

**WELCOME STRANGER MINING LIMITED
ACN 007 670 386**

**NOTICE OF GENERAL MEETING OF
SHAREHOLDERS AND EXPLANATORY
STATEMENT**

**For a General Meeting of Shareholders to be held on
Monday 29th June 2015 at 11.00am (AEST) at
Nicols and Brien, Level 2, 350 Kent Street, Sydney, New South Wales, Australia**

LETTER TO SHAREHOLDERS

Dear Shareholder

Your Board of Directors have been seeking out opportunities for the Company as a step towards obtaining the requote of its shares on ASX, subject to satisfying Chapters 1 and 2 of ASX Listing Rules.

We have recently received a proposal from an investment group for the recapitalisation of the Company. Details of the investment group are set out in the Explanatory Statement and in the attached Independent Experts Report.

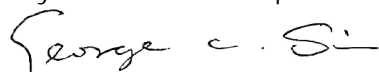
The proposal from the investment group can be summarised as follows:

- (a) existing shareholders will be consolidated one share for every thirty shares held;
- (b) the Company be authorised to allot and issue 110 million shares to the investment group or its nominees to raise \$550,000.00 in total. The terms and conditions of this allotment set out in the Explanatory Statement; and
- (c) new directors representing the investment group to be appointed to the Board of the Company.

The resolutions proposed in the attached Notice will enable the terms of the recapitalisation proposal (**Proposal**) to be completed. All resolutions must be passed for the recapitalisation proposal to be consummated.

Based on the information available, we are of the opinion that the recapitalisation proposal is in the best interests of the Company's shareholders in the absence of a superior alternative proposal, and therefore consider that the proposal should be accepted by shareholders by voting in favour of the resolutions. However, we make no promise that the proposal will enhance shareholder value and have not considered the situation of any particular shareholder. We urge you to read the attached Independent Experts Report.

Before voting on the resolutions, shareholders should consider the appropriateness of the Proposal having regard to their own objectives, financial situation and needs including any taxation consequences.



Yours faithfully
George Sim

Chairman

27 May 2015

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

A General Meeting of the shareholders of Welcome Stranger Mining Limited will be held at:

Nicols and Brien
Level 2
350 Kent Street
SYDNEY NSW 2000

11.00am (AEST)
on Monday 29 June 2015

AUSTRALIA

Phone: + 61 2 9299 2289

How to Vote

You may vote by attending the meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at **11.00am** (AEST).

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of General Meeting as soon as possible and either:

- send the proxy by facsimile to the Company on facsimile number International: + 61 2 9299 2239;
- deliver the proxy to the office of the Company at c/- Nicols and Brien, Level 2, 350 Kent Street, Sydney, New South Wales, Australia
- deliver the proxy to the registered office of the Company,

so that it is received not later than 11.00am (AEST) on Saturday 27 June 2015.

Your proxy form is enclosed.

WELCOME STRANGER MINING LIMITED
ACN 007 670 386

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of shareholders of Welcome Stranger Mining Limited (**Company**) will be held at Nicols and Brien, Level 2, 350 Kent Street, Sydney, New South Wales at 11.00am (AEST) on Monday 29 June 2015.

AGENDA

SPECIAL BUSINESS

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered as special business.

Resolution 1 – Consolidation of Shares

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

“That, subject to the passing of Resolutions 2 to 7 for the purposes of Section 254H of the Corporations Act and for all other purposes, approval is given for the Company’s existing ordinary shares to be consolidated on the basis that every 30 ordinary shares be consolidated into 1 ordinary share, (fractions rounded down).”

Resolution 2 – Allotment and Issue of Shares – Syed Akbar Alikhan

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

“That, subject to the passing of Resolutions 1 and 3, to 7, for the purpose of Listing Rule 10.11 and Section 195(4), Section 208 and Section 611, Item 7, of the Corporations Act, and for all other purposes, approval is given for the Company to allot and issue on a post consolidation basis to Syed Akbar Alikhan, or his nominee, 30 million fully paid ordinary shares in the capital of the Company at an issue price of \$0.005 per share.”

Voting Exclusion: The Company will disregard any vote cast on this Resolution by:

- (a) Syed Akbar Alikhan, MTAC Enterprises Pty Ltd, Good Triumph International Ltd, and any of their nominees for the purposes of resolutions 2, 3 and 4, as well as Rizwan Alikhan, Rehan Alikhan and Poay Meng Tan 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
- (b) an associate of that person or those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person who is entitled to vote, in accordance with the directions on the proxy form; or

- (b) 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.

Resolution 3 – Allotment and Issue of Shares – MTAC Enterprises Pty Ltd

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

“That, subject to the passing of Resolutions 1, 2, 4, 5, 6, and 7, for the purpose of Listing Rule 10.11 and Section 195(4), Section 208 and Section 611, Item 7, of the Corporations Act, and for all other purposes, approval is given for the Company to allot and issue on a post consolidation basis to MTAC Enterprises Pty Ltd, or its nominees, 20 million fully paid ordinary shares in the capital of the Company at an issue price of \$0.005 per share.”

Voting Exclusion: The Company will disregard any vote cast on this Resolution by:

- (a) Syed Akbar Alikhan, MTAC Enterprises Pty Ltd, Good Triumph International Ltd, and any of their respective nominees for the purposes of resolutions 2, 3 and 4, as well as Rizwan Alikhan, Rehan Alikhan and Poay Meng Tan 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
- (b) an associate of that person or those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

Resolution 4 – Allotment and Issue of Shares – Good Triumph International Ltd

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

“That, subject to the passing of Resolutions 1,2 3, 5, 6, and 7, for the purpose of Section 195(4), Section 208 and Section 611, Item 7, of the Corporations Act, and for all other purposes, approval is given for the Company to allot and issue on a post consolidation basis to Good Triumph International Limited, or its nominee, 60 million fully paid ordinary shares in the capital of the Company at an issue price of \$0.005 per share; and

Voting Exclusion: The Company will disregard any vote cast on this Resolution by:

- (a) Syed Akbar Alikhan, MTAC Enterprises Pty Ltd, Good Triumph International Ltd, Rizwan Alikhan, Rehan Alikhan and any person who may participate in the proposed issue 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

- (b) an associate of that person or those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

Resolution 5 - Election of Mr Rizwan Alikhan

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

"That, subject to the passing of Resolutions 1, 2, 3,4, 6 and 7 , Mr Rizwan Alikhan being eligible and having signified his candidature, be elected as a Director of the Company, effective from the closure of the Meeting."

Short Explanation: The Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the constitution of the Company. Any Director so appointed holds office only until the next following general meeting and is then eligible for re-election but will not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Resolution 6 - Election of Mr Rehan Alikhan

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

"That, subject to the passing of Resolutions 1, 2, 3, 4, 5 and 7 , Mr Rehan Alikhan being eligible and having signified his candidature, be elected as a Director of the Company, effective from the closure of the Meeting."

Short Explanation: The Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the constitution of the Company. Any Director so appointed holds office only until the next following general meeting and is then eligible for re-election but will not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Resolution 7 - Election of Mr Poay Meng Tan (Joey)

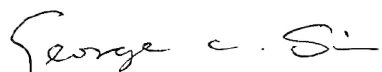
To consider and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, subject to the passing of Resolutions 1 to 6, Mr Poay Meng Tan being eligible and having signified his candidature, be elected as a Director of the Company, effective from the closure of the Meeting."

Short Explanation: The Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the constitution of the Company. Any Director so appointed holds office only until the next following general meeting and is then eligible for re-election but will not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

DATED 27 May 2015

Mr George Sim



CHAIRMAN

NOTES:

1. A Shareholder of the Company who is entitled to attend and vote at a general meeting of shareholders is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, 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. For the purposes of Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 11.00 a.m. (AEST) on Saturday 27 June 2015.

EXPLANATORY STATEMENT

1. GENERAL INFORMATION

This Explanatory Statement has been prepared for the shareholders of Welcome Stranger Mining Limited (**Company**) in connection with the general meeting of the Company.

If all of the resolutions are passed and the recapitalisation proposal is completed, the Company will be in a position to seek and pursue opportunities to enable the reinstatement of its securities to official quotation on ASX. This reinstatement is, of course, subject to the discretion of ASX. The ASX is likely to impose further conditions, for example compliance with Chapters 1 & 2 of the ASX Listing Rules. No assurances are made as to whether or in what time frame this may occur or whether the Company will be able to identify suitable commercial opportunities to allow for reinstatement.

1.1 Overview

1.1.1 Background

In mid March 2015 the company was approached by the proposed investors to help recapitalise the company. At the same time, due to the unfavourable market conditions for gold and copper projects in the Philippines, the company concluded it needed a fresh direction. The new directors propose, if elected, to discontinue this opportunity and formally acknowledge all agreements have expired.

The proposed investors have, through their networks, access to projects and are likely to bring fresh opportunities to Shareholders for consideration. The vending into the Company of a suitable project, (expected to be within 6 months of the Meeting), is to enable the re-compliance by the Company with Chapters 1 and 2 of the Listing Rules and the requotation of its Shares on ASX. The vending in of the project will, of course, be subject to Shareholder approval at a subsequent general meeting of the Company.

The investors have agreed to provide funds in the sum of \$550,000, which will enable the company to pay all creditors of the Company and have sufficient working capital. Such funds to be available by way of subscription for new Shares in the Company, subject to Shareholder approval. Approval for the issue of these Shares is sought under resolutions 2, 3 and 4.

1.1.2 Purpose of Capital Raisings

The purpose of the capital raisings are to:

- (a) pay current creditors and recapitalisation and meeting costs, including consideration of future opportunities; and
- (b) have working capital for the costs and expenses of the Company such as accounting and auditing expenses.

An estimated budget is set out below.

Use of Funds – Expenditure Budget

	Year 1 - \$
Total funds raised	550,000
Utilised as follows:	
(a) Current creditors, recapitalisation and meeting costs, including consideration of future opportunities	500,000
(b) Working Capital	55,000
Total funds utilised (\$)	550,000

Proposed Capital Structure

	Shares
Current	182,409,044
Consolidation 1 for 30	6,080,301
Issue to investment group or nominees	110,000,000
TOTAL	116,080,301

1.1.3 Investment Group

The investment group is made up of the parties set out in section 1.2.1 below.

Members of the investment group have experience in investments and operating public companies and large scale businesses.

1.2 Financial terms of the Recapitalisation Proposal

The essential terms of the Recapitalisation Proposal are as follows:

- (a) Proposed consolidation of existing shares on a one for thirty basis;
- (b) Exempt professional investors will subscribe for 110 million Shares at an issue price of \$0.005 to raise \$550,000.

1.2.1 Details of Recapitalisation Proposal

The Recapitalisation Proposal was put forward by the investment group and Board supports same unanimously. All proposed resolutions must be carried in order for the recapitalisation proposal to be consummated.

Investment Group Good Triumph International Limited, Syded Akbar Alikhan, and Rizwan Alikhan

By way of background, the investment group is made up of Good Triumph International Ltd, Syed Akbar Alikhan, and MTAC Enterprises Pty Ltd (associated with Riz Alikhan, proposed director). Syed Akbar Alikhan is the father of Riz Alikhan and Rehan Alikhan. Riz Alikhan and Rehan Alikhan are brothers. Good Triumph International Ltd is a private investment holding company operated from Hong Kong. The objective of the company is to add value from diversified

investing and successfully realising investment opportunities. The investment portfolio includes investment into securities and private equity.

Terms of the Recapitalisation Proposal

The recapitalisation contemplates appointing 3 new Directors of the Company, being Mr Rizwan Alikhan, Mr Rehan Alikhan and Mr Poay Meng Tan.

The essential terms of the recapitalisation proposal are as follows:

- (a) Existing Shareholders will be consolidated on a one Share for every thirty Shares held basis;
- (b) the investment group or its nominees will directly subscribe for or procure the subscription for 110,000,000 fully paid ordinary Shares in the Company at an issue price of \$0.005 each to raise \$550,000 in total.

1.2.2 ASX Listing

The Company is admitted to the Official List of ASX. However trading in the Company's existing Shares was suspended on 17 August 2007. Trading in the Shares will not recommence until all resolutions are passed and until the Company complies with Chapters 1 and 2 of the Listing Rules, or until ASX advises otherwise.

The intention of the investment group with regard to the business of the Company is to use the additional capital to be injected into the Company via the recapitalisation to pay current creditors, pay for recapitalisation and meeting costs, including consideration of future opportunities, and have working capital for the costs and expenses of the company such as accounting and auditing expenses. The investment group will seek out opportunities that might enable the Company's Shares to be reinstated to quotation on ASX. There is no certain timeframe given by the investment group as to when this may occur although the Board intends to actively seek out an appropriate asset to vend in to the Company in the next six months.

The ASX has a suspended companies policy. Specifically, in the case of Welcome Stranger Mining Limited, in accordance with Guidance Note 33, ASX has advised the company that if the company has not implemented a transaction that will result in the resumption of trading in its securities prior to 1 January 2016, ASX will automatically remove the company from the Official List, i.e. delist the company.

1.2.3 Taxation

There may be tax consequences for Shareholders arising from the recapitalisation proposal. These may vary for different Shareholders. The Directors consider that it is not appropriate to give advice to Shareholders regarding the tax consequences of the recapitalisation proposal. Shareholders should seek specific taxation advice applicable to their own particular circumstances from their own licensed financial or tax advisers when deciding how to respond to the resolutions which will be proposed at the General Meeting and the other matters discussed in this Explanatory Statement.

1.2.4 Conclusion

The resolutions set out in the Notice are important and affect the future of the Company. However, we make no promise that the recapitalisation proposal will enhance Shareholder value and have not considered the situation of any particular Shareholder. Shareholders are therefore urged to give careful consideration to the Notice and the contents of this Explanatory Statement, the attached Independent Experts Report, and, in particular, the appropriateness of the recapitalisation proposal having regard to their own objectives, financial situation and needs.

2. THE RESOLUTIONS

2.1 Resolution 1 - Consolidation of existing Shares

Background

Section 254(H) of the Corporations Act states that a company may convert all or any of its shares into a larger or smaller number by resolution passed at a general meeting. The conversion takes effect on the day the resolution is passed or a later date specified in the resolution.

The Company presently has 182,409,044 Shares on issue ("**Existing Shares**").

The Investment Group requires that the Existing Shares be consolidated one Share for every thirty Shares ("**Consolidation**"). The Consolidation will not change the rights and obligations of existing Shareholders. The Consolidation is part of the Recapitalisation Proposal. The fractions will be rounded down. This means that anyone with 29 shares or less will be rounded down to zero. To many shareholders whom have small parcels, this will be a good outcome, as there is no other cost effective way to sell 29 shares or less. Over the years many small shareholders have asked us how to sell or dispose of small parcels, but there is no other cost effective way to do this.

The purpose of the Consolidation is to provide the Company with a more appropriate capital structure for a company of its size and nature. It is also desired to facilitate the implementation of the Recapitalisation Proposal.

Immediately upon Consolidation under Resolution 1, the number of Existing Shares will be reduced to approximately 6,080,301.

Fractional Entitlements

The Consolidation may result in Shareholders receiving a fraction of a Share. These fractional entitlements will be rounded down as part of the Consolidation, so that the consolidated holding will be rounded down to the nearest whole number. As noted above, shareholders holding between 1 and 29 shares will be rounded down to zero.

Taxation

It is not considered that any taxation consequences will exist for Shareholders arising from the Consolidation. However, Shareholders are advised to seek individual tax advice on the effect of the Consolidation. The Company, nor Investment Group accept any responsibility for the individual taxation consequences arising from the Consolidation.

Holding Statement

From the date of the Consolidation, all holding statements for Shares will cease to have any effect, except as evidence of entitlement to a certain number of Shares on a post-Consolidation basis. After the Consolidation becomes effective, the Directors will arrange for new holding statements to be issued to Shareholders. It is the responsibility of each Shareholder to check the number of Shares held prior to any sale or transaction.

Consolidation Timetable

The Consolidation will take effect on the day the resolution is passed. In accordance with section 254H(4) of the Corporations Act, a copy of this Resolution, if passed by this Meeting, will be lodged with ASIC within one month.

A consolidation timetable is set out below:

Consolidation Timetable

Event	Date
General Meeting Results of meeting announced to ASX	29 June 2015
Last day for trading of Shares on a pre-consolidation basis	30 June 2015
First day of trading of Shares on a post-consolidation deferred settlement basis	1 July 2015
Last day to register share transfers on a pre-consolidation basis	3 July 2015
First day for the Company to register shares transfers on a consolidated basis	6 July 2015
Issue Date Last day to enter shares onto holders' security holdings prior to the dispatch of new holding statements on a consolidated basis Last day of trading on a deferred settlement basis	10 July 2015
Dispatch date of new holding statements confirming consolidation	10 July 2015

It should be noted that the Company's shares will still be suspended and therefore there cannot be any trading of Shares on the ASX.

2.2.0 Resolution 2 - Allotment and Issue of Shares – Syed Akbar Alikhan

2.2.1 Background

Approval is sought for the issue of the shares to be issued in accordance with the Recapitalisation Proposal.

This Resolution is required to be approved by Shareholders in accordance with Section 611 Item 7 of the Corporations Act. Shareholder approval under Section 611 Item 7 of the Corporations Act is an exception under ASX Listing Rule 7.2 (exception 16), and, therefore, Shareholder approval under ASX Listing Rule 7.1 is not required for the issue of Shares pursuant to this resolution.

2.2.2 ASX Listing Rules

ASX Listing Rule 10.11 and 10.13 set out information that must be included for shareholders to consider. The following information is provided to Shareholders in accordance with Listing Rule 10.13 for the purposes of obtaining Shareholder approval under Listing Rule 10.11 for the issue of Shares to a related party for the purposes of Resolution 2:

- (a) It is proposed that the 30 million New Shares be issued to the following:
Syed Akbar Alikhan, 30 million.
- (b) The maximum number of Shares to be issued by the Company to Syed Akbar Alikhan whom does not require a disclosure document under Section 708 of the Corporations Act, is 30 million Shares at an issue price of \$0.005 each, to raise \$150,000 (“**New Shares**”).
- (c) It is anticipated that the issue of the New Shares will occur on one date and will not be later than 1 month after the date of the Meeting.
- (d) The person, Syed Akbah Alikhan, is not a director or proposed director. He is the father of the 2 proposed directors, i.e. Rehan Alikhan and Rizwan Alikhan.
- (e) The New Shares issue will be issued at \$0.005, as fully paid ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company’s existing Shares.
- (f) A voting exclusion statement has been included on pages 4 and 5 above.
- (g) The funds raised from the issue of the New Shares will be used in accordance with the Recapitalisation Proposal and for the purposes set out in Section 1.1.2 of this Explanatory Statement.

2.2.3 Section 611 of the Corporations Act

Pursuant to Section 606(1) of the Corporations Act, a person must not acquire a relevant interest in issued voting shares in a listed company if the person acquiring the interest does so through a transaction in relation to securities entered into by or on behalf of the person and because of the transaction, that person’s or someone else’s voting power in the company increases:

- (a) from 20% or below to more than 20%; or

- (b) from a starting point above 20% and below 90%.

The voting power of a person in a body corporate is determined in accordance with Section 610 of the Corporations Act. The calculation of a person's voting power in a company involves determining the voting shares in the company in which the person and the person's associates have a relevant interest.

The "**associate**" reference includes a reference to a person in concert with whom a primary person is acting or proposes to act.

A person has a relevant interest in securities if they:

- (a) are the holder of the securities;
- (b) have the power to exercise, or control the exercise of, a right to vote attached to the securities; or
- (c) have power to dispose of, or control the exercise of a power to dispose of, the securities.

It does not matter how remote the relevant interest is or how it arises. If two or more people can jointly exercise one of these powers, each of them is taken to have that power.

Pursuant to the terms of the Recapitalisation Proposal, the Company has agreed to allot and issue a total of 110 million Shares to members of the Investment Group (and/or their nominees) (subject to certain conditions being satisfied). The Company has been provided with a list of the investment group members together with the maximum number of Shares each member is proposing to subscribe for or procure subscriptions for. This is set out below in the table.

The maximum number of Shares that may be taken up by members of the Investment Group is set out below:

Investment Group Member	Maximum No. of Shares to be subscribed for under Resolutions 2, 3 & 4
Syed Akbar Alikhan (and/or nominee)	30 million
Good Triumph International Ltd (and/or nominee)	60 million
MTAC Enterprises Pty Ltd (and/or nominee)	20 million
TOTAL	110 million

The combined relevant interests of the Investment Group will exceed 20% of the issued capital of the Company.

ASIC Regulatory Guide 74 "Acquisitions agreed to by shareholders" specifies certain information that must be provided to shareholders where their approval of a proposed issue of shares in a company is sought.

For the purposes of the Corporations Act, the following information is disclosed:

Identity of persons who will hold a relevant interest in the shares to be allotted and issued.

The identity of the persons who will hold a relevant interest in issued Shares on completion of the capital raisings the subject of Resolutions 2, 3 and 4 and which require to be approved for this resolution are those members of the Investment Group or its nominees.

The identities of the members of the Investment Group are set out in Section 1.2.1 of this Explanatory Statement. That section sets out detailed information in respect of each of those persons and the number of issued Shares in which they will have a relevant interest is shown in Table 1 below.

Shares to which the allottee will be entitled immediately before and after the allotment

As at the date of this Notice, none of the proposed allottees have a relevant interest in any fully paid ordinary Shares in the capital of the Company.

The maximum number of fully paid ordinary Shares that may be held by each member of the Investment Group (or their nominees) is set out in the table below.

The calculation in Table 1 assumes that the total number of Shares on issue will be 116,080,301 after all the resolutions are passed.

Table 1 – Maximum number of Shares which the relevant allottees will hold after the allotment and consolidation.

Column 1	Column 2	Column 3
Name	Maximum number of Shares to be issued under Resolutions 2, 3 and 4 to each allottee	Maximum voting power of the relevant allottee in the Company
Good Triumph International Ltd	60 million	51.69%
Syed Akbar Alikhan	30 million	25.86%
MTAC Enterprises Pty Ltd	20 million	17.23%
TOTAL	110 million	95% (approx)

Information required by Item 7 of the Section 611 Corporations Act

Also set out below are the matters required to be disclosed in accordance with Item 7(b) of Section 611 of the Corporations Act being:

- (a) **The identity of the person proposing to make the acquisition and their associates:**

It is proposed that 60 million Shares be issued to Good Triumph International Ltd and/or nominees, 30 million Shares to Syed Akbar Alikhan and/or nominees, 20 million Shares to MTAC Enterprises Pty Ltd and/or nominees as

per Resolutions 2, 3 and 4. None of its associates have relevant interests in any Shares existing as at the date of this Notice.

(b) The maximum extent of the increase in that persons voting power in the Company that would result from the acquisition:

Immediately after Resolutions 2, 3 and 4 is passed, the voting power in the Company will increase from 0% to approximately 95%.

(c) The voting power that the relevant allottees would have as a result of the acquisition:

Immediately after Resolutions 2, 3 and 4 is passed, the voting power in the Company will be approximately 95%.

(d) The maximum extent of the increase in the voting power of each of the allottee's associates that would result from the acquisition:

As Good Triumph International Ltd, Syed Akbar Alikhan and MTAC Enterprises Pty Ltd have no associates holding any relevant interest in existing Shares there is no increase in the voting power of the associates in the Company as a result of the acquisition.

(e) The voting power that each of the allottees associates would have as a result of the acquisition:

Nil.

Other Required Information – ASIC Regulatory Guide 74

The following further information is disclosed:

The reason for the proposed acquisition is to recapitalise the Company and enable it to extinguish all debts. It can then seek out opportunities to add Shareholder wealth.

(a) it is proposed that the Company will discontinue the Philippines gold and copper projects opportunity and formally acknowledge all agreements with that opportunity have expired. The Company will seek out other investment opportunities. As part of this process, it is contemplated that the new Directors will be appointed to the Board. The new appointments are subject of separate resolutions in the Notice;

(b) The material terms of the acquisition are as follows:

Proposed consolidation of shares on a one for thirty basis;

Proposed capital raising from overseas, sophisticated, professional and exempt investors of 110 million shares to raise \$550,000; and

Appointment of a new Board of Directors, such Board having extensive experience.

(c) the Company may require additional capital or loans in the future to satisfy the requirement of Chapters 1 and 2 of the Listing Rules and to fund any new acquisition identified by the Board. To this end, the Company may be seeking Shareholder approval to proceed with a further capital raising in—

the near future depending on the nature of any new business acquisition;
and

- (d) there is no current intention to redeploy any fixed assets of the Company or to change the Company's existing policies in relation to financial matters or dividends. At present, the Company does not pay a dividend. The dividend policy of the Company will be assessed in accordance with the future profitability of the business. The Company does not have any employees.

2.3.1 Shareholder Approval (Chapter 2E of the Corporations Act)

Pursuant to Resolutions 2, 3 and 4, the company is seeking shareholder approval for the issue of shares to Syed Akbar Alikhan, MTAC Enterprises Pty Ltd, and Good Triumph International Ltd, i.e. \$150,000.00, \$100,000.00, and \$300,000.00. Mr Rizwan Alikhan and Mr Rehan Alikhan, proposed directors, are related parties of Syed Akbar Alikhan (father), and MTAC Enterprises Pty Ltd (director).

In accordance with the requirements of Section 219 of the Corporations Act, the following information is provided in relation to the proposed share issue:

- (a) the related parties are Mr Rizwan Alikhan and Mr Rehan Alikhan, and they are related parties by virtue of being proposed directors of the company;
- (b) the maximum number of shares, (being the nature of the financial benefits being provided), to be issued to the proposed director's related company and father, will be 50 million shares on a post consolidation basis.
- (c) the shares will be issued to the proposed director's father and to their related company, i.e. MTAC Enterprises Pty Ltd, no later than 1 month after the date of the meeting, (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the issue price will be \$0.005 and funds raised will be \$250,000.00 in total, from the proposed issue;
- (e) the shares issued under Resolutions 2, 3 and 4 will be fully paid ordinary shares in the capital of the company issued on the same terms and conditions as the company's existing shares;
- (f) the value of the financial benefit provided to the proposed director is calculated by the number of securities being issued by the issue price under the general placement of \$0.005, that is \$250,000.00 in total.

The company shares have been suspended from quotation on the ASX since 17 August 2007.

- (g) the proposed director currently has no interest in any shares;
- (h) the remuneration and emoluments from the company to the proposed director for the previous financial year have been \$Nil. In the current financial year it is also \$Nil;
- (i) if the proposed consolidation and capital raising is completed, the proposed director's father, and the related company, MTAC Enterprises Pty Ltd will have 50 million shares out of a total 116,080,301 shares (approximately) on issue representing 43.07% (approximately);

- (j) the 12 month trading history of the shares on ASX in the 12 months before the date of this notice is set out below:

	Price	Date
Highest	0	21 May 2014
Lowest	0	21 May 2014
Last	0	21 May 2014

Shareholders should note that the company's securities were suspended from quotation on 17 August 2007 and remain suspended.

- (k) the primary purpose of the issue of the shares is to allow the proposed director to participate and align his interests with all shareholders.
- (l) none of the current directors have an interest in the outcome of Resolutions 2, 3 and 4. The current directors make a positive recommendation because it is a part of the recapitalisation proposal.
- (m) the current directors are not aware of any other information that would be reasonably required by shareholders to allow them to make a decision whether it is in the best interests of the company to pass Resolutions 2, 3 and 4.

Approval pursuant to ASX Listing Rule 7.1 is not required as noted in paragraph 2.2.1 above.

2.4.0 Resolution 3 – Allotment & Issue of Shares – MTAC Enterprises Pty Ltd

2.4.1 Background

Approval is sought for the issue of shares to be issued in accordance with the Recapitalisation Proposal.

This resolution is required to be approved by Shareholders in accordance with Section 611 Item 7 of the Corporations Act. Shareholder approval under Section 611, Item 7, is an exception under ASX Listing Rule 7.2, and therefore shareholder approval under 7.1 is not required for the issue of shares pursuant to this resolution.

2.4.1 ASX Listing Rules

ASX Listing Rules 10.11 and 10.13 set out information that must be included for shareholders to consider. The following information is provided to shareholders in accordance with Listing Rule 10.13 for the purposes of obtaining shareholders approval under Listing Rule 10.11 for the issue of shares to a related party for the purposes of Resolution 3:

- (a) It is proposed that 20 million new shares be issued to the following: MTAC Enterprises Pty Ltd, 20 million;
- (b) The maximum number of shares to be issued by the company to MTAC Enterprises Pty Ltd who does not require a disclosure document under

Section 708 of the Corporations Act is 20 million shares at an issue price of \$0.005 each, to raise \$100,000, ("New Shares");

- (c) It is anticipated that the issue of the New Shares will occur on one date and will not be later than 1 month after the date of the Meeting.
- (d) The company, MTAC Enterprises is the related party company of proposed director Rizwan Alikhan. Rizwan Alikhan is a director of MTAC Enterprises Pty Ltd.
- (e) The New Shares issue will be issued at \$0.005, as fully paid ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (f) A voting exclusion statement has been included on page 5 above.
- (g) The funds raised from the issue of the New Shares will be used in accordance with the Recapitalisation Proposal and for the purposes set out in Section 1.1.2 of this Explanatory Statement.

2.5.0 Resolution 4 – Allotment & Issue of Shares – Good Triumph International Ltd

2.5.1 Background

Approval is sought for the issue of shares to be issued in accordance with the Recapitalisation Proposal.

This resolution is required to be approved by Shareholders in accordance with Section 611 Item 7 of the Corporations Act. Shareholder approval under Section 611, Item 7, is an exception under ASX Listing Rule 7.2, and therefore shareholder approval under 7.1 is not required for the issue of shares pursuant to this resolution. Please refer to disclosure under paragraph 2.2.3 and 2.3.1 above.

2.6 Directors' Recommendations and Independent Experts Report, or IER

The Directors make a positive recommendation to Shareholders in respect of each resolution. The Corporations Act requires an Independent Experts Report (IER) to be prepared. We note the attached Independent Experts Report by Stantons International Securities advises that the proposed issue of Shares the subject of resolutions 2, 3 and 4 is fair and reasonable. The advantages and disadvantages of the acquisition are outlined in the Independent Experts Report and provided to non associated shareholders to determine whether or not they are better off if the acquisition proceeds than if not. This is because the asset backing per share will rise; the company's solvency will be repaired; and the prospects of locating a suitable project will be enhanced. Shareholders should read this Explanatory Statement in full and the IER, to form an opinion on the merits of the proposal.

2.7 Proforma Consolidated Balance Sheet & Financial Position

The Company's financial position, after the proposal and capital raising, is as follows:

	April 2015 Current Balance Sheet	Balance Sheet After Resolutions
<u>Assets</u>		
Cash after Resolutions passed	0	\$50,000*
	-----	-----
Total Assets	\$ 0	\$50,000
<u>Liabilities</u>		
Current Liabilities	(\$434,000)	\$ 0
	-----	-----
Total Liabilities	(\$434,000)	\$ 0
	-----	-----
Net Assets	(\$434,000)	\$50,000
	=====	=====

* Assuming completion of subscriptions described in Resolution 2, 3 and 4 and Expenditure Budget on paragraph 1.1.2 above. Recapitalisation costs are expected to be \$66,000 and creditors \$434,000.

	April 2015	After Resolution
Issued Capital	\$24,631,777	\$ 25,115,777
Reserves	\$ 0	\$ 0
Losses	\$(25,065,777)	\$(25,065,777)
	-----	-----
Net Equity	(\$ 434,000)	\$ 50,000
	=====	=====

2.8 Resolution 5, 6 and 7 – Election of New Directors

The Recapitalisation Proposal provides that from the date of the Meeting, the Board will include nominees of the Investment Group. Existing Directors, Mr George Sim, Mr Tony Crimmins and Mr Adrian Horbach will resign. The new board will include 3 non-executive directors, being Mr Rizwan Alikhan, Mr Rehan Alikhan and Mr Poay Meng Tan. Mr Rizwan Alikhan is the proposed non-executive Chairman. No CEO or CFO will be appointed at present. Resolutions 5, 6 and 7 seek to achieve this.

The curriculum vitae of each New Director is provided below.

Mr Rizwan Alikhan. B.Science, University of Pittsburgh

Rizwan is the CEO of Avestra Asset Management Ltd, a Queensland based fund manager with a focus on Asian and Australian equities. He was previously a corporate finance director of Montagu Stockbrokers. Rizwan has served on the

board of several NASD OTCB companies in Vancouver, Canada.

Mr Rehan Alikhan

Rehan is the CEO of Renaissance International Marketing Consultants, a Perth based cosmetic surgery business with offices in Sydney, Melbourne, Singapore, Malaysia and Pakistan. Prior to this, Rehan has owned and operated private businesses after a successful career as a professional cricketer.

Mr Poay Meng Tan (Joey) – LLB Honours University of London, MBA, University of Dubuque, Iowa

Mr Tan has over 30 years experience in corporate finance, project management, due diligence, legal review and in house legal advice for large public company clients in Malaysia, Indonesia, Thailand and China. He also advised Zumera Group Holdings Limited on its re-listing on AIM London.

2.9 Enquiries

Shareholders are invited to contact Mr George Sim on phone +61 2 9571 8300 or Mr Steve Nicols on phone +61 2 9299 2289 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

AEST means Australian Eastern Standard Time (i.e. Sydney time).

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691).

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the board of Directors of the Company.

Company means Welcome Stranger Mining Limited (ACN 007 670 386).

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 to the Memorandum.

Independent Experts Report means the report of Stantons International Securities (a copy of which is set out at Annexure A).

Meeting means the meeting convened by the Notice.

Memorandum means this information memorandum.

Notice means the notice of meeting accompanying this Memorandum.

Official List means the official list of ASX.

Recapitalisation Proposal means the proposal to recapitalise the Company set out in section 1.2.1 of the Explanatory Statement.

Shareholders means a holder of Shares in the Company.

Shares means fully paid ordinary shares in the capital of the Company.

\$ means Australian dollars.

ANNEXURE A
Independent Experts Report

21 May 2015

Welcome Stranger Mining Limited
c/- Benelong Capital Partners Pty Ltd
Level 2, 350 Kent Street
SYDNEY NSW 2000

Summary of Opinion

For the purposes of section 611 (item 7) of TCA, in relation to the approval to issue 110,000,000 post consolidation shares to the Investment Group, in our opinion taking into account the factors noted elsewhere in this report including the factors (positive, negative and other factors) noted in section 8 of this report, the proposals as outlined in paragraph 1.3 and Resolutions 2, 3 and 4 may on balance be considered to be fair and reasonable to the non associated shareholders at the date of this report.

Dear Sirs

RE: WELCOME STRANGER MINING LIMITED (ACN 007 670 386) (“WSM” OR “THE COMPANY”) MEETING OF SHAREHOLDERS PURSUANT TO SECTION 611 (ITEM 7) OF THE CORPORATIONS ACT 2001 (“TCA”) RELATING TO THE PROPOSAL TO ISSUE 110,000,000 POST CONSOLIDATION SHARES TO THE INVESTMENT GROUP.

1. Introduction

1.1 We have been requested by Steve Nicols of Benelong Capital Partners Pty Ltd to prepare an Independent Expert’s Report to determine the fairness and reasonableness relating to the proposals as set out in Resolutions 2, 3 and 4 of the Notice of Meeting (“the Notice”) to be disseminated to shareholders of WSM in May 2015.

Under the proposals put forward by WSM and the Investment Group (refer below), the Investment Group would increase its shareholdings from a starting point that is nil to a shareholding in a recapitalised WSM of in excess of 20%.

1.2 The Investment Group comprises Syed Akbar Alikhan (and/or his nominee) (“Alikhan”), MTAC Enterprises Pty Ltd (and/or its nominees) (“MTAC”), and Good Triumph International Limited (and/or its nominees (“GTI”).

Further details on the Investment Group are noted in Section 1.2.1 of the Explanatory Statement (“ES”) attached to the Notice that outlines the resolutions being put to the shareholders of WSM.

1.3 Resolution 2 which is subject to the passing of Resolutions 1 and 3 to 7 relate to the approval for the Company to allot and issue to Alikhan 30,000,000 fully paid post consolidated shares of the Company at an issue price of \$0.005 per share.

Resolution 3 which is subject to the passing of Resolutions 1, 2 and 4 to 7 relates to the approval for the Company to allot and issue to MTAC 20,000,000 fully paid post consolidated shares of the Company at an issue price of \$0.005 per share.

Resolution 4 which is subject to the passing of Resolutions 1, 2, 3 and 5 to 7 relates to the approval for the Company to allot and issue to GTI 60,000,000 fully paid post consolidated shares of the Company at an issue price of \$0.005 per share.

1.4 In addition, as part of the recapitalisation proposal, there are the following additional resolutions:

- Resolution 1 which is subject to the passing of Resolutions 2 to 7 relates to the approval for the Company's existing shares to be consolidated on a 1 for 30 basis;
- Resolution 5 which is subject to the passing of Resolutions 1, 2, 3, 4, 6 and 7 relates to the appointment of Mr Rizwan Alikhan ("Rizwan Alikhan") as a director of the Company;
- Resolution 6 which is subject to the passing of Resolutions 1, 2, 3, 4, 5 and 7 relates to the appointment of Mr Rehan Alikhan ("Rehan Alikhan") as a director of the Company; and
- Resolution 7 which is subject to the passing of Resolutions 1 to 6 relates to the appointment of Mr Poay Meng Tan (Joey) ("Joey") as a director of the Company.

We are not reporting on the fairness and reasonableness of Resolution 1 and Resolutions 5 to 7. This report specifically addresses Resolutions 2, 3 and 4 only. However, we note that all of the other resolutions are all part of the recapitalisation proposal of WSM. Resolutions 1 to 7 are dependent on passing all of the resolutions. Further details on the resolutions are included in the ES.

1.5 We understand that the proposal with the Investment Group also includes the following:

In the event that the recapitalisation proposal is consummated, the Company would have approximately \$50,000 net cash funds, it would review all of the remaining ventures the Company may have and seek new business opportunities. The Company will not have its shares re-quoted on ASX until it complies with Chapters 1 and 2 of the Listing Rules of ASX.

1.6 The proposed issue of 110,000,000 post consolidation shares to the Investment Group is referred to in this report as the Subscription for a total capital raising of a gross \$550,000 as noted above and in the ES.

1.7 As at the date of this Notice, the Investment Group has no relevant interest in any shares in WSM.

1.8 Following the consummation of the resolutions relating to the issue of new shares, the following table depicts the new share structure of the Company assuming the Investment Group receives the 110,000,000 post consolidation shares described in Resolutions 2, 3 and 4. Section 1.1.2 of the ES refers to the shareholding details if all resolutions are passed and consummated. The total number of post consolidated shares on issue would be 116,080,301 as detailed in the following tables.

	Existing shareholders	Maximum No. of Shares to be issued to Investment Group pursuant to Resolutions 2, 3 and 4	% held by Investment Group	Total
Existing shareholders pre consolidation	182,409,044	-	-	182,409,044
1:30 Consolidation	(176,328,743)	-	-	(176,328,743)
Post consolidation	6,080,301	-	-	6,080,301
Issue to Investment Group (Resolutions 2, 3 and 4)	-	110,000,000	-	110,000,000
Total after issue to Investment Group	6,080,301	110,000,000	94.76	116,080,301

	Existing shareholders	Maximum No. of Shares to be issued to Investment Group pursuant to Resolutions 2, 3 and 4	% held by Investment Group	Total
Total shares on issue before any further share issues	6,080,301	110,000,000	94.76	116,080,301

The number of shares and percentage holding of the members of the Investment Group is as follows:

	Total	Alikhan	% held	MTAC	% held	GTI	% held
Existing shareholders Post Consolidation	6,080,301	-	-	-	-	-	-
Issued to Alikhan	30,000,000	30,000,000	25.84	-	-	-	-
Issued to MTAC	20,000,000	-	-	20,000,000	17.23	-	-
Issued to GTI	60,000,000	-	-	-	-	60,000,000	51.69
Total after Issue to Investment Group	116,080,301	30,000,000	25.84	20,000,000	17.23	60,000,000	51.69
Total shares on issue	116,080,301	30,000,000	25.84	20,000,000	17.23	60,000,000	51.69

The ES also refers to various tables outlining the potential shareholdings (and percentages) of the various allottees.

- 1.9 The above recapitalisation is subject to the Company obtaining necessary shareholder approvals and any ASX regulatory re-quotation approvals.
- 1.10 Under Section 606 of TCA, a person must not acquire a relevant interest in issued voting shares in a company if because of the transaction, that person's or someone else's voting power in the company increases:
- from 20% or below to more than 20%; or
 - from a starting point that is above 20% and below 90%.

Under Section 611 (Item 7) of TCA, section 606 does not apply in relation to any acquisition of shares in a company approved by resolution passed at a general meeting at which no votes were cast in favour of the resolution by the acquirer or the disposer or their respective associates. An independent expert is required to report on the fairness and reasonableness of the transaction pursuant to a Section 611 (Item 7) meeting.

- 1.11 The Investment Group currently hold nil shares in WSM. Following completion of the recapitalisation and the other proposals noted in paragraph 1.3 above and in the Notice, the Investment Group would own a total of 110,000,000 post consolidated shares in WSM representing approximately 94.76% of the then shares on issue. There would be 116,080,301 post consolidation WSM shares on issue.
- 1.12 A notice prepared in relation to a meeting of shareholders convened for the purposes of Section 611 (Item 7) of TCA should be accompanied by an independent expert's report stating whether it is fair and reasonable to approve the issue of 110,000,000 post consolidated shares to the Investment Group.

To assist shareholders in making a decision on the proposals outlined in the Notice, (and in particular Resolutions 2, 3 and 4 relating to the issue of shares to Investment Group), the

directors have requested that Stantons International Securities Pty Ltd prepare an Independent Expert's Report, which must state whether, in the opinion of the Independent Expert, the proposal under Resolutions 2, 3 and 4 is fair and reasonable to the non-associated shareholders of WSM.

1.13 We are not reporting on the fairness and reasonableness of the other resolutions referred to in the Notice and ES, other than Resolutions 2, 3 and 4 as outlined above.

1.14 Apart from this introduction, this report considers the following:

- Summary of opinion
- Implications of the proposals with the Investment Group
- Corporate history and nature of business
- Future direction of WSM
- Basis of valuation of WSM shares
- Premium for control
- Fairness of the Proposals
- Conclusion as to fairness
- Reasonableness of the Proposals
- Conclusion as to reasonableness
- Sources of information
- Appendix A and Financial Services Guide

1.15 In determining the fairness and reasonableness of the transaction pursuant to Resolutions 2, 3 and 4 we have had regard to the definitions set out by the Australian Securities and Investments Commission ("ASIC") in its Regulatory Guide 111, "Content of Expert Reports". The Regulatory Guide 111 states that an opinion as to whether an offer is fair and/or reasonable shall entail a comparison between the offer price and the value that may be attributed to the securities under offer (fairness) and an examination to determine whether there is justification for the offer price on objective grounds after reference to that value (reasonableness). The concept of "fairness" is taken to be the value of the offer price, or the consideration, being equal to or greater than the value of the securities in the above mentioned offer. Furthermore, this comparison should be made assuming 100% ownership of the "target" and irrespective of whether the consideration is scrip or cash. An offer is "reasonable" if it is fair.

An offer may also be reasonable, if despite not being "fair", there are sufficient grounds for security holders to accept the offer in the absence of any higher bid before the close of the offer. It also states that, where an acquisition of shares by way of an allotment is to be approved by shareholders pursuant to Section 611 (Item 7) of TCA, it is desirable to commission a report by an independent expert stating whether or not the proposal is fair and reasonable, having regards to the proposed allottees and whether a premium for potential control is being paid by the allottees. Regulatory Guide 111 also provides that such an allotment should involve a comparison of the advantages and disadvantages likely to accrue to non associated shareholders if the transactions proceed compared with if they do not.

1.16 Accordingly, our report in relation to Resolutions 2, 3 and 4 comprising the approval to issue a total of 110,000,000 post consolidated shares, to the Investment Group is concerned with the fairness and reasonableness of the proposal with respect to the existing non-associated shareholders of WSM and whether the Investment Group is paying a premium for control.

Summary of Opinion

1.17 **For the purposes of section 611 (item 7) of TCA, the proposal in relation to the approval to issue 110,000,000 post consolidated shares as set out in Resolutions 2, 3 and 4 is in our opinion taking into account the factors noted elsewhere in this report including the factors (positive, negative and other factors) noted in section 8 of this report, be considered to be fair and reasonable to the non associated shareholders at the date of this report.**

- 1.18 Each shareholder needs to examine the share price of WSM (but currently suspended from trading), market conditions and announcements made by WSM up to the date of the shareholders meeting at the time of exercise of vote to ascertain the impact, if any, on Resolutions 2, 3 and 4. The opinion expressed above must be read in conjunction with the more detailed analysis and comments made in this report.

2. Implications of the Proposals

- 2.1 As at 13 May 2015, there are 182,409,044 pre-consolidated ordinary fully paid shares on issue in WSM. Post the implementation of all of the recapitalisation proposals, the number of shares may increase to 116,080,301 post consolidated shares as set out in paragraph 1.8 above.

Further details on the shares that could be on issue and the shareholding interests of the Investment Group and other parties are noted in Section 1 of this report and in the Proposed Capital Structure Table in Section 1.1.2 of the ES and in Section 2.2.3 of the ES attached to the Notice.

- 2.2 Initially, pursuant to Resolution 1 the Company will undertake a consolidation of capital on a 1 for 30 basis resulting in 6,080,301 post consolidated shares on issue.
- 2.3 Pursuant to Resolutions 2, 3 and 4 the Company will raise a gross \$550,000 on the issue of 110,000,000 post consolidation shares at an issue price of 0.5 cents per share. Following this issue of shares the Investment Group shareholding will increase from nil% to approximately 94.76%.
- 2.4 The estimated costs of the Notice for the Meeting of Shareholders and other recapitalisation costs will be approximately \$66,000.
- 2.5 The recapitalisation proposal provides that from the date of the Meeting, the Board will include nominees of the Investment Group. Existing Directors, Mr George Sim, Mr Tony Crimmins and Mr Adrian Horbach will resign. The new board will include three new directors Rizwan Alikhan, Rehan Alikhan and Poay Meng Tan (Joey). Resolutions 5, 6, and 7 seek to achieve this.
- 2.6 Set out below is an estimated unaudited statement of financial position of the Company as at April 2015 provided by the Directors together with the pro-forma balance sheet (statement of financial position) adjusted to include the transactions assuming all resolutions are passed and consummated.

	Estimated Statement of Financial Position* \$	Statement of Financial Position after Resolutions 1 to 7 passed \$
Current Assets		
Cash Assets	-	50,000
Total current assets	-	50,000
Non Current Assets		
Other financial assets	-	-
Total non-current assets	-	-
Total Assets	-	50,000

	Estimated Statement of Financial Position* \$	Statement of Financial Position after Resolutions 1 to 7 passed \$
Liabilities		
Trade Creditors and Accruals	434,000	-
Total Current Liabilities	<u>434,000</u>	<u>-</u>
Net Assets/ (Liabilities)	<u>(434,000)</u>	<u>50,000</u>
Equity		
Issued Capital	24,631,777	25,115,777
Reserves	-	-
Accumulated Losses	<u>(25,065,777)</u>	<u>(25,065,777)</u>
Total Equity/(Deficiency)	<u>(434,000)</u>	<u>50,000</u>
Post consolidated shares on issue	6,080,301	116,080,301
Net assets/(liabilities) per post consolidated share (cents)	(7.138)	0.043

* Included in the estimated statement of financial position at April 2015 are estimated amounts for directors' fees of \$149,000 along with other creditors totalling \$285,000.

We have also been advised by the directors that inferior offers have been made to purchase the Company as a shell company. It is noted that values of shell companies vary considerably but for small cap companies may vary between \$250,000 and \$500,000. However it is noted that the Company cannot sell itself and parties are only prepared to place funds in a company shell on the back of a firm proposal (as is the case with WSM). The amount payable is dependent on a number of factors including shareholder spread, ASX compliance matters and extent of debt amongst many factors. In our view a Company such as WSM may have a shell value not exceeding \$300,000 but realistically this would be based on the premise that the Company has no or very minimal debt. WSM has net liabilities and will need to comply with ASX Listing Rules (Chapters 1 and 2) in order to have its shares requoted. This can be a difficult exercise and no guarantee that it can occur. The raising of an initial gross \$550,000 will not be enough to ensure meeting ASX Listing Rules for re-quotations.

In the event that a notional value was ascribed to the Company as a shell company of \$300,000, the value per share may approximate (2.20) cents on a post consolidated basis but pre recapitalisation and 0.302 cents on a post consolidation and post recapitalisation basis. However, we consider this is misleading as no investor(s) would pay for a controlling interest in WSM without a firm recapitalisation proposal that not only assumes the investor(s) would place funds in WSM but would assume further investors would place funds in WSM to recapitalise the Company (at least to the extent of sufficient funds to pay out creditors) and have some sufficient working capital to explore new business opportunities, and probably seek ASX quotation, that as noted elsewhere in this report, has quite a challenge attached to it.

Note 1	
The movement in the cash assets is reconciled as follows:	\$
Cash Assets:	
Opening Balance	-
Repayment of creditors	(434,000)
Placement of 110,000,000 post consolidation shares (Resolutions 2, 3 and 4)	550,000
Costs of the Notice and recapitalisation costs	(66,000)
Net cash on hand	<u>50,000</u>

Note 2	
The movement in the issued capital is reconciled as follows:	\$
Issued Capital:	
Opening Balance	24,631,777
Placement of shares to the Investment Group	550,000
Costs of Notice and recapitalisation	(66,000)
Closing balance (estimated)	<u>25,115,777</u>

We have been advised by the Directors, that the most recent available set of audited financial statements of the Company is for the year ended 30 June 2013 (released on the ASX on 20 February 2015). The estimated statement of financial position as at April 2015 has been provided to us by Steve Nicols of Benelong Capital Partners and has not been audited or audit reviewed by Stantons International Securities Pty Ltd.

3. Corporate History and Nature of Business

- 3.1 The Company's shares were suspended from trading on the official list of the ASX on 17 August 2007. The Company was originally called Welcome Stranger Mining NL. It changed its name to Commsecure Limited on 27 April 2000. The Company's historical business operations involved gold mining and production but subsequently had a business involving secure payments using the internet, although it never changed its nature of business as a gold mining company via the necessary shareholder resolutions. Until 2010 the Company had a history of significant operating losses related to its internet ventures resulting in a decision to place the Company in voluntary liquidation in 2009. On 6 October 2010 the shareholders approved a new recapitalisation proposal and a new Board of directors was appointed. The name of the Company was changed to Welcome Stranger Mining Limited. Since that date the Board has received, and assessed, potential transactions that would add shareholder wealth, whilst it has continued to make operating losses.

At a meeting of shareholders on 26 May 2014, shareholders approved various transactions including the approval to consolidate the share capital of the Company on a 1 for 20 basis, to authorise directors to issue 220,000,000 shares on a post consolidation basis to acquire interests in various gold and copper prospects in the Philippines, for acquiring copper silver gold tailing rights in the Philippines and acquiring other interests in accordance with the Masbate 13 SPA as noted in the audited accounts for the year ended 30 June 2013. In addition the shareholders approved and authorised the directors to issue and allot up to 25,000,000 shares (on a post consolidated basis) at an issue price of 20 cents pursuant to a prospectus. We have been advised by Benelong Capital Partners Pty Ltd that the proposed transactions approved at the meeting of shareholders on 26 May 2014 have not proceeded.

In 2015 the Company was approached by the Investment Group to help recapitalise the company. At the same time, due to the unfavourable market conditions for gold and copper projects in the Philippines, the company concluded it needed a fresh direction. The directors have noted that the Investment Group have, through their networks, access to projects and are likely to bring fresh opportunities to shareholders for consideration. The vending into the Company of a suitable project, (expected to be within 6 months of the

proposed General Meeting), is to enable the re compliance by the Company with Chapters 1 and 2 of the Listing Rules and the re-quotations of its shares on ASX. The Investment Group have agreed to provide funds in the sum of \$550,000, which will enable the company to pay all creditors of the Company and have sufficient working capital.

3.2 A summarised unaudited consolidated balance sheet (statement of financial position) of the WSM post ratification of Resolutions 1 to 7 is outlined in paragraph 2.6 of this report.

4. Future Directions of WSM

4.1 We have been advised by the directors that the initial proposals are to:

- Complete all the proposals as noted in the resolutions in the Notice and raise \$550,000 from the Investment Group. These funds will be used to pay current creditors, provide funds for the consideration of opportunities as identified by the Company and to meet costs and expenses of the Company such as accounting and auditing expenses;
- Composition of the Board of directors of WSM will change in the near future as outlined in paragraph 2.5; and
- No dividend policy has been set and it is not proposed to be set until such time as the Company is profitable and has a positive cash flow.

If Resolutions 1 to 7 are passed together with the completion of the recapitalisation proposal, the Company's chances to continue to investigate opportunities are enhanced as without the recapitalisation, it is likely that the Company may be dissolved and struck off. However, in the short term the re-quotations of the Company's shares on ASX is unlikely as the Company may need to meet Chapters 1 and 2 of the ASX Listing Rules. The Company would need to find a new business and raise additional funds so that it could meet the Listing Rules.

5. Basis of Valuation of WSM

5.1 Shares

5.1.1 In considering the proposals as outlined individually and collectively in Resolutions 2, 3 and 4, we have sought to determine whether the issue price of the shares to the Investment Group (or their nominees) is in excess of the current fair value of the shares in WSM on issue and whether the proposed Investment Group subscription is at a price that WSM could make to unrelated third parties and then conclude whether the proposal is fair and reasonable to the existing non associated shareholders of WSM.

5.1.2 The valuation methodologies we have considered in determining a theoretical value of a WSM share are:

- capitalised maintainable earnings/discounted cash flow;
- takeover bid - the price at which an alternative acquirer might be willing to offer;
- adjusted net asset backing and windup value; and
- the recent market prices of WSM shares.

5.2 Capitalised maintainable earnings and discounted cash flows

5.2.1 WSM currently does not have a reliable cash flow or profit history from a business undertaking and therefore this methodology is not considered to be appropriate, particularly given the fact that the Company came out of Voluntary Liquidation in 2010 and since then has been looking for new business activities and a recapitalisation of the Company.

5.3 Takeover Bid

- 5.3.1 It is possible that a potential bidder for WSM could purchase all or part of the existing shares, however no certainty can be attached to this occurrence. Currently the Company does not have sufficient funds to repay its creditors. In the view of the Board, the recapitalisation proposal with the Investment Group is the most appropriate for the Company. However, if all of the 110,000,000 Investment Group shares are issued, the Investment Group would control approximately 94.76% of the expanded ordinary issued capital of the Company.

5.4 Adjusted Net Asset Backing

Net asset backing and windup value

- 5.4.1 As noted above prior to the recapitalisation proposal, WSM has no cash or other assets and very limited business activities. According to the latest audited accounts of the Company for the year ended 30 June 2013 which were issued on 20 February 2015, the principal activity of the Company is to seek business opportunities in the exploration and development of gold and other precious metals tenements as well as seeking other investments that will add shareholder value. As noted in paragraph 3.1 above, various proposed transactions approved by shareholders at a meeting of shareholders on 26 May 2014 have not been consummated. The net asset backing is nil as there is a net liability position of approximately \$434,000. On a windup basis, the return to shareholders arguably is nil (refer paragraph 2.6 of this report) as the liabilities exceed the negligible assets of the Company.

It is noted that values of shell companies vary considerably but for small cap companies may vary between \$250,000 and \$500,000 (assuming no or immaterial debt). However it is noted that the Company cannot sell itself and parties are only prepared to place funds in a company shell on the back of a firm proposal (as is the case with WSM). The amount payable is dependent on a number of factors including shareholder spread, ASX compliance matters and extent of debt amongst many factors. In our view a Company such as WSM may have a shell value not exceeding \$300,000 (on the assumption that all debt was eliminated). We have conducted a number of expert's reports involving companies being recapitalised and in all cases the "shell value" was based on no or minimal debt. In view of a poor market and lack of investor sentiment for small cap companies over the past several years, a potential "shell value" may be on the lower side of the above range. WSM has significant debts and even if a value of \$300,000 was attributed to the Company, debts still exceed a potential shell value. Shell value is only paid for on the basis of a recapitalisation proposal and not in isolation. In addition, the Company will need to comply with ASX Listing Rules (Chapters 1 and 2) in order to have its shares relisted. This can be a difficult exercise and no guarantee that it can occur. The raising of \$550,000 will not be enough to ensure meeting ASX Listing Rules for re-quotations.

We reiterate that "shell value" is dependent on a commercial recapitalisation proposal and if shareholders do not approve the Investment group proposal or a more superior offer (made before shareholders vote on Resolutions 1 to 7), then shell value does not exist.

It is our understanding that the Company received other offers of recapitalisation but were not as beneficial or commercial to shareholders as the recapitalisation proposal of the Investment Group.

In the absence of a recapitalisation proposal, returns to shareholders are nil (and creditors are not repaid in full).

In the absence of a commercial recapitalisation (such as proposed by the Investment Group), eventually, the major creditors and shareholders would withdraw support to keep WSM alive and it would then be placed into liquidation.

- 5.4.2 Purely based on the net cash value of WSM following the issue of the 110,000,000 post consolidation shares to the Investment Group (pursuant to Resolutions 2, 3 and 4), the net assets would be disclosed at approximately \$50,000 (assuming the Company raises

\$550,000 as noted above) which would be equivalent to approximately 0.043 cents per share, assuming 116,080,301 post consolidated shares would be on issue. This compares with the estimated current net value of a WSM share of nil cents as noted elsewhere in this report (but recognising it may have some value as a shell company if all debts were eliminated). The Company has a deficiency in shareholders' funds and if placed into liquidation creditors would receive nil funds and shareholders would receive nil value.

5.5 Market price of WSM shares

- 5.5.1 As the Company has been suspended from the ASX since 17 August 2007, we do not believe it is appropriate to value a WSM share based on prior quoted prices of WSM shares on the ASX.

Summary conclusion on value of a share in WSM

- 5.6 After taking into account the matters referred to in the preceding paragraphs, we are of the view that the current theoretical value of a WSM share (prior to the recapitalisation proposal) is nil cents (notwithstanding a potential share value that is dependent on a firm recapitalisation proposal and all debts eliminated). As disclosed above the Company has no material assets with minimal business activities.
- 5.7 If the issue of the 110,000,000 post consolidation shares to the Investment Group is finalised, the net value of a WSM share immediately post this issue would approximate 0.043 cents per post consolidated share (assuming that \$550,000 is raised as noted in the Resolutions 2, 3 and 4 in the Notice) and accepting the unsubstantiated value of \$nil for the WSM Business.

6. Premium for Control

- 6.1 Premium for control for the purposes of this report has been defined as the difference between the price per share that a buyer would be prepared to pay to obtain a controlling interest in the Company and the price per share at which the same person would be required to pay per share which does not carry with it control of the Company.
- 6.2 Under TCA, control may be deemed to occur when a shareholder or group of associated shareholders' control more than 20% of the issued capital. In this case, the Investment Group could initially hold up to approximately 94.76% of the expanded issued capital of WSM. In take-over offers, it is often the case that a premium for control falls in the normal range of 15% to 40% and it is often accepted that a 20% premium for control should be payable. The actual premium may be more or less. In this case, we assume a reasonable premium for control in the current circumstances should be 20%.
- 6.3 The WSM shares that are proposed to be issued to the Investment Group (the subject of Resolutions 2, 3 and 4), are deemed to be theoretically worth nil cents. After various transaction costs and payment of directors' fees and other creditors, a net cash balance of approximately \$50,000 will remain in the Company (assuming the raising of the \$550,000 pursuant to Resolutions 2, 3 and 4 referred to above).

In our opinion, it is possible that the Investment Group is only paying a small premium for control, however, the non associated shareholders of WSM are benefiting in that the theoretical value of a WSM share rises from nil cents (with \$nil of net business assets and minimal business activities) to a company with a theoretical cash backed value of approximately 0.043 cents per post consolidated share.

If Resolutions 1 to 7 are passed together with the completion of the recapitalisation proposal, the Company's chances to continue to investigate opportunities are enhanced as without the recapitalisation, it is likely that the Company may eventually be dissolved and struck off. However, in the short term the re-quotation of the Company's shares on ASX is unlikely as the Company may need to meet Chapters 1 and 2 of the ASX Listing Rules.

The Company would need to find a new business and raise additional funds so that it could meet the Listing Rules.

- 6.4 Our preferred methodology is to value WSM and a WSM share on a technical net asset basis which assumes a 100% interest in the Company. Therefore no adjustment is considered necessary to the technical asset value determined under paragraph 5.4.2 as this already represents the fair value of the Company or a share in the Company on a pre Proposed Transaction control basis.
- 6.5 We set out below the comparison of the low, preferred and high values of a WSM share compared to the issue price for the 110,000,000 post consolidated shares to be issued to the Investment Group.

	Para.	Low (cents)	Preferred (cents)	High (cents)
Estimated fair value of a WSM Share	5.6	0.00	0.00	0.00
Issue price of the Shares to the Investment Group		0.5	0.5	0.5
Excess between Subscription Price and fair value		<u>0.5</u>	<u>0.5</u>	<u>0.5</u>

We note elsewhere in this report the potential shell value of WSM but also note that technically WSM is insolvent and thus without a recapitalisation proposal, the value of a share in WSM has no value.

- 6.6 On a pre Proposed Transaction control basis, the value of a WSM share is nil cents per share. The issue of 110,000,000 post consolidation shares to the Investment Group is expected to raise \$550,000. Based on the preferred value of nil cents per share, a premium for control of 0.5 cents per share is being paid by the Investment Group.
- 6.7 We note that the Investment Group will have Board control of WSM as the majority of the nominated directors are deemed associated with the Investment Group.

7. Fairness of the Proposals

- 7.1 The concept of “fairness” is to be taken to be the value of the offer price, or the consideration being equal to or greater than the value of the securities in the above mentioned offer. As noted above the WSM shares that are proposed to be issued to the Investment Group, the subject of Resolutions 2, 3 and 4 are deemed to be theoretically worth nil cents. Assuming a 20% premium for control, the deemed theoretical value is still nil.
- 7.2 If the issue of the 110,000,000 post consolidation shares to the Investment Group is completed, the theoretical value of a WSM share increases to approximately 0.043 cents. The theoretical value of a WSM share post the issue of the shares to the Investment Group from a non associated shareholder’s perspective, based on the estimated net assets of \$50,000 is 0.043 cents as noted in paragraph 2.6 above which is in excess of the theoretical value pre recapitalisation of nil cents per share (a company with negligible assets and debts totalling approximately \$434,000).
- 7.3 In arriving at our conclusion on fairness, we considered whether the transaction is “fair” by comparing:

- (a) the fair market value of a WSM share pre-transaction on a control basis; versus
- (b) the fair market value of a WSM share post-transaction on a minority basis, taking into account the additional cash raised and the associated dilution resulting from the issue of new shares under the transaction.

7.4 The low, preferred and high values of a WSM share pre the Recapitalisation on a control basis is:

	Para.	Low (cents)	Preferred (cents)	High (cents)
Estimated fair value of a WSM Share	5.6	nil	nil	nil

7.5 The preferred fair market value of a WSM share has been estimated at nil cents on a pre Proposed Transaction control basis. The Investment Group subscription results in an adjusted value of 0.043 cents per WSM share. As the preferred fair market value of a WSM share is greater on a post transaction basis, the proposed Investment Group's Subscription is considered to be fair to the non associated shareholders.

7.6 We set out below the range of estimated technical net asset values of WSM based on the post recapitalisation Pro-forma Balance Sheet as detailed in paragraph 2.6 adjusted for a minority discount.

	\$
WSM Business Assets	nil
Cash	50,000
Other current assets	nil
Other current liabilities	nil
Total net assets	<u>50,000</u>
Number of shares on issue	116,080,301
Net asset value per share (cents)	0.043
Minority interest discount	16.67%
Minority value per share (cents)	0.0359
Issue Price (see paragraph 6.5 above) (approximate cents)	0.5

7.7 As noted above the fair market value of a WSM share Post-Transaction on a minority basis, taking into account the additional cash raised and the associated dilution resulting from the issue of new shares under Resolutions 2, 3 and 4 has a preferred fair value of approximately 0.0359 cents. Thus on such a basis, the proposals under Resolutions 2, 3 and 4 would be fair.

7.8 In order to reflect the minority interest value we have applied a minority interest discount to the technical net asset value. The minority interest discount has been calculated as the inverse of the premium for control of 20% as discussed in paragraph 6.2.

7.9 We also set out below a comparison of:

- (a) the fair market value of a WSM share pre-transaction on a control basis; versus
- (b) the fair market value of a WSM share post-transaction on a minority basis, taking into account the additional cash raised and the associated dilution resulting from the issue of new shares pursuant to Resolutions 2, 3 and 4.

	Para.	Low (cents)	Preferred (cents)	High (cents)
Estimated fair value of a WSM Share Pre Transaction on a control basis	5.6	nil	nil	nil
Estimated fair value of a WSM Share Post Transaction on a minority basis	7.6	<u>0.0359</u>	<u>0.0359</u>	<u>0.0359</u>
Excess/(shortfall) between Pre transaction Price and Post transaction Price		<u>0.0359</u>	<u>0.0359</u>	<u>0.0359</u>

Using the preferred net asset fair values, the estimated fair value of a WSM share Pre Transaction on a control basis is less than the estimated fair value of a WSM share Post Transaction on a minority basis and on this basis the Investment Group's Subscription is considered to be fair to the non associated shareholders of WSM.

7.10 Conclusion as to fairness

After taking into account the matters referred to in 7 above and elsewhere in this report, we are of the opinion that, in the absence of a superior proposal, the proposals as outlined in Resolutions 2, 3 and 4 are on balance fair to the non-associated shareholders of WSM as at the date of this report.

As noted above, if we ascribed a shell value of \$300,000 to the Company the net liabilities pre the recapitalisation proposals would be (\$134,000) being (0.073) cents per share or approximately (2.20) cents per post consolidated share. This is less than the share price of 0.5 cents per post consolidated share being subscribed by the Investment Group under Resolutions 2, 3 and 4. If the Company had no debt and a shell value of \$300,000 the net asset value per share pre recapitalisation would be approximately 0.164 cents per share or approximately 4.93 cents per post consolidated share. However, we reiterate that "shell value" is dependent on a commercial recapitalisation proposal and if shareholders do not approve the Investment Group's proposal or a superior offer (made before shareholders vote on Resolutions 1 to 7) then shell value does not exist.

8. Reasonableness of the Proposals

Advantages

- 8.1 The passing and consummation of Resolutions 1 to 7 as part of the recapitalisation proposal would result in a net cash position of approximately \$50,000 (assuming the capital raising of the \$550,000 referred to above) and having a company with minimal or no liabilities, compared with the current position whereby the Company has net assets of \$nil and significant debts to pay.
- 8.2 If the proposals per Resolutions 1 to 7 are consummated as part of the recapitalisation process, the net cash asset backing of a WSM share rises from nil cents to approximately 0.043 cents (assumes \$550,000 worth of shares are issued for cash).
- 8.3 If Resolutions 1 to 7 are passed together with the completion of the recapitalisation proposal, the Company's chances to continue to investigate opportunities are enhanced as without the recapitalisation, it is likely that the Company may be dissolved and struck off. However, in the short term the re-quotations of the Company's shares on ASX is unlikely as the Company may need to meet Chapters 1 and 2 of the ASX Listing Rules. The Company would need to find a new business and raise additional funds so that it could meet the Listing Rules.

- 8.4 The proposed directors bring additional expertise to the Company in that such Directors have financial, accounting, finance and corporate experience and/or experience as directors or managers of public listed companies or other trading entities. The ES discloses the background of the proposed directors.

Disadvantages

- 8.5 A significant shareholding in the Company is being given to the Investment Group in that it could own up to approximately 94.76% of the expanded issued capital of the Company after the passing of Resolutions 1 to 7 (the passing of Resolutions 1 to 7 are dependent on all resolutions being passed). However, we note that WSM will be partly recapitalised with approximately \$50,000 in net cash (assuming only the \$550,000 capital raising), will have no debt and will have the opportunity to consider the acquisition of other assets or businesses. The existing shareholders are diluted to approximately 5.24% after the passing of Resolutions 2, 3 and 4 (before any other shares are issued).

It is assumed that all investors will obtain a benefit particularly if the Company's shares can be re-quoted on ASX (the Company will need to re-comply with Chapters 1 and 2 of the ASX Listing Rules).

- 8.6 WSM would only have approximately net cash of \$50,000 (assuming the raising of \$550,000 as noted above) after the issue of the 110,000,000 post consolidation shares to the Investment Group. As noted above, in the short term the re-quotations of the Company's shares on ASX is unlikely as the Company may need to meet Chapters 1 and 2 of the ASX Listing Rules. The Company would still need to find a new business and raise additional funds so that it could meet the Listing Rules. In the absence of a superior offer (made before shareholders vote on Resolutions 1 to 7) then shell value does not exist and it is quite possible in the absence of any other recapitalisation proposal, the Company could be placed into liquidation.

- 8.7 If the Company seeks new business opportunities, there is no guarantee that such businesses will be profitable.

9. Conclusion as to Reasonableness

- 9.1 After taking into account the matters referred to in 8 above and elsewhere in this report, we are of the opinion that, in the absence of a superior proposal, the proposals as outlined in Resolutions 2, 3 and 4 are on balance reasonable to the non-associated shareholders of WSM as at the date of this report.**

10. Shareholder Decision

- 10.1 Stantons International Securities Pty Ltd has been engaged to prepare an independent expert's report setting out whether in its opinion the issue of 110,000,000 post consolidation shares to the Investment Group (Investment Group) is fair and reasonable and state reasons for that opinion. Stantons International Securities Pty Ltd has not been engaged to provide a recommendation to shareholders in relation to resolutions other than Resolutions 2, 3 and 4 (but we have been requested to determine whether the proposal pursuant to Resolutions 2, 3 and 4 is fair and/or reasonable to those shareholders not associated with the Investment Group). The responsibility for such a voting recommendation lies with the directors of WSM.

- 10.2 In any event, the decision whether to accept or reject Resolutions 2, 3 and 4 is a matter for individual shareholders based on each shareholder's views as to value, their expectations about future market conditions and their particular circumstances, including risk profile, liquidity preference, investment strategy, portfolio structure and tax position. If in any doubt as to the action they should take in relation to the proposal under Resolutions 2, 3 and 4 shareholders should consult their own professional adviser.

10.3 Similarly, it is a matter for individual shareholders as to whether to buy, hold or sell shares in WSM. This is an investment decision upon which Stantons International Securities Pty Ltd does not offer an opinion and is independent on whether to accept the proposal under Resolutions 2, 3 and 4. Shareholders should consult their own professional adviser in this regard.

11. Sources of Information

11.1 In making our assessment as to whether the proposals pursuant to Resolutions 2, 3 and 4 are fair and reasonable, we have reviewed relevant published available information and other unpublished information of WSM which is relevant in the current circumstances. In addition, we have held discussions with Steve Nicols, a corporate advisor to the Company about the present state of affairs of WSM. Statements and opinions contained in this report are given in good faith, but in the preparation of this report, we have relied in part on information provided by the Company and publicly filed information on the financial position of the Company lodged via the ASX website.

11.2 Information we have received includes, but is not limited to:

- drafts of the April 2015 and May 2015 Notice of General Meeting of Shareholders of WSM (and drafts of the ES attached);
- discussions with Steve Nicols from Benelong Capital Partners Pty Ltd, a corporate advisor to the Company;
- shareholding details of WSM ;
- announcements, if any, made by WSM to the ASX from January 2013 to 21 May 2015;
- the latest set of audited consolidated accounts of WSM for the year ended 30 June 2013; and
- unaudited summarised balance sheet of WSM as at April 2015 as disclosed in the NOM to be issued in May 2015.

11.3 Our report includes Appendix A and Financial Services Guide, attached to this report.

Yours faithfully

STANTONS INTERNATIONAL SECURITIES PTY LTD
(Trading as Stantons International Securities)



John Van Dieren
Director

APPENDIX A

AUTHOR INDEPENDENCE

This annexure forms part of and should be read in conjunction with the report of Stantons International Securities Pty Ltd (trading as Stantons International Securities) dated 21 May 2015, relating to Resolutions 2, 3 and 4 outlined in the Notice of Meeting of Shareholders and the accompanying ES to be distributed to shareholders of WSM in May 2015.

At the date of this report, Stantons International Securities does not have any interest in the outcome of the proposals. There are no relationships with WSM other than acting as an independent expert for the purposes of this report. There are no existing relationships between Stantons International Securities and the parties participating in the transactions detailed in this report which would affect our ability to provide an independent opinion. The fee to be received for the preparation of this report is based on the time spent at normal professional rates plus out of pocket expenses and is estimated not to exceed \$8,500 (excluding GST). The fee is payable regardless of the outcome. With the exception of that fee, neither Stantons International Securities nor John Van Dieren have received nor will or may they receive any pecuniary or other benefits, whether directly or indirectly for or in connection with the making of this report. Stantons International Securities and Stantons International Audit and Consulting Pty Ltd or any directors of Stantons International Securities and Stantons International Audit and Consulting Pty Ltd do not hold any securities in WSM. There are no pecuniary or other interests of Stantons International Securities that could be reasonably argued as affecting its ability to give an unbiased and independent opinion in relation to the proposal. Stantons International Securities has consented to the inclusion of this report in the form and context in which it is included as an annexure to the Notice. Stantons International Securities has prepared other independent expert reports for parties associated with the Promoter or its nominees.

QUALIFICATIONS

We advise Stantons International Securities is the holder of an Investment Advisers Licence (No 448697) under the Corporations Act relating to advice and reporting on mergers, takeovers and acquisitions involving securities. A number of the directors of Stantons International Audit and Consulting Pty Ltd are the directors and authorised representatives of Stantons International Securities. Stantons International Securities and Stantons International Audit and Consulting Pty Ltd (trading as Stantons International) have extensive experience in providing advice pertaining to mergers, acquisitions and strategic and financial planning for both listed and unlisted companies and businesses.

Mr John Van Dieren FCA and Jorge Dos Santos CA the persons responsible for the preparation of this report, have extensive experience in the preparation of valuations for companies and in advising corporations on takeovers generally and in particular on the valuations and financial aspects thereof, including the fairness and reasonableness of the consideration offered. The professionals employed in the research, analysis and evaluation leading to the formulation of opinions contained in this report, have qualifications and experience appropriate to the tasks they have performed.

DECLARATION

This report has been prepared at the request of a director of the Company in order to assist the shareholders of WSM to assess the merits of the proposal (Resolutions 2, 3 and 4) to which this report relates. This report has been prepared for the benefit of the WSM shareholders and those persons only who are entitled to receive a copy for the purposes of Section 611 (Item 7) of the Corporations Act 2001 and does not provide a general expression of Stantons International Securities opinion as to the longer term value of WSM. Stantons International Securities does not imply, and it should not be construed, that it has carried out any form of audit on the accounting or other records of WSM or any of its subsidiaries. Neither the whole, nor any part of this report, nor any reference thereto may be included in or with or attached to any document, circular, resolution, letter or statement, without the prior written consent of Stantons International Securities to the form and context in which it appears.

DUE CARE AND DILEGENCE

This report has been prepared by Stantons International Securities with due care and diligence. The report is to assist shareholders in determining the fairness and reasonableness of the proposals set out in Resolutions 2, 3 and 4 to the Notice and each individual shareholder may make up their own opinion as to whether to vote for or against Resolutions 2, 3 and 4.

DECLARATION AND INDEMNITY

Recognising that Stantons International Securities may rely on information provided by the directors (represented by Steve Nicols), its officers and other parties (save whether it would not be reasonable to rely on the information having regard to Stantons International Securities experience and qualifications), the directors (on behalf of WSM) has agreed:

- (a) to make no claim by it or its officers against Stantons International Securities (and Stantons International Audit and Consulting Pty Ltd) to recover any loss or damage which WSM may suffer as a result of reasonable reliance by Stantons International Securities on the information provided by the directors; and
- (b) to indemnify Stantons International Securities (and Stantons International Audit and Consulting Pty Ltd) against any claim arising (wholly or in part) from the directors officers and WSM providing Stantons International Securities any false or misleading information or in the failure of the directors, WSM and their officers in providing material information, except where the claim has arisen as a result of wilful misconduct or negligence by Stantons International Securities.

A draft of this report was presented to the proposed Directors and the Promoter for a review of factual information contained in the report. Comments received relating to factual matters were taken into account, however the valuation methodologies and conclusions did not alter.

**FINANCIAL SERVICES GUIDE
FOR STANTONS INTERNATIONAL SECURITIES PTY LTD
(Trading as Stantons International Securities)
Dated 21 May 2015**

1. Stantons International Securities Pty Ltd (ABN 42 128 908 289 and AFSL Licence No 448697) (“SIS” or “we” or “us” or “ours” as appropriate) has been engaged to issue general financial product advice in the form of a report to be provided to you.

2. Financial Services Guide

In the above circumstances we are required to issue to you, as a retail client a Financial Services Guide (“FSG”). This FSG is designed to help retail clients make a decision as to their use of the general financial product advice and to ensure that we comply with our obligations as financial services licensees.

This FSG includes information about:

- who we are and how we can be contacted;
- the services we are authorised to provide under our Australian Financial Services Licence, Licence No: 448697;
- remuneration that we and/or our staff and any associated entities receive in connection with the general financial product advice;
- any relevant associations or relationships we have; and
- our complaints handling procedures and how you may access them.

3. Financial services we are licensed to provide

We hold an Australian Financial Services Licence which authorises us to provide financial product advice in relation to:

- Securities (such as shares, options and notes)

We provide financial product advice by virtue of an engagement to issue a report in connection with a financial product of another person. Our report will include a description of the circumstances of our engagement and identify the person who has engaged us. You will not have engaged us directly but will be provided with a copy of the report as a retail client because of your connection to the matters in respect of which we have been engaged to report.

Any report we provide is provided on our own behalf as a financial services licensee authorised to provide the financial product advice contained in the report.

4. General Financial Product Advice

In our report we provide general financial product advice, not personal financial product advice, because it has been prepared without taking into account your personal objectives, financial situation or needs. You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice. Where the advice relates to the acquisition or possible acquisition of a financial product, you should also obtain a product disclosure statement relating to the product and consider that statement before making any decision about whether to acquire the product.

5. Benefits that we may receive

We charge fees for providing reports. These fees will be agreed with, and paid by, the person who engages us to provide the report. Fees will be agreed on either a fixed fee or time cost basis.

Except for the fees referred to above, neither SIS, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of the report.

6. Remuneration or other benefits received by our employees

SIS has no employees and Stantons International Audit and Consulting Pty Ltd charges a fee to SIS. All Stantons International Audit and Consulting Pty Ltd employees receive a salary. Stantons International Audit and Consulting Pty Ltd employees are eligible for bonuses based on overall productivity but not directly in connection with any engagement for the provision of a report.

7. Referrals

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

8. Associations and relationships

SIS is ultimately a wholly owned subsidiary of Stantons International Audit and Consulting Pty Ltd a professional advisory and accounting practice. From time to time, SIS and Stantons International Audit and Consulting Pty Ltd (that trades as Stantons International) and/or their related entities may provide professional services, including audit, accounting and financial advisory services, to financial product issuers in the ordinary course of its business.

9. Complaints resolution

9.1 Internal complaints resolution process

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. All complaints must be in writing, addressed to:

The Complaints Officer
Stantons International Securities Pty Ltd
Level 2
1 Walker Avenue
WEST PERTH WA 6005

Telephone: 08 9481 3188
Facsimile: 09 9321 1204

When we receive a written complaint we will record the complaint, acknowledge receipt of the complaints within 15 days and investigate the issues raised. As soon as practical, and not more than 45 days after receiving the written complaint, we will advise the complainant in writing of our determination.

9.2 Referral to External Dispute Resolution Scheme

A complainant not satisfied with the outcome of the above process, or our determination, has the right to refer the matter to the Financial Ombudsman Service Limited ("FOSL"). FOSL is an independent company that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about FOSL are available at the FOSL website www.fos.org.au or by contacting them directly via the details set out below.

Financial Ombudsman Service Limited
PO Box 3
MELBOURNE VIC 8007

Toll Free: 1300 78 08 08
Facsimile: (03) 9613 6399

PROXY FORM FOR GENERAL MEETING OF WELCOME STRANGER MINING LIMITED ACN 007 670 386

I/We

being a Member of Welcome Stranger Mining Limited entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the General Meeting to be held at Nicols and Brien, Level 2, 350 Kent Street, Sydney, New South Wales on Monday 29 June 2015 at 11.00am (AEST) and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 - Consolidation of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 - Allotment & Issue of Shares – Syed Akbar Alikhan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 - Allotment & Issue of Shares – MTAC Enterprises Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 - Allotment & Issue of Shares – Good Triumph International Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 - Election of Director – Rizwan Alikhan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 - Election of Director – Rehan Alikhan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 - Election of Director – Poay Meng Tan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your Shares are not to 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 _____%

Signed this day of 2015

Individuals and joint holders

Signature
Signature
Signature

Companies (affix common seal if appropriate)

Director
Director/Company Secretary
Sole Director and Sole Company Secretary

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. 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. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. Details on where to send the forms are listed on Page 3 of this Notice.
7. For any questions or queries, please call George Sim on ph +61 2 9571 8300, or, Steve Nicols on ph +61 2 9299 2289 or fax +61 2 9299 2239 or email steve@benelongcapitalpartners.com.