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Company Announcements
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

9 September 2016

NOTICE OF GENERAL MEETING

Attached is the Notice of Meeting and proxy form for a general meeting of shareholders to be held on 11 October 2016.

This notice was mailed to all shareholders today.

A handwritten signature in black ink, appearing to read "Ian K White", written over a horizontal line.

.....
Ian K White
Company Secretary

BLIGH RESOURCES LIMITED**ACN 130 964 162****NOTICE OF GENERAL MEETING**

TIME: 11.00am (Sydney time)
DATE: 11 October 2016
PLACE: BDO
Level 11
1 Margaret Street
Sydney, New South Wales

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 (0) 416 026 790

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 11.00am (Sydney time) on 11 October 2016 at:

BDO
Level 11
1 Margaret Street
Sydney, New South Wales

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 7.00pm (Sydney time) on 9 October 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 OF CONVERTIBLE NOTES

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 Convertible Notes 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 OF 14,155,015 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 14,155,015 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 – RATIFICATION OF PRIOR ISSUE OF 1,500,000 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 1,500,000 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.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF 7,900,000 SHARES UNDER THE CAPITAL RAISING

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 7,900,000 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.

5. RESOLUTION 5 – ISSUE OF 60,000,000 SHARES UNDER TRANCHE 2 OF THE CAPITAL RAISING

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 60,000,000 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.

6. RESOLUTION 6 – APPROVAL FOR ISSUE OF SPP SHORTFALL 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 7.1 and for all other purposes, approval is given for the Company to issue up to 10,000,000 Shares to the Underwriter or its nominees 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.

7. RESOLUTION 7 – APPROVAL FOR ISSUE OF SHARES TO DIRECTOR FOR PARTICIPATION IN CAPITAL RAISING – JEROME VITALE

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 10.11 and for all other purposes, approval is given for the Company to issue up to 10,000,000 Shares, to Jerome Vitale (or his nominees) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Jerome Vitale and any of his 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.

8. RESOLUTION 8 – ISSUE OF OPTIONS TO SOMERS & PARTNERS

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 10,000,000 Options to Somers & Partners (or its nominees) 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.

9. RESOLUTION 9 – ISSUE OF SHARES AND OPTIONS TO VIEW STREET PARTNERS

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 4,500,000 Options and 2,000,000 Shares to View Street Partners Pty Ltd (or its nominee) 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.

10. RESOLUTION 10 – ISSUE OF OPTIONS TO ALLEGRA CORPORATE PTY LTD

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 2,000,000 Options to Allegra Corporate Pty Ltd 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.

11. RESOLUTION 11 – ISSUE OF SHARES AND OPTIONS TO HARAMONT PTY LTD

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,000,000 Shares and 4,500,000 Options to Haramont Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Haramont Pty Ltd 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.

12. RESOLUTION 12 – ADOPTION OF INCENTIVE OPTION PLAN

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 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Incentive Option Plan and for the issue of securities under that Plan, 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 Director except one who is ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. 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.

13. RESOLUTION 13 – ISSUE OF OPTIONS TO JEROME VITALE

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,000,000 Options to Jerome Vitale (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Vitale (or 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.

14. RESOLUTION 14 – ISSUE OF SHARES TO BILL RICHIE YANG

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,400,000 Shares to Bill Richie Yang on the terms and conditions set out in the Explanatory Statement.”

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Yang (or 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.

15. RESOLUTION 15 – PLACEMENT OF 25,000,000 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 25,000,000 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: 6 September 2016

By order of the Board

**Ian White
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. BACKGROUND

Resolutions 5, 6, 7, 9, 11, 14 and 15 relate to the issue of Shares. Outlined below for illustration purposes is a table showing the effect on the capital structure of the Company assuming each of those Resolutions is approved and all of the Shares are subsequently issued:

Resolution	Shares	% of Issued Share Capital*
Current Issued Share Capital	116,421,774	51.1%
Resolution 5	60,000,000	26.34%
Resolution 6	10,000,000	4.39%
Resolution 7	10,000,000	4.39%
Resolution 9	2,000,000	0.88%
Resolution 11	2,000,000	0.88%
Resolution 14	2,400,000	1.05%
Resolution 15	25,000,000	10.97%
Total Shares on issue if all Resolutions passed	227,821,774	100%

* Assumes all Resolutions are passed and all Shares the subject of those Resolutions are issued.

2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF CONVERTIBLE NOTES

2.1 General

On 30 November 2015, the Company announced that it had entered into a convertible note agreement with Daily Delight Enterprises Limited, a Hong Kong based investment company (**DD Enterprises**), whereby the company would issue to DD Enterprises, up to eight convertible notes on the terms and conditions contained in Schedule 1 to this Notice (**Convertible Note Agreement**).

The following convertible notes have been issued pursuant to the Convertible Note Agreement:

- (a) On 30 November 2015, the Company issued four convertible notes with a face value of \$50,000 each, to raise \$200,000;
- (b) On 27 May 2016, the Company issued two convertible notes with a face value of \$50,000 each, to raise \$100,000; and

- (c) On 18 July 2016, the Company issued one convertible note with a face value of \$50,000.

(each a **Convertible Note** and together, the **Convertible Notes**).

Subsequently, these Convertible Notes were converted into Shares in accordance with their terms and in accordance with the Listing Rules. The ratification of the Share issue is the subject of Resolution 2 below.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Convertible Notes (**Ratification**). Shareholder approval was not required when the Convertible Notes were issued.

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.

2.2 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) 7 Convertible Notes were issued on the dates set out in Section 2.1 above;
- (b) the face value of each Convertible Note was \$50,000 and a total of \$350,000 was received by the Company;
- (c) the Convertible Notes were issued on the terms and conditions contained in Schedule 1 to this Notice;
- (d) the Convertible Notes were issued to DD Enterprises, which is not a related party of the Company; and
- (e) the funds raised from this issue were used for payments to creditors and for working capital.

3. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF 14,155,015 SHARES

3.1 General

As referred to in Section 2 above, on 26 July 2016, the Company issued 14,155,014 Shares at an issue price of \$0.0244 per Share on conversion of the 7 Convertible Notes the subject of Resolution 1, to repay a total of \$345,382.34. The outstanding \$4,617.66 on conversion of the Convertible Notes will be converted at \$0.0244 per Share on replenishment of the Company's 15% placement capacity.

This Resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**). Shareholder approval was not required when these Shares were issued.

A summary of ASX Listing Rules 7.1 and 7.4 are set out in Section 2.1 above.

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.

3.2 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) 14,155,015 Shares were issued;
- (b) the deemed issue price was \$0.0244 per Share;
- (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 DD Enterprises, which is not a related party of the Company upon the conversion of the Convertible Notes; and
- (e) no funds were raised from this issue of Shares as the issue was in satisfaction of the Company's obligations on conversion of the Convertible Notes.

4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF 1,500,000 SHARES

4.1 General

On 27 May 2016, the Company issued 1,500,000 Shares at a deemed issue price of \$0.023 per Share in satisfaction of a liability to Confadent Limited in satisfaction of the amount of \$34,500 owing for the facilitation of the Angler Mining Joint Venture.

This Resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**). Shareholder approval was not required when these Shares were issued.

A summary of ASX Listing Rules 7.1 and 7.4 are set out in Section 2.1 above.

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.

4.2 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) 1,500,000 Shares were issued;
- (b) the deemed issue price was \$0.023 per Share;

- (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 Confadent Limited which is not a related party of the Company; and
- (e) no funds were raised from the issue as the Shares were issued to repay a creditor.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF 7,900,000 SHARES UNDER THE CAPITAL RAISING

5.1 Capital Raising

On 22 July 2016, the Company announced its plan to undertake an underwritten capital raising to raise up to \$1,700,000 (**Capital Raising**). The Capital Raising is proposed to occur in the following three stages:

- (a) **Tranche 1:** the issue of 7,900,000 Shares to sophisticated and professional investors at an issue price of \$0.025;
- (b) **Tranche 2:** the issue of 50,000,000 Shares to sophisticated and professional investors (underwritten by Somers & Partners Pty Ltd) at an issue price of \$0.025; and
- (c) **Share Purchase Plan:** the issue of approximately 10,000,000 Shares to eligible participants at an issue price of \$0.025, pursuant to a share purchase plan (underwritten by Somers & Partners Pty Ltd).

5.2 General

On 26 July 2016, the Company issued Tranche 1 of the Capital Raising, being 7,900,000 Shares at an issue price of \$0.025 per Share to raise \$197,500.

This Resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**). Shareholder approval was not required when these Shares were issued.

A summary of ASX Listing Rules 7.1 and 7.4 are set out in Section 2.1 above.

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.

5.3 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) 7,900,000 Shares were issued;
- (b) the issue price was \$0.025 per Share;
- (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 sophisticated and professional investor clients of Somers & Partners, none of whom are related parties of the Company; and
- (e) as announced on 22 July 2016, the funds raised from this issue were applied towards:
 - (i) accelerating exploration opportunities close to the Company's Bundarra Gold Project;
 - (ii) identifying regional and complementary growth opportunities for the Company; and
 - (iii) meeting joint venture payments to the Company's Bundarra Joint Venture partner.

6. RESOLUTION 5 – ISSUE OF 60,000,000 SHARES UNDER TRANCHE 2 OF THE CAPITAL RAISING

6.1 General

This Resolution seeks Shareholder approval for the issue of up to 60,000,000 Shares at an issue price of \$0.025 per Share to raise up to \$1,500,000, pursuant to Tranche 2 of the Capital Raising described in Section 5.1 above (**Tranche 2 Placement**).

The Company has engaged the services of Somers & Partners Pty Ltd (ACN 149 263 543) (**Somers**), to underwrite the Tranche 2 Placement, including the Shares to be issued subject to Resolution 7 (if approved). In consideration for its services, the Company will issue to Somers 10,000,000 Options, to be issued (subject to the approval of Resolution 8) on completion of the Tranche 2 Placement. Somers have advised the Company that the Tranche 2 Placement has been fully underwritten by unrelated third parties and therefore Somers will not gain a relevant interest in the Company as a result of the passing of this Resolution.

A summary of ASX Listing Rule 7.1 is set out in Section 2.1 above.

The effect of this Resolution will be to allow the Company to issue the Shares pursuant to the Tranche 2 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.

6.2 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 Tranche 2 Placement:

- (a) the maximum number of Shares to be issued is 60,000,000;
- (b) the Shares will be issued as soon as practicable after the date of the Meeting but in any event 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 on the same date;
- (c) the issue price will be \$0.025 per Share;

- (d) the Shares will be issued to sophisticated and professional investors and any shortfall will be issued to Somers. None of these subscribers 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) as announced on 22 July 2016, the Company intends to use the funds raised from the Tranche 2 Placement towards:
 - (i) accelerating exploration opportunities close to the Company's Bundarra Gold Project;
 - (ii) identifying regional and complementary growth opportunities for the Company; and
 - (iii) meeting joint venture payments to the Company's Bundarra Joint Venture partner.

7. RESOLUTION 6 – APPROVAL FOR ISSUE OF SPP SHORTFALL SHARES

7.1 General

As announced on 22 July 2016, as part of the proposed capital raising, the Company intends to undertake a share purchase plan (**SPP**) to eligible shareholders. The SPP is to be underwritten by Somers & Partners.

Although the Shares issued under the SPP do not require Shareholder approval, Shares issued to the underwriter of any shortfall do not fall within any exception outlined in ASX Listing Rule 7.2. The Company therefore seeks approval to issue up to 10,000,000 Shares (being the total number of Shares being offered under the SPP). All Shares applied for by eligible shareholders under the SPP will be deducted from the Shares issued under this Resolution.

A summary of ASX Listing Rule 7.1 is set out in Section 2.1 above.

The effect of this Resolution will be to allow the Company to issue the Shares to fill any shortfall under the SPP 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.

7.2 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 Resolution

- (a) the maximum number of Shares to be issued is 10,000,000;
- (b) the Shares will be issued as soon as practicable after the close of the SPP but in any event 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 on the same date;
- (c) the issue price will be \$0.025 per Share;

- (d) the Shares will be issued to sophisticated and professional investors clients of Somers & Partners under the SPP underwriting agreement;
- (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) as announced on 22 July 2016, the Company intends to use the funds raised from the SPP (together with the shortfall) towards:
 - (i) accelerating exploration opportunities close to the Company's Bundarra Gold Project;
 - (ii) identifying regional and complementary growth opportunities for the Company; and
 - (iii) meeting joint venture payments to the Company's Bundarra Joint Venture partner.

8. RESOLUTION 7 – APPROVAL FOR ISSUE OF SHARES TO DIRECTOR FOR PARTICIPATION IN CAPITAL RAISING – JEROME VITALE

8.1 General

As detailed at Section 5.1, the Company is proposing to raise up to \$1,700,000 via a capital raising in various tranches (**Capital Raising**).

Further to the amount announced on 22 July 2016, new Director, Mr Jerome Vitale has indicated his preference to support the Company by participating in the Capital Raising by subscribing, or arranging for the subscription, for up to an additional 10,000,000 Shares. These 10,000,000 Shares are in addition to, and not in place of the Shares for which approval is being sought under the Tranche 2 Placement (Resolution 5).

This Resolution seeks Shareholder approval for the issue of up to 10,000,000 Shares to Mr Vitale (or his nominees) arising from the participation by him in the Capital Raising (**Participation**). Somers & Partners have agreed to underwrite the issue of these Shares under this Resolution 7, subject to Shareholders approving this Resolution.

8.2 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:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) 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 Participation will result in the issue of Shares which constitutes giving a financial benefit and Mr Vitale is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Vitale who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to Mr Vitale on the same terms as Shares issued to non-related party participants in the Capital Raising and as such the giving of the financial benefit is on arm's length terms.

8.3 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 Participation involves the issue of Shares to a related party 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.

8.4 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 the Participation:

- (a) the Shares will be issued to Mr Jerome Vitale or other parties for whom he will arrange the subscription;
- (b) the maximum number of Shares to be issued is 10,000,000;
- (c) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the issue price will be \$0.025 per Share, being the same as all other Shares issued under the Capital Raising;
- (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 funds raised will be used for the same purposes as all other funds raised under the Capital Raising as set out in Section 5.3(e) and 6.2(f) of this Explanatory Statement.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares to Mr Vitale (or his nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

9. RESOLUTIONS 8, 9 AND 10 – ISSUE OF SECURITIES TO BROKERS AND ADVISORS

9.1 General

9.1.1 Resolution 8

Resolution 8 seeks Shareholder approval for the issue of 10,000,000 Options to Somers & Partners Pty Ltd, exercisable at \$0.03 on or before 3 years from their

date of issue, as consideration for underwriting services provided with regards to the Tranche 2 Placement (**Broker Options**).

9.1.2 Resolution 9

Resolution 9 seeks Shareholder approval for the issue of:

- (a) 4,500,000 Options comprising:
 - (i) 1,500,000 Options exercisable at \$0.03 on or before 3 years from their date of issue;
 - (ii) 1,500,000 Options exercisable at \$0.05 on or before 3 years from their date of issue;
 - (iii) 1,500,000 Options exercisable at \$0.07 on or before 3 years from their date of issue,(together, the **Advisor Options**); and
- (b) 2,000,000 Shares,
(together, the **Advisor Securities**), to View Street Partners Pty Ltd.

9.1.3 Resolution 10

Resolution 10 seeks Shareholder approval for the issue of 2,000,000 Options comprising:

- (a) 1,000,000 Options exercisable at \$0.05 on or before 3 years from their date of issue; and
 - (b) 1,000,000 Options exercisable at \$0.07 on or before 3 years from their date of issue.
- (together, the
- Allegra Options**
-).

A summary of ASX Listing Rule 7.1 is set out in Section 2.1 above.

The effect of these Resolutions will be to allow the Company to issue the Broker Options, Advisor Securities and Allegra Options 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.

9.2 Technical information required by ASX Listing Rule 7.1 (Resolution 8)

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

- (a) the maximum number of Options to be issued is 10,000,000;
- (b) the Broker Options will be issued as soon as practicable after the date of the Meeting but in any event 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 Broker Options will occur on the same date, following the completion of the Tranche 2 Placement;

- (c) the Broker Options will be issued for nil cash consideration in consideration of underwriting services provided by Somers & Partners Pty Ltd in relation to the Tranche 2 Placement;
- (d) the Broker Options will be issued to Somers & Partners Pty Ltd, which is not a related party of the Company;
- (e) the Broker Options are exercisable at \$0.03 on or before the date that is 3 years from their date of issue, and are otherwise issued on the terms and conditions set out in Schedule 2;
- (f) no funds will be raised from the issue of the Broker Options as the Broker Options are being issued in consideration for underwriting services provided by Somers and Partners in connection with the Tranche 2 Placement.

9.3 Technical information required by ASX Listing Rule 7.1 (Resolution 9)

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Advisor Options:

- (a) the maximum number of Options to be issued is 4,500,000 and the maximum number of Shares to be issued is 2,000,000;
- (b) the Advisor Securities 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 Advisor Securities will occur on the same date;
- (c) the Advisor Securities will be issued for nil cash consideration as consideration for corporate advisory services provided by View Street Partners Pty Ltd;
- (d) the Advisor Securities will be issued to View Street Partners Pty Ltd, which is not a related party of the Company;
- (e) the Advisor Options will be issued with the exercise prices and expiry dates set out in Section 9.1.2(a) above and are otherwise issued on the terms and conditions set out in Schedule 2;
- (f) 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
- (g) no funds will be raised from the issue of the Advisor Securities as they are being issued in consideration for corporate advisory services provided by View Street Partners Pty Ltd.

9.4 Technical information required by ASX Listing Rule 7.1 (Resolution 10)

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Allegra Options:

- (a) the maximum number of Options to be issued is 2,000,000;
- (b) the Allegra Options 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 Options will occur on the same date;

- (c) the Allegra Options will be issued for nil cash consideration as payment of success fees for facilitation services provided by Allegra Corporate Pty Ltd;
- (d) the Allegra Options will be issued to Allegra Corporate Pty Ltd who is not a related party of the Company;
- (e) the Allegra Options will be issued with the exercise price and expiry dates set out in Section 9.1.3 above and otherwise on the terms and conditions contained in Schedule 2; and
- (f) no funds will be raised from the Placement as the Allegra Options are being issued as payment of a success fee owing to Allegra Corporate Pty Ltd for facilitation services provided to the Company.

10. RESOLUTION 11 – ISSUE OF SHARES AND OPTIONS TO HARAMONT PTY LTD

10.1 General

The Company previously engaged Haramont Pty Ltd, an entity controlled by Jerome Vitale, to provide consultation and facilitation services to the Company with regards to the Capital Raising and corporate advisory services. Under this engagement, the Company agreed subject to shareholder approval, to issue to Haramont Pty Ltd, 2,000,000 Shares and 4,500,000 Options as compensation for those services on the terms and conditions set out below (**Haramont Securities**). This engagement occurred prior to any consideration to appoint Mr Vitale as a director of the Company.

The Options are being issued on the terms specified in Section 10.4(e) below, in accordance with the terms specified in a consulting and facilitation agreement between the Company and Mr Jerome Vitale. The Option exercise prices were negotiated as against a volume weighted average price of \$0.0243 in the 30 days prior to the appointment of Mr Vitale.

This Resolution seeks Shareholder approval for the grant of the Haramont Securities to Haramont Pty Ltd (or its nominee).

10.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 8.2 above.

The grant of the Haramont Securities constitutes giving a financial benefit and Haramont Pty Ltd is a related party of the Company by virtue of being controlled by a Director.

The Directors (other than Mr Vitale who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Haramont Securities because neither Haramont Securities nor Mr Vitale were related parties of the Company prior to Mr Vitale's appointment, the agreement to grant the Haramont Securities was reached prior to any consideration to appoint Mr Vitale as a Director, and they are considered reasonable payment for the services provided.

10.3 ASX Listing Rule 10.11

A summary of ASX Listing Rule 10.11 is set out in Section 8.3 above.

As the grant of the Haramont Securities involves the issue of securities to a related party 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.

10.4 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 this Resolution:

- (a) the Haramont Securities will be granted to Haramont Pty Ltd (or its nominee), an entity controlled by a Director, Mr Jerome Vitale;
- (b) the maximum number of Haramont Securities to be issued is 4,500,000 Options (**Haramont Options**) and 2,000,000 Shares;
- (c) the Haramont Securities 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 Haramont Securities will occur on the same date;
- (d) the Haramont Securities will be issued in consideration for services provided to the Company and accordingly no funds will be raised;
- (e) the Haramont Options are issued with the following exercise prices and expiry dates:
 - (i) 1,500,000 Options exercisable at \$0.03 on or before the date that is 3 years from their date of issue;
 - (ii) 1,500,000 Options exercisable at \$0.05 on or before the date that is 3 years from their date of issue;
 - (iii) 1,500,000 Options exercisable at \$0.07 on or before the date that is 3 years from their date of issue,and otherwise issued on the terms and conditions set out in Schedule 2; and
- (f) 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.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Haramont Securities as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Haramont Securities to Haramont Pty Ltd (or its nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

11. RESOLUTION 12 – ADOPTION OF INCENTIVE OPTION PLAN

This Resolution seeks Shareholders approval for the adoption of the employee incentive scheme titled Incentive Option Plan (**Plan**) in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

A summary of ASX Listing Rule 7.1 is set out in Section 2.1 above. ASX Listing Rule 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If this Resolution is passed, the Company will be able to issue Options under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

Shareholders should note that no Options have previously been issued under the Plan.

The objective of the Plan is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the Plan and the future issue of Options under the Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

Any future issues of Options under the Plan to a related party or a person whose relation with the company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

A summary of the key terms and conditions of the Plan is set out in Schedule 3. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary (Ian White). Shareholders are invited to contact the Company if they have any queries or concerns.

12. RESOLUTIONS 13 AND 14 – ISSUE OF SHARES AND OPTIONS TO RELATED PARTIES (MR JEROME VITALE AND MR BILL RICHIE YANG)

12.1 General

The Company has agreed, subject to obtaining Shareholder approval:

- (a) under Resolution 13, to issue:
 - (i) 5,000,000 Options exercisable at \$0.07 within 3 years from their date of issue;
 - (ii) 2,500,000 Options exercisable at \$0.10 within 3 years from their date of issue; and
 - (iii) 2,500,000 Options exercisable at \$0.12 within 3 years from their date of issue,to Jerome Vitale (**Director Options**); and
- (b) under Resolution 14, to issue 2,400,000 Shares to Bill Richie Yang,

(together, the **Related Party Securities**) on the terms and conditions set out below.

A summary of Chapter 2E of the Corporations Act and ASX Listing Rule 10.11 is set out in Sections 8.2 and 8.3 above respectively.

The grant of the Related Party Securities constitutes giving a financial benefit and Mr Vitale and Mr Yang (**Related Parties**) are related parties by virtue of being Directors.

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Related Party Securities to the Related Parties.

12.2 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.11)

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Related Party Securities:

- (a) the related parties are Mr Vitale and Mr Yang by virtue of being Directors;
- (b) the maximum number of Related Party Securities (being the nature of the financial benefit being provided) to be granted to the Related Parties is:
 - (i) 10,000,000 Director Options to Mr Vitale exercisable at the prices outlined in Section 12.1(a) above; and
 - (ii) 2,400,000 Shares to Mr Yang;
- (c) the Related Party Securities will be granted to the Related Parties no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Securities will be issued on one date;
- (d) the Related Party Securities will be granted for nil cash consideration, accordingly no funds will be raised;
- (e) the primary purpose of the grant of the Related Party Securities is as follows:
 - (i) the Director Options to be issued to Mr Vitale will be issued as remuneration for his services as a Director and, for the avoidance of doubt, are issued in addition to the remuneration specified in (k) below; and
 - (ii) the Shares to be issued to Mr Yang will be issued in lieu of director fees owing to Mr Yang for the financial year ended 30 June 2016 (refer to (k) below for the director fees to be paid to Mr Yang for the current financial year);
- (f) the Director Options have the exercise prices and expiry dates set out at Section 12.1(a) above, except where the holder ceases to be a Director, in which case they must be exercised within 6 months of

ceasing to be a Director. The Director Options are otherwise on the terms and conditions set out in Schedule 2;

- (g) the Shares issued to Mr Yang, and upon the exercise of any of the Director Options granted to Mr Vitale will be issued on the same terms as all existing Shares;
- (h) the value of the Shares being issued to Mr Yang have been determined to be approximately \$120,000, based on the trading price of the Company's Shares as at 5 August 2016;
- (i) the value of the Director Options being issued and the pricing methodology behind that valuation is set out in Schedule 4;
- (j) the current relevant interests of the Related Parties in securities of the Company are set out below:

Related Party	Shares	Options	Performance Shares
Jerome Vitale ³	Nil	Nil	Nil
Bill Richie Yang	1,477,000	4,000,000 ¹	2,500,000 ²

¹ Comprising 1,000,000 Options exercisable at \$0.05 each on or before 6 April 2018 and 3,000,000 Options exercisable at \$0.25 on or before 23 November 2016.

² Vesting on satisfaction of the performance hurdles described in the Company's Notice of Meeting announced 17 August 2015 and expiring 6 October 2016.

³ Pursuant to Resolutions 7, 10 and 12 in this Notice of Meeting, the Company is seeking approval to issue 12,000,000 Shares and 14,500,000 Options to Mr Vitale and his associates for various services provided prior to becoming a Director or for his participation in the Capital Raising.

- (k) the remuneration and emoluments from the Company to the Related Parties for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Related Party	Current Financial Year	Previous Financial Year
Jerome Vitale	\$201,600	Nil
Bill Richie Yang	\$60,000	\$69,000 ¹

¹ These fees remain unpaid as at the date of this Notice and the Shares the subject of Resolution 14 are proposed to be issued in lieu of payment of these fees.

- (l) the issue of the Shares to Mr Yang will increase the number of Shares currently on issue from 180,421,774 to 182,821,774 (assuming that no other Options are exercised and no Shares other than those contemplated by the other Resolutions in this Notice are issued) with the effect that the shareholder of existing Shareholders would be diluted by 1.31%;
- (m) if the Director Options are issued and the Director Options are exercised, a total of 10,000,000 Shares would be issued. This will increase the number of Shares on issue from 182,821,774 to 192,821,774 (assuming that no other Options are exercised and no shares other than those contemplated by the other Resolutions of this Notice are issued) with the

effect that the shareholding of existing Shareholders would be diluted by 5.2%.

The market price for Shares during the term of the Director Options would normally determine whether or not the Director Options are exercised. If, at any time any of the Director Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Director Options, there may be a perceived cost to the Company.

- (n) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	6 cents	26 July 2016 27 July 2016
Lowest	1.2 cents	26 October 2015 28 October 2015
Last	3 cents	5 September 2016

- (o) Jerome Vitale declines to make a recommendation to Shareholders in relation to Resolution 13 due to his material personal interest in the outcome of that Resolution on the basis that he is to be granted Director Options in the Company should Resolutions 12 be passed. However, in respect of Resolution 14, Mr Vitale recommends that Shareholders vote in favour of that Resolution for the following reasons:

- (i) the grant of the Shares is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Yang;
- (ii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Shares upon the terms proposed; and

- (p) Bill Richie Yang declines to make a recommendation to Shareholders in relation to Resolution 14 due to his material personal interest in the outcome of the Resolution on the basis that he is to be granted Shares in the Company should Resolution 14 be passed. However, in respect of Resolution 13, Mr Yang recommends that Shareholders vote in favour of that Resolution for the following reasons:

- (i) the grant of the Director Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Vitale;
- (ii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Director Options upon the terms proposed; and

- (q) with the exception of Mr Vitale no other Director has a personal interest in the outcome of Resolution 13;
- (r) with the exception of Mr Yang, no other Director has a personal interest in the outcome of Resolution 14;
- (s) Jinle Song recommends that Shareholders vote in favour of Resolutions 13 and 14 for the reasons set out in paragraph (o)(i) and (ii) and paragraph (p)(i) and (ii);
- (t) Tianbao Wang recommends that Shareholders vote in favour of Resolutions 13 and 14 for the reasons set out in paragraph (o)(i) and (ii) and paragraph (p)(i) and (ii);
- (u) in forming their recommendations, each Director considered the purpose for the issue of the Related Party Securities, the experience of the relevant Related Party, the current market price of Shares, the current market practices when determining the number of Options to be granted (where relevant) as well as the exercise price and expiry date of those Options; and
- (v) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 13 and 14.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Securities to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Related Party Securities to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

13. RESOLUTION 15 – PLACEMENT OF 25,000,000 SHARES

13.1 General

This Resolution seeks Shareholder approval for the issue of up to 25,000,000 Shares. The Company seeks this approval for the purpose of enabling the Company to be able to issue Shares as consideration for any acquisition undertaken by the Company during the three months after the approval of this Resolution.

A summary of ASX Listing Rule 7.1 is set out in Section 2.1 above.

The effect of this Resolution will be to allow the Company to issue the Shares 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.

While the Company continues to consider additional project areas or ways to increase its interest in its existing projects, as at the date of this Notice of Meeting, the Company does not have any transaction on foot for which these Shares would be utilised.

13.2 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 this Resolution:

- (a) the maximum number of Shares to be issued is up to 25,000,000
- (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 on the same date;
- (c) the Shares are proposed to be issued for non-cash consideration upon the acquisition of any mining related project for which the Company is able to negotiate share consideration. In accordance with the Listing Rules, the issue price will be a deemed issue price of not less than 80% of the volume weighted average price for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the issue is made. The Company will, at the time of announcing any acquisition, outline the method of calculating the consideration to ensure that the price for the Shares issued is in accordance with the Listing Rules;
- (d) the Shares will be issued for non-cash consideration, and may only be issued to unrelated third party vendors upon the Company being able to negotiate a suitable transaction;
- (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 issue the Shares as consideration for the acquisition of a suitable project and therefore no funds will be raised from the Placement.

GLOSSARY

\$ means Australian dollars.

Broker Options means the Options exercisable at \$0.03 per Shares, on or before the date that is 3 years from the date of issue, to be issued to Somers & Partners Pty Ltd subject to Shareholder approval under Resolution 7.

Angler Mining Joint Venture means the joint venture regarding the Company's Bundarra Gold Project, the subject of the Company's ASX Announcement dated 28 October 2015.

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.

Bundarra Joint Venture Partner means Contained Gold Pty Ltd (ACN 606 107 055).

Bundarra Gold Project means the Company's flagship gold project located near the Lenora township of Western Australia, the subject of the Angler Mining Joint Venture.

Capital Raising means the capital raising described at Section 5.1.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Bligh Resources Limited (ACN 130 964 162).

Convertible Note means a convertible note the subject of Resolution 1, issued pursuant to the Convertible Note Agreement.

Convertible Note Agreement means the agreement between the Company and DD Enterprises for the issue of 8 Convertible Notes, as announced 30 November 2015.

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

DD Enterprises means Daily Delight Enterprises Limited, a Hong Kong based investment company.

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.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

View Street Partners Pty Ltd means View Street Partners Pty Ltd (ACN 613 339 236).

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

Section means a section of this Notice.

Somers & Partners Pty Ltd or **Somers** means Somers & Partners Pty Ltd (ACN 149 263 543).

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

Shareholder means a registered holder of a Share.

Tranche 2 Placement means the issue of 50,000,000 Shares the subject of Resolution 5.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF CONVERTIBLE NOTES

The Convertible Notes were issued on the following terms and conditions:

- (a) **(Face Value)**: Each convertible note has a face value of \$50,000.
- (b) **(Term)**: Each convertible note has a term of 12 months and converts at the Face Value, at the sole discretion of the noteholder.
- (c) **(Interest)**: Interest is payable quarterly on each convertible note at an interest rate of 12% per annum.
- (d) **(Conversion Price)**: The conversion price of each convertible note is the 20 day volume weighted average price of Shares prior to the date of conversion.
- (e) **(Early Redemption)**: If, either by request of the Company or as a result of a default under the Convertible Note Agreement, the convertible note is redeemed prior to the end of the Term, a 20% premium shall apply, which will be in addition to any outstanding amounts owing.
- (f) **(Placement Capacity)**: Where the noteholder elects to convert the convertible notes, the Company must not issue Shares in excess of its placement capacity. Where the number of Shares to be issued exceed the Company's placement capacity, the Company will take all reasonable measures to obtain shareholder approval for the conversion.
- (g) **(Unsecured)**: The convertible notes are unsecured.

SCHEDULE 2 – TERMS AND CONDITIONS OF OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Notice of Exercise**

The Options may be exercised at any time prior to their expiry by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the exercise price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(c) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the exercise price for each Option being exercised in cleared funds (**Exercise Date**).

(d) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (d)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(e) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(f) **Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(g) **Reconstruction of capital**

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 ASX Listing Rules at the time of the reconstruction.

(h) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(i) **Change in exercise price**

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.

(j) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities

SCHEDULE 3 – TERMS AND CONDITIONS OF INCENTIVE OPTION PLAN

The material terms and conditions of the Employee Incentive Option Plan are as follows:

- (a) **Eligibility and Grant of Plan Options:** The Board may grant Plan Options to any full or part time employee or Director of the Company or an associated body corporate or subject to, and in accordance with, any necessary ASIC relief being obtained, a casual employee or contractor of the Company or any or an associated body corporate (**Eligible Participant**). Plan Options may be granted by the Board at any time.
- (b) **Consideration:** Unless the Plan Options are quoted on ASX, each Plan Option issued under the Plan will be issued for no more than nominal cash consideration.
- (c) **Conversion:** Each Plan Option is exercisable into one Share in the Company ranking equally in all respect with the existing issued Shares in the Company.
- (d) **Exercise Price and Expiry Date:** The exercise price and expiry date for Plan Options granted under the Plan will be determined by the Board prior to the grant of the Plan Options.
- (e) **Exercise Restrictions:** The Plan Options granted under the Plan may be subject to conditions on exercise as may be fixed by the Directors prior to grant of the Plan Options (**Exercise Conditions**). Any restrictions imposed by the Directors must be set out in the offer for the Plan Options.
- (f) **Renounceability:** Eligible Participants may renounce their offer in favour of a nominee (the Eligible Participants and their nominees are each **Participants**).
- (g) **Lapsing of Plan Options:** Subject to the terms of the offer made to a Participant, an unexercised Plan Option will lapse:
 - (i) on the Eligible Participant ceasing employment with the Company and:
 - (A) any Exercise Conditions have not been met by the date the Relevant Person ceases to be an Eligible Participant (**Ceasing Date**); or
 - (B) where any Exercise Conditions have been met by the Ceasing Date or the Plan Option is not subject to any Exercise Conditions, the Participant does not exercise the Plan Option within a period of one (1) month after the Ceasing Date (or a further date as determined by the Board after the Ceasing Date);
 - (ii) if any Exercise Condition is unable to be met;
 - (iii) the expiry date has passed; or
 - (iv) the Eligible Participant deals with the Options in a way prohibited under the Plan.
- (h) **Share Restriction Period:** Shares issued on the exercise of Plan Options may be subject to a restriction that they may not be transferred or otherwise dealt with until a restriction period has expired, as specified in the offer for the Plan Options.

- (i) **Disposal of Options:** Plan Options will not be transferable and will not be quoted on the ASX, unless the offer provides otherwise or the Board in its absolute discretion approves.
- (j) **Trigger Events:** The Company may permit Plan Options to be exercised in certain circumstances including where there is a change in control (including by takeover) or winding up of the Company.
- (k) **Participation:** There are no participating rights or entitlements inherent in the Plan Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Plan Options.
- (l) **Change in exercise price:** A Plan Option will not confer a right to a change in exercise price or a change in the number of underlying Shares over which the Plan Option can be exercised.
- (m) **Reorganisation:** If at any time the capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (n) **Limitations on Offers:** The Company must have reasonable grounds to believe, when making an Offer, that the number of Shares to be received on exercise of Options offered under an Offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the Offer.

SCHEDULE 4 – VALUATION AND PRICING METHODOLOGY OF DIRECTOR OPTIONS

The Director Options to be issued to the Mr Jerome Vitale pursuant to Resolution 13 have been valued by management using the theoretical Black & Scholes option model and based on the assumptions set out below, the Director Options were ascribed a value, as follows:

Assumptions	Tranche 1	Tranche 2	Tranche 3
Options	5,000,000	2,500,000	2,500,000
Pricing date	23 August 2016	23 August 2016	23 August 2016
Term	3 years	3 years	3 years
Exercise price	\$0.07	\$0.10	\$0.12
Underlying share price ⁽¹⁾	\$0.0289	\$0.0289	\$0.0289
Risk free rate	1.94%	1.94%	1.94%
Volatility	171.78%	171.78%	171.78%
Indicative value per option	\$0.0230	\$0.0221	\$0.0216
Total value of options	\$115,193	\$55,208	\$53,905

⁽¹⁾ due to numerous days where there have been no trades on ASX and general lack of liquidity in Bligh shares the underlying share price is based on the volume weighted average share price traded on ASX for 90 days preceding the date of this notice.



Bligh Resources Limited

ACN 130 964 162

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Bligh Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **11:00am on Sunday, 9 October 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse of this Proxy Form).

HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two 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 telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form 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 your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

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

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at www.linkmarketservices.com.au.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

PROXY FORM

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

STEP 1

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **11:00am on Tuesday, 11 October 2016 at "BDO", Level 11, 1 Market Street, Sydney NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Ratification of prior issue of convertible notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Issue of shares and options to View Street Partners	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of prior issue of 14,155,015 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Issue of options to Allegra Corporate Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of prior issue of 1,500,000 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Issue of shares and options to Haramont Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of prior issue of 7,900,000 shares under the capital raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Adoption of Incentive Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Issue of 60,000,000 shares under tranche 2 of the capital raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Issue of options to Jerome Vitale	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval for issue of SPP shortfall shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 Issue of shares to Bill Richie Yang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval for issue of shares to director to participate in capital raising – Jerome Vitale	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 Placement of 25,000,000 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Issue of options to Somers & Partners	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on 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.

STEP 3

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

