

To:

Morning Star Gold NL ACN 003 312 721 (Administrators Appointed)
Suite 303
7 Jeffcott Street
West Melbourne VIC 3003
(Mortgagor)

NOTICE OF EXERCISE OF POWER OF SALE — PROPERTY LAW ACT 1958 (VIC) s 103(a).

TAKE NOTICE that Chillee Limited a private company incorporated in the British Virgin Islands whose registered office is at Palm Grove House, PO Box 438, Road Town, Tortola, British Virgin Islands (Mortgagee) HEREBY REQUIRES the Mortgagor to pay to the Mortgagee's Agents, the money secured by the Mortgage, being the sum of \$3,219,034.97 as at 17 November 2014. Interest continues to accrue on the said sum of \$3,219,034.97.

TAKE FURTHER NOTICE if such moneys are not paid before the expiration of one month after service of this notice, the Mortgagee's Agents intend to exercise the power of sale conferred by the Property Law Act 1958 (Vic) in respect of the Mortgaged Property and any others powers of the Mortgagee conferred by Property Law Act 1958 (Vic).

In this notice:

- (a) Agents means David John Winterbottom and Mark Stewart Uebergang appointed as agents of the Mortgagee pursuant to the Notice served on the Mortgagor dated 21 December 2014;
- (b) Mortgage means the Second Interim Facility Agreement between Morning Star Gold (NL) and Chillee Limited dated 18 November 2013;
- (c) Mortgaged Property means the Mining Licence No. 5009 (the mortgage is registered as a Creation of Interest pursuant to s71 of the Mineral Resources (Sustainable Development) Act 1990 (Vic)); and
- (d) Mortgagor means Morning Star Gold (NL) ACN 003 312 721 (Administrators Appointed).

Dated 12 January 2015

Signed by the Agents for the Mortgagee

Signed sealed and delivered by David John Winterbottom in the presence of

K Dunne

Signature of witness

Kate Dunne

Name of witness (print)

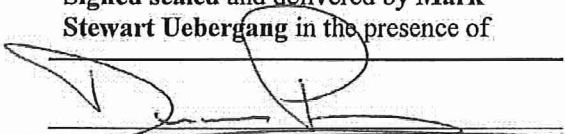
← _____

MJW

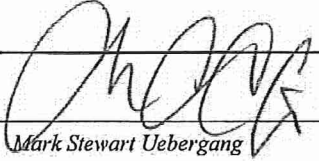
David John Winterbottom

Executed by Michael
Brereton under Power of
Attorney for David John
Winterbottom dated 8/3/2013.

Signed sealed and delivered by Mark
Stewart Uebergang in the presence of



Signature of witness

← 

Mark Stewart Uebergang

Duncan Parry

Name of witness (print)

POWER OF ATTORNEY
Date 8 March 2013

PRINCIPAL: DAVID JOHN WINTERBOTTOM

ATTORNEY: MARK ANTHONY KORDA
MARK FRANCIS MENTHA
MARTIN MADDEN
JANNAMARIA ROBERTSON
SCOTT BRADLEY KERSHAW
JENNIFER ANNE NETTLETON
MICHAEL CRAIG BRERETON

715424052

\$157.40

13/11/2013 11:31

POWER OF ATTORNEY BE 804

PART 1 GENERAL

THIS POWER OF ATTORNEY is made on the 8 day of MARCH 2013

by **DAVID JOHN WINTERBOTTOM** (the **principal**), c/- KordaMentha of Level 5, Chifley Tower, 2 Chifley Square, Sydney, New South Wales.

I wish to appoint a proper person as my attorney with such powers and authorities as may be necessary and convenient to enable him to manage, conduct and carry on my professional affairs and business including without limitation:

- (a) to accept appointments as liquidator, provisional liquidator, receiver, receiver and manager, agent for the mortgagee, administrator or deed administrator; and
- (b) to manage, conduct and carry on to the extent permissible by law the affairs and business of any company, trust, partnership or other entity of the assets of which I have been appointed liquidator, provisional liquidator, receiver, receiver and manager, agent for the mortgagee, administrator or deed administrator.

I appoint:

- (a) **MARK ANTHONY KORDA** c/- KordaMentha of Level 24, 333 Collins Street, Melbourne, Victoria;
- (b) **MARK FRANCIS MENTHA** c/- KordaMentha of Level 24, 333 Collins Street, Melbourne, Victoria;
- (c) **MARTIN MADDEN** c/- KordaMentha of Level 5, Chifley Tower, 2 Chifley Square, Sydney, New South Wales;
- (d) **JANNAMARIA ROBERTSON** c/- KordaMentha of Level 5, Chifley Tower, 2 Chifley Square, Sydney, New South Wales;
- (e) **SCOTT BRADLEY KERSHAW** c/- KordaMentha of Level 5, Chifley Tower, 2 Chifley Square, Sydney, New South Wales;
- (f) **JENNIFER ANNE NETTLETON** c/- KordaMentha of Level 5, Chifley Tower, 2 Chifley Square, Sydney, New South Wales; and
- (g) **MICHAEL CRAIG BRERETON** c/- KordaMentha of Level 5, Chifley Tower, 2 Chifley Square, Sydney, New South Wales;

to be my attorneys (hereafter collectively called '**my attorneys**').

- 2 My attorneys' authority is limited to the powers and restrictions specified in Part 2 of this document.
- 3 This power of attorney operates immediately.
- 4 If I appoint more than one attorney, then I appoint them joint and severally.

PART 2 POWERS AND RESTRICTIONS

- 5 In my name, and as my attorney, my attorneys may do and execute all or any of the following acts, deeds and things:
- A **Manage my business** – to manage, carry on and conduct my professional affairs and business in respect of an Administration (as defined in paragraph B below);
 - B **Accept appointments** – in my name to accept appointments as liquidator, provisional liquidator, receiver, receiver and manager, agent for the mortgagee, administrator or deed administrator in respect of any or all of the assets and undertaking of any company, trust, partnership or other entity (hereafter called the “Administrations” and each separately and “Administration”) and to execute any document or documents effecting or relating to any such appointment and to manage, carry on and conduct any of the Administrations;
 - C **Give receipts and settle accounts** – to demand, recover, receive and give effectual discharges for all sums of money, debts, bills of exchange, promissory notes, bankers certificates, bills of lading, goods, chattels and effects of whatsoever kind which are or shall hereafter be due and owing or payable by me or due and owing or payable to me or in relation to an Administration and to call for, compound, compromise, state and finally settle, and adjust all accounts, reckonings of whatsoever kind between me and any person or persons, corporation or corporations, or in relation to an Administration and to receive the balance or balances thereof (if any);
 - D **Commence and prosecute actions** – in respect of an Administration to commence, institute, carry on and prosecute all such actions, suits and proceedings at law or otherwise when and as my attorneys shall think fit and to pursue to judgment, decree, order and execution or to discontinue or abandon the same as and when my attorneys shall think fit;
 - E **Submit to arbitration** – to admit any matters of whatsoever nature, in which I am, or may hereafter be, in any manner interested, or in relation to the Administrations, to arbitration and to execute all deeds of submission or reference and other documents and consents in relation to any such submission or reference to arbitration as my attorneys shall think fit;
 - F **Pay debts** – to pay and liquidate all debts and sums of money which I am or hereafter may become liable to pay in respect of the Administrations and which my attorneys shall think fit to pay and liquidate;
 - G **Operate a bank account** – to open any account or accounts with any bank or banks and to operate (in all usual ways) any such account or accounts or any account or accounts now already open by me in respect of the Administrations;
 - H **Sign cheques** – to sign cheques for me and in my name or in relation to the Administrations to sign, draw, endorse, accept, renew, discount or negotiate any draft, order, cheque, promissory note, bill of exchange, bill of lading or other instrument of a similar nature as my attorneys shall think fit;
 - I **Enter upon land** – to make entries upon and demand possession of all lands (whether freehold, leasehold or otherwise) belonging to me, or to, or in which, I am or may hereafter be entitled or interested in respect of the Administrations and to remove therefrom any or all of the persons or corporations occupying the same as and when the occasion shall require;

- J **Give a notice determining leases** – to give notice to determine any lease, licence or tenancy held by me or hereafter to be held by me for and in respect of the Administrations when and as occasion shall require and as and when my attorneys shall think fit;
- K **Enforce forfeiture of leases** – to take advantage of and enforce the forfeiture of any leases, demises or grants for years or otherwise of any lands of any tenure belonging to me or hereafter to belong to me, or to, or in which, I am or may hereafter be entitled or interested or in respect of the Administrations and for that purpose to make all entries or re-entries therein or thereupon as and when my attorney's shall think fit;
- L **Prosecute ejectment proceedings** – to commence, carry on and prosecute all such actions, ejectments and all other proceedings at law or otherwise for the recovery of any lands of any tenure of or belonging to me, or to, or in which, I am or may hereafter be entitled or interested in respect of the Administrations as my attorneys shall think fit;
- M **Grant leases** – to grant or join in granting leases, of all or any lands, of any tenure, of or belonging to me, or to, or in which, I am or may hereafter be entitled or interested in respect of the Administrations, for such term or terms at such rent or rents and upon such terms and conditions in all respects as my attorneys shall think fit;
- N **Enter into and carry out contracts** – to enter into, perform, execute, carry out and perfect all contracts and agreements of every kind whatsoever in respect of the conduct of the Administrations as and when my attorneys shall think fit and to rescind or vary any such contracts or agreements as and when my attorneys shall think fit;
- O **Sell, transfer freehold, leaseholds etc** – to sell, transfer and dispose (and execute any form, agreement, instrument of transfer or transfer of land) of all or any part or parts of the freehold and leasehold estate, lands of any tenure, livestock, merchandise, goods chattels, effects and premises belonging to me, or to, or in which, I am or may hereafter be entitled or interested in, in respect of the Administrations, either by public auction or private contract and either for cash or upon credit, upon such terms and conditions in all respects as my attorneys shall think fit and to enter into all contracts, deeds, instruments and agreements relative thereto and to rescind any such contracts, agreements and deeds and to obtain all necessary governmental or other approvals in respect of the aforesaid sale, transfer or other disposal as and when my attorneys shall think fit;
- P **Subdivide or consolidate** – to subdivide or consolidate all or any part or parts of the freehold and leasehold estate, lands of any tenure, premises belonging to me, or to, or in which, I am or may hereafter be entitled or interested in, in respect of the Administrations (including making applications to any relevant authority for the registration of plans of subdivision and consolidation and any other plan that has the same effect as a plan of subdivision or consolidation), upon such terms and conditions in all respects as my attorneys shall think fit and to enter into all contracts, deeds, instruments and agreements and to obtain all necessary governmental or other approvals in respect of the aforesaid subdivision or consolidation as and when my attorneys shall think fit;

- Q **Prosecute and oppose proceedings etc** – to commence, prosecute and enforce, defend, answer or oppose all actions and other legal proceedings and demands in relations to any other matters aforesaid or any other matters in which I am or may hereafter be interested or concerned in relation to the Administrations and also to compromise, refer to arbitration, abandon, submit to judgment any such action or proceeding as aforesaid as and when my attorneys shall think fit;
- R **Invest money** – from time to time, as and when my attorneys shall think fit, to invest any sum or sums of money belonging to me in respect of the Administrations as aforesaid in any investment authorised by law in that behalf;
- S **Borrow money** – from time to time, as and when my attorneys shall think proper and expedient, to borrow for me and on my behalf and take up at interest upon the security of any property (whether real or personal) to which I may hereafter be entitled or interested in respect of any Administration, any sum or sums of money;
- T **Secure debts** – for the purpose of securing and debt or debts, sum or sums of money, now due or owing by me or hereafter to become due or owing by me to any person or persons, corporation or corporations, either with or without interest and commission for the same or otherwise, or any such sum or sums of money to be borrowed or taken up at interest as aforesaid in respect of any Administration **AND** for me in my name to enter into, sign, seal, execute and deliver any mortgage, bill of sale, covenant, agreement, bond, assignment, transfer, lien, letter of charge or other security or securities whether the principal, collateral or otherwise, with powers of sale or otherwise which my attorneys shall think proper and expedient;
- U **Discharge encumbrances** – in respect of an Administration, to enter into, perform, execute, carry out and perfect all contracts, agreements, or documents of every kind whatsoever in respect of the discharge of any mortgage, charge, lien, pledge, assignment by way of security, hypothecation, secured interest, title retention arrangement, preferential right or any arrangement having the same or an equivalent commercial effect or an agreement to create such an arrangement as and when my attorneys shall think fit;
- V **Exercise authority** – my attorneys are authorised to execute an assurance or other document, or do any other act, whereby a benefit is conferred on my attorneys in exercise of the authority conferred by this document;
- W **General power** – to do any act, matter or thing or sign any document necessary for the purpose of carrying out any power conferred on me in any of the Administrations whether made under the *Corporations Act 2001*, order of the court, instrument of appointment or under any document pursuant to which I am appointed, or otherwise.

SIGNED SEALED AND)
DELIVERED by DAVID JOHN)
WINTERBOTTOM in the presence)
of:)

[Handwritten Signature]
.....
(Signature of David John Winterbottom)

[Handwritten Signature]
.....
(Signature of Witness)

TRACEY ANN CRAWFORD
.....
(Name of Witness)

LEVEL 5 CHIFLEY TOWER
2 CHIFLEY SQUARE, SYDNEY
.....
(Address of Witness)

REGISTERED
26/3/2013
BK 4646 NO 521



EXECUTIVE ASSISTANT
.....
(Occupation of Witness)

[Handwritten Signature]
.....
(Signature of Witness)

AMY PHILLIPA GIBBONS
.....
(Name of Witness)

LEVEL 5 CHIFLEY TOWER
2 CHIFLEY SQUARE, SYDNEY
.....
(Address of Witness)

EXECUTIVE ASSISTANT
.....
(Occupation of Witness)

LAND TITLE ACT

REGISTRATION CONFIRMATION STATEMENT

DEPT OF NATURAL RESOURCES AND MINES, QUEENSLAND

Dealing Registered:

Date: 13/12/2013 at 17:40

POWER OF ATTORNEY No 715424052

Lodgement No: 3367364
Office: BRISBANE

RACHEL DI RUSSO
LEVEL 14, 12 CREEK STREET
BRISBANE QLD 4000