



MORETON RESOURCES LTD
ACN 060 111 784

Notice of Annual General Meeting and Explanatory Memorandum

Notice is hereby given that a General Meeting of Shareholders of **Moreton Resources Limited** (the 'Company') will be held on **Thursday 20, October 2016** commencing at 10.00am (Brisbane time).

Venue details:

Link Market Services Limited
Boardroom
Level 15, 324 Queen Street
Brisbane, Queensland

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Company's financial reports and the report of the Directors and the Auditor contained in the Company's Financial Report for the financial year ended 30 June 2016.

RESOLUTIONS

1. ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, pass the following advisory resolution of the Company:

"That the Remuneration Report contained in the Company's Financial Report for the financial year ended 30 June 2016 be adopted."

Note: This resolution is advisory only and does not bind the Directors or the Company.

2. TO ELECT PHILIP (TONY) ANTHONY FEITELSON AS A DIRECTOR

To consider, and if thought fit, pass the following as an Ordinary Resolution:

"That Tony Feitelson, a director of the Company appointed to fill a casual vacancy since 26 August 2016, who is required to retire in accordance with Rule 9.1(d) of the Company's constitution and ASX Listing Rule 14.4, and being eligible for election, be elected as a director of the Company with effect from the close of this meeting."

3. TO ELECT VALERI MELIK-BABAKHANOV AS A DIRECTOR

To consider, and if thought fit, pass the following as an Ordinary Resolution:

"That Valeri Melik, a director of the Company appointed to fill a casual vacancy since 26 August 2016, who is required to retire in accordance with Rule 9.1(d) of the Company's constitution and ASX Listing Rule 14.4, and being eligible for election, be elected as a director of the Company with effect from the close of this meeting."

SPECIAL BUSINESS

4. APPROVAL OF ADDITIONAL SHARE ISSUE CAPACITY UNDER ASX LISTING RULE 7.1A

To consider and, if thought fit, pass the following as a special resolution of the Company:

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the shareholders of the Company approve the issue of equity securities up to 10% of the issued capital of Moreton Resources Ltd (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Memorandum which forms part of the Notice of Meeting."

VOTING EXCLUSIONS

Resolutions 1 and 4 are subject to the Voting Exclusion requirements set out below.

VOTING EXCLUSION STATEMENTS

Resolution 1

A vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the Key Management Personnel (KMP) whose remuneration details are included in the 2016 Remuneration Report; or
- b. a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. *the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or*
- b. *the vote is cast by the chair of the Meeting and the appointment of the chair as proxy:*
 - i. *does not specify the way the proxy is to vote on the resolution; and*
 - ii. *expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.*

"Key management personnel" and "closely related party" have the same meaning as set out in the Corporations Act 2001 (Cth).

Resolution 4

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 4 by a person who may participate in the 10% placement facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this resolution is passed and any associates of those persons. As at the date of this Notice of Meeting, there are no potential allottees to whom shares may be issued under this resolution. On that basis, no shareholders are currently excluded from voting.

However, the Company need not disregard a vote cast on Resolution 4 if:

- a. it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- b. it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Shareholders should be aware that any undirected proxies given to the chairperson will be cast by the chairperson and counted **in favour of** all Resolutions.

EXPLANATORY MEMORANDUM

THIS EXPLANATORY MEMORANDUM SHOULD BE READ IN ITS ENTIRETY. IF SHAREHOLDERS ARE IN DOUBT AS TO HOW THEY SHOULD VOTE, THEY SHOULD SEEK ADVICE FROM THEIR ACCOUNTANT, SOLICITOR OR OTHER PROFESSIONAL ADVISER PRIOR TO VOTING.

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting of Shareholders to be held on Thursday 20 October 2016 at 10.00am (Brisbane time) ("**the Meeting**" or "**Annual General Meeting**" or "**AGM**").

This Explanatory Memorandum should be read in conjunction with the accompanying Notice.

Terms used in this Explanatory Memorandum are defined in Schedule 1 of this Explanatory Memorandum.

Financial Statements and Reports & Annual Report

Section 317 of the Corporations Act requires the Directors of the Company to lay before the Annual General Meeting the Financial Report, Director's Report (including the Remuneration Report) and the Auditor's Report for the last financial year that ended before the AGM.

In accordance with section 250S of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions or make statements in relation to those reports but no formal resolution to adopt the reports will be put to Shareholders at the AGM (save for Resolution 1 for the adoption of the Remuneration Report).

Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report. In addition to taking questions at the AGM, written questions to the Chairman about the management of the Company, or the Company's Auditor regarding:

- a) the preparation and content of the Auditor's Report;
- b) the conduct of the audit;
- c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d) the independence of the Auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the AGM to the registered office of the Company.

A copy of the 2016 Annual Report is available at www.moretonresources.com.au within the Investors section of the website.

The following matters should be noted in respect of the various items of business:

RESOLUTIONS

Background to Resolution 1 (Ordinary) - Adoption of Remuneration Report

Pursuant to Section 250R of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The Corporations Act provides that Resolution 1 need only be an advisory vote of Shareholders and does not bind the Directors of the Company.

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the Annual Report.

The Remuneration Report, amongst other things:

- a) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;
- b) explains the relationship between the Board's remuneration policy and the Company's performance;
- c) sets out remuneration details for each Key Management Personnel of the Company, including details of performance related remuneration and options granted as part of remuneration; and
- d) details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

Background to Resolution 2 (Ordinary) – To elect Mr. Tony Feitelson as a Non-Executive Director

Following the resignation of a Director on 26 August 2016, the Directors appointed Mr. Tony Feitelson to the Board to fill a casual vacancy on 26 August 2016.

Rule 9.1(d) of the Constitution and Listing Rule 14.4 provide that a Director who has been appointed by the other Directors or to fill a casual vacancy or as an addition to the Board only holds office to the end of the next annual general meeting and is then eligible to stand for election at that annual general meeting.

Mr. Feitelson has had an association with Moreton Resources since 2013, being a significant shareholder and interested party in the development and growth of the Company. Not only has Mr. Feitelson been exceptionally supportive of the Company on market, directly and indirectly holding some 28% of Moreton Resources Limited, he also, in late 2013, assisted the Company with financial

support, to allow the Company to navigate a relatively critical and tough time for the organisation.

Mr Feitelson holds a degree in Architecture (UCT) and retired as a practicing Architect several years ago. He is a director of a number of private companies owning retail, commercial and industrial property. Recently he has broadening his investment scope to include farm holdings, and the development of over 55's retirement living, with further growth now planned.

Recommendation of Directors:

The Directors, with Mr. Feitelson abstaining, recommend that the Shareholders vote in favour of the resolution to appoint Mr. Tony Feitelson as a Director of the Company.

Background to Resolution 3 (Ordinary) – To elect Mr. Valeri Melik as an Executive Director

Following the resignation of a Director on 26 August 2016, the Directors appointed Mr. Valeri Melik to the Board to fill a casual vacancy on 26 August 2016.

Rule 9.1(d) of the Constitution and Listing Rule 14.4 provide that a Director who has been appointed by the other Directors or to fill a casual vacancy or as an addition to the Board only holds office to the end of the next annual general meeting and is then eligible to stand for election at that annual general meeting.

Mr Melik joined the Company in 2008, and holds a Bachelor of Engineering with Honours in Electrical Power Systems and Networks from the State Oil Academy in Azerbaijan (former AZINEFTECHIM USSR), which is recognised and endorsed by the Institution of Engineers Australia ("IEAust"). In addition to this he also holds a Masters in Engineering (Electrical) from RMIT University in Melbourne and other qualification pertaining to Analogue and Microprocessor Based Digital Computer and Communication Equipment, and electro-mechanics.

He is a member of IEAust, as well as being listed on the National Professional Engineers Register ("NPER"), and being registered on the Board of Professional Engineer of Queensland ("BPEQ"). He is also a Chartered Professional Engineer ("CPEng") in Leadership and Management Electrical areas of practice.

Recommendation of Directors:

The Directors, with Mr. Melik abstaining, recommend that the Shareholders vote in favour of the resolution to appoint Mr. Melik as a Director of the Company

Background to Resolution 4 (Special) - To approve the additional share issue capacity under ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables mid to small cap listed companies to seek shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of

ordinary securities on issue by way of placement over a 12 month period (**10% Placement Facility**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

A company is eligible to seek shareholder approval for this additional placement capacity if it satisfies both of the following criteria at the date of the AGM:

- a. it has a market capitalisation of \$300 million or less; and
- b. it is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will satisfy both these criteria at the date of the AGM.

Accordingly, Resolution 4 is seeking approval of ordinary Shareholders by special resolution for the issue of such number of equity securities as calculated under the formula in ASX Listing Rule 7.1A.2, at an issue price as permitted by ASX Listing Rule 7.1A.3 to such persons as the Board may determine, on the terms as described in this Explanatory Memorandum.

At the date of this Notice, the Company has on issue 1,829,167,072 fully paid ordinary shares and a capacity to issue:

- a. 274,375,060 equity securities under ASX Listing Rule 7.1; and
- b. 182,916,707 equity securities under ASX Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

The effect of Resolution 4 will be to allow the Directors to issue equity securities under ASX Listing Rule 7.1A during a 10% placement period, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

Further information in relation to Resolution 4 required to be disclosed to Shareholders under Listing Rule 7.3A is set out in Schedule 2 to this Notice.

A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting. Potential allottees under the 10% Placement Facility (should it be approved) have not been identified as at the date of this Notice, but may include existing Shareholders and/or parties who are not currently Shareholders and are not related parties or associates of the Company.

Resolution 4 is a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

Recommendation of Directors: The Directors unanimously recommend Shareholders vote in favour of this Resolution.

SCHEDULE 1 – DEFINITIONS

In this Explanatory Memorandum and Notice terms defined in the Corporations Act have the same meaning when used in this document (unless the context otherwise requires) and the following words have the following meanings:

“**Annual Report**” means the Company’s annual report for the period ending 30 June 2016.

“**ASX**” means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).

“**Board**” means the board of Directors of the Company.

“**Company**” or “**Moreton**” or “**Moreton Resources**” means Moreton Resources Ltd ACN 060 111 784.

“**Constitution**” means the Company’s constitution.

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

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

“**Explanatory Memorandum**” means the explanatory memorandum to this Notice.

“**Listing Rules**” means the Listing Rules of ASX.

“**Meeting**” or “**Annual General Meeting**” or “**AGM**” means the meeting convened by the Notice.

“**Notice**” means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

“**Proxy Form**” means the proxy form attached to the Notice.

“**Resolution**” means a resolution for the consideration of Shareholders at the Meeting.

“**Remuneration Report**” means the report of that name set out in the Annual Report.

“**Schedule**” means a schedule to this Notice.

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

“**Shareholder**” means a registered holder of a Share.

Words importing the singular include the plural and vice versa.

SCHEDULE 2 – Further information in relation to Resolution 4.

For the purposes of ASX Listing Rule 7.3A, the following information is provided:

- The minimum price at which the equity securities will be issued will be no less than 75% of the volume weighted average price for ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:
 - a. the date on which the price at which the shares are to be issued is agreed; or
 - b. if the shares are not issued within 5 trading days of the date in paragraph a., the date on which the shares are issued.
- If Resolution 4 is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing ordinary Shareholders face the risk of economic and voting dilution as a result of the issue of equity securities which are the subject of this Resolution, to the extent that such equity securities are issued, including:
 - a. the market price of equity securities may be significantly lower on the issue date than on the date on which this approval is being sought; and
 - b. the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

- The following table gives examples of the potential dilution of existing ordinary Shareholders on the basis of the current market price of shares and the current number of ordinary securities for variable “A”, calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice.

The table also shows:

- a. two examples where variable “A” has increased by 50% and 100%. Variable “A” is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- b. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

No. of Shares on Issue ¹	Dilution			
	Issue price (per Share)	\$0.0015 50% decrease in Issue Price	\$0.003 Issue Price	\$0.006 100% increase in Issue Price
1,829,167,072 (Current)	Shares issued	182,916,707	182,916,707	182,916,707
	Funds raised	\$274,375	\$548,750	\$1,097,500
2,743,750,608 (50% increase)	Shares issued	274,375,060	274,375,060	274,375,060
	Funds raised	\$411,563	\$823,125	\$1,646,250
3,658,334,144 (100% increase)	Shares issued	365,833,414	365,833,414	365,833,414
	Funds raised	\$548,750	\$1,097,500	\$2,195,000

- The table has been prepared on the following assumptions:

¹ Variable “A” in Listing Rule 7.1A.2

- a. the Company issues the maximum number of equity securities available under the 10% Placement Facility in ASX Listing Rule 7.1A;
 - b. no unlisted Options in ordinary shares are exercised before the date of issue of ordinary shares under ASX Listing Rule 7.1A;
 - c. the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
 - d. the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the AGM;
 - e. the table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
 - f. the issue of equity securities under the 10% Placement Facility consists only of shares; and
 - g. the issue price is \$0.003 per share², being the closing price of the shares on ASX on 30 August 2016.
- If any of the shares being approved by this Resolution are issued, they will be issued during the placement period, that is, within 12 months of the date of the AGM (i.e. by 20 October 2017) and the approval being sought under Resolution 4 will cease to be valid if ordinary Shareholders approve a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) prior to 20 October 2017.
 - The shares will be issued for the purpose of raising working capital for the Company, which includes continuation of the Company's exploration activities, the assessment and evaluation of new business development opportunities and general working capital purposes. A proportion of the shares may be issued for non-cash consideration and in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.
 - The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities.
 - The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of allottees of any equity securities that may be issued have not been determined as at the date of this Notice, but may include existing Shareholders and/or parties who are not currently Shareholders and are not related parties or associates the Company. Any potential allottees will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
 - a. the methods of raising funds available to the Company (including but not limited to, rights issue or other issues in which existing security holders can participate), while balancing interest from potential allottees with the interests of existing Shareholders;
 - b. the effect of the issue of equity securities on the control of the Company and balancing the interests of existing Shareholders. Allocation will be subject to takeover thresholds;
 - c. the financial situation and solvency of the Company and its need for working capital at any given time; and
 - d. advice from corporate, financial and broking advisors (if applicable).

² Closing price on 30 August 2016 was \$0.003 per share.

VOTING

Moreton Resources has determined that for the purpose of voting at the meeting, or adjourned meeting, shareholders who are recorded in Moreton's register of shareholders as at 7.00pm (Brisbane time), Tuesday 18 October 2016 will be taken, for the purpose of the Annual General Meeting, to be entitled to attend and vote at the meeting.

APPOINTMENT BY PROXY

The Proxy Form must be completed and lodged at Moreton's share registry at Link Market Services (together with the power of attorney (if any) under which the Proxy Form is signed), in accordance with the instructions set out in the Proxy Form, at least 48 hours before the meeting (i.e. lodgment must occur not later than 10.00am (Brisbane time) on 18 October 2016).

CORPORATE REPRESENTATIVE

A corporation may elect to appoint a representative, rather than appoint a proxy, in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.

VOTING ENTITLEMENT

A person's entitlement to vote at the Meeting will be determined by reference to the number of fully paid shares registered in the name of that person (reflected in the register of Shareholders) as at 7.00pm (Brisbane time), Tuesday 18 October 2016.

IMPORTANT

The business of the Meeting affects your shareholding and your vote is important. To vote in person, attend the Meeting on the date and at the place set out above.

To vote by proxy, please complete and sign the enclosed Proxy Form and return **it not later than** 10.00am (Brisbane time) on 18 October 2016 to Link Market Services and in accordance with the instructions set out on the Proxy Form.

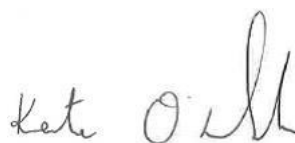
<p>This Notice of Meeting should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.</p>

ENQUIRIES

Shareholders are required to contact the Company Secretary, Kate O'Donohue on +61 7 3320 2205 if they have any queries in respect of the matters set out in these documents.

6 September 2016

By order of the Board



KATE O'DONOHUE

Company Secretary

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Moreton 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; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

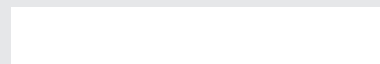
I/We being a member(s) of Moreton Resources Limited and entitled to attend and vote hereby appoint:

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 if no person or body corporate is named, the Chairman of the Meeting will act 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 Annual General Meeting of the Company to be held at **10:00am on Thursday, 20 October 2016 at Link Market Services Limited Boardroom, Level 15, 324 Queen St, Brisbane (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 and 4: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 and 4, even though the Resolutions are connected directly or indirectly with the remuneration of members of the Company's Key Management Personnel (**KMP**).

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

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*

1 Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 To elect Mr Philip (Tony) Anthony Feitelson as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 To elect Valeri Melik-Babakhanov as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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SPECIAL BUSINESS

4 Approval of Additional Share Issue Capacity Under ASX Listing Rule 7.1A

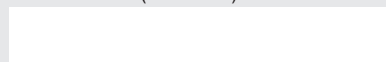
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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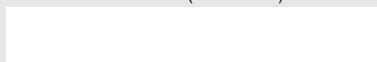
* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder'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).

MRV PRX1601C

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares 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 shareholder 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 shares 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 shares 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 share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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
- (b) 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 shareholder 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 share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Tuesday, 18 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, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

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