
WESTERN MINING NETWORK LIMITED

ACN 144 079 667

NOTICE OF GENERAL MEETING

TIME: 11.00am WST

DATE: Thursday, 17 March 2016

PLACE: "Mining Corporate Boardroom"
Level 11, 216 St Georges Terrace
PERTH WA 6000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9481 0389.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

The General Meeting of the Shareholders of Western Mining Network Limited which this Notice relates to will be held at 11:00am WST on Thursday, 17 March 2016 at "Mining Corporate Boardroom", Level 11, 216 St Georges Terrace, Perth 6000, Western Australia (**Meeting**).

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm WST on Tuesday, 15 March 2016.

VOTING IN PERSON

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

VOTING BY PROXY

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

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

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member 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.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all 'directed' proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS UNDER PLACEMENT

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 1,812,500 Shares and 1,812,500 Options on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by any 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.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS TO LANSTEAD CAPITAL LP

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 33,000,000 Shares and 7,500,000 Options on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by any 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.

3. RESOLUTION 3 –APPROVAL FOR THE ISSUE OF OPTIONS TO DAVID PUTNAM

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 25,000,000 Options to David Putnam (and/or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by David Putnam and/or his nominee(s) and any 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.

The Company will disregard any votes cast on Resolution 3 by a member of the Key Management Personnel or their Closely Related Parties as proxy for another person where the proxy form does not specify how the proxy is to vote, with the exception that votes cast by the Chairman as proxy appointed in writing, in accordance with a direction on the proxy form to vote as the proxy decides, will not be excluded.

DATED: 11 FEBRUARY 2016

BY ORDER OF THE BOARD

**DAVID PALUMBO
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. **RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS UNDER PLACEMENT**

Resolution 1 seeks Shareholder ratification of the issue of 1,812,500 Shares and 1,812,500 Options on the terms set out below.

1.1 **Background**

On 28 April 2015, the Company issued 812,500 Shares to private investors at an issue price of \$0.40 per share together with 406,250 options exercisable at \$0.50 each on or before 30 June 2016 and 406,250 options exercisable at \$0.60 each on or before 30 June 2017 to raise \$325,000 for working capital to execute a business plan for the Tamboli project.

On 4 June 2015, the Company issued 1,000,000 Shares to private investors at an issue price of \$0.50 per share together with 1,000,000 options exercisable at \$0.60 each on or before 30 June 2017 to raise \$500,000 for working capital to execute a business plan for the Tamboli project.

The Company issued the securities pursuant to the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

1.2 **Reason for Resolution 1**

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 1,812,500 Shares and 1,812,500 Options issued without Shareholder approval pursuant to the Company's 15% annual placement capacity under 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 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 purposes of ASX Listing Rule 7.1.

By ratifying the issue of the Shares and Options the subject of Resolution 1, the Company will retain the flexibility to issue equity securities in the future of up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

1.3 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) the number of securities issued by the Company was 1,812,500 Shares and 1,812,500 Options;
- (b) the placement completed on 28 April 2015 was at an issue price per Share of \$0.40 together with 406,250 options exercisable at \$0.50 each on or before 30 June 2016 and 406,250 options exercisable at \$0.60 each on or before 30 June 2017 which were free attaching. The placement completed on 4 June 2015 was at an issue price per Share of \$0.50 together with 1,000,000 options exercisable at \$0.60 each on or before 30 June 2017 which were free attaching;
- (c) the Shares and Options were issued to private investors. None of these subscribers are related parties of the Company;
- (d) the Options were issued on the terms and conditions set out in Schedules 1 and 2;
- (e) the Shares issued were all fully paid ordinary shares in the capital of the Company and rank equally with the existing Shares on issue;
- (f) funds raised from the issues were applied towards working capital to execute a business plan for the Tamboli project; and
- (g) a voting exclusion statement is included in the Notice.

1.4 Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 1. The Board believes that the ratification of the issue of Shares and Options the subject of Resolution 1 is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 1 as it provides the Company with the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without prior Shareholder approval.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS TO LANSTEAD CAPITAL LP

2.1 Background

On 29 October 2015, the Company announced that it had secured a placement from Lanstead Capital LP ("Lanstead"), a UK institutional investor, which provides funding for the key elements of the Company's near-term growth strategy.

Under the terms of the placement, Lanstead subscribed for 30,000,000 Shares at a price of \$0.20 per Share to raise \$6,000,000.

In addition, the Company entered into a sharing agreement ("Sharing Agreement") with Lanstead whereby the Company retained \$900,000 of the aggregate \$6,000,000 subscription with the remaining \$5,100,000 provided as security to Lanstead for the Sharing Agreement. The Sharing Agreement provides that the Company will receive 18 monthly cash settlements determined by WMN's Share price performance as measured against a benchmark price of \$0.27 per Share (the "Benchmark Price").

If the Share price exceeds the Benchmark Price, for that month, the Company will receive more than 100 per cent of the monthly settlement due on a pro rata basis. There is no upper limit placed on the additional amounts receivable by the Company as part of the monthly settlements. Should the Share price be below the Benchmark Price, the Company will receive less than 100 per cent of the expected monthly settlement on a pro rata basis.

The broad effect of the arrangements is that, if the 18 month VWAP of the Company's shares following the date of the deal is \$0.27, the Company will receive approximately \$6,000,000 in total including the initial payment of \$900,000. It will receive more if the average price is above \$0.27, and less if the average price is below \$0.27.

The Company issued the 30,000,000 Shares to Lanstead on 29 October 2015 as follows:

- (a) 14,206,599 Shares were issued pursuant to Company's 15% annual placement capacity under ASX Listing Rule 7.1; and
- (b) 15,793,401 Shares were issued without prior Shareholder approval pursuant to the Company's 10% annual placement capacity under ASX Listing Rule 7.1A.

In addition, on 29 December 2015 the Company issued 3,000,000 Shares and on 5 January 2016 issued 7,500,000 options exercisable at \$0.27 on or before 30 June 2017 to Lanstead as consideration for the Sharing Agreement pursuant to the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

2.2 Reason for Resolution 2

ASX Listing Rule 7.1

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 17,206,599 Shares and 7,500,000 options exercisable at \$0.27 on or before 30 June 2017 issued without Shareholder approval pursuant to the Company's 15% annual placement capacity under 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 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 purposes of ASX Listing Rule 7.1.

By ratifying the issue of the Shares and Options the subject of Resolution 2, the Company will retain the flexibility to issue equity securities in the future of up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

ASX Listing Rule 7.1A

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 15,793,401 Shares issued without Shareholder approval pursuant to the Company's 10% annual placement capacity under ASX Listing Rule 7.1A which

was approved by Shareholders at the Company's previous annual general meetings held on 27 November 2014 and 30 November 2015.

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period the approval is valid a number of equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1A those securities will from that date be included in variable "A" in the formula in ASX Listing Rules 7.1 and 7.1A.2 for the purpose of calculating the annual placement capacity of the Company under both ASX Listing Rules 7.1 and 7.1A.

By ratifying the issue the subject of Resolution 2, the base figure (i.e. variable 'A') in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number, which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

2.3 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (a) 33,000,000 Shares and 7,500,000 Options were issued on the following basis:
 - (i) 17,206,599 Shares and 7,500,000 Options were issued pursuant to ASX Listing Rule 7.1; and
 - (ii) 15,793,401 Shares were issued pursuant to ASX Listing Rule 7.1A;
- (b) the issue price per Share for the 30,000,000 Shares issued under placement with Lanstead on 29 October 2015 was \$0.20. The issue price of 3,000,000 Shares and 7,500,000 Options issued on 29 December 2015 and 5 January 2016 respectively was nil as they were issued as consideration for the Sharing Agreement with Lanstead;
- (c) the Shares and Options were issued to Lanstead Capital LP, which is not a related party of the Company;
- (d) the Options were issued on the terms and conditions set out in Schedule 3;
- (e) the Shares issued were all fully paid ordinary shares in the capital of the Company and rank equally with the existing Shares on issue;
- (f) funds raised from the issue were applied towards payments to administrative creditors and for general working capital purposes; and
- (g) a voting exclusion statement is included in the Notice.

2.4 Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 2. The Board believes that the ratification of the issue of Shares and Options the subject of Resolution 2 is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 2 as it provides the Company with the flexibility to issue further securities representing up to 25% of the Company's share capital during the next 12 months without prior Shareholder approval.

3. RESOLUTION 3 – APPROVAL FOR THE ISSUE OF OPTIONS TO DAVID PUTNAM

3.1 Background

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of 25,000,000 Options exercisable to David Putnam, the interim CEO of the Company.

Pursuant to the Executive Services Agreement dated 12 July 2015, the Company agreed to issue the following Options to David Putnam as part of his remuneration package:

- 5,000,000 Options exercisable at \$0.345 on or before 12 July 2018, vesting immediately;
- 5,000,000 Options exercisable at \$0.345 on or before 12 January 2019, vested on 13 January 2016;
- 5,000,000 Options exercisable at \$0.345 on or before 12 July 2019, vesting on 13 July 2016;
- 5,000,000 Options exercisable at \$0.345 on or before 12 January 2020, vesting 13 January 2017;
- 5,000,000 Options exercisable at \$0.345 on or before 12 July 2020, vesting on 13 July 2017.

3.2 Listing Rule 7.1

Listing Rule 7.1 requires Shareholder approval for the issue of Options to David Putnam.

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

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

3.3 Specific information required by Listing Rule 7.3

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval for the issue of the Options to David Putnam pursuant to Listing Rule 7.1:

- (a) the maximum number of Options to be issued is 25,000,000;
- (b) the Company proposes to issue the Options as soon as possible after the date of the Meeting and in any event, no later than three months after the date of the Meeting (or such longer period of time as ASX may in its discretion allow). It is anticipated that the Options will be issued on one date;
- (c) the Options will be issued for nil cash consideration as they are being issued as an incentive for future performance. Accordingly, no funds will be raised by the issue;
- (d) the Options are exercisable as follows:
 - i. 5,000,000 options exercisable at \$0.345 on or before 12 July 2018, vesting immediately;
 - ii. 5,000,000 options exercisable at \$0.345 on or before 12 January 2019, vesting on 13 January 2016;
 - iii. 5,000,000 options exercisable at \$0.345 on or before 12 July 2019, vesting on 13 July 2016;
 - iv. 5,000,000 options exercisable at \$0.345 on or before 12 January 2020, vesting 13 January 2017;
 - v. 5,000,000 options exercisable at \$0.345 on or before 12 July 2020, vesting on 13 July 2017.

The Options will be issued on the terms and conditions set out in Schedules 4 to 8;

- (e) David Putnam is interim CEO of the Company and is not a Related Party of the Company; and
- (f) a voting exclusion is included in the Notice.

SCHEDULE 1- TERMS AND CONDITIONS OF 50 SERIES OPTIONS

The Options are granted on the following terms and conditions:

1. Each Option entitles the holder to acquire one fully paid ordinary share in the Company.
2. The Options may be exercised at any time until 30 June 2016. Each Option may be exercised by forwarding to the Company at its principal office the exercise notice, duly completed together with payment of the sum of fifty cents (50c) per Option exercised. The Options will lapse at 5.00pm WST on 30 June 2016.
3. Optionholders can only participate in new issues of securities provided they have first exercised their Options in which case the Optionholders shall be afforded the period of at least six (6) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise the Options.
4. Shares issued on the exercise of Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued ordinary shares of the Company in all respects. The Company will, apply to ASX for Quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act and the Listing Rules.
5. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
6. If there is a bonus issue to shareholders, the number of shares over which the Option is exercisable may be increased by the number of shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
7. In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Options may be reduced in accordance with Listing Rule 6.22.

SCHEDULE 2- TERMS AND CONDITIONS OF 60 SERIES OPTIONS

The Options are granted on the following terms and conditions:

1. Each Option entitles the holder to acquire one fully paid ordinary share in the Company.
2. The Options may be exercised at any time until 30 June 2017. Each Option may be exercised by forwarding to the Company at its principal office the exercise notice, duly completed together with payment of the sum of sixty cents (60c) per Option exercised. The Options will lapse at 5.00pm WST on 30 June 2017.
3. Optionholders can only participate in new issues of securities provided they have first exercised their Options in which case the Optionholders shall be afforded the period of at least six (6) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise the Options.
4. Shares issued on the exercise of Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued ordinary shares of the Company in all respects. The Company will, apply to ASX for Quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act and the Listing Rules.
5. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
6. If there is a bonus issue to shareholders, the number of shares over which the Option is exercisable may be increased by the number of shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
7. In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Options may be reduced in accordance with Listing Rule 6.22.

SCHEDULE 3- TERMS AND CONDITIONS OF LANSTEAD OPTIONS

On 5 January 2016 the Company issued to Lanstead Capital LP 7,500,000 options (the "Lanstead Options"). The terms and conditions of the Lanstead Options are as follows:

Exercise price

Each Lanstead Option entitles the holder to subscribe for 1 fully paid ordinary share in WMN at an exercise price of \$0.27 per share.

Manner of exercise

The Lanstead Options are exercisable at any time on or before 30 June 2017 and may be exercised by Lanstead Capital LP in whole or in part at \$0.27 on any one or more occasions at any time prior to expiry by notice in writing signed by or on behalf of Lanstead Capital LP served upon the Company. The notice must specify the number of Ordinary Shares in respect of which those Options are then being exercised and specify the aggregate price payable for the exercise of the Options.

Participation rights

Optionholders can only participate in new issues of securities provided they have first exercised their Options in which case the Optionholders shall be afforded the period of at least six (6) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise the Options.

Issuance and Quotation of Shares

Following the receipt of the required payment the Company shall allot and issue the ordinary shares fully paid in respect of which the Lanstead Option has then been exercised to and apply for quotation of those ordinary shares by delivering an Appendix 3B to ASX in respect of the same and procure the issue of a CHESS holding notice of the ordinary shares showing Lanstead Capital LP or its nominee as the holder of those Ordinary Shares.

Requirement for Cleansing Notice

The obligation of the Company to allot and issue ordinary shares may be delayed by the Company by notice in writing to Lanstead Capital LP within 5 business days after issue of the ordinary shares until such time as the Company is able to issue a cleansing notice.

Rights Attaching To Shares

Ordinary Shares to be issued pursuant to any exercise of the Option shall be issued free from all liens, charges and encumbrances and together with all rights attached or accruing to them on or after the date of issue; and have the rights set out in the constitution of the Company and shall rank *pari passu* with the other Ordinary Shares of the same class in the capital of the Company from their date of issue.

Exchange of Options

In the event that the Company issues listed options to any other party prior to the expiry of the Lanstead Options, Lanstead Capital LP may elect to receive such number of those options as represents the Black-Scholes value for the Lanstead Options divided by the Black-Scholes value for the Quoted Options on the issuance date. In the event that this would have the effect of reducing the exercise price, increasing the period for exercise or increasing the number of securities received on exercise then the exchange of options will not take place. The Company shall only be required to exchange the Lanstead Options if such an exchange a) does not breach the ASX Listing Rules or any other applicable rule or regulation; or b) if in the event of any such breach a waiver has been granted by the relevant regulator or authority. If the exchange requires approval by holders of ordinary securities and such approval is not granted then the exchange of options shall not take place. Any exchange is also subject to ASX approval and consent.

SCHEDULE 4- TERMS AND CONDITIONS OF CEO OPTIONS- SERIES 1

The Options are granted on the following terms and conditions:

1. Exercise price

Each New Option entitles the holder to subscribe for 1 fully paid ordinary share in WMN at an exercise price of \$0.345 per share.

2. Manner of exercise

The New Options are exercisable at any time on or before 12 July 2018, by completing an option exercise form and delivering it to WMN's share registry together with payment for the number of Shares in respect of which the New Options are exercised and the option holding statement for those New Options.

3. Transferability of options

Subject to the Corporations Act, the ASX Listing Rules and WMN's constitution, the New Options are freely transferable.

4. Ranking and quotation of shares

All shares issued upon exercise of New Options will rank equally in all respects with WMN's then existing fully paid ordinary shares. Within 10 business days after the issue of shares upon exercise of a New Option, WMN will apply to ASX for those shares to be admitted to quotation.

5. Participation rights

Holders of New Options may only participate in a new issue of securities to holders of ordinary shares in WMN if a New Option has been exercised and a share(s) issued in respect of that New Option before the record date for determining entitlements to the new issue. WMN must give holders of New Options at least 6 business days' notice of the record date for determining entitlements to that new issue in accordance with the ASX Listing Rules.

6. No change to option terms

There will be no change to the exercise price of a New Option or the number of shares over which a New Option is exercisable in the event of WMN making a pro rata issue of shares or other securities to holders of ordinary shares in WMN (other than a bonus issue).

7. Bonus issue

If there is a bonus issue of ordinary shares (**Bonus Issue**) to holders of ordinary shares in WMN, the number of shares over which a New Option is exercisable will be increased by the number of shares which the holder would have received if the New Option had been exercised before the record date for determining entitlements to the Bonus Issue. The Bonus Shares must be paid up by WMN out of profits or reserves (as the case may be) in the same manner as applied in the Bonus Issue and upon issue rank equally in all respects as the other shares of that class on issue as at the date of issue of the Bonus Shares.

8. Reorganisation of capital

If, prior to the expiry of the New Options, there is a reorganisation of the issued capital of WMN, the rights of holders of New Options will be changed to the extent necessary to comply with the ASX Listing Rules applying to reorganisations at that time.

SCHEDULE 5- TERMS AND CONDITIONS OF CEO OPTIONS- SERIES 2

The Options are granted on the following terms and conditions:

1. Exercise price

Each New Option entitles the holder to subscribe for 1 fully paid ordinary share in WMN at an exercise price of \$0.345 per share.

2. Manner of exercise

The New Options are exercisable at any time between the vesting date of 13 January 2016 and on or before 12 January 2019, by completing an option exercise form and delivering it to WMN's share registry together with payment for the number of Shares in respect of which the New Options are exercised and the option holding statement for those New Options.

3. Transferability of options

Subject to the Corporations Act, the ASX Listing Rules and WMN's constitution, the New Options are freely transferable.

4. Ranking and quotation of shares

All shares issued upon exercise of New Options will rank equally in all respects with WMN's then existing fully paid ordinary shares. Within 10 business days after the issue of shares upon exercise of a New Option, WMN will apply to ASX for those shares to be admitted to quotation.

5. Participation rights

Holders of New Options may only participate in a new issue of securities to holders of ordinary shares in WMN if a New Option has been exercised and a share(s) issued in respect of that New Option before the record date for determining entitlements to the new issue. WMN must give holders of New Options at least 6 business days' notice of the record date for determining entitlements to that new issue in accordance with the ASX Listing Rules.

6. No change to option terms

There will be no change to the exercise price of a New Option or the number of shares over which a New Option is exercisable in the event of WMN making a pro rata issue of shares or other securities to holders of ordinary shares in WMN (other than a bonus issue).

7. Bonus issue

If there is a bonus issue of ordinary shares (**Bonus Issue**) to holders of ordinary shares in WMN, the number of shares over which a New Option is exercisable will be increased by the number of shares which the holder would have received if the New Option had been exercised before the record date for determining entitlements to the Bonus Issue. The Bonus Shares must be paid up by WMN out of profits or reserves (as the case may be) in the same manner as applied in the Bonus Issue and upon issue rank equally in all respects as the other shares of that class on issue as at the date of issue of the Bonus Shares.

8. Reorganisation of capital

If, prior to the expiry of the New Options, there is a reorganisation of the issued capital of WMN, the rights of holders of New Options will be changed to the extent necessary to comply with the ASX Listing Rules applying to reorganisations at that time.

SCHEDULE 6 - TERMS AND CONDITIONS OF CEO OPTIONS- SERIES 3

The Options are granted on the following terms and conditions:

1. Exercise price

Each New Option entitles the holder to subscribe for 1 fully paid ordinary share in WMN at an exercise price of \$0.345 per share.

2. Manner of exercise

The New Options are exercisable at any time between the vesting date of 13 July 2016 and on or before 12 July 2019, by completing an option exercise form and delivering it to WMN's share registry together with payment for the number of Shares in respect of which the New Options are exercised and the option holding statement for those New Options.

3. Transferability of options

Subject to the Corporations Act, the ASX Listing Rules and WMN's constitution, the New Options are freely transferable.

4. Ranking and quotation of shares

All shares issued upon exercise of New Options will rank equally in all respects with WMN's then existing fully paid ordinary shares. Within 10 business days after the issue of shares upon exercise of a New Option, WMN will apply to ASX for those shares to be admitted to quotation.

5. Participation rights

Holders of New Options may only participate in a new issue of securities to holders of ordinary shares in WMN if a New Option has been exercised and a share(s) issued in respect of that New Option before the record date for determining entitlements to the new issue. WMN must give holders of New Options at least 6 business days' notice of the record date for determining entitlements to that new issue in accordance with the ASX Listing Rules.

6. No change to option terms

There will be no change to the exercise price of a New Option or the number of shares over which a New Option is exercisable in the event of WMN making a pro rata issue of shares or other securities to holders of ordinary shares in WMN (other than a bonus issue).

7. Bonus issue

If there is a bonus issue of ordinary shares (**Bonus Issue**) to holders of ordinary shares in WMN, the number of shares over which a New Option is exercisable will be increased by the number of shares which the holder would have received if the New Option had been exercised before the record date for determining entitlements to the Bonus Issue. The Bonus Shares must be paid up by WMN out of profits or reserves (as the case may be) in the same manner as applied in the Bonus Issue and upon issue rank equally in all respects as the other shares of that class on issue as at the date of issue of the Bonus Shares.

8. Reorganisation of capital

If, prior to the expiry of the New Options, there is a reorganisation of the issued capital of WMN, the rights of holders of New Options will be changed to the extent necessary to comply with the ASX Listing Rules applying to reorganisations at that time.

SCHEDULE 7- TERMS AND CONDITIONS OF CEO OPTIONS- SERIES 4

The Options are granted on the following terms and conditions:

1. Exercise price

Each New Option entitles the holder to subscribe for 1 fully paid ordinary share in WMN at an exercise price of \$0.345 per share.

2. Manner of exercise

The New Options are exercisable at any time between the vesting date of 13 January 2017 and on or before 12 January 2020, by completing an option exercise form and delivering it to WMN's share registry together with payment for the number of Shares in respect of which the New Options are exercised and the option holding statement for those New Options.

3. Transferability of options

Subject to the Corporations Act, the ASX Listing Rules and WMN's constitution, the New Options are freely transferable.

4. Ranking and quotation of shares

All shares issued upon exercise of New Options will rank equally in all respects with WMN's then existing fully paid ordinary shares. Within 10 business days after the issue of shares upon exercise of a New Option, WMN will apply to ASX for those shares to be admitted to quotation.

5. Participation rights

Holders of New Options may only participate in a new issue of securities to holders of ordinary shares in WMN if a New Option has been exercised and a share(s) issued in respect of that New Option before the record date for determining entitlements to the new issue. WMN must give holders of New Options at least 6 business days' notice of the record date for determining entitlements to that new issue in accordance with the ASX Listing Rules.

6. No change to option terms

There will be no change to the exercise price of a New Option or the number of shares over which a New Option is exercisable in the event of WMN making a pro rata issue of shares or other securities to holders of ordinary shares in WMN (other than a bonus issue).

7. Bonus issue

If there is a bonus issue of ordinary shares (**Bonus Issue**) to holders of ordinary shares in WMN, the number of shares over which a New Option is exercisable will be increased by the number of shares which the holder would have received if the New Option had been exercised before the record date for determining entitlements to the Bonus Issue. The Bonus Shares must be paid up by WMN out of profits or reserves (as the case may be) in the same manner as applied in the Bonus Issue and upon issue rank equally in all respects as the other shares of that class on issue as at the date of issue of the Bonus Shares.

8. Reorganisation of capital

If, prior to the expiry of the New Options, there is a reorganisation of the issued capital of WMN, the rights of holders of New Options will be changed to the extent necessary to comply with the ASX Listing Rules applying to reorganisations at that time.

SCHEDULE 8- TERMS AND CONDITIONS OF CEO OPTIONS- SERIES 5

The Options are granted on the following terms and conditions:

1. Exercise price

Each New Option entitles the holder to subscribe for 1 fully paid ordinary share in WMN at an exercise price of \$0.345 per share.

2. Manner of exercise

The New Options are exercisable at any time between the vesting date of 13 July 2017 and on or before 12 July 2020, by completing an option exercise form and delivering it to WMN's share registry together with payment for the number of Shares in respect of which the New Options are exercised and the option holding statement for those New Options.

3. Transferability of options

Subject to the Corporations Act, the ASX Listing Rules and WMN's constitution, the New Options are freely transferable.

4. Ranking and quotation of shares

All shares issued upon exercise of New Options will rank equally in all respects with WMN's then existing fully paid ordinary shares. Within 10 business days after the issue of shares upon exercise of a New Option, WMN will apply to ASX for those shares to be admitted to quotation.

5. Participation rights

Holders of New Options may only participate in a new issue of securities to holders of ordinary shares in WMN if a New Option has been exercised and a share(s) issued in respect of that New Option before the record date for determining entitlements to the new issue. WMN must give holders of New Options at least 6 business days' notice of the record date for determining entitlements to that new issue in accordance with the ASX Listing Rules.

6. No change to option terms

There will be no change to the exercise price of a New Option or the number of shares over which a New Option is exercisable in the event of WMN making a pro rata issue of shares or other securities to holders of ordinary shares in WMN (other than a bonus issue).

7. Bonus issue

If there is a bonus issue of ordinary shares (**Bonus Issue**) to holders of ordinary shares in WMN, the number of shares over which a New Option is exercisable will be increased by the number of shares which the holder would have received if the New Option had been exercised before the record date for determining entitlements to the Bonus Issue. The Bonus Shares must be paid up by WMN out of profits or reserves (as the case may be) in the same manner as applied in the Bonus Issue and upon issue rank equally in all respects as the other shares of that class on issue as at the date of issue of the Bonus Shares.

8. Reorganisation of capital

If, prior to the expiry of the New Options, there is a reorganisation of the issued capital of WMN, the rights of holders of New Options will be changed to the extent necessary to comply with the ASX Listing Rules applying to reorganisations at that time.

GLOSSARY

\$ means Australian dollars.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Western Mining Network Limited (ACN 144 079 667).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

Resolution means the resolution set out in the Notice.

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

Shareholder means a holder of a Share.

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

PROXY FORM

**APPOINTMENT OF PROXY
WESTERN MINING NETWORK LIMITED
ACN 144 079 667**

GENERAL MEETING

I/We

of

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

appoint

Name of proxy

OR

☐

the Chair 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 11.00am WST on Thursday, 17 March 2016 at "Mining Corporate Boardroom", Level 11, 216 St Georges Terrace, Perth, Western Australia, 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 3 (except where I/we have indicated a different voting intention below) even though Resolution 3 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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

Resolution 1 – Ratification of Prior Issue of Shares and Options under Placement
Resolution 2 – Ratification of Prior Issue of Shares and Options to Lanstead Capital LP
Resolution 3 – Approval for the issue of options to David Putnam

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<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 Member(s): _____ Date: _____

Individual or Member 1

Sole

Secretary

Director/Company

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

E-mail Address: _____ Consent for contact by e-mail 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 Western Mining Network Limited, Level 11, 216 St Georges Terrace, Perth WA 6000; or
 - (b) facsimile to the Company on facsimile number +61 8 9463 6103; orso 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.