

10 June 2016

**NOTICE OF GENERAL MEETING/PROXY FORM**

**Mount Ridley Mines Limited** (ASX: MRD) (or “the **Company**”) advises that the attached Notice of General Meeting and Proxy Form has been dispatched to shareholders today, 10 June 2016.

For and on behalf of the Board

A handwritten signature in black ink, appearing to read 'KB', written over a light blue horizontal line.

Mr Keith Bowker  
**Company Secretary**

**MOUNT RIDLEY MINES LIMITED**  
**ACN 092 304 964**

**NOTICE OF GENERAL MEETING**

**AND**

**EXPLANATORY MEMORANDUM**

**IMPORTANT INFORMATION**

*This is an important document that should be read in its entirety.  
If you do not understand it you should consult your professional advisers without delay.*

*If you wish to discuss any aspect of this document with the Company please contact  
Mr Keith Bowker on telephone (+61 8) 9481 0544.*

**MOUNT RIDLEY MINES LIMITED  
ACN 092 304 964**

**NOTICE OF GENERAL MEETING**

Notice is hereby given that the General Meeting of the Shareholders of Mount Ridley Mines Limited will be held at HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia 6000 at 10.00 am (WST) on 11 July 2016 to conduct the following business and to consider, and if thought fit, to pass the following Resolutions.

**AGENDA**

**ORDINARY BUSINESS**

**RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER PLACEMENT – LISTING RULE 7.1**

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

*“That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders ratify the allotment and issue of 123,776,197 Shares on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue, and any associates of such a person. 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 2 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER PLACEMENT – LISTING RULE 7.1A**

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

*“That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders ratify the allotment and issue of 15,000,003 Shares on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue, and any associates of such a person. 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 – ISSUE OF NEW OPTIONS**

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

*“That, for the purpose of Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue up to 69,388,100 unlisted options to acquire one Share with an exercise price of \$0.025 and an expiry date of 30 June 2017 (“**New Options**”) to placees under the Placement, on the terms and conditions set out in the Explanatory Memorandum.”*

**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, 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 – ISSUE OF OPTIONS TO BROKERS**

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

*“That, for the purpose of Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue up to 20,000,000 free unlisted options with an exercise price of \$0.025 and an expiry date of 30 June 2017 to Australian Financial Services Licencees who participated in the Placement (“**Broker Options**”) on the terms and conditions set out in the Explanatory Memorandum.”*

**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, 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.

**DATED THIS 8<sup>th</sup> day of June 2016**

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read 'KB' followed by a stylized flourish.

**KEITH BOWKER  
COMPANY SECRETARY**

**Notes:****Definitions**

Terms which are used in this Notice and which are defined in Section 5 of the Explanatory Memorandum have the meanings ascribed to them therein.

**Note**

If you have recently changed your address or if there is any error in the name and address used for this notice please notify the Company Secretary. In the case of a corporation, notification is to be signed by a director or company secretary.

**Proxies**

A Shareholder who is entitled to vote at this Meeting has a right to appoint a proxy and should use the proxy form enclosed with this notice. The proxy need not be a Shareholder of the Company and can be an individual or a body corporate.

A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of this appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A Shareholder 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 a Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, section 249X of the Corporations Act will take effect so that each proxy may exercise half of the votes (ignoring fractions).

A proxy's authority to speak and vote for a Shareholder at the meeting is suspended if the Shareholder is present at the meeting.

The proxy form must be signed and dated by the Shareholder or the Shareholder's attorney. Joint Shareholders must each sign.

Proxy forms and the original or a certified copy of the power of attorney (if the proxy form is signed by an attorney) must be received:

- at PO Box 535, Applecross, WA, 6953; or
- on facsimile number (+61 8) 9315 2233,

not later than 10.00am (WST) on 9 July 2016.

Pursuant to regulation 7.11.37 of the Corporations Regulations, the Board has determined that the shareholding of each Shareholder for the purposes of ascertaining the voting entitlements for the Meeting will be as it appears in the share register at 10.00am (WST) on 9 July 2016.

**Bodies Corporate**

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. The appointment may be a standing one.

Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

**MOUNT RIDLEY MINES LIMITED**  
**ACN 092 304 964**

**EXPLANATORY MEMORANDUM**

This Explanatory Memorandum forms part of a Notice convening the General Meeting of Shareholders of Mount Ridley Mines Limited to be held at HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia 6000 at 10.00am (WST) on 11 July 2016. This Explanatory Memorandum is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the Resolutions proposed. Certain terms used in the Notice and Explanatory Memorandum are defined in Section 5.

**1. RESOLUTION 1 - RATIFICATION OF THE ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1**

**1.1 Background**

On 18 April 2016, the Company issued 138,776,200 Shares at an issue price of \$0.01 per share to raise \$1,387,762 (before costs) (“**Placement**”). Part of the placement of shares (123,776,197 shares) were issued using the Company’s 15% capacity to issue securities without shareholder approval under Listing Rule 7.1. The balance of the shares (15,000,003 shares) were issued using the Company’s 10% capacity to issue securities under Listing Rule 7.1A.

Resolution 1 seeks Shareholder approval for the ratification of the issue of 123,776,197 Shares issued under the Company’s 15% capacity under Listing Rule 7.1.

**1.2 Listing Rules Chapter 7**

Listing Rule 7.1 provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the company’s ordinary securities then on issue.

Listing Rule 7.2 sets out the exceptions to Listing Rules 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 and/or Listing Rule 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 or 7.1A) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

By ratifying the issue of the Shares the subject of Resolution 1, the Company will retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, and the 10% capacity under Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

Resolution 1 is an ordinary resolution.

**1.3 Information Required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Shares the subject of Resolution 1:

- (a) 123,776,197 Shares were issued at an issue price of \$0.01 per Share;
- (b) The Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company’s existing Shares;
- (c) The Shares were issued to investors who were eligible to be made offers without disclosure under an exemption under section 708 of the Corporations Act.
- (d) The funds raised from the issue (being in total \$1,387,762 (before costs)) will be used towards further exploration on the Fraser Range Project and for working capital purposes.

The Directors of the Company believe that Resolution 1 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

## **2. RESOLUTION 2 - RATIFICATION OF THE ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1A**

### **2.1 Background**

On 18 April 2016, the Company undertook the Placement. Part of the placement of shares (123,776,197 shares) were issued using the Company's 15% capacity to issue securities without shareholder approval under Listing Rule 7.1. The balance of the shares (15,000,003 shares) were issued using the Company's 10% capacity to issue securities under Listing Rule 7.1A.

Resolution 2 seeks Shareholder approval for the ratification of the issue of 15,000,003 Shares issued under the Company's 10% capacity under Listing Rule 7.1A.

### **2.2 Listing Rules Chapter 7**

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting ("**10% Placement Facility**"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking Shareholder approval for the ratification of the issue 15,000,003 Shares issued under the 10% Placement Facility.

The primary purpose for the 10% Placement Facility was to enable the Company to raise additional capital without additional regulatory impediments to enable it to continue exploration of the Fraser Range Project.

By ratifying the issue of the Shares the subject of Resolution 2, the Company will retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, and the 10% capacity under Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

The Directors of the Company believe that Resolution 2 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 2 is an ordinary resolution.

### **2.3 Information Required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Shares the subject of Resolution 2:

- (a) 15,000,003 Shares were issued at an issue price of \$0.01 per Share;
- (b) The Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) The Shares were issued to investors who were eligible to be made offers without disclosure under an exemption under section 708 of the Corporations Act.
- (d) The funds raised from the issue (being in total \$1,387,762 (before costs)) will be used towards further exploration on the Fraser Range Project and for working capital purposes.

The Directors of the Company believe that Resolution 2 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

### **3. RESOLUTION 3 - APPROVAL OF ISSUE OF NEW OPTIONS**

#### **3.1 Background**

On 18 April 2016, the Company undertook the Placement. As part of the Placement the Company agreed, subject to shareholder approval, to issue attaching unlisted options on a 1 for 2 basis to placees under the Placement. Accordingly, the Company seeks approval to issue up to 69,388,100 New Options to acquire one Share with an exercise price of \$0.025 and an expiry date of 30 June 2017. Approval is sought for the purposes of Listing Rule 7.1. The effect of passing Resolution 3 will be to allow the Directors to issue the New Options in accordance with this Resolution without those securities being included in the in the Company's 15% placement capacity.

Resolution 3 seeks Shareholder approval to issue up to 69,388,100 New Options pursuant to Listing Rule 7.1.

#### **3.2 Listing Rules Chapter 7**

Listing Rule 7.1 provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the company's ordinary securities then on issue. For the purpose of Listing Rule 7.1, the issue of a convertible security is treated as an issue of the capital of the Company on a fully converted basis.

If Resolution 3 is approved, the New Options issued may be treated by the Company as having been made with approval under Listing Rule 7.1. The Company will therefore be able to issue additional Equity Securities without the options the subject of Resolution 3 (and any Shares issued upon exercise of such options) counting towards the 15% threshold for the purposes of Listing Rule 7.1.

Resolution 3 is an ordinary resolution.

#### **3.3 Resolution 3 - Information Required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the issue of the New Options the subject of Resolution 3:

- (a) The Company will issue a maximum of 69,388,100 New Options;
- (b) The New Options will be issued for nil consideration;
- (c) The New Options will be issued to professional and / or sophisticated investors who participated in the Placement;
- (d) The New Options have an exercise price of \$0.025 and an expiry date of 30 June 2017 and are otherwise on the terms set out in Schedule A;
- (e) No funds will be raised from the issue of the New Options. It is anticipated that any funds raised from the exercise of the New Options (if this occurs) will be used for working capital. There is no guarantee that the New Options will be exercised at all; and
- (f) If shareholder approval is obtained, the allotment of the New Options will occur progressively and within three months of the date of the extraordinary general meeting.

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.



## **4. RESOLUTION 4 – APPROVAL OF ISSUE OF OPTIONS TO BROKERS**

### **4.1 Background**

The Company is to issue 20,000,000 unlisted options with an exercise price of \$0.025 and an expiry date of 30 June 2017 to Australian Financial Services Licencees who participated in the Placement. The Broker Options are issued as consideration for brokerage services associated with the Placement.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 to issue up to 20,000,000 Broker Options. The effect of passing Resolution 4 will be to allow the Directors to issue the Broker Options in accordance with this Resolution without those securities being included in the Company's 15% placement capacity.

### **4.2 Listing Rules Chapter 7**

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Broker Options. A summary of Listing Rule 7.1 has been provided in Section 3.2 of this Explanatory Memorandum.

If Resolution 4 is approved, the Broker Options issued may be treated by the Company as having been made with approval under Listing Rule 7.1. The Company will therefore be able to issue additional Equity Securities without the options the subject of Resolution 4 (and any Shares issued upon exercise of such options) counting towards the 15% threshold for the purposes of Listing Rule 7.1.

### **4.3 Resolution 4 - Information Required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the issue of the Broker Options the subject of Resolution 4:

- (a) The Company will issue a maximum of 20,000,000 options;
- (b) The Broker Options will be issued as consideration for brokerage services associated with the Placement;
- (c) The Broker Options will be issued to Australian Financial Services Licencees;
- (d) The Broker Options have an exercise price of \$0.025 and an expiry date of 30 June 2017 and on the terms and conditions set out in Schedule B;
- (e) No funds will be raised from the issue of the Broker Options. It is anticipated that any funds raised from the exercise of the Broker Options (if this occurs) will be used for working capital. There is no guarantee that the Broker Options will be exercised at all; and
- (f) If shareholder approval is obtained, the allotment of the Broker Options will occur progressively and within three months of the date of the extraordinary general meeting.

The Directors of the Company believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

## 5. DEFINITIONS

In this Notice and Explanatory Memorandum:

“**ASX**” means ASX Limited ACN 008 624 691;

“**Board**” means the board of Directors;

“**Broker Options**” means an option to acquire one Share with an exercise price of \$0.025 and an expiry date of 30 June 2017 the subject of Resolution 4 and as set out in Schedule B;

“**Chairman**” means the chairman of the Board;

“**Company**” means Mount Ridley Mines Limited (ACN 092 304 964);

“**Constitution**” means the constitution of the Company;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a director of the Company;

“**Equity Securities**” has the same meaning as in the Listing Rules;

“**Explanatory Memorandum**” means this Explanatory Memorandum;

“**Listing Rules**” means the official listing rules of the ASX;

“**New Options**” means an option to acquire one Share with an exercise price of \$0.025 and an expiry date of 30 June 2017 the subject of Resolution 3 and as set out in Schedule A;

“**Notice**” and “**Notice of Meeting**” means the notice of meeting to which this Explanatory Memorandum is attached;

“**Option**” means an option to acquire one Share and “**Optionholder**” has a corresponding meaning;

“**Placement**” has the meaning given to it in Section 1.1;

“**Resolution**” means a resolution set out in this Notice;

“**Schedule**” means a schedule to this Notice and Explanatory Memorandum;

“**Section**” means a section of this Explanatory Memorandum;

“**Share**” means an ordinary fully paid ordinary share in the capital of the Company and “**Shareholder**” has a corresponding meaning;

“**Trading Day**” has the meaning ascribed to that term in the Listing Rules;

“**WST**” means Western Standard Time.

## Schedule A

### TERMS & CONDITIONS OF NEW OPTIONS

- (a) Each Option gives the Optionholder the right to subscribe for one Share.
- (b) The Options will expire at 5:00pm (WST) on 30 June 2017 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse.
- (c) The amount payable upon exercise of each Option is \$0.025 (**Exercise Price**).
- (d) The Options held by each Optionholder may be exercised in whole or in part.
- (e) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
  - (i) a written notice of exercise of Options specifying the number of Options being exercised (**Exercise Notice**); and
  - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised.
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (h) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (i) The Company will not apply for quotation of the Options on ASX.
- (j) The Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining the entitlements to participate in any such issue.
- (m) Other than as contemplated by paragraph (k), an Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

## Schedule B

### TERMS & CONDITIONS OF BROKER OPTIONS

- (a) Each Option gives the Optionholder the right to subscribe for one Share.
- (b) The Options will expire at 5:00pm (WST) on 30 June 2017 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse.
- (c) The amount payable upon exercise of each Option is \$0.025 (**Exercise Price**).
- (d) The Options held by each Optionholder may be exercised in whole or in part.
- (e) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
  - (i) A written notice of exercise of Options specifying the number of Options being exercised (**Exercise Notice**); and
  - (ii) A cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised.
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (h) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (i) The Company will not apply for quotation of the Options on ASX.
- (j) The Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining the entitlements to participate in any such issue.
- (m) Other than as contemplated by paragraph (k), an Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

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ACN: 092 304 964

REGISTERED OFFICE:  
UNIT 1  
56 KINGS PARK ROAD  
WEST PERTH WA 6005

SHARE REGISTRY:  
Security Transfer Registrars Pty Ltd  
All Correspondence to:  
PO BOX 535, APPLECROSS WA 6953  
AUSTRALIA  
770 Canning Highway, APPLECROSS WA 6153  
AUSTRALIA  
T: +61 8 9315 2333 F: +61 8 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

«EFT\_REFERENCE\_NUMBER»

«Company\_code» «Sequence\_number»

«Holder\_name»  
«Address\_line\_1»  
«Address\_line\_2»  
«Address\_line\_3»  
«Address\_line\_4»  
«Address\_line\_5»

Code:

Holder Number:

**PROXY FORM**

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE ONLINE**

Lodge your proxy vote securely at [www.securitytransfer.com.au](http://www.securitytransfer.com.au)

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

**SECTION A: Appointment of Proxy**

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson **OR**

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting 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) at the General Meeting of the Company to be held at 10:00am WST on Monday 11 July 2016 at HLB Mann Judd, Level 4, 130 Stirling Street, Perth WA 6000 and at any adjournment of that meeting.

**SECTION B: Voting Directions**

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain*
1. RATIFICATION OF PRIOR ISSUE OF SHARES UNDER PLACEMENT - LISTING RULE 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. RATIFICATION OF PRIOR ISSUE OF SHARES UNDER PLACEMENT - LISTING RULE 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. ISSUE OF NEW OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. ISSUE OF OPTIONS TO BROKERS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. \* 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 votes will not be counted in computing the required majority on a poll.

**SECTION C: Signature of Security Holder(s)**

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder  Sole Director & Sole Company Secretary

Security Holder 2  Director

Security Holder 3  Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 10:00am WST on Saturday 9 July 2016.



My/Our contact details in case of enquiries are:

Name:

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Number:

( 

--	--

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**1. NAME AND ADDRESS**

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

**2. APPOINTMENT OF A PROXY**

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

**3. DIRECTING YOUR PROXY HOW TO VOTE**

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

**4. APPOINTMENT OF A SECOND PROXY**

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or 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 of your votes; and
- b) Return both forms in the same envelope.

**5. SIGNING INSTRUCTIONS**

**Individual:** where the holding is in one name, the Shareholder must sign.

**Joint Holding:** where the holding is in more than one name, all of the Shareholders must sign.

**Power of Attorney:** to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

**6. LODGEMENT OF PROXY**

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

**Security Transfer Registrars Pty Ltd**

<b>Online</b>	www.securitytransfer.com.au
<b>Postal Address</b>	PO BOX 535 Applecross WA 6953 AUSTRALIA
<b>Street Address</b>	Alexandrea House Suite 1, 770 Canning Highway Applecross WA 6153 AUSTRALIA
<b>Telephone</b>	+61 8 9315 2333
<b>Facsimile</b>	+61 8 9315 2233
<b>Email</b>	registrar@securitytransfer.com.au

**PRIVACY STATEMENT**

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

