placement Facility for the following purposes:
- (i) cash consideration. In such circumstances, the Company intends to use the funds raised towards advancing the Company's exploration projects, acquisitions as well as for general working capital; or
 - (ii) non-cash consideration for the acquisition of new resources, assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon the issue of any Equity Securities under the 10% Placement Facility.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders who are not related parties or Associates of a related party of the Company.

- (e) The Company has previously obtained Shareholder approval under Listing Rule 7.1A, at the Company's 2014 AGM.

The total number of Equity Securities issued by the Company in the 12 months preceding the date of this Notice is 304,500,000. The percentage those Equity Securities represent of the total number of Equity Securities on issue at the commencement of that 12 month period is 66%. The table at Annexure A details all issues of Equity Securities by the Company during the 12 months preceding the date of this Notice.

The Directors recommend that Shareholders vote in favour of Resolution 11.

The Chairman intends to vote all available proxies in favour of Resolution 11.

Item 13 – Questions and Comments

In accordance with the *Corporations Act* at the Annual General Meeting the Chairman will provide an opportunity for Shareholders to ask questions and make comments in relation to the management of the Company.

Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

Annual General Meeting	means the meeting convened by the Notice of Annual General Meeting.
Associate	has the meaning given in the Corporations Act.
ASX	ASX Limited (ACN 008 624 691).
Board	Board of Directors.
Chairman	As selected by the Board.
Constitution	Constitution of the Company.
Convertible Notes	means convertible notes convertible into Shares
Company or Aus Asia	Aus Asia Minerals Limited (ACN 121 969 819)
Corporations Act	Corporations Act 2001 (Cth).
Director	Director of the Company.
Equity Securities	has the meaning set out in Listing Rule 19.
Explanatory Statement	the Explanatory Statement accompanying the Notice of Annual General Meeting.
Listing Rules or ASX Listing Rules	the listing rules of ASX.
Meeting	means this Annual General Meeting.
Notice of Annual General Meeting	the Notice of Annual General Meeting accompanying the Explanatory Statement.
Related Party	has the meaning given in the Corporations Act.
Share(s)	ordinary fully paid shares in the capital of the Company.
Shareholder	a holder of a Share.
VWAP	the volume weighted average price of a Share.
WST	Western Standard Time as observed in Perth, Western Australia.

ANNEXURE A

ISSUES OF EQUITY SECURITIES BY THE COMPANY OVER THE LAST 12 MONTHS

Date of Issue	Number of Equity Securities Issued	Class of Equity Securities Issued and Summary of Terms of that Class	Names of Allottees or Basis on which Allottees Determined	Price at which Equity Securities Issued and Discount to Market Price ¹	Total Cash Consideration ²	Amount of Cash Spent and Use of Cash	Intended Use of Remaining Cash	Non-cash consideration	Current Value of Non-cash consideration
28/11/14	49,500,000	Fully paid ordinary shares. The shares issued rank equally with existing quoted fully paid ordinary shares.	Sophisticated and institutional investors	Issue price \$0.01 Market price \$0.027 Discount to market price 62%	\$495,000	All cash received has used for general working capital.	N/A	N/A	N/A
28/11/14	69,000,000	Fully paid ordinary shares. The shares issued rank equally with existing quoted fully paid ordinary shares.	Sophisticated and institutional investors	Issue price \$0.005 Market price \$0.027 Discount to market price 79%	\$345,000	All cash received has used for general working capital.	N/A	N/A	N/A
29/12/14	122,000,000	Fully paid ordinary shares. The shares issued rank equally with existing quoted fully paid ordinary shares.	Sophisticated and institutional investors	Issue price \$0.005 Market price \$0.006 Discount to market price 16%	\$610,000	All cash received has used for general working capital.	N/A	N/A	N/A

Date of Issue	Number of Equity Securities Issued	Class of Equity Securities Issued and Summary of Terms of that Class	Names of Allottees or Basis on which Allottees Determined	Price at which Equity Securities Issued and Discount to Market Price ¹	Total Cash Consideration ²	Amount of Cash Spent and Use of Cash	Intended Use of Remaining Cash	Non-cash consideration	Current Value of Non-cash consideration
29/1/15	64,000,000	Fully paid ordinary shares. The shares issued rank equally with existing quoted fully paid ordinary shares.	Sophisticated and institutional investors	Issue price \$0.005 Market price \$0.005 Discount to market price Nil	\$320,000	All cash received has used for general working capital.	N/A	N/A	N/A

NOTES -

¹ Market price is the closing price on the trading platform, excluding special crossings, overnight sales and ETO exercises.

² Number of Equity Securities issued multiplied by the issue price less costs of the issue.

ANNEXURE B

DEFAULT EVENTS UNDER CONVERTIBLE NOTE SUBSCRIPTION AGREEMENT

Payment Defaults:

1. Any accrued interest for two consecutive calendar months.
2. Any part of the principal on the maturity date of 5 August 2016 or such later maturity date as extended.

Other Events of Default:

1. An order is made or an effective resolution passed for the bankruptcy or liquidation or judicial management (as the case may be) of the Company or the Company makes any agreement for the deferral, rescheduling or other readjustment of all or a material part of its debts or a general assignment or an arrangement or composition with or for the benefit of the relevant creditors in respect of any of such debts or a moratorium is agreed or declared in respect of or affecting all or any material part of the debts of the Company.
2. The Company does not perform or comply with or commit any breach of one or more of their obligations or representations, warranties or undertakings in the Agreement which default is incapable of remedy or, if capable of remedy, is not remedied within 30 business days after written notice of such default shall have been given to the Company by any of the lenders.
3. The Company is in breach of or fails to comply with any laws, regulations or consent or fails to obtain or maintain any requisite consent and such breach or failure is not remedied within 30 business days after written notice of such default shall have been given to the Company by any of the lenders.
4. Trading in the Company's shares on the ASX is halted or suspended or the Company stops listing its shares for a period exceeding 10 consecutive trading days save for such trading halt or suspension which is for the sole purpose of releasing material information as required by law or the regulations of the ASX.
5. Failure by the Company to deliver and/or register the Company's shares as and when such shares are required to be delivered and/or registered following conversion of a Convertible Note or exercise of a warrant, as the case may be.
6. The Company cease or threaten to cease to carry on its business, whether voluntarily or involuntarily.
7. Any event or circumstance which constitutes a material adverse change in the financial position of the Company and is likely to cause the Company to be unable to comply with its obligations under the Agreement.

ANNEXURE C

CONVERTIBLE NOTE SUBSCRIPTION AGREEMENT DILUTION POTENTIAL EXAMPLE

The following table sets out examples of the maximum dilution of existing Shareholders in the event that:

1. the existing drawdown on the credit facility is converted into Shares; and
2. the total amount of the credit facility is drawn down and converted into Shares.

	Number of Shares Issued / Percentage Dilution		
	\$0.001275 50% decrease in Issue Price	\$0.00255 Assumed Issue Price	\$0.0051 50% increase in Issue Price
Conversion of credit facility currently drawn down (\$US 500,000)	537,201,181 Shares 70% dilution	268,600,590 Shares 35% dilution	134,300,295 Shares 18% dilution
Conversion of credit facility if fully drawn down (\$US 5,500,000)	5,909,212,992 Shares 772% dilution	2,954,606,496 Shares 385% dilution	1,477,303,248 Shares 193% dilution

The table has been prepared on the following assumptions:

- (i) *The Company issues Shares on conversion of the Convertible Notes for the full face value of the Convertible Note.*
- (ii) *No additional Shares are issued by the Company prior to conversion of the Convertible Notes.*
- (iii) *The assumed issue price is \$0.00255, being 85% of the last closing price of shares on ASX prior to the date of this Notice.*
- (iv) *\$US / \$AUD exchange rate of 0.73.*

No Financier is entitled to convert Convertible Notes if upon conversion the Financier would acquire voting power in the Company in excess of 20% unless specific Shareholder approval is obtained under Item 7 of Section 611 of the Corporations Act.

PROXY FORM

**AUS ASIA MINERALS LTD
ACN 121 969 819**

ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 11:00 AM (WST), on Friday, 27 November 2015 at Level 1, 18 Stirling Highway, Nedlands, Western Australia 6009, and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

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

Voting on business of the Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director – Peter Hatfull	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Director – Gavan Farley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Ratification of Prior Issue – Sophisticated Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Ratification of Prior Issue – Sophisticated Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Ratification of Prior Issue – Sophisticated Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Ratification of Prior Issue – Sophisticated Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Approval for Issue of shares – Sophisticated Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Approval for the Issue of Convertible Note	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Approval for the Issue of Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not 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: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail in relation to this Proxy Form: YES NO

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(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 should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Corporate Specialists Pty Ltd, PO Box 2117, Warwick WA 6024; or
 - (b) facsimile: (within Australia) 08 6270 1161,
(outside Australia) +61 8 6270 1161
 - (c) Email: admin@corporatespecialists.com.au

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.