

**Form 5011**

Corporations Act 2001

**s436E, 439A**

Corporations Regulations 2001

**5.6.11.(2), 5.6.27**

## Copy of minutes of meeting

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### Liquidator details

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Registered liquidator number

**273322**

Registered liquidator name

**SULE ARNAUTOVIC**

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### Company details

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Company name

**MORNING STAR GOLD N.L.**

**003 312 721**

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### Section under which minutes are lodged

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Date of meeting

**16-02-2015**

Are the minutes being lodged for a meeting convened under s436E, or s439A of the Corporations Act 2001?

**Yes**

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### Certification

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I certify that the attached minutes of meeting are a true copy of the original minutes of meeting signed by the chair of the meeting as identified in the minutes.

**Yes**

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## Authentication

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This form has been authenticated by  
Name SULE ARNAUTOVIC  
This form has been submitted by  
Name Danyelle BULLER  
Date 26-02-2015

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Corporations Act 2001  
s436E, 439A  
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5.6.11.(2), 5.6.27

## Copy of minutes of meeting

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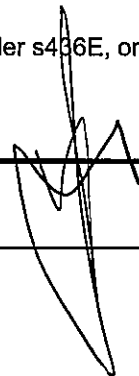
This form has been authenticated by

Name SULE ARNAUTOVIC

This form has been submitted by

Name

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**MINUTES OF AN ADJOURNED SECOND MEETING OF CREDITORS OF MORNING STAR GOLD N.L. (ADMINISTRATORS APPOINTED) (CONTROLLERS APPOINTED) A.B.N.: 34 003 312 721 ("COMPANY") HELD PURSUANT TO SECTION 439A OF THE CORPORATIONS ACT 2001 AT THE OFFICES OF JIRSCH SUTHERLAND, LEVEL 4, 55 HUNTER STREET, SYDNEY NSW 2000\* ON MONDAY, 16 FEBRUARY 2015 AT 10:00AM.**

\* No creditors of the Company were present at the alternate meeting venue at the office of Jirsch Sutherland, Level 12, 460 Lonsdale Street, Melbourne Victoria 3000.

**PRESENT**

In Person: See attached attendance schedule

By Proxy: See attached attendance schedule

Observers: See attached attendance schedule

Others in attendance: Sule Arnautovic and Kathryn Gesilva of Jirsch Sutherland.

**APPOINTMENT OF CHAIRPERSON**

Mr Sule Arnautovic of Jirsch Sutherland was appointed Chairperson of the meeting pursuant to Regulation 5.6.17 of the Corporations Act 2001.

**INTRODUCTION**

The chairperson advised that Sule Arnautovic and Glenn Anthony Crisp of Jirsch Sutherland were appointed as Joint & Several Administrators of the Company on 9 November 2014.

The chairperson also noted that on 21 December 2014, Messrs Mark Uebergang and David Winterbottom (the "Controllers") of the firm Korda Mentha were appointed as Agents for the Mortgagee (Chillee Ltd) in Possession.

Furthermore, the chairperson advised that the second meeting of creditors of the Company held on 9 December 2014 had been adjourned until today.

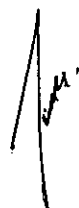
**NOTICE OF MEETING**

The chairperson advised that this adjourned meeting of creditors had been called in accordance with a Formal Report and Notice of Meeting of Creditors dated 6 February 2015 and issued pursuant to Section 439A of the *Corporations Act 2001*. The chairperson tabled this formal report and notice and the agenda of the meeting was duly noted.

The chairperson further advised that a copy of the Notice of the Meeting of Creditors was published on the Insolvency Notices website maintained by the Australian Securities and Investments Commission. A copy of this Notice was tabled by the chairperson.

**QUORUM**

The chairperson advised that pursuant to Regulation 5.6.16 of the *Corporations Act 2001* a quorum was present.



## TIME AND PLACE OF THE MEETING

The chairperson determined that pursuant to Regulation 5.6.14 of the *Corporations Act 2001* that the meeting was being held at a time and place convenient to majority of the creditors entitled to receive notice of the meeting.

## VOTING ON RESOLUTIONS

The chairperson advised that resolutions at the meeting would be decided on the voices unless a poll was demanded pursuant to Regulation 5.6.19 of the *Corporations Act 2001*.

## CARRYING OF RESOLUTIONS

The chairperson advised pursuant to Regulation 5.6.21 of the *Corporations Act 2001* that where a poll is demanded, resolutions would only be carried if more than 50% of creditors (entitled to vote) in value and number vote in favour of the resolution. Where no result is reached (i.e. 50% in value but not number – or vice versa) the chairperson may exercise a casting vote to determine the relevant resolution.

## PROXIES

The chairperson advised that he held one general proxy and one special proxy in his favour.

The chairperson confirmed that pursuant to Regulation 5.6.33 of the *Corporations Act 2001*, the chairperson would abstain from voting any general proxies, which were held in his favour, in relation to any resolution for the approval of the Joint & Several Administrators' Remuneration.

## CREDITORS ADMITTED TO VOTE

The chairperson reviewed and invited creditors to inspect the proxies and proofs of debt lodged at the meeting.

The chairperson admitted all creditors in full (for voting purposes) based on their claims lodged at the meeting. However, the chairperson ruled as follows on the following creditors' claims:

Creditor	Ruling	Objections to Ruling
Mr Nick Garling "Mr Garling")	The claim in the sum of \$749,956.08 is quantified; however, there were limited source documents supplied in support of the claim. The claim was admitted in full for voting purposes but marked by the chairperson as "objected to".	Nil
Edrill Pty Ltd ("Edrill")	The claim in the sum of \$1,518,835.01 is in dispute and is an unliquidated contingent claim which does not recognise the Company's counter claim. The chairperson is unable at this time to make a just estimate of the claim. The chairperson admitted Edrill to vote in the meeting for the sum of \$1.00.	Objection by Edrill

The chairperson declared that pursuant to Regulation 5.6.23 of the *Corporations Act 2001* all creditors were entitled to vote on resolutions put to the meeting for the amount disclosed on the attendance schedule ("Admitted to vote" column). It was noted that creditors are admitted for voting purposes only and adjudication of claims for dividend purposes would be completed in due course (if funds became available to pay a dividend to creditors). No creditors objected.

### THE JOINT & SEVERAL ADMINISTRATORS' REPORT

The chairperson referred to the Report to Creditors dated 6 February 2015 and provided creditors in attendance with a brief outline of the relevant report and the generally discussed the four (4) Deed of Company Arrangement ("DOCA") proposals at hand and what the likely outcome for creditors would be in a liquidation scenario.

The chairperson provided a summary of the conduct of the Administration to date, together with a summary of the initial investigations into the assets, liabilities, potential recoveries for a liquidator, and the financial circumstances of the Company which had been conducted to date.

The chairperson tabled the amended DOCA proposal from Chillee Limited ("Chillee") dated 1 February 2015, attached hereto and marked as **Annexure "A"**. The chairperson noted the advantages and disadvantages of the DOCA proposed by Chillee. The chairperson also advised the creditors that, although there were other DOCA proposals received, they all required the consent (not currently provided) of Chillee as a secured creditor.

### DISCUSSION

Creditors generally discussed the status of the administration of the Company. The following is a record (not a transcript) of those discussions:

Voice	Dialogue
Mr Nick Garling ("Mr Garling")	What are the assets under the control of Korda Mentha?
Chairperson	Chillee's security is over all present and after acquired property of the Company, which includes all assets of the Company.
Mr Garling	What is the reference in respect of the value of the Company's assets?
Chairperson	The Administrators received approximately 30 expressions of interest when the sale of the Company was advertised in November / December 2014. The best cash offer received by the Administrators (rejected by Chillee) in respect of the assets of the Company was approximately \$1.55million.  The Controllers currently have 80 expressions of interest, however, what the Controllers might sell the assets of the Company for is currently unknown. However, they will be selling same at a better time of year and they will be funded to carry on a more extensive sale campaign.
Mr Richard Udovenya ("Mr Udovenya")	Is the DOCA being proposed by Chillee a holding DOCA?

Mr Peter Hegarty ("Mr Hegarty")	<p>Initially, Chillee proposed a holding DOCA. However, the current DOCA being tabled for creditors' approval is not a holding DOCA but a final DOCA.</p> <p>It does not prevent creditors from lodging claims as at 9 November 2014 after the execution of the DOCA. Should there be a breach in the terms of the DOCA, creditors are able to vote to vary the terms of the DOCA or to wind up the Company.</p>
Mr Udoneya	In light of the position whereby Chillee's security could be knocked out, doesn't that mean we should look at other Deed Proposal's more closely?
Mr Hegarty	There will be no voidable transaction recoveries available in the event of any of the DOCA's being entered into.
Chairperson	<p>The Chairperson noted that there may be an uncommercial transaction claim available to a Liquidator as noted in the report to creditors dated 6 February 2015. He also noted that there may be a claim for damages against Chillee for not providing funds as agreed with the Company.</p> <p>However, he advised the creditors that the following major issues arise in the recovery of any uncommercial transaction or damages claim:</p> <ol style="list-style-type: none"> <li>1. Lack of Funding;</li> <li>2. Relationship between Mr Alexei Motlokhov (former director) and Chillee;</li> <li>3. Proving the Company's Insolvency; and</li> <li>4. What material adverse charges will be relied upon by Chillee in withdrawing their proposed funding.</li> </ol> <p>The Chairperson also noted that should creditors vote in favour of a DOCA, a Deed Administrator will not be able to pursue the above potential recoveries.</p>
Ms Chrystalla Georgiou ("Ms Georgiou")	Ms Georgiou, attending as an observer and as the solicitor for Yarandi Investments Pty Ltd ("Yarandi"), queried the process of litigation funding.
Chairperson and Mr Hegarty	The general process, likely costs and risks of litigation funding were provided to the meeting by the chairperson and Mr Hegarty (based from their experience).
Mr David Griffith ("Mr Griffith") as proxy for Yarandi	What is the breakdown of the Company's assets under the security interest of Chillee
Chairperson	<p>This is disclosed in the report to creditors dated 6 February 2015, Annexure "D".</p> <p>The chairperson reiterated that the liquidation scenario did not generate a certain result for the Company's creditors and any other non Chillee DOCA proposals are uncertain as they are dependent on Chillee's consent or Court/legal action. Therefore, the Administrators currently recommend the amended DOCA proposal from Chillee.</p>

The Chairperson stood the meeting down for five (5) minutes to forward Chillee's amended DOCA to the creditors and observers attending by Telephone.

### **JOINT & SEVERAL ADMINISTRATORS' RETROSPECTIVE REMUNERATION**

The motion is: -

"That the outstanding remuneration of the Joint & Several Administrators for the period 9 November 2014 to 6 February 2015 be approved in the sum of \$58,181.82, plus GST, such amount calculated on a time cost basis using hourly rates adopted by Jirsch Sutherland, and that such remuneration be drawn at the discretion of the Joint & Several Administrators."

- MOVED BY:** Mr Griffith as special proxy for Yarandi
- ABSTAINED:** Chairperson as general proxy for Adrian Cummins Surveyors
- AGAINST:** Chairperson as special proxy for RSM Bird Cameron Partners
- RESOLUTION:** Carried by the majority

### **JOINT & SEVERAL ADMINISTRATORS' RETROSPECTIVE REMUNERATION**

The motion is: -

"That the remuneration of the Joint & Several Administrators for the period post 6 February 2015 to 16 February 2015 be approved to a limit of \$10,000, plus GST, beyond which further approval must be sought from creditors or the Court, such amount to be calculated on a time cost basis using hourly rates adopted by Jirsch Sutherland, and that such remuneration be paid as and when incurred."

- MOVED BY:** Mr Griffith as special proxy for Yarandi
- ABSTAINED:** Chairperson as general proxy for Adrian Cummins Surveyors
- AGAINST:** Chairperson as special proxy for RSM Bird Cameron Partners
- RESOLUTION:** Carried by the majority

### **DEED OF COMPANY ARRANGEMENT**

Mr Gerard Breen ("Mr Breen"), general proxy for Chillee, provided a summary of the amended DOCA Proposal and noted that Chillee's proposal provides the best possible outcome for the creditors.

Mr Breen also noted that Korda Mentha has received 80 expressions of interest in respect of the sale of the Company. Chillee is confident with Korda Mentha as it acted in 5 out of 6 mining companies in external administration, which has equipped them with considerable expertise in the mining field.

Mr Garling queried how much was Macquarie Gold's offer. The chairperson advised that the offer received from Macquarie Gold was also in the sum of \$500,000; however, this would require the consent of Chillee. Further, the offer was received on 6 February 2015 (date of the report to creditors) and there was no detail as to how the funds will be sourced or allocated.

Mr Griffith of Yarandi noted his concern in respect of their potential security over the assets of the Company.





Mr Griffith of Yarandi noted his concern in respect of their potential security over the assets of the Company.

The chairperson noted that the DOCA is not binding on valid secured creditors.

The meeting was stood down for two (2) minutes to allow for Mr Griffith of Yarandi to discuss the matter with his solicitor, Ms Georgiou.

#### **Macquarie Gold DOCA Proposal**

The motion is that: -

"The Company execute a Deed of Company Arrangement ("DOCA") as proposed by Macquarie Gold and detailed in the report to creditors dated 6 February 2015".

**MOVED BY:** Chairperson as special proxy for RSM Bird Cameron Partners

**ABSTAINED:** Nil

**AGAINST:** Mr Breen as proxy for Chillee  
Mr Griffith as proxy for Yarandi  
Mr Hegarty as proxy for Thomson Geer  
Mr Garling  
Mr Garling as general proxy for Mr Peter Jackson, Mr Noel Laidlaw and Reece Collins Security  
Chairperson as general proxy for Adrian Cummins Surveyors

**RESOLUTION:** Lost

#### **Chillee Amended DOCA Proposal**

The motion is that: -

"The Company execute the amended Deed of Company Arrangement ("DOCA") as proposed by Chillee and tabled at the meeting of creditors (See annexure "A"), and it is noted that valid secured creditors' rights are not bound by the DOCA".

**MOVED BY:** Mr Breen as proxy for Chillee

**ABSTAINED:** Mr Hegarty as proxy for Thomson Geer

**AGAINST:** Chairperson as special proxy for RSM Bird Cameron Partners

**RESOLUTION:** Carried by the majority

#### **JOINT & SEVERAL ADMINISTRATORS' PROSPECTIVE REMUNERATION**

The motion is that: -

"That the remuneration of the Joint & Several Administrators for the period post 16 February 2015 to the execution of the Deed of Company Arrangement be approved to a limit of \$20,000, plus GST, beyond which further approval must be sought, from creditors or the Court, such amount to be calculated on a time cost basis using the hourly rates adopted by Jirsch Sutherland, and that such remuneration be drawn as and when incurred."

**MOVED BY:** Mr Griffith as proxy for Yarandi



**AGAINST:** Chairperson as special proxy for RSM Bird Cameron Partners

**RESOLUTION:** Carried by the majority

**PROSPECTIVE REMUNERATION – DOCA PERIOD**

The motion is that: -

“That the remuneration of the Joint & Several Deed Administrators from the execution date of the Deed of Company Arrangement be approved to a limit of \$60,000, plus GST, beyond which further approval must be sought from creditors or the Court, such amount to be calculated on a time cost basis using the hourly rates adopted by Jirsch Sutherland, and that such remuneration be drawn as and when incurred.”

**MOVED BY:** Mr Griffith as proxy for Yarandi

**ABSTAINED:** Chairperson as general proxy for Adrian Cummins Surveyors

**AGAINST:** Chairperson as special proxy for RSM Bird Cameron Partners

**RESOLUTION:** Carried by the majority

**CLOSURE OF THE MEETING**

There being no further business, the chairperson thanked those present for attending and declared the meeting closed at 11:15AM.

Signed as a true and correct record

Dated this 26<sup>th</sup> day of February 2015



.....  
**SULE ARNAUTOVIC**  
**CHAIRPERSON**  
**JOINT & SEVERAL ADMINISTRATOR**

**Amended Proposal for a Deed of Company Arrangement ("DOCA")  
by Chillee Ltd ("Chillee")**

- All unsecured creditor claims against MCO as at 9/11/14 are bound by the DOCA.
- All of the Administrators fees and expenses in the sum of \$386,471 (Incl. GST) for the period 9/11/14 until the execution of the DOCA will be paid by Chillee Ltd from the realisation of MCO's assets (excluding any value attributable to the listed shell/recapitalisation opportunity). Such costs are to be paid in priority to Chillee Ltd and/or the Controllers within 5 business days of sufficient funds being realised by the Controllers. Further, these costs are to be paid regardless of whether the DOCA is varied or terminates and MCO is placed into liquidation.
- Chillee will not prove as a creditor in the DOCA Fund.
- The DOCA Fund, to be paid by Chillee Ltd, is to be comprised as follows:
  1. Cash at Bank of the Administrators on execution of the DOCA; plus
  2. \$10,000 paid within 5 business days of the execution of the DOCA; plus
  3. An amount of \$25,000 in the circumstances where MCO' assets (including any value attributable to the listed shell/recapitalisation opportunity) are sold by the Controllers and/or Chillee Ltd for a gross sale price of at least \$2.025m; OR an amount of \$50,000 in the circumstances where MCO' assets (including any value attributable to the listed shell/recapitalisation opportunity) are sold by the Controllers and/or Chillee Ltd for a gross sale price of at least \$2.55m; OR an amount of \$75,000 in the circumstances where MCO' assets (including any value attributable to the listed shell/recapitalisation opportunity) are sold by the Controllers and/or Chillee Ltd for a gross sale price of at least \$3.075m; plus
  4. Any surplus over and above the debt (including interest and costs) owed to Chillee Ltd from the sale of MCO' assets (including any value attributable to the listed shell/recapitalisation opportunity) by the Controllers and/or Chillee Ltd; plus
  5. 20% of the sale proceeds (after the Deed Administrators' fees and expenses) of the value attributable to the listed shell/recapitalisation opportunity (only) with such opportunity not being valued under any circumstances less than \$500,000. This amount to be paid to the DOCA Fund within 5 business days of shareholders resolving at a duly convened shareholders meeting to accept the relevant listed shell/recapitalisation opportunity.
- The entire DOCA Fund shall be paid to the Deed Administrators no later than 120 days of the execution date of the DOCA.
- The DOCA Fund shall be distributed as follows:
  1. The Administrators' fees and expenses;
  2. The Deed Administrators' fees and expenses;
  3. Priority employee creditor claims;
  4. Participating unsecured creditor claims.



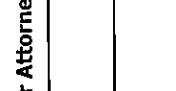
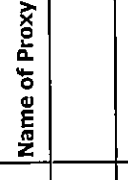
- The Deed Administrators will be given sole discretion to extend the above timeframes/deadlines and are to have all the powers under clause Schedule 8A of the Corporations Regulations.
- The Deed Administrators will be given the sole discretion to vary the DOCA to strictly accommodate any future listed shell/recapitalisation opportunity as long as the DOCA Fund in this regard is no less than 20% of the sale proceeds (after the Deed Administrators' fees and expenses) of the value attributable to the listed shell/recapitalisation opportunity with such opportunity not being valued under any circumstances less than \$500,000. Further, this amount must be paid to the DOCA Fund within 5 business days of shareholders resolving at a duly convened shareholders meeting to accept the relevant listed shell/recapitalisation opportunity.
- There otherwise be the capacity available to the Deed Administrators, to the extent necessary, to convene a meeting of creditors to vary the DOCA in order to facilitate any recapitalisation, including the entry into a creditors trust arrangement.
- If a default occurs under the DOCA and the Deed Administrators consider it to be in the best interests of Creditors to do so, the Deed Administrators may convene under s445F of the Corporations Act, a meeting of creditors for the purpose of varying or terminating the DOCA, or enforcing its terms.
- The Controllers will provide the Deed Administrators with all reasonable information and updates as to the progress of the Controllership generally including any relevant updates on the sale of MCO's business and assets (Including any value attributable to the listed shell/recapitalisation opportunity).
- The DOCA will effectuate upon payment of the entire Deed Fund and final distribution to participating creditors.
- Any other reasonable clauses as agreed by the Deed Administrators and Chillie Ltd to give effect to this Proposal.


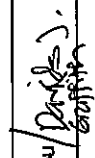

**Meeting Attendance Register - Creditors  
Morning Star Gold N.L. (Administrators Appointed)**

Adjourned 439A Meeting of Creditors held at Jirsch Sutherland, Level 4, 55 Hunter Street, Sydney NSW 2000 on 16 February 2015 at 10:00 AM  
Chairperson: Sule Arnautovic  
All Creditors

Creditor Name	Name of Proxy or Attorney	Creditor RATA Amount	Creditor Claimed Amount	Admitted to Vote for	Signature of Person Attending
Adrian Cummins Surveyors	Chairperson (S)	900.00	3,000.00	3,000.00	<i>[Signature]</i>
AIS Delatite Steel & Engineering Supplies		7,000.00		0.00	
ASX Operations Pty Ltd		5,500.00	5,512.06	5,512.06	
B&H Prothero		0.00	774.00	0.00	
Bluescope Distribution Pty Ltd				0.00	
BOC Gases		159.02	159.02	0.00	
Brunner & Lay		8,200.00	8,213.63	0.00	
Capital Finance Australia Limited				0.00	
Chillee Limited	Gerard Breen (S)	3,029,306.22	<del>3,591,486.50</del> 3,591,486.50 <del>3,240,652.38</del>	<del>3,591,486.50</del> 3,240,652.38	<i>[Signature]</i>
Commercial Hotel		0.00	870.00	0.00	
Computershare Investor Services		240.00	242.92	0.00	
Department of State Development, Business and Innovation		20,059.00		0.00	
Deputy Commissioner of Taxation		76,073.00	76,073.00	0.00	
Ecowise Environmental		2,000.00	2,000.00	0.00	
Edrill Pty Ltd	<del>Matthew Wallace</del> Matthew Wallace / Steven Poke (S)	0.00	1,518,835.01	<del>1,518,835.01</del> 1,518,835.01	By telephone
Energy Australia		55,650.00		0.00	
Garling, Nicholas Mark (Mr)	In Person	921,958.00	749,956.08	749,956.08	<i>[Signature]</i>

"Objections to"

Creditor Name	Name of Proxy or Attorney	Creditor RATA Amount	Creditor Claimed Amount	Admitted to Vote for	Signature of Person Attending
Goulburn Valley Water		141.00		0.00	
Grakenea Services T/A Mountains of Gold		0.00	807.00	0.00	
Jackson, Peter Gilbert (Mr)	Nicholas Garling (S)	27,000.00	27,000.00	27,000.00	
Jenimar Australia				0.00	
Laidlaw, Noel Robert (Mr)	Nicholas Garling (S)	42,000.00	36,000.31	36,000.31	
Lisa Scott				0.00	
Mansfield Shire		1,900.00	1,900.00	0.00	
Mark Mahoney		0.00	53,115.92	0.00	
Media Temple Pty Ltd		71.61		0.00	
Metal Manufacturers Ltd (*NO CLAIM*)				0.00	
Motlokhov, Alexei (Mr)				0.00	
NAB		20,034.47		0.00	
OSR		3,100.00	3,499.68	3,499.68	
Reece Collins Security	Nicholas Garling (S)	4,000.00	3,810.00	3,810.00	
RSM Bird Cameron Partners	Chairperson (S)	6,820.00	11,484.00	<del>11,484.00</del>	
Sandvik Mining and Construction Australia Pty Ltd				0.00	
Simons, David Ross (Mr)		0.00	43,200.00	0.00	
State Revenue Office (VIC)				0.00	
Taungurung People Native Title Group				0.00	
Telstra - 3367570800		6,158.10		0.00	

Creditor Name	Name of Proxy or Attorney	Creditor RATA Amount	Creditor Claimed Amount	Admitted to Vote for	Signature of Person Attending
Thomson Geer Solicitors	Peter Heagerty (g) Ben Cosentino	2,000.00	7,309.87	7,309.87	
Woods Point Gun Club		500.00	500.00	0.00	
Workcover Victoria		60,593.00	60,593.00	0.00	
Yarandi Investments Pty Limited	Christalla Georgiou /  Director	563,500.00	738,107.38	738,107.38	
Zeng, Zhaojin (Mr)				0.00	

**Meeting Attendance Register - Observers  
Morning Star Gold N.L. (Administrators Appointed)**

Adjourned 439A Meeting of Creditors held at Jirsch Sutherland, Level 4, 55 Hunter Street, Sydney NSW 2000 on 16 February 2015 at 10:00 AM  
Chairperson: Sule Arnautovic

Name of Observer	Signature of Person Attending
Jessica Owe on behalf of Taungumung People Native Group	By telephone
Richard Udovenya on behalf of Edcill P/L	By telephone
Shawn Paulkins	ATTENDANCE
Sean McCormick on behalf of Trident Capital	By telephone
Christella Georgiou - behalf Robinson	