

ASX ANNOUNCEMENT

Notice of General Meeting

Letter to Shareholders

5 May 2016

Dear Shareholder,

I enclose a copy of a Notice of Meeting, Explanatory Memorandum and Proxy Form for a General Meeting of Walkabout Resources Ltd to be held Tuesday, 7 June 2016, which has been despatched today.

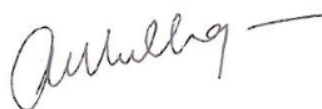
The fast-tracked Lindi Jumbo Graphite Project development plan is progressing according to schedule with minor slippage being recorded only in the area of site hydrology and geotechnical studies. These issues are expected to be dealt with during the third quarter of this calendar year. Furthermore, we are excited about despatching geology teams to our new Lithium Projects in Tanzania and Namibia as soon as these licences have been approved.

The General Meeting has been called in order to ratify the share issues that were required as a result of the capital raising of February and March this year.

The Board considers the preservation of cash as a priority during these austere times. With this in mind, two Directors and the Company Secretary have agreed to be partially remunerated for Directors and Contract Fees in shares of the Company for the period 1 April to 30 June 2016. This allowance is to a maximum of \$30,000 per individual and the price per share will be calculated according to the 5 day VWAP at the time of issuing the shares.

We have also requested that Shareholders vote to allow the Company to remunerate some contractors by way of shares instead of by cash if the contractors are amenable to such an arrangement.

Regards,



Allan Mulligan
Managing Director
allanm@wkt.com.au
+61 8 6298 7500 (T)

WALKABOUT RESOURCES LTD

ACN 119 670 370

NOTICE OF GENERAL MEETING

TIME: 1.00PM (WST)

DATE: Tuesday, 7 June 2016

PLACE: Level 3, 681 Murray Street, West Perth, WA Australia

This Notice of Meeting 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 +61 8 6298 7500.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at Level 3, 681 Murray Street, West Perth, WA on 7 June, 2016 at: 1.00PM (WST)

Your vote is important

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

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 1.00PM (WST) on 5 June 2016.

Voting in person

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

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

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

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE – PLACEMENT 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 7.4 and for all other purposes, Shareholders ratify the issue of 67,500,000 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.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE – SHARE PURCHASE PLAN SHORTFALL 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 7.4 and for all other purposes, Shareholders ratify the issue of 139,235,269 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.

3. RESOLUTION 3 - ISSUE OF SHARES IN LIEU OF REMUNERATION AND DIRECTOR'S FEES TO RELATED PARTY – ANDREW CUNNINGHAM

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 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to \$30,000 worth of Shares to Andrew Cunningham (or his nominee) in lieu of Director's fees and contract remuneration on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Andrew Cunningham (and his nominee) and any of their associates. 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (i) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

4. RESOLUTION 4 - ISSUE OF SHARES IN LIEU OF CONTRACT AND DIRECTOR'S FEES TO RELATED PARTY – THOMAS MURRELL

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 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to \$30,000 worth of Shares to Thomas Murrell (or his nominee) in lieu of Director's fees on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Thomas Murrell (and his nominee) and any of their associates. 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

5. RESOLUTION 5 – ISSUE OF SHARES IN LIEU OF CONTRACT AND COMPANY SECRETARIAL FEES TO COMPANY SECRETARY, KIM FRANCE

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 \$30,000 worth of Shares in lieu of contract remuneration and company secretarial fees 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.

6. RESOLUTION 6 – PLACEMENT OF CONSULTANT 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 20,000,000 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 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.

Dated: 5 May 2016
By order of the Board

Kim France
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF SHARES

1.1 General

As announced on 9 February 2016, the Company completed a private placement of 67,500,000 Shares to professional and sophisticated investors at an issue price of \$0.0032 to raise approximately \$216,000 (**Private Placement**). The purpose of the issue was to provide funds for the Company's Lindi Jumbo graphite project in Tanzania and for working capital.

Further, the Company announced on 16 March 2016 that the shortfall under its recent Share Purchase Plan (**SPP Shortfall**) had been fully subscribed and placed to professional and sophisticated investors of Taylor Collison. A total of 139,235,269 Shares were issued at the same price as the Share Purchase Plan which raised \$445,553.

Resolutions 1 and 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares under the Private Placement and the SPP Shortfall (**Ratification**).

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.

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.

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

1.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 67,500,000 Shares were issued under the Private Placement and 139,235,269 Shares were issued under the SPP Shortfall;
- (b) the issue price was \$0.0032 per Share for both the Private Placement and the SPP Shortfall;
- (c) the Shares issued 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;
- (d) the Shares were issued to professional and sophisticated investors. None of these subscribers are related parties of the Company; and

- (e) the funds raised from this issue were used for the Company's Lindi Jumbo graphite project in Tanzania and for working capital.

2. RESOLUTIONS 3 AND 4 – ISSUE OF SHARES TO RELATED PARTIES IN LIEU OF FEES

2.1 General

The Board have agreed that cash preservation at this time is of critical importance to the Company while the early stages of project development at the Lindi Jumbo Graphite Project is progressing. Consequently, Directors, Andrew Cunningham and Thomas Murrell (**Related Parties**), have elected to receive some of their fees in shares of the Company in order to assist in cash preservation. . The intention of Resolutions 3 and 4 is to offset income liabilities that arise during the period during which these resolutions are valid.

The Company has agreed, subject to obtaining Shareholder approval, to issue to the Related Parties Shares in lieu of Director fees (**Related Party Shares**) as follows:

- (a) Andrew Cunningham (or his nominee) is to be issued up to \$30,000 worth of Shares in satisfaction of unpaid contract remuneration and Director fees owed to Mr Cunningham for the period 1 April 2016 to 30 June 2016; and
- (b) Thomas Murrell (or his nominee) is to be issued up to \$30,000 worth of Shares in satisfaction of unpaid contract and Director fees owed to Mr Murrell for the period 1 April 2016 to 30 June 2016.

The issue price for the Related Party Shares will be, with respect to Related Party Shares issued in lieu of salary or Director fees accrued in a particular month, equal to the VWAP for the Shares on the ASX over the last 5 trading days on which sales in the Shares were recorded before the date of the proposed issue.

Set out below are worked examples of the number of Related Party Shares that may be issued to the Related Parties based on issue prices of \$0.006, \$0.007 and \$0.008 (assuming no further Shares are issued or Options exercised).

Director	Assumed Issue Price	Maximum Amount of Fees Offset	Maximum Number of Shares ¹	Dilution effect on existing Shareholders ¹
A Cunningham	\$0.006	\$30,000	5,000,000	0.291%
	\$0.007	\$30,000	4,285,714	0.250%
	\$0.008	\$30,000	3,750,000	0.220%
T Murrell	\$0.006	\$30,000	5,000,000	0.291%
	\$0.007	\$30,000	4,285,714	0.250%
	\$0.008	\$30,000	3,750,000	0.220%

Note:

1. Assumes that no other Shares are issued under Resolutions 3 and 4.

The Company has applied for a waiver of ASX Listing Rule 10.13.5 to enable the Related Party Shares to have an issue price based on the above formula rather than stating an exact issue price in the Notice.

Resolutions 3 and 4 seeks Shareholder approval for the grant of the Related Party Shares to the Related Parties (or their nominees). To the extent Shareholders do not approve the

issue of the Related Party Shares, the Related Parties will be entitled to be paid their respective salary and director fees in cash for the relevant periods.

Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (c) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (d) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of Related Party Shares constitutes giving a financial benefit and the Related Parties are related parties of the Company by virtue of being Directors.

It has been considered that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Related Party Shares to the Related Parties because the agreement to grant Related Party Shares in satisfaction of Director fees and/or salary is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

2.2 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the grant of the Related Party Shares involves the issue of securities to related parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

2.3 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 3 and 4:

- (a) the Related Party Shares will be granted to Messrs Andrew Cunningham and Thomas Murrell (or their nominees);
- (b) the maximum number of Related Party Shares to be issued is as follows:
 - (i) up to \$30,000 worth of Shares in satisfaction of unpaid contract remuneration and Director fees owed to Mr Andrew Cunningham during the period 1 April 2016 to 30 June 2016 ; and
 - (ii) up to \$30,000 worth of Shares in satisfaction of unpaid contract and Director fees owed to Mr Thomas Murrell for the period 1 April 2016 to 30 June 2016.
- (c) The issue price for the Related Party Shares will be, with respect to Related Party Shares issued in lieu of salary or Director fees accrued in a particular

month, equal to the VWAP for the Shares on the ASX over the last 5 trading days on which sales in the Shares were recorded before the date of the proposed issue;

- (d) the Related Party Shares will be granted 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) and it is intended that issue of the Shares will occur on the same date;
- (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 Related Party Shares will be issued for nil cash consideration, accordingly no funds will be raised.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Related Party Shares as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Related Party Shares to the Related Parties (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

3. RESOLUTION 5 – ISSUE OF SHARES IN LIEU OF CONTRACT AND COMPANY SECRETARIAL FEES TO COMPANY SECRETARY, KIM FRANCE

3.1 General

The Directors have agreed that Mr Kim France will be issued up to \$30,000 worth of Shares in lieu of contract and company secretarial fees. The Company is intent of preserving as much cash as possible for use on the development of the Lindi Jumbo Graphite Project and the Directors and Company Secretary have agreed to forego some remuneration in lieu of receiving company shares instead.

Resolution 5 seeks Shareholder approval for the issue of up to \$30,000 worth of Shares in consideration for contract and company secretarial fees.

A Summary of ASX Listing Rule 7.1 is set out in section 1.1 above.

The effect of Resolution 5 will be to allow the Company to issue the Shares pursuant to the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

3.2 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 Consultant Placement:

- (a) the maximum number of Shares to be issued is up to \$30,000 worth of Shares divided the VWAP for the Shares on the ASX over the last 5 trading days on which sales in the Shares were recorded before the date of the proposed issue;
- (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 Shares will be issued for nil cash consideration as they will be issued in lieu of contract and company secretarial fees for professional services provided by Mr France;
- (d) the Shares will be issued to Mr Kim France, who is not a related party 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) no funds will be raised from the issue as the Shares are being issued in lieu of contract and company secretarial fees.

4. RESOLUTION 6 – PLACEMENT OF CONSULTANT SHARES

4.1 General

Resolution 6 seeks Shareholder approval for the issue of 20,000,000 Shares in consideration for technical and professional services provided by various specialist consultant and technical experts working on the Lindi Jumbo Graphite Project (**Consultant Placement**).

A Summary of ASX Listing Rule 7.1 is set out in section 1.1 above.

The effect of Resolution 6 will be to allow the Company to issue the Shares pursuant to the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

4.2 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 Consultant Placement:

- (a) the maximum number of Shares to be issued is 20,000,000;
- (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 Shares will be issued for nil cash consideration in satisfaction of contract services provided by various specialist consultant and technical experts working on the Lindi Jumbo Graphite Project;
- (d) the Shares will be issued to specialist consultant and technical experts working on the Lindi Jumbo Graphite Project, who are not 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) no funds will be raised from the Consultant Placement as the Shares are being issued in consideration for technical and professional services provided by various specialist consultant and technical experts working on the Lindi Jumbo Graphite Project.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Walkabout Resources Ltd (ACN 119 670 370).

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 accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

«EFT_REFERENCE_NUMBER»

«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

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

Code:

WKT

Holder Number:

«HOLDER_NUM

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.

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 1:00pm WST on Tuesday 7 June 2016 at Level 3, 681 Murray Street, West Perth WA 6005 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.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 3 and 4 (except where I/we have indicated a different voting intention below) even though Resolutions 3 and 4 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

RESOLUTION	For	Against	Abstain*
1. RATIFICATION OF PRIOR ISSUE PLACEMENT SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. RATIFICATION OF PRIOR ISSUE - SHARE PURCHASE PLAN SHORTFALL SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. ISSUE OF SHARES IN LIEU OF REMUNERATION AND DIRECTOR'S FEES TO RELATED PARTY – ANDREW CUNNINGHAM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. ISSUE OF SHARES IN LIEU OF CONTRACT AND DIRECTOR'S FEES TO RELATED PARTY – THOMAS MURRELL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. ISSUE OF SHARES IN LIEU OF CONTRACT AND COMPANY SECRETARIAL FEES TO COMPANY SECRETARY, KIM FRANCE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. PLACEMENT OF CONSULTANT SHARES	<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

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 1:00pm WST on Sunday 5 June 2016.



My/Our contact details in case of enquiries are:

Name:

Number:

()

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.

Security Transfer Registrars Pty Ltd

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Email 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.

