

CAPITAL MINING LIMITED

ABN 69 104 551 171

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

TIME: 10.00am (AEST)
DATE: Tuesday, 15 September 2015
PLACE: Thomson Geer
Level 25, 1 O'Connell Street
Sydney NSW 2000

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 9481 0389.

CONTENTS

Notice of General Meeting (setting out the proposed Resolution)	3
Explanatory Statement (explaining the proposed Resolution)	5
Glossary	10
Proxy Form	Enclosed

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders of Capital Mining Limited which this Notice of Meeting relates to will be held at 10.00am (AEST) on Tuesday, 15 September 2015 at Thomson Geer, Level 25, 1 O'Connell Street, Sydney NSW 2000.

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed and either:

- post to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia;
- In person at Level 12, 225 George Street, Sydney NSW 2000 Australia ; or
- send on facsimile number +61 2 9290 9655,

so that it is received not later than 10.00am (AEST) on Sunday, 13 September 2015.

Proxy forms received later than this time will be invalid.

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

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

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Capital Mining Limited will be held at 10.00am (AEST) on Tuesday 15 September 2015 at Thomson Geer, Level 25, 1 O'Connell Street, Sydney NSW 2000.

The Explanatory Statement annexed to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

In accordance with Regulation 7.11.37 of the *Corporations Regulations*, the Directors have set a date to determine the identity of those entitled to attend and vote at the General Meeting. For the purposes of determining voting entitlements at the General Meeting, Shares will be taken to be held by the persons who are registered as holding them at 10am (AEST) on Sunday, 13 September 2015. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

RESOLUTION 1 - CONSOLIDATION OF CAPITAL

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

"That for the purposes of Section 254H of the Corporations Act, clause 113.1 of the Constitution, ASX Listing Rules 7.20 and 7.22.1 and for all other purposes, approval is given for the issued share capital of the Company to be consolidated on the basis that:

- (a) every 10 Shares be consolidated into 1 Share; and*
- (b) every 10 Options be consolidated into 1 Option,*

and where this Consolidation results in a fraction of a Share or an Option being held, the Directors be authorised to round that fraction up to the nearest whole Share or Option (as the case may be), with the Consolidation taking effect on the Record Date and otherwise as described in the Explanatory Statement."

RESOLUTION 2 - APPROVAL FOR PLACEMENT OF SHARES

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares, when multiplied by the issue price, will raise up to \$500,000 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary Securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

“That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 38,500,000 Shares on the terms and conditions set out in the Explanatory Statement.”

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

RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

“That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 155,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”

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

BY ORDER OF THE BOARD



Elizabeth Hunt
Company Secretary
7 August 2015

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting of Capital Mining Limited to be held at 10.00am (AEST) on Tuesday, 15 September 2015 at: Thomson Geer, Level 25, 1 O'Connell Street, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting (of which this Explanatory Statement forms a part).

1. RESOLUTION 1: CONSOLIDATION OF CAPITAL

1.1 Background

Resolution 1 seeks Shareholder approval to consolidate the number of Shares and Options on issue on a 1 for 10 basis (**Consolidation**).

The purpose of the Consolidation is to implement a more appropriate capital structure for the Company going forward.

The Company also intends to make a non-renounceable entitlement offer of Shares to Shareholders on the basis of 1 Share for every 10 Shares held at the record date (Entitlement Offer). This Entitlement Offer is scheduled to be completed prior to the date of this General Meeting of Shareholders and therefore any Shares issued pursuant to the Entitlement Offer will be subject to consolidation. Further information of the Entitlement Offer, including the issue price and timetable is set out in the ASX announcement dated 7 August 2015.

1.2 Legal requirements

Section 254H of the Corporations Act and clause 113.1 of the Constitution each provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

Listing Rule 7.22.1 provides that in a consolidation of capital, the number of Options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in inverse proportion to that ratio.

1.3 Fractional Entitlements and Taxation

Not all Security Holders will hold that number of Securities which can be evenly divided by 10. Where a fractional entitlement occurs, the Directors will round that fraction up to the nearest whole Share or Option.

It is not considered that any taxation implications will exist for Security Holders arising from the Consolidation. However, Security Holders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor the Directors (or the Company's advisors) accept any responsibility for the individual taxation implications arising from the Consolidation.

1.4 Holding Statements

From the date of the Consolidation, all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a pre-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities.

It is the responsibility of each Security Holder to check the number of Securities held prior to disposal or exercise (as the case may be).

1.5 Effect on capital structure

The effect of the Consolidation on the capital structure of the Company, as illustrated in the table below, is that each holding of Securities will be reduced by ten times its current level (subject to rounding). In addition, the

exercise price of the Options will be increased by ten times its current level. However, each Security Holder's proportional investment in the Company's capital will remain unchanged as a result of the Consolidation.

SHARES	NUMBER
Shares on issue at the date of this Notice (pre-consolidation)	1,484,155,618
Shares to be issued pursuant to entitlement offer announced 31 July 2015	1,484,155,618
Total Shares on issue at the Record Date for the Consolidation (pre-consolidation) (assuming full subscription under the Entitlement Offer)	2,968,311,236
Total Shares on issue post-Consolidation (assuming full subscription under the Entitlement Offer)	296,831,123
Resolution 2 (Placement of Shares)	25,000,000*
Total Shares on issue post-Consolidation and completion of post-Consolidation issues	321,831,123

*Assumes issue of \$500,000 Shares at \$0.02 per Share on a post-Consolidation basis.

All of the existing Options which are on issue by the Company have been issued on terms which permit them to be changed to the extent necessary to comply with the Listing Rules applying to a reconstruction of capital at the time of the reconstruction.

Post-Consolidation, the Company will have the following Options on issue (assuming no further Options have been issued and no existing Options have been converted into Shares):

	Number (pre-Consolidation)	Number (post-Consolidation)	Pre-consolidated Option exercise price	Post-consolidated Option exercise price
31 December 2016	269,336,524	26,933,652	\$0.02	\$0.20

1.6 Timetable

The indicative timetable for the Consolidation is as follows:

Event	Date
General Meeting to approve Consolidation	15 September 2015
Notification to ASX that Shareholders have approved Consolidation	15 September 2015
Last day for trading in pre-Consolidation Securities	16 September 2015
Trading in post-Consolidation Securities on a deferred settlement basis commences	17 September 2015
Last day to register transfers on a pre-Consolidation basis (Record Date)	21 September 2015
First day for Company to register Securities on a post-Consolidation basis and for issue of holding statements	22 September 2015
Issue date Deferred settlement market ends Last day for Securities to be entered into the Security Holders' security holdings and for Company to send notice to each Security Holder	28 September 2015
Normal trading in post-Consolidation Securities commences	29 September 2015

2. RESOLUTION 2: APPROVAL FOR PLACEMENT OF SHARES

2.1 General

Resolution 2 seeks Shareholder approval for the issue of that number of Shares, when multiplied by the issue price on a post-Consolidation basis, will raise up to \$500,000 (before costs) (**Placement**).

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

The effect of Resolution 2 will be to allow the Company to issue the Shares under the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX).

2.2 Technical information required by ASX Listing Rule 7.1

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

- (a) the maximum number of Shares to be issued is up to that number of Shares which, when multiplied by the issue price (on a post-Consolidation basis), equals \$500,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur progressively;
- (c) the issue price will be calculated on a post-Consolidation basis at not less than 80% of the average market price for Shares calculated over the 5 days on which sales in the Shares were recorded before the date on which the issue is made or, if there is a prospectus, over the last 5 days on which sales in the Securities were recorded before the date the prospectus is signed in accordance with Listing Rule 7.3.3;
- (d) the person to whom the Shares will be issued are not, as yet, identifiable, but will be subscribers to be identified by the Company and any brokers appointed by the Company to manage the issue. None of the persons will be related parties of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the Company intends to allocate funds, assuming the full \$500,000 is raised, to working capital, corporate overheads, exploration programs and review of other project opportunities.

2.3 Dilutionary Effect

The dilutionary effect which the proposed issue of the Shares under the Placement will have on current Shareholders will be dependent upon the actual price at which Shares are issued. The table illustrated below gives an example of the dilutionary effect the future issue may have on current Shareholders based on possible prices (\$0.016, \$0.02 and \$0.024) at which the Share issue may take place (the actual number of Shares which will be issued will depend upon the Company's share price at the time the issues are made and cannot therefore be determined at this time):

	Issue Price		
	\$0.016	\$0.020	\$0.024
Shares on issue (post-Consolidation)*	296,831,123	296,831,123	296,831,123
Shares issued under Placement	31,250,000	25,000,000	20,833,333
Total	328,081,123	321,831,123	317,664,456
Dilution	10.53%	8.42%	7.02%

** Assumes that no other Shares are issued (other than under the Rights Issue, assuming the Rights Issue is fully subscribed) and none of the existing Options have been converted into Shares.*

3. RESOLUTION 3: RATIFICATION OF PRIOR ISSUE OF SHARES

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 38,500,000 Shares on the terms set out below ('Ratification').

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

3.1 ASX Listing Rule 7.4

Under Chapter 7 of the Listing Rules, there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities.

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

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Approval is sought under Resolution 3 to allow the Company to ratify the issue of the 38,500,000 Shares issued on 13 February 2015 and not previously approved by Shareholders pursuant to ASX Listing Rule 7.4. The reason for an approval under ASX Listing Rule 7.4 is to reinstate the Company's capacity to issue up to 15% of its issued Shares without the approval of its Shareholders in any 12 month period.

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the share issue, the subject of Resolution 4 in accordance with ASX Listing Rule 7.5:

- (a) the number of securities issued by the Company was 38,500,000 Shares;
- (b) those Shares were issued and allotted on 13 February 2015;
- (c) the Shares were issued at \$0.004 each;
- (d) the issued Shares are fully paid ordinary shares and rank equally with the existing Shares on issue;
- (e) the recipient of the Shares were private subscribers none of which are a related party of the Company; and
- (f) \$154,000 in cash was raised via the issue of the Shares which has been used to pay various creditors.

3.2 Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 3. The Board believes that the ratification of the Share issue the subject of Resolution 3 is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 3 as it provides the Company with the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without shareholder approval.

4. RESOLUTION 4: RATIFICATION OF PRIOR ISSUE OF SHARES

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 155,000,000 Shares on the terms set out below ('Ratification').

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.1 ASX Listing Rule 7.4

Under Chapter 7 of the Listing Rules, there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities.

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

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Approval is sought under Resolution 4 to allow the Company to ratify the issue of the 155,000,000 Shares issued on 28 July 2015 and not previously approved by Shareholders pursuant to ASX Listing Rule 7.4. The reason for an approval under ASX Listing Rule 7.4 is to reinstate the Company's capacity to issue up to 15% of its issued Shares without the approval of its Shareholders in any 12 month period.

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the share issue, the subject of Resolution 4 in accordance with ASX Listing Rule 7.5:

- (a) the number of securities issued by the Company was 155,000,000 Shares;
- (b) those Shares were issued and allotted on 28 July 2015;
- (c) the Shares were issued at \$0.0005 each;
- (d) the issued Shares are fully paid ordinary shares and rank equally with the existing Shares on issue;
- (e) the recipient of the Shares was Chapmans Limited, which is not a related party of the Company; and
- (f) \$77,500 in cash was raised via the issue of the Shares which has been used to pay various creditors.

4.2 Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 4. The Board believes that the ratification of the Share issue the subject of Resolution 4 is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 4 as it provides the Company with the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without shareholder approval.

GLOSSARY

For assistance in considering the Notice and accompanying Explanatory Memorandum, the following words are defined here:

\$ means the official currency of the Commonwealth of Australia.

AEST means Australian Eastern Standard Time.

ASX means ASX Limited (ACN 008 624 691).

Board means the board of Directors of the Company.

Chairman means the chairman of the General Meeting.

Company means Capital Mining Limited (ACN 104 551 171).

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Commonwealth).

Corporations Regulations means the *Corporations Regulations 2011* (Commonwealth).

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum enclosed with, and comprising part of, this notice of general meeting.

General Meeting means the meeting convened by the Notice.

Listing Rules means the Listing Rules of the ASX.

Notice means this notice of general meeting.

Option means a listed option to acquire a Share(s).

Proxy Form means the proxy form enclosed with the Notice.

Resolutions means the resolutions proposed in the Notice.

Security or Securities means a Share and/or Option.

Security Holder means a holder of a Security.

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

Shareholder means a registered holder of a Share.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

☎ **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00 am (AEST) on Sunday 13th September 2015.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00 am (AEST) on Sunday, 13th September 2015.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

☎ **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Company Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at the **Thomson Geer, Level 25, 1 O'Connell Street, Sydney NSW 2000 on Tuesday, 15th September 2015 at 10:00am** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval For Placement of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Prior Issue of 38,500,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Prior Issue of 155,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2015