



**CLEVELAND MINING COMPANY LIMITED**

ABN 85 122 711 880

**NOTICE OF ANNUAL GENERAL MEETING,  
EXPLANATORY MEMORANDUM  
AND PROXY FORM**

*Date of Meeting:*

Friday 5 February 2016

*Time of Meeting:*

10:00am

*Place of Meeting:*

Suite 1, 41 Walters Drive, Osborne Park  
Perth, Western Australia  
Australia

Notice is hereby given that an Annual General Meeting of the shareholders of Cleveland Mining Company Limited (**Cleveland** or the **Company**) will be held at the offices of **Suite 1, 41 Walters Drive Osborne Park, Perth, Western Australia** on 5 February 2016 at 10:00am (Western Standard Time).

In accordance with Regulation 7.11.37 of the Corporations Act 2001, the directors have determined that, for the purpose of voting at the meeting, members are those persons who are the registered holders of Shares at 10:00am (Western Standard Time) on 3 February 2016.

## **VOTING**

To vote in person, attend the Annual General Meeting at the time, date and place set out above.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

## **BUSINESS OF THE MEETING**

### **1. Reports**

To consider the financial report of the Company and the reports of the directors and auditor for the year ended 30 June 2015.

### **2. Resolution 1 – Remuneration Report**

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

*That, pursuant to and in accordance with section 250R(2) of the Corporations Act 2001 (Cth), the Remuneration Report, as contained within the Company's 2015 Financial Report, be adopted.*

### **3. Resolution 2 – Re-election of Mr Wayne Zekulich as a director of the Company**

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

*That Mr Wayne Zekulich, a director who, having being appointed since the last General Meeting of Shareholders in accordance with rule 11.4 of the Company's constitution, be re-elected as a director of the Company.*

### **4. Resolution 3 – Re-election of Mr Alex Sundich as a director of the Company**

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

*That Mr Alex Sundich, a director who, having being appointed since the last General Meeting of Shareholders in accordance with rule 11.4 of the Company's constitution, be re-elected as a director of the Company.*

### **5. Resolution 4 – Re-election of Mr Glenn Simpson as a director of the Company**

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

*That Mr Glenn Simpson, a director who, having being appointed since the last General Meeting of Shareholders in accordance with rule 11.4 of the Company's constitution, be re-elected as a director of the Company.*

**6. Resolution 5 – Re-election of Mr Richard Stroud as a director of the Company**

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

*That Mr Richard Stroud, a director who retires by rotation in accordance with rule 11.1(c) of the Company's constitution, be re-elected as a director of the Company.*

**7. Resolution 6 – Ratification of Issue of Tranche 1 Shares**

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

*That, for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to ratify the issue of 33,221,891 Shares at \$0.04 each on the terms and conditions set out in the Explanatory Memorandum.*

**8. Resolution 7 – Approval of Issue of Tranche 2 Placement Shares**

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

*That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 7,500,000 Shares at \$0.04 each on the terms and conditions set out in the Explanatory Memorandum.*

**9. Resolution 8 – Approval of Issue of Shares under Share Purchase Plan**

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

*That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 12,500,000 Shares at \$0.04 each pursuant to the Share Purchase Plan on the terms and conditions set out in the Explanatory Memorandum.*

**10. Resolution 9 – Approval of Issue of Shares to Underwriter of Share Purchase Plan – Mr Navinderjeet Singh**

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

*That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to: (i) 7,500,000 Shares at \$0.04 each to Mr Navinderjeet Singh to fulfil his partial underwriting commitment under the Share Purchase Plan; and (ii) 1,000,000 Shares to Mr Navinderjeet Singh in consideration of partially underwriting the Share Purchase Plan on the terms and conditions set out in the Explanatory Memorandum.*

**11. Resolution 10 – Approval of Issue of Shares to Underwriter of Share Purchase Plan – Scrimshaw Nominees Pty Ltd**

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

*That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to (i) 2,500,000 Shares at \$0.04 each to Scrimshaw Nominees Pty Ltd ATF Scrimshaw Family Trust to fulfil its partial underwriting commitment under the Share Purchase Plan; and (ii) 333,000 Shares to Scrimshaw Nominees Pty Ltd ATF Scrimshaw Family Trust in consideration of partially underwriting the Share Purchase Plan on the terms and conditions set out in the Explanatory Memorandum.*

**12. Resolution 11 – Ratification of Issue of Shares to Burnvoir Corporate Finance Limited**

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

*That, for the purposes of Listing Rule 7.4 and for all other purposes, approval is given to ratify the issue of 1,495,964 Shares to Burnvoir Corporate Finance Limited in lieu of fees payable for corporate advisory services for the period from 1 November 2014 to 30 June 2015 on the terms and conditions set out in the Explanatory Memorandum.*

**13. Resolution 12 – Approval of Issue of Securities to Platinum Partners**

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

*That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 29,371,525 Shares and 5,000,000 Options to Platinum Partners Credit Opportunities in lieu of fees payable on the terms and conditions set out in the Explanatory Memorandum.*

**14. Resolution 13 – Approval of Issue of Shares to Jett Capital**

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

*That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,250,000 Shares to Jett Capital in lieu of fees payable on the terms and conditions set out in the Explanatory Memorandum.*

**15. Resolution 14 – Approval of Issue of Shares to Sharon May**

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

*That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 10,062,295 Shares to Sharon May in lieu of accrued interest on the terms and conditions set out in the Explanatory Memorandum.*

**16. Resolution 15 – Approval of Issue of Shares on conversion of Convertible Notes**

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

*That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders authorise the Convertible Notes held by the Convertible Note Holders to be convertible into a maximum of 13,500,000 Shares on the terms and conditions set out in the Explanatory Memorandum.*

**17. Resolution 16 – Approval for Participation of Director in Share Purchase Plan – Richard Stroud**

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

*That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for Richard Stroud to participate in the proposed issue of Shares under the Share Purchase Plan Placement on the terms and conditions set out in the Explanatory Memorandum.*

**18. Resolution 17 – Approval of Additional Placement Capacity**

To consider and, if thought fit, pass the following resolution as a special resolution:

*That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities up to an additional 10% of the issued capital of the Company (at the time of issue) above that, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, which generally allows the Company to issue Equity Securities up to an additional 15% of the issued capital of the Company (at the time of issue) without shareholder approval, to be issued on the terms and conditions set out in the Explanatory Memorandum.*

**19. Other Business**

To consider any other business brought forward in accordance with the Company's constitution or the law.

By order of the Board



**ALBERT LONGO**  
Company Secretary  
24 December 2015

## **VOTING EXCLUSIONS**

### **Resolution 1**

Pursuant to section 250R (4) of the Corporations Act 2001, the Company is required to disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of either a member of key management personnel (KMP) of the Company, details of whose remuneration are included in the remuneration report, or a closely related party of such a member (together “prohibited persons”).

However, the Company will not disregard a vote if:

- the vote is cast as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form specifying how the proxy is to vote; or
- the vote is cast by the Chairman 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.

A member of key management personnel or a closely related party of KMP (or acting on behalf of any such person) purporting to cast a vote that will be disregarded by the Company (as indicated above) may be liable for an offense for breach of voting restrictions applying under the Corporations Act. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of key management personnel include its directors and certain senior executives.

### **Resolutions 6 and 11**

The Company will disregard any votes cast on Resolution 6 and 11 by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

### **Resolutions 7 – 9, 12 – 15**

The Company will disregard any votes cast on Resolutions 7 – 9 and 12 – 15 by any person who may participate in the applicable 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 associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

### **Resolutions 10 and 16**

The Company will disregard any votes cast on Resolutions 10 and 16 by the relevant related party and any of their associates. 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.

### **Resolutions 17**

The Company will disregard any votes cast on Resolution 17 by any person who may participate in the issue of Equity Securities under this Resolution 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 associates of those persons. However, the Company will 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.

## **NOTES**

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The accompanying Explanatory Memorandum forms part of this Notice of Annual General Meeting and should be read in conjunction with it. Terms defined in the Explanatory Memorandum have the same meaning where used in this Notice of Annual General Meeting.

## EXPLANATORY MEMORANDUM

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### 1. Introduction

This Explanatory Memorandum forms part of the Notice of Annual General Meeting of Cleveland Mining Company Limited and has been prepared to provide the shareholders of Cleveland Mining Company Limited (**Cleveland** or the **Company**) with information in connection with the Annual General Meeting of the Company to be held at the offices of **Suite 1, 41 Walters Drive Osborne Park, Perth, Western Australia** on 5 February 2016 at 10:00am (Western Standard Time).

The purpose of this Explanatory Memorandum is to provide shareholders with information that the Board of directors of the Company (**Board**) believes to be material to shareholders in deciding whether or not to approve the resolutions. At the Annual General Meeting, shareholders will be asked to consider resolutions approving:

1. Remuneration Report
2. Re-election of Mr Wayne Zekulich as a director of the Company;
3. Re-election of Mr Alex Sundich as a director of the Company;
4. Re-election of Mr Glenn Simpson as a director of the Company;
5. Re-election of Mr Richard Stroud as a director of the Company;
6. Ratification of Issue of Tranche 1 Shares;
7. Approval of Issue of Tranche 2 Placement Shares;
8. Approval of Issue of Shares under Share Purchase Plan
9. Approval of Issue of Shares to Underwriter of Share Purchase Plan – Mr Navinderjeet Singh
10. Approval of Issue of Shares to Underwriter of Share Purchase Plan – Scrimshaw Nominees Pty Ltd
11. Ratification of Issue of Shares to Burnvoir Corporate Finance Limited
12. Approval of Issue of Securities to Platinum Partners
13. Approval of Issue of Shares to Jett Capital
14. Approval of Issue of Shares to Sharon May
15. Approval of Issue of Shares on conversion of Convertible Notes
16. Approval for Participation of Director in Share Purchase Plan – Richard Stroud
17. Approval of Additional Placement Capacity.

The resolutions are ordinary resolutions requiring them to be passed by a simple majority of votes cast by shareholders entitled to vote on the resolutions. Further information regarding the resolutions is set out below.

This Explanatory Memorandum is an important document, and should be read in its entirety by all shareholders.

### 2. Financial Statements and Reports

At the Annual General Meeting, shareholders will be given an opportunity to ask questions and comment on the Directors' Report, Financial Statements and Independent Auditor's Report for the financial year ended 30 June 2015. No resolution will be required to be passed on this matter.

Shareholders who have elected not to receive a hard copy of the Company's 2015 Annual Report can view or download a copy from the Company's website at [www.clevelandmining.com.au](http://www.clevelandmining.com.au).

### 3. Resolution 1 – Remuneration Report

Pursuant to section 250R(2) of the Corporations Act 2001, a resolution adopting the Remuneration Report contained within the Directors' Report must be put to the vote.

Shareholders are advised that pursuant to section 250R (2) of the Corporations Act, this resolution is advisory only and does not bind the directors or the Company.

However, under recent changes to the Corporations Act, if at least 25% of the votes cast on the resolution at the AGM are against adoption of the report, then:

- if comments are made on the report at the AGM, the Company's Remuneration Report for the financial year ending 30 June 2015 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if, at two consecutive annual general meetings, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report for the relevant financial year are against its adoption, the Company will be required to put to shareholders a resolution proposing that a general meeting (Spill Meeting) be called to consider the election of directors of the Company (Spill Resolution). The Spill Meeting must be held within 90 days of the date of the second annual general meeting. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

The Remuneration Report is set out within the Directors' Report of the Company's 2015 Annual Report. The Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of directors and KMP of the Company;
- sets out remuneration details for each director and KMP of the Company;
- details and explains any performance conditions applicable to the remuneration of executive directors and KMP of the Company; and
- provides an explanation of share based compensation payments for each director and KMP of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

Each of the Directors recommends the report to shareholders for adoption.

#### **4. Resolution 2 – Re-election of Mr Wayne Zekulich as a director of the Company**

Resolution 2 seeks approval for the re-election of Mr Wayne Zekulich as a director of the Company with effect from the end of the Annual General Meeting.

Rule 11.4(a) of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to rule 11.4(b) of the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

The Board appointed Mr Wayne Zekulich as a director of the Company on 9 February 2015. In accordance with rule 11.4 of the Constitution, Mr Zekulich will retire as a Director and, being eligible, seeks election from Shareholders.

Mr Zekulich has an extensive depth of experience in the banking and corporate sectors in Australia, including a distinguished career as head of both Deutsche Bank and NM Rothschild & Sons (Australia) in Perth and as an Executive Vice President with Commonwealth Bank in Western Australia, South Australia and the Northern Territory.

During his investment banking career, Mr Zekulich has provided strategic and corporate advice on a wide range of transactions and mergers and acquisitions, played a key role in arranging and underwriting project financings, and was involved in privatisations and capital raisings in both debt and equity capital markets.

Key roles included advising the WA Government on the privatisation of Alinta Gas and the sale of Westrail Freight and advising several major corporates including Wesfarmers, Westralia Airports Corporation, Multiplex, Shell and Leighton Contractors on significant debt, equity and other transactions.

He has also previously held senior corporate roles including Chief Financial Officer and Chief Development Officer with Oakajee Port & Rail and as Chief Financial Officer with Gindalbie Metals.

The Board (excluding Mr Wayne Zekulich) recommends that shareholders vote in favour of resolution 2.

## **5. Resolution 3 – Re-election of Mr Alex Sundich as a director of the Company**

Resolution 3 seeks approval for the re-election of Mr Alex Sundich as a director of the Company with effect from the end of the Annual General Meeting.

The Board appointed Mr Alex Sundich as a director of the Company on 23 December 2015. In accordance with rule 11.4 of the Constitution (as summarised above), Mr Sundich will retire as a Director and, being eligible, seeks election from Shareholders.

Alex Sundich has over 25 years' experience in the financial services industry. Alex worked with Goldman Sachs and Credit Suisse First Boston in New York and Australia as an investment banker providing M&A and debt/capital markets advice focusing on the mining industry.

From 2003 to 2008 he held senior management positions within the funds management industry and was a Non-Executive Director of Eastern Star Gas Limited until its acquisition by Santos Ltd for in excess of \$1.2 billion in 2011.

Alex holds a Bachelor of Economics from the University of Sydney and a Master of Commerce from the University of New South Wales. He is a member of the Institute of Chartered Accountants in Australia, the Australian Institute of Company Directors and is a Fellow of the Financial Services Institute of Australia. He is a Non-Executive Director of Petrel Energy Ltd (ASX: PRL), CFO of Burleson Energy and Non-Executive Director of Ellex Medical Lasers Limited (ASX: ELX).

The Board (excluding Mr Alex Sundich) recommends that shareholders vote in favour of resolution 3.

## **6. Resolution 4 – Re-election of Mr Glenn Simpson as a director of the Company**

Resolution 4 seeks approval for the re-election of Mr Glenn Simpson as a director of the Company with effect from the end of the Annual General Meeting.

The Board appointed Mr Glenn Simpson as a director of the Company on 23 December 2015. In accordance with rule 11.4 of the Constitution (as summarised above), Mr Simpson will retire as a Director and, being eligible, seeks election from Shareholders.

Mr Glenn Simpson is a Chartered Accountant with over 30 years' worldwide experience. Commencing his career with Touché Ross & Co Perth, he moved to manage their Bougainville office before returning to Australia to commence public practice in his own right.

Mr Simpson operated his practice in Perth and Kalgoorlie and over that time became very involved in mining and services to mining. He has been involved in corporate advisory, strategic planning and financial management of a wide range of clients Australia wide, over the last 25 years.

From 2001 to 2014 Mr Simpson established and managed national broking and underwriting businesses, culminating in a trade sale of all of the underwriting businesses to a listed entity in 2013. Subsequent to the sale Mr Simpson was retained to manage the financial affairs of the businesses post sale, until the end of 2014.



Mr Simpson continues to consult to industry as Lawsons Commercial Services, which is now part of the Charter Financial Services group.

The Board (excluding Mr Glenn Simpson) recommends that shareholders vote in favour of resolution 4.

#### **7. Resolution 5 – Re-election of Mr Richard Stroud as a director of the Company**

Resolution 5 seeks approval for the re-election of Mr Richard Stroud as a director of the Company with effect from the end of the Annual General Meeting.

Rule 11.1(c) of the Constitution provides that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third shall retire from office (except the managing director).

The Directors to retire at an annual general meeting are those who have been longest in office since their last election. A Director who retires by rotation under rule 11.1(c) of the Constitution is eligible for re-election.

The Company currently has three Directors and accordingly one must retire.

Mr Richard Stroud, the Director longest in office since his last election, retires by rotation and seeks re-election.

#### **8. Resolution 6 – Ratification of Issue of Tranche 1 Shares**

On 10 December 2015, the Company announced a two tranche equity placement to raise up to approximately \$1.6 million before costs through the issue of Shares to sophisticated and professional investors at \$0.04 each (**Placement**).

To give Shareholders the opportunity to acquire Shares at the same price as offered under the Placement, the Company also announced a Share Purchase Plan to raise up to \$500,000 (with \$400,000 underwritten) through the issue of Shares at \$0.04 each (the **Share Purchase Plan**).

The issue of tranche 1 of the Placement, comprising 33,221,891 Shares, was completed on 23 December 2015 (**Tranche 1 Placement Shares**).

The Tranche 1 Placement Shares were issued to Australian professional, institutional and sophisticated investors.

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 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 made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, 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.

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 33,221,891 Shares were issued under Tranche 1;
- (b) the issue price was \$0.04 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 as the Company's existing Shares;

- (d) the Shares were issued to Australian professional, institutional and sophisticated investors. None of the subscribers are related parties of the Company; and
- (e) pursuant to the Company's announcement dated 10 December 2015, the funds raised from the Placement will be used for:
  - facilities and equipment at the Premier Gold Mine relating to the mining and production of gold including the finalisation and installation of 100 tph ball mill;
  - augmenting working capital requirements; and
  - assisting with the securing of 100% control of the Premier Joint Venture.

#### **9. Resolution 7 – Approval of Issue of Tranche 2 Placement Shares**

Resolution 7 seeks Shareholder approval for the issue of up to Tranche 2 of the Placement, comprising 7,500,000 Shares at an issue price of \$0.04 per Share to raise up to \$300,000 (**Tranche 2 Placement Shares**).

Approval is sought pursuant to Listing Rule 7.1. A summary of Listing Rule 7.1 is set out above.

The effect of Resolution 7 will be to allow the Company to issue the Tranche 2 Placement Shares pursuant to the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the Tranche 2 Placement Shares:

- (a) 7,500,000 Shares will be issued under Tranche 2;
- (b) the issue price will be \$0.04 per Share;
- (c) the Shares issued will be all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (e) the Shares will be issued to Australian professional, institutional and sophisticated investors. None of the subscribers are related parties of the Company; and
- (f) pursuant to the Company's announcement dated 10 December 2015, the funds raised from the Placement will be used for:
  - facilities and equipment at the Premier Gold Mine relating to the mining and production of gold including the finalisation and installation of 100 tph ball mill;
  - augmenting working capital requirements; and
  - assisting with the securing of 100% control of the Premier Joint Venture.

#### **10. Resolution 8 – Approval of Issue of Shares under Share Purchase Plan**

Resolution 8 seeks Shareholder approval for the issue of 12,500,000 Shares at \$0.04 each under the Share Purchase Plan described above.

The Share Purchase Plan will be undertaken in order to give Shareholders the opportunity to acquire Shares at the same price as offered under the Placement. Further details of the Share Purchase Plan are set out in the prospectus lodged by the Company with ASIC and ASX dated 23 December 2015.

Approval is sought pursuant to Listing Rule 7.1. A summary of Listing Rule 7.1 is set out above.

The effect of Resolution 8 will be to allow the Company to issue the Shares under the Share Purchase Plan during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the Share Purchase Plan:

- (a) 12,500,000 Shares will be issued under the Share Purchase Plan;
- (b) the issue price will be \$0.04 per Share;
- (c) the Shares issued will be all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;

- (e) the Shares will be issued to eligible shareholders of the Company who apply for Shares pursuant to the prospectus lodged by the Company with ASIC and ASX on 23 December 2015. None of the applicants will be related parties of the Company (save in respect of the related party for whom specific Shareholder is sought pursuant to Resolution 16 of this Notice of Meeting); and
- (f) pursuant to the Company's announcement dated 10 December 2015, the funds raised from the Share Purchase Plan will be used for:
  - facilities and equipment at the Premier Gold Mine relating to the mining and production of gold including the finalisation and installation of 100 tph ball mill;
  - augmenting working capital requirements; and
  - assisting with the securing of 100% control of the Premier Joint Venture.

**11. Resolution 9 – Approval of Issue of Shares to Underwriter of Share Purchase Plan – Mr Navinderjeet Singh**

Resolution 9 seeks Shareholder approval for the issue of up to: (i) 7,500,000 Shares at \$0.04 each to Mr Navinderjeet Singh to fulfil his partial underwriting commitment under the Share Purchase Plan; and (ii) 1,000,000 Shares to Mr Navinderjeet Singh in consideration of partially underwriting the Share Purchase Plan.

A summary of the Share Purchase Plan is set out above.

Mr Singh has agreed to underwrite up to \$300,000 of the Share Purchase Plan (7,500,000 Shares), in consideration for which the Company has agreed to issue Mr Singh 1,000,000 Shares.

In the event there is insufficient shortfall under the Share Purchase Plan for Mr Singh to subscribe for the full amount he has agreed to underwrite, the Company has agreed, if requested by Mr Singh, to issue to Mr Singh additional Shares at an issue price of \$0.04 each up to the maximum value of his underwriting commitment. The Company therefore confirms that, whether Mr Singh subscribes for his underwriting commitment under the Share Purchase Plan or the Company completes the placement of his underwriting commitment in the event the shortfall is insufficient to meet the underwriting commitment, Mr Singh will subscribe for 7,500,000 Shares.

Approval is sought pursuant to Listing Rule 7.1. A summary of Listing Rule 7.1 is set out above.

The effect of Resolution 9 will be to allow the Company to issue the Shares to Mr Singh during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the Share Purchase Plan:

- (a) up to 7,500,000 Shares will be issued to Mr Singh to fulfil his underwriting commitment under the Share Purchase Plan or as a private placement to Mr Singh if there is insufficient shortfall to meet the underwriting commitment, and a further 1,000,000 will be issued to Mr Singh in consideration for his underwriting commitment;
- (b) the issue price will be \$0.04 per Share in respect of the Shares issued to fulfil his underwriting commitment or under the private placement. The Shares issued as consideration under the underwriting agreement will be issued for nil cash consideration;
- (c) the Shares issued will be all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (e) the Shares will be issued to Mr Singh (who is not a related party of the Company); and
- (f) pursuant to the Company's announcement dated 10 December 2015, the funds raised from Mr Singh's underwriting commitment, or subscription for the additional placement if the shortfall under the Share Purchase Plan is insufficient to fulfil Mr Singh's underwriting commitment, will be used for:
  - facilities and equipment at the Premier Gold Mine relating to the mining and production of gold including the finalisation and installation of 100 tph ball mill;
  - augmenting working capital requirements; and
  - assisting with the securing of 100% control of the Premier Joint Venture.

**12. Resolution 10 – Approval of Issue of Shares to Underwriter of Share Purchase Plan – Scrimshaw Nominees Pty Ltd**

Resolution 10 seeks Shareholder approval for the issue of up to: (i) 2,500,000 Shares at \$0.04 each to Scrimshaw Nominees Pty Ltd ATF Scrimshaw Family Trust (**Scrimshaw Nominees**) to fulfil its partial underwriting commitment under the Share Purchase Plan; and (ii) 333,000 Shares to Scrimshaw Nominees in consideration of partially underwriting the Share Purchase Plan.

A summary of the Share Purchase Plan is set out above.

Scrimshaw Nominees has agreed to underwrite up to \$100,000 of the Share Purchase Plan (2,500,000 Shares), in consideration for which the Company has agreed to issue Scrimshaw Nominees 333,000 Shares.

In the event there is insufficient shortfall under the Share Purchase Plan for Scrimshaw Nominees to subscribe for the full amount it has agreed to underwrite, the Company has agreed, if requested by Scrimshaw Nominees, to issue to Scrimshaw Nominees additional Shares at an issue price of \$0.04 each up to the maximum value of its underwriting commitment. The Company therefore confirms that, whether Scrimshaw Nominees subscribes for its underwriting commitment under the Share Purchase Plan or the Company completes the placement of his underwriting commitment in the event the shortfall is insufficient to meet the underwriting commitment, Scrimshaw Nominees will subscribe for 2,500,000 Shares.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act and give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Shares to Scrimshaw Nominees constitutes giving a financial benefit and Scrimshaw Nominees is considered to be a related party of the Company by virtue of being controlled by Mr Russell Scrimshaw, a former director of the Company who resigned as a director on 19 October 2015.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Shares to Scrimshaw Nominees as the proposed issue of Shares to fulfil the underwriting commitment of Scrimshaw Nominees, and the issue of shares in consideration of partially underwriting the Share Purchase Plan, is considered by Directors to be on arm's length terms in reliance on the exception provided by Section 210 of the Corporations Act.

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the proposed issue of Shares to Scrimshaw Nominees involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 10:

- (a) the Shares will be granted to Scrimshaw Nominees;
- (b) up to 2,500,000 Shares will be issued to Scrimshaw Nominees to fulfil its underwriting commitment under the Share Purchase Plan or as a private placement to Mr Singh if there is insufficient shortfall to meet the underwriting commitment, and a further 333,000 will be issued to Scrimshaw Nominees in consideration for its underwriting commitment;
- (c) the issue price will be \$0.04 per Share in respect of the Shares issued to fulfil the underwriting commitment or under the private placement. The Shares issued as consideration under the underwriting agreement will be issued for nil cash consideration;
- (d) the Shares issued will be all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- (e) the Shares will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (f) pursuant to the Company's announcement dated 10 December 2015, the funds raised from Scrimshaw Nominees' underwriting commitment, or subscription for the additional placement if the shortfall under the Share Purchase Plan is insufficient to fulfil Scrimshaw Nominees' underwriting commitment, will be used for:
  - facilities and equipment at the Premier Gold Mine relating to the mining and production of gold including the finalisation and installation of 100 tph ball mill;
  - augmenting working capital requirements; and
  - assisting with the securing of 100% control of the Premier Joint Venture.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of Shares to Scrimshaw Nominees as approval is being obtained under ASX Listing Rule 10.11.

### 13. Resolution 11 – Ratification of Issue of Shares to Burnvoir Corporate Finance Limited

On 9 September 2014 the Company entered into an agreement pursuant to which Burnvoir Corporate Finance Limited (**Burnvoir**) agreed to provide ongoing "Corporate Advisory" services to the Company. Those services include, but are not limited to:

- (a) technical and commercial review of the Company's projects from a financier perspective;
- (b) financial analysis and development of a detailed financial model for the Company's gold projects.

Burnvoir has been, and will be, paid a retainer fee of \$20,000 per calendar month (plus GST). Burnvoir has agreed to accept payment of its retainer fees by way of the issue Shares on a monthly basis during the continuation of the agreement at the average closing price of the Shares during the 5 trading days prior to the end of the relevant calendar month.

Burnvoir may be required by the Company to provide additional services (such as arranging debt or equity capital, or advising on acquisitions). Such additional services will be remunerated separately as and when required.

The Company cannot predict in advance the total number of Shares to be issued to Burnvoir. The actual number will depend on the length of time that the corporate advisory services continue to be required by the Company and according to fluctuations in the Share price of the Company.

The purpose of this Resolution 11 is to ratify the agreed placements to Burnvoir in consideration of its services provided for the period from 1 November 2014 to 30 June 2015 for the purposes of Listing Rule 7.4 (**Ratification**). A summary of Listing Rule 7.4 is set out above.

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 1,495,964 Shares were issued to Burnvoir;
- (b) the deemed issue price of the Shares was an average of \$0.0563 each;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Burnvoir Corporate Finance Limited who is not a related party or associate of the Company; and
- (e) no funds were raised from this issue as the Shares were issued as fees for corporate advisory services provided pursuant to the contractual arrangements referred to above.

### 14. Resolution 12 – Approval of Issue of Securities to Platinum Partners

The Company proposes to issue a total of 29,371,525 Shares and 5,000,000 options to Platinum Partners Credit Opportunities Master Fund LP (**Platinum**) as consideration for Platinum agreeing to renegotiate certain convertible notes and debts owed by the Company.

On 11 December 2015, the Company entered into a formal agreement pursuant to which Platinum agreed, amongst other things, to consolidate its existing convertible notes and debts

into one secured consolidated convertible note (**Variation Agreement**). The terms of the Variation Agreement are:

- (a) The agreement consolidated the \$US6.8m note with the \$US1m note and \$US2m note.
- (b) A combined due date of 19 September 2016.
- (c) The interest rate on the combined notes was reduced to 12%.
- (d) No interest payments will be due until April 1 2016, and are then due quarterly in arrears.
- (e) Four consecutive monthly repayments of US\$250,000 will commence on April 1 2015
- (f) Subject to shareholder approval, the Company must issue to Platinum 29,371,525 Shares in consideration for Platinum agreeing to the variation.
- (g) Subject to shareholder approval, the Company must issue to Platinum 5,000,000 options at an exercise price of AU\$0.05 each (being unlisted options).
- (h) The Company must transfer 50% of the fully paid shares in Cleveland Iron Holdings Pty Ltd to Platinum Partners (this transfer has occurred).
- (i) The redemption amount of the consolidated note at maturity is US\$13,169,833.
- (j) The note holder has, subject to shareholder approval, the option of converting any portion of the note together with any accrued and unpaid interest thereon into shares in the Company at a conversion price of AU\$0.07. If the Company does not obtain this shareholder approval by 15 March 2016, it is an event of default under the consolidated note.

This Resolution 12 seeks Shareholder approval for the issue of the Shares and Options described in paragraphs (f) and (g) above. Approval is sought pursuant to Listing Rule 7.1. A summary of Listing Rule 7.1 is set out above.

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

- (a) 29,371,525 Shares and 5,000,000 options will be issued;
- (b) the Shares have a nil cash issue price and a deemed issue price of is US\$0.04 each;
- (c) the Shares to be issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Options will be issued on the terms set out in the Schedule 1 to this Notice;
- (e) the Shares are to be issued to Platinum Partners Credit Opportunities Master Fund LP who is not a related party or associate of the Company;
- (f) the Shares and Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares and Options will occur on the same date; and
- (g) no funds will be raised from this issue as the Shares and Options will be were issued in consideration for Platinum agreeing to vary its financing arrangements with the Company.

## **15. Resolution 13 – Approval of Issue of Shares to Jett Capital**

The Company proposes to issue a total of 1,250,000 Shares to Jett Capital as consideration for fees associated with the renegotiation of the Platinum Partners Convertible Note Waiver Agreement.

On 12 December 2015, the Company entered into an agreement with Jett Capital to facilitate the Platinum Partners Convertible Note Waiver Agreement. In lieu of payment of cash, Jett Capital agreed to accept 1,250,000 Shares as payment for services rendered.

Approval is sought pursuant to Listing Rule 7.1. A summary of Listing Rule 7.1 is set out above.

The effect of Resolution 13 will be to allow the Company to issue the Shares to Jett Capital during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

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

- (a) 1,250,000 Shares will be issued;
- (b) the deemed issue price will be \$0.04 per Share;
- (c) the Shares issued will be all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- (d) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (e) the Shares will be issued to Jett Capital who is not a related party or associate of the Company; and
- (f) no funds will be raised from this issue as the Shares will be issued to pay for costs incurred pursuant to the contractual arrangements referred to above.

#### 16. Resolution 14 – Approval of Issue of Shares to Sharon May

The Company proposes to issue a total of 10,062,295 Shares to Sharon May as payment for accrued interest on the Convertible Note held by Sharon May.

On 22 November 2013, the Company entered into a Convertible Note agreement of US\$1.0m with Sharon May to use for working capital for the Premier Mine site in Brazil. In lieu of payment of cash, Sharon May agreed to accept Shares as payment for accrued interest (AU\$402,492) to 31 December 2015.

Approval is sought pursuant to Listing Rule 7.1. A summary of Listing Rule 7.1 is set out above.

The effect of Resolution 14 will be to allow the Company to issue the Shares to Sharon May during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

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

- (a) 10,062,295 Shares will be issued;
- (b) the deemed issue price will be \$0.04 per Share;
- (c) the Shares issued will be all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (e) the Shares will be issued to Sharon May who is not a related party or associate of the Company; and
- (f) no funds will be raised from this issue as the Shares will be issued in lieu of accrued interest of A\$402,492 to 31 December 2015 on the Convertible Note held by Sharon May.

#### 17. Resolution 15 – Approval of Issue of Shares on Conversion of Convertible Notes

On 24 February 2015, the Company entered into Royalty Linked Convertible Notes to raise between \$1.5 million and \$2.5 million (**Convertible Notes**). The Convertible Notes were issued on variously in 2015. The terms of the Convertible Notes were amended on 9 December 2015 to reduce the price at which the Convertible Notes are converted into Shares from \$0.06 per Share to \$0.04 per Share.

The convertibility of the Convertible Notes at \$0.04 per Share is subject to Shareholder approval under this Resolution 15. In the event Resolution 15 is not approved, the Convertible Notes become repayable with interest accruing at a rate of 9% per annum from the date that the Convertible Note were drawn down together with a gold production royalty.

A summary of the material terms and conditions of the Convertible Notes is as follows:

- (a) Principal amount: \$1.5 million with potential to take oversubscriptions of up to \$2.5 million;
- (b) Interest accrues at the rate of 9% per annum, payable in full with the principal amount on the maturity date of 12 months from date of issue, unless the Convertible Notes are converted;
- (c) where there is no repayment or partial repayment is made, any amount unpaid is subject to conversion to Shares;
- (d) partial repayment will be pro-rated over each holder of notes;
- (e) holders of the Convertible Notes, in total, will be entitled to a royalty equal to 5.0% of gold production at the Premier Gold Mine for a period of ninety days (the **Royalty**

- Period**) multiplied by the Australian Dollar gold price received on gold sales made by the Company during those ninety days;
- (f) if the Company elects to take oversubscriptions, then the royalty will be increased proportionally to ensure that the proportional royalty payment remains the same, i.e. if \$2m accepted, then the royalty will cover 6.67% of production over the Royalty Period;
  - (g) the Royalty Period will commence 7 calendar days after certification of completion of construction and installation of the second ball mill and a second floatation circuit at the Premier Gold Mine;
  - (h) the Royalty will be payable 21 days after each thirty day period of the Royalty Period.
  - (i) the Note Holder has the option to convert the face value of the note to Shares at a conversion price of \$0.06 per share at any time within 6 months of the issue of the note (**Conversion Period**). If an equity raise is made by the Company at a price lower than \$0.06 per share during the Conversion Period, then the note holder has the right to convert at that lower price. If the option to convert is taken by the investor, then accrued interest and royalty will be foregone;
  - (j) at the Note Holders option, if the Company does not repay all or part of the principal amount and interest within 30 days of the maturity date, the Note Holder may elect to convert the outstanding balance of the note into Shares. At that point the Note Holder must instruct the Company of this wish in writing and the Company must lodge a Conversion Notice with the ASX within 3 business days of receiving the instruction.
  - (k) the Conversion Notice will disclose what amount of the principal amount and interest has not been repaid, being the conversion amount;
  - (l) The conversion amount will be converted to Shares at an issue price which is a 20% discount to the Volume Weighted Average Price of Shares on ASX for the twenty (20) trading days after the date of lodging the Conversion Notice; and
  - (m) the Notes will be unsecured obligations of the Company.

| Current Face Value<br>\$540,000 | Note Value | \$0.04            | \$0.05            | \$0.06           |
|---------------------------------|------------|-------------------|-------------------|------------------|
|                                 |            | Conversion Price  | Conversion Price  | Conversion Price |
| 100% Conversion                 |            | 13,500,000 Shares | 10,800,000 Shares | 9,000,000 Shares |
| 75% Conversion                  |            | 10,125,000 Shares | 8,100,000 Shares  | 6,750,000 Shares |
| 50% Conversion                  |            | 6,750,000 Shares  | 5,400,000 Shares  | 4,500,000 Shares |
| 25% Conversion                  |            | 3,375,000 Shares  | 2,700,000 Shares  | 2,250,000 Shares |

Shareholder approval is sought for the conversion of the Convertible Notes on the terms described above pursuant to Listing 7.1. A summary of Listing Rule 7.1 is set out above.

The effect of Resolution 15 will be to allow the Company to issue the Shares on conversion of the Convertible Notes without using the Company's 15% annual placement capacity.

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

- (a) based on the issue price of \$0.04 per Share and conversion of accrued interest at 9% per annum up to the maturity date, the maximum number of Shares to be issued on conversion of the Convertible Notes is 13,500,000;
- (b) the minimum deemed issue price on conversion is \$0.04 per Share;
- (c) the Shares issued will be all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares will be issued upon conversion and it is intended that issue of the Shares will occur on the same date;
- (e) the Shares will be issued to the holders of the Convertible Notes, certain of whom are related parties of the Company. Each of the related parties of the Company who hold Convertible Notes have confirmed to the Company that they do not intend to exercise their rights to convert any of the Convertible Notes; and
- (f) no funds will be raised from the issue of Shares on conversion of the Convertible Notes



## 18. **Resolution 16 – Approval for Participation of Directors in Share Purchase Plan**

Pursuant to Resolution 8, the Company is seeking Shareholder approval for the issue of up to 12,500,000 Shares at an issue price of \$0.04 each under the Share Purchase Plan.

Richard Stroud, a Director, wishes to participate in the Share Purchase Plan up to his maximum entitlement of 375,000 Share (**Participation**).

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act and give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Participation will result in the issue of Shares which constitutes giving a financial benefit. Richard Stroud is a related party of the Company by virtue of being a Director, when the Share Purchase Plan will be undertaken.

The Directors (other than Richard Stroud who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to Richard Stroud (or nominees) on the same terms as Shares issued to non-related party participants in the Share Purchase Plan and as such the giving of the financial benefit is on arm's length terms.

Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the Participation involves the issue of Shares to a related party of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the Shares will be issued to Richard Stroud or his nominees;
- (b) the maximum number of Shares to be issued is 375,000;
- (c) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the issue price will be \$0.04 per Share, being the same as all other Shares to be issued under the Share Purchase Plan;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the funds raised will be used for the same purposes as all other funds raised under the Share Purchase Plan as set out above.

Approval pursuant to Listing Rule 7.1 is not required for the Participation as approval is being obtained under Listing Rule 10.11.

## 19. **Resolution 17 – Approval of Additional Placement Capacity**

### **General**

Listing Rule 7.1 permits entities to issue 15% of its issued capital without shareholder approval in a 12 month period, subject to a number of exceptions.

The Listing Rules allow small to mid-cap companies to seek shareholder approval for additional placement capacity. Listing Rule 7.1A permits eligible entities, which have obtained shareholder approval by special resolution, to issue Equity Securities up to an additional 10% of its issued capital by placements over a 12 month period after the annual general meeting (**Additional Placement Capacity**).

The Company seeks Shareholder approval under Resolution 17 to be able to issue Equity Securities under the Additional Placement Capacity. The exact number of Equity Securities to be issued is not fixed and will be determined in accordance the formula prescribed in Listing Rule 7.1A.2 (set out below).

**Requirements of Listing Rule 7.1A**

1. *Eligible entities*

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

2. *Shareholder approval*

Shareholders must approve the Additional Placement Capacity by special resolution at the annual general meeting. A resolution under Listing Rule 7.1A cannot be put at any other shareholder meeting.

3. *Equity Securities*

Equity Securities issued under the Additional Placement Capacity must be in the same class as an existing class of Equity Securities of the Company that are quoted on ASX.

As at the date of this Notice, the Company has two classes of Equity Securities quoted on ASX, being fully paid ordinary Shares and options expiring 4 July 2016, exercisable at \$0.65 each.

4. *Formula for calculating number of Equity Securities that may be issued under the Additional Placement Capacity*

If Resolution 17 is passed, the Company may issue or agree to issue, during the 12 month period after this Meeting, the number of Equity Securities calculated in accordance with the following formula:

$(A \times D) - E$

|   |  |
|---|--|
| A | <p>The number of shares on issue 12 months before the date of issue or agreement:</p> <ul style="list-style-type: none"> <li>• plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;</li> <li>• plus the number of partly paid ordinary securities that became fully paid in the 12 months;</li> <li>• plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rules 7.1 or 7.4;</li> <li>• less the number of fully paid ordinary securities cancelled in the 12 months.</li> </ul> |
| D | 10%  |
| E | <p>The number of Equity Securities issued or agreed to be issued under Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.</p>   |

5. *Interaction between Listing Rules 7.1 and 7.1A*

The Additional Placement Capacity under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The Company will have 350,182,574 Shares on issue if all Resolutions are passed at the Meeting and the Company completes the relevant issues of securities. If Resolution 17 is passed, the Company will be permitted to issue (as at the date of this Notice):

- 52,527,386 Equity Securities under Listing Rule 7.1; and
- 35,018,257 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will be permitted to issue under Listing Rule 7.1A will be calculated at the date of issue or agreement to issue the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out above).

The effect of Resolution 17 will be to allow the Company to issue securities under Listing Rule 7.1A without using the Company's placement capacity under Listing Rule 7.1.

### ***Information for Shareholders as required by Listing Rule 7.3A***

#### ***6. Minimum price***

The issue price of the new Equity Securities will be not lower than 75% of the volume weighted average price (VWAP) for securities in the relevant quoted class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price of the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 5 Business Days of the date above, the date on which the Equity Securities are issued.

#### ***7. Risk of economic and voting dilution***

If Resolution 17 is passed and the Company issues securities under the Additional Placement Facility, existing Shareholders' voting power in the Company will be diluted.

There is the risk that:

- the market price for the Company's existing Equity Securities may be significantly lower on the date of issue of the new Equity Securities than on the date of the Meeting; and
- the new Equity Securities may be issued at a price that is at a discount to the market price of the Company's existing Equity Securities on the issue date or the new Equity Securities may be issued as part of the consideration for the acquisition of a new asset,

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

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- two 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 may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example a pro rata entitlement issue) or future placements under Listing Rule 7.1 that are approved by Shareholders in the future;
- 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                                  |                        |  |
|---|------------------------|---|------------------------|--|
|   |                        | \$0.019<br>50% decrease<br>in issue price | \$0.037<br>Issue price | \$0.075<br>100% increase<br>in issue price |
| Current Variable A<br>350,182,574<br>Shares                     | 10% voting<br>dilution | 35,018,257<br>Shares                      | 35,018,257<br>Shares   | 35,018,257<br>Shares                       |
|   | Funds<br>raised        | \$660,353                                 | \$1,320,705            | \$2,641,410                                |
| 50% increase in<br>current Variable A<br>525,276,861<br>Shares  | 10% voting<br>dilution | 52,527,386<br>Shares                      | 52,527,386<br>Shares   | 52,527,386<br>Shares                       |
|   | Funds<br>raised        | \$990,529                                 | \$1,981,058            | \$3,962,115                                |
| 100% increase in<br>current Variable A<br>700,365,148<br>Shares | 10% voting<br>dilution | 70,036,515<br>Shares                      | 70,036,515<br>Shares   | 70,036,515<br>Shares                       |
|   | Funds<br>raised        | \$1,320,705                               | \$2,641,410            | \$5,282,821                                |

This table has been prepared on the following assumptions:

- The Company has 350,182,574 Shares on issue which consist of:
  - 276,336,124 existing Shares as at the date of this Notice of Meeting;
  - 7,500,000 Shares which will be issued prior to the Meeting for which Shareholder ratification is sought at the Meeting;
  - 66,346,450 Shares which will be issued if all Resolutions are passed at this Meeting.
- The Company issues the maximum number of Equity Securities available under the Additional Placement Capacity.
- No quoted Options (including any quoted Options issued under the Additional Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities.
- 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%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the Additional Placement Capacity consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The issue price is \$0.0377 being the 5 day volume average weighted price for the period of 14 December 2015 to 18 December 2015 after lifting of the suspension by the Company.

The Company's ability to issue securities under Listing Rule 7.1A is in addition to its ability to issue securities under listing rule 7.1.

#### 8. *Placement Period*

Shareholder approval of the Additional Placement Capacity under Listing Rule 7.1A is valid from the date of the Meeting and expires on the earlier of:

- 12 months after this Meeting; or
- the date that Shareholders approve a transaction under Listing Rule 11.1.2 (significant change to nature or scale of activities) or 11.2 (disposal of the main undertaking,

or such longer period as allowed by ASX (the "Placement Period").

The Company will only issue and allot new securities during the Placement Period. The approval will cease to be valid in the event that shareholders' approve a transaction under Listing Rules 11.1.2 or 11.2.

9. *Purposes for which the new Equity Securities may be issued*

The Company may seek to issue new Equity Securities for the following purposes:

- cash consideration to raise funds for the acquisition of new assets or investments (including the expenses associated such acquisition), expenditure on the Company's current assets and for general working capital; or
- non-cash consideration for acquisition of new 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.

10. *Allocation policy*

The Company's allocation policy for the issue of new Equity Securities under the Additional Placement Capacity will depend on the market conditions existing at the time of the proposed issue. The allottees will be determined at the relevant time having regard to factors such as:

- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- the effect of the issue of new securities on the control of the Company;
- the financial situation and solvency of the Company;
- advice from corporate, financial and broking advisers (as relevant).

As at the date of this Notice the allottees are not known but may include existing substantial Shareholders and/or new Shareholders. No allottee under the Additional Placement Capacity will be a related party or associate of a related party. Existing Shareholders may or may not be entitled to subscribe for any Equity Securities issued under the Additional Placement Capacity and it is possible that their shareholding will be diluted.

If the Additional Placement Capacity is used to acquire new assets or investments then it is likely that the allottees will be the vendors of the new assets.

The Company will comply with the disclosure obligations under Listing Rule 7.1A (4) and 3.10.5A on the issue of any new securities.

11. *Details of Equity Securities issued under earlier placement capacity approval*

The Company obtained shareholder approval under Listing Rule 7.1A at its Annual General Meeting on 26 November 2014.

The total number of Equity Securities issued in the 12 months preceding the date of the Meeting is 1,495,964 representing 0.619% of the total number of Equity Securities on issue at the commencement of that 12 month period. Of these Equity Securities, 1,495,964 were issued under exceptions to Listing Rule 7.1.

The details of all issues of Equity Securities by the Company during the 12 months preceding the date of the Meeting is set out in Annexure A to this Explanatory Memorandum.

## 20. Undirected Proxies

The Chairman of the meeting intends to use any undirected proxies held by him to vote at the meeting in favour of each of the resolutions referred to above.

## 21. Definitions

|                          |   |
|--------------------------|---|
| <b>ASX</b>               | the Australian Securities Exchange, operated by ASX Limited   |
| <b>Board</b>             | the board of directors of the Company   |
| <b>Company</b>           | Cleveland Mining Company Limited, ACN 122 711 880   |
| <b>Director</b>          | an existing director of the Company   |
| <b>Equity Securities</b> | has the same meaning as in the Listing Rules  |
| <b>KMP</b>               | the Company's Key Management Personnel  |
| <b>Listing Rules</b>     | the Listing Rules of ASX. The specific listing rules referred to in this notice of meeting may be found online at <a href="http://www.asxgroup.com.au/media/PDFs/Chapter07.pdf">http://www.asxgroup.com.au/media/PDFs/Chapter07.pdf</a> |
| <b>Meeting</b>           | the meeting convened by this Notice   |
| <b>Notice</b>            | the notice accompanying this Explanatory Statement  |
| <b>Share</b>             | a fully paid ordinary share in the capital of the Company   |

## **Schedule 1 – Option Terms**

**(a) Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

**(b) Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.05 (**Exercise Price**)

**(c) Expiry Date**

Each Option will expire at 5:00 pm (WST) on 31 July 2019 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

**(d) Exercise Period**

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

**(e) Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

**(f) Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

**(g) Timing of issue of Shares on exercise**

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

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

**(h) Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

**(i) Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

**(j) Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

**(k) Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

**(l) Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

**(m) Unquoted**

The Company will not apply for quotation of the Options on ASX.

**(n) Transferability**

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



## Annexure A

### INFORMATION REQUIRED BY LISTING RULE 7.3A.6

| Date of issue   | 4 Feb 15   | 1 May 2015  | 23 December 2015   |
|---|--|---|--|
| Number issued   | 1,122,625  | 373,339   | 33,221,891   |
| Class and terms of Equity Security  | Fully paid ordinary shares                                     | Fully paid Ordinary Shares                          | Fully Paid Ordinary Shares   |
| Names of persons who received securities or basis on which those persons was determined | Burnvoir Corporate Finance                                     | Burnvoir Corporate Finance                          | Institutional and Sophisticated Investors  |
| Price   | 333,333 at \$0.066<br>443,548 at \$0.049<br>345,744 at \$0.039 | 197,674 at \$0.072<br>175,665 at \$0.049            | \$0.04   |
| Discount to market price (if any)   | No discount – pricing based on rolling VWAP formula            | No discount – pricing based on rolling VWAP formula | No discount – pricing based on rolling VWAP formula  |
| <b>For cash issues</b>  |  |   |  |
| Total cash consideration received (before costs)  | Nil  | Nil   | \$1,328,876  |
| Amount of cash consideration spent  | N/A  | N/A   | \$1,205,933  |
| Use of cash consideration   | Working Capital  | Working Capital                                     | Mine Development, and purchase of remaining capital equipment at Premier Gold Mine.<br>Repayment of short term borrowings<br>Working Capital Requirements<br>Working Capital |
| Intended use for remaining amount of cash (if any)                                      | N/A  | N/A   |  |
| <b>For non-cash issues</b>  |  |   |  |
| Total non-cash consideration received   | \$66,000 (for advisory services)                               | \$14,058 (for advisory services)                    |  |
| Current value of non-cash consideration   | N/A  | N/A   |  |

**Lodge your vote:**



**By Mail:**

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

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

For intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

**Proxy Form**

**XX**

 **For your vote to be effective it must be received by 10:00am (WST) Wednesday, 3 February 2016**

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

**Signing Instructions**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form →**



View the annual report 24 hours a day, 7 days a week:

**[www.clevelandmining.com.au](http://www.clevelandmining.com.au)**

To view and update your securityholding:

**[www.investorcentre.com](http://www.investorcentre.com)**

**Your secure access information is:**



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

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Cleveland Mining Company Ltd hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Cleveland Mining Company Limited to be held at Suite 1, 41 Walters Drive, Osborne Park, Perth, Western Australia on Friday, 5 February 2016 at 10:00am (WST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolution:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

|  | For                      | Against                  | Abstain                  |  | For                      | Against                  | Abstain                  |
|--|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 Remuneration Report   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | Resolution 10 Approval of Issue of Shares to Underwriter of Share Purchase Plan - Scrimshaw Nominees Pty Ltd | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 Re-election of Mr Wayne Zekulich as a Director  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | Resolution 11 Ratification of Issue of Shares to Burnvoir Corporate Finance Limited                          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 Re-election of Mr Alex Sundich as a Director  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | Resolution 12 Approval of Issue of Securities to Platinum Partners   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 Re-election of Mr Glenn Simpson as a Director   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | Resolution 13 Approval of Issue of Shares to Jett Capital  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 Re-Election of Mr Richard Stroud as a Director  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | Resolution 14 Approval of Issue of Shares to Sharon May  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 Ratification of Issue of Tranche 1 Shares   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | Resolution 15 Approval of Issue of Shares on conversion of Convertible Notes                                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 7 Approval of Issue of Tranche 2 Placement Shares   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | Resolution 16 Approval for Participation of Director in Share Purchase Plan - Richard Stroud                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 8 Approval of Issue of Shares under Share Purchase Plan                                     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | Resolution 17 Approval of Additional Placement Capacity  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 9 Approval of Issue of Shares to Underwriter of Share Purchase Plan - Mr Navinderjeet Singh | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |  |                          |                          |                          |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /