



**ABN 33 122 131 622**

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**NOTICE OF ANNUAL GENERAL MEETING  
and  
EXPLANATORY MEMORANDUM**

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Date: Thursday 24 November 2016

Time: 11.00 am (Melbourne time)

Meeting: Ashurst  
Level 26  
181 William Street (Cnr Bourke Street)  
Melbourne Vic 3000

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The Notice of Annual General Meeting and 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.

Shareholders are encouraged to attend the AGM. Shareholders who are unable to attend the Meeting are encouraged to appoint a proxy to vote on their behalf, using the form enclosed with the Notice of Meeting or electronically using InvestorVote, Computershare's online voting facility.

# AGENDA

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## 1. Annual Report

To consider the Annual Report for the year ended 30 June 2016, which includes the Directors' Report, the Financial Report and Auditor's Report.

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## 2. Resolution 1 – Adoption of Remuneration Report

To consider and put to a non-binding vote, the following **resolution**:

"That the Remuneration Report as contained in the Directors' Report for the year ended 30 June 2016 is adopted."

### Voting Exclusion

In accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**), a vote must not be cast on Resolution 1 (in any capacity, e.g., as a shareholder, proxy, attorney or corporate representative) by a member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member.

However, these restrictions do not apply to a vote cast by such person on behalf of a person who is not themselves subject to the restrictions, and:

- a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- b) the person is the Chairman of the Meeting and the proxy appointment expressly authorises the Chairman of the Meeting to vote undirected proxies as the Chairman decides.

The Chairman of the Meeting intends to vote undirected proxies (where he has been appropriately authorised) in favour of Resolution 1.

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## 3. Resolution 2 – Election of Director R J Cooper

Robert J Cooper was appointed as a Director by the Board on 1 July 2016 in accordance with rule 3.3 of the Company's constitution. He is retiring as a Director in accordance with rule 3.3 of the Company's constitution and, being eligible, offers himself for election.

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

"That Robert J Cooper, who retires in accordance with the Company's constitution, is elected as a Director."

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4. **Resolution 3 – Election of Director J D Whiteside**

James D Whiteside was appointed as a Director by the Board on 6 October 2016 in accordance with rule 3.3 of the Company's constitution. He is retiring as a Director in accordance with rule 3.3 of the Company's constitution and, being eligible, offers himself for election.

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

"That James D Whiteside, who retires in accordance with the Company's constitution, is elected as a Director."

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5. **Resolution 4 – Change of Company Name**

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

"That for the purpose of section 157(1) of the Corporations Act and for all other purposes, approval be given for the name of the Company to be changed to Verdant Minerals Ltd."

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6. **Resolutions 5(a), 5(b), 5(c) and 5(d) – Approval of Grant of Options to Directors**

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

- (a.) "That, for the purpose of ASX Listing Rule 10.14, the grant to Jeffrey D Landels of 2,500,000 Options under the Company's Employee Share Option Plan as described in the Explanatory Notes accompanying the Notice of Meeting, is approved."
- (b.) "Contingent upon his election as a Director at this meeting, that, for the purpose of ASX Listing Rule 10.14, the grant to Robert J Cooper of 2,500,000 Options under the Company's Employee Share Option Plan as described in the Explanatory Notes accompanying the Notice of Meeting, is approved."
- (c.) "Contingent upon his election as a Director at this meeting, that, for the purpose of ASX Listing Rule 10.14, the grant to James D Whiteside (as Chairman) of 5,000,000 Options under the Company's Employee Share Option Plan as described in the Explanatory Notes accompanying the Notice of Meeting, is approved."
- (d.) "That, for the purpose of ASX Listing Rule 10.14 and sections 200B and 200E of the Corporations Act 2001 (Cth) and for all other purposes, the grant to the Company's Managing Director, Christopher N Tziolis, of 12,000,000 Options under the Company's Employee Share Option Plan as described in the Explanatory Notes accompanying the Notice of Meeting, is approved."

**Voting Exclusion**

The Company will disregard any votes cast on Resolution 5(a), 5(b), 5(c) or 5(d) by any of the Directors of the Company and by any of their respective associates. In addition, other members of the key management personnel (and their closely related parties) must not cast a vote as a proxy for another shareholder.

However, these restrictions do not apply to a vote cast by such person on behalf of a person who is not themselves subject to the restrictions, and:

- a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or

## Notice of 2016 Annual General Meeting and Explanatory Memorandum

- b) the person is the Chairman of the Meeting and the proxy appointment expressly authorises the Chairman of the Meeting to vote undirected proxies as the Chairman decides.

The Chairman of the Meeting intends to vote undirected proxies (where he has been appropriately authorised) in favour of Resolutions 5(a), 5(b), 5(c) and 5(d).

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### 7. **Resolution 6 – Approval to Issue Shares Under Option Deed (Termination of Royalty)**

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, the issue of shares under an Option Deed (Termination Royalty) to Arc de Triomphe Securities Pty Ltd, Kim Glasfurd Nominees Pty Ltd and Finching Pty Ltd (in which Mr David Muller has an interest), by exercise of an option before 31 December 2017, be approved."

#### **Voting Exclusion**

The Company will disregard any votes cast on Resolution 6 by Mr Muller and his associates.

However, this restriction does not apply to a vote cast by such person on behalf of a person who is not themselves subject to the restrictions, and:

- a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- b) the person is the Chairman of the Meeting and the proxy appointment expressly authorises the Chairman of the Meeting to vote undirected proxies as the Chairman decides.

The Chairman of the Meeting intends to vote undirected proxies (where he has been appropriately authorised) in favour of Resolution 6.

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### 8. **Resolution 7 – Approval of 10% Placement Capacity**

To consider and if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purpose of ASX Listing Rule 7.1A, the issue of fully paid ordinary shares of up to 10% of the issued capital of the Company, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum accompanying this Notice of Meeting, is approved."

#### **Voting Exclusion**

The Company will disregard any votes cast on Resolution 4 by a person who may participate in the proposed issue and a person who might obtain a benefit if Resolution 4 is passed, except a benefit solely in the capacity of a holder of shares, and any of their respective associates. However, the Company will disregard a vote if it is cast by:

- a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) the Chairman of 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.

Rum Jungle Resources Ltd

## Notice of 2016 Annual General Meeting and Explanatory Memorandum

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read 'B W Arnold', with a horizontal line drawn underneath the signature.

**Bruce Arnold**  
**Company Secretary**  
18 October 2016

## **IMPORTANT INFORMATION**

### **Voting by Proxy**

Please note that:

- a) a shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- b) a proxy need not be a shareholder; and
- c) a shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The **enclosed** proxy form provides further details on appointing proxies and lodging proxy forms.

### **Lodgement of Proxy Documents**

For an appointment of a proxy for the Meeting to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed (eg a power of attorney) or a certified copy of it,

must be received by the Company at least **48** hours before the scheduled commencement of the Meeting, that is no later than 11.00am (Melbourne time) on 22 November 2016.

The following methods are specified for the purpose of lodging proxy appointments (and any authorities under which appointments are signed):

By mail:               Computershare Investor Services Pty Ltd  
                              GPO Box 242  
                              Melbourne, Victoria 3001, Australia

By fax:                1800 783 447 (within Australia), +61 3 9473 2555 (outside Australia).

Electronically: [www.investorvote.com.au](http://www.investorvote.com.au) using the details printed on the personalised proxy form.

For Custodian Voting (subscribers only): [www.intermediaryonline.com](http://www.intermediaryonline.com)

### **Voting by Corporate Representative**

A body corporate which is a shareholder, or which has been appointed as a proxy, may appoint any person as its representative to exercise any of the powers the body may exercise at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

### **Voting Entitlements**

The Company has determined that, for the purposes of the Meeting, shares in the Company will be taken as being held by the persons who are registered as holding them as at 7.00pm (Melbourne time) on 22 November 2016.

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum forms part of the Notice of Annual General Meeting.

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### **1. Annual Report**

A copy of the Company's 2016 Annual Report, including the Directors' Report, the Financial Report and the Auditor's Report for the financial year ended 30 June 2016 can be found on the Company's website at [www.rumjungleresources.com.au](http://www.rumjungleresources.com.au).

There is no requirement for shareholders to approve the Annual Report. However, shareholders will have the opportunity to:

- a) discuss the Annual Report;
- b) ask questions about or make comments on the management of the Company; and
- c) ask the auditor questions about, among other things, the conduct of the audit and the preparation and content of the Auditor's Report.

A representative of the Company's auditor, KPMG, will attend the meeting.

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### **2. Resolution 1 – Adoption of Remuneration Report**

The Remuneration Report for the year ended 30 June 2016 is set out on pages 36 to 41 of the Company's 2016 Annual Report. It sets out a range of matters relating to the remuneration of Directors, executives and senior managers of the Company.

Under the Corporations Act, a resolution that the Remuneration Report be adopted must be put to vote at the Company's Annual General Meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

The Board unanimously **recommends** that shareholders **vote in favour** of Resolution 1 to adopt the Remuneration Report.

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### **3. Resolution 2 – Election of Director R J Cooper**

In accordance with the ASX Listing Rules and the Company's Constitution, Mr Robert Cooper retires and, being eligible, offers himself for election as a Director.

Mr Cooper was appointed as a Director on 1 July 2016 by the Board.

Mr Cooper is a mining engineer with more than 25 years' industry experience, having held leadership roles across a diverse range of commodities, both in Australia and overseas. He has a broad foundation of operating and technical experience in both operations and project development. He has held leadership positions with BHP Billiton as General Manager of Leinster Nickel Operations within Nickel West, Project Manager of a BHP Billiton-wide project, and as Asset President of Ekati Diamonds in Canada. More recently he has held positions with Discovery Metals as General Manager - Operations in Botswana and as General Manager - Development in their Brisbane office. Mr Cooper is currently the CEO of CopperChem Limited and Exco Resources Limited, both of which are 100% owned subsidiaries of the Washington H Soul Pattinson Group of companies.

Mr Cooper was nominated to the Board by the Company's major shareholder Washington H Soul Pattinson and Company Limited, which holds 38.28% of the share capital in the Company (after underwriting the 2016 Rights Issue).

The Board (with Mr Cooper abstaining) **recommends** that shareholders **vote in favour** of this Resolution to re-elect Mr Cooper as a Director.

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**4. Resolution 3 – Election of Director J D Whiteside**

In accordance with the ASX Listing Rules and the Company's Constitution, Mr James Whiteside retires and, being eligible, offers himself for election as a Director.

Mr Whiteside was appointed as a Director on 6 October 2016 by the Board.

Mr Whiteside has had a successful and senior career in agriculture, most recently as Chief Operating Officer of Incitec Pivot Fertilisers ("IPF"), a division of Incitec Pivot Limited ("IPL"). IPF is Australia's largest input manufacturer and supplier into Australian agriculture, and is also a significant exporter of Australian made fertiliser into export markets. Whilst at IPF James was responsible for the establishment of a global trading joint venture based in Hong Kong, Quantum Fertilisers, and was CEO of Quantum for over five years. He also had executive responsibility for global procurement and supply chain for the IPL Group.

He is a member of the Australian Institute of Company Directors and was a director of Quantum Fertilisers. He is a past director and chairman of Fertilizer Australia and a director of the International Fertilizer Association, and is a current director of Agribusiness Australia.

The Board (with Mr Whiteside abstaining) **recommends** that shareholders **vote in favour** of this Resolution to re-elect Mr Whiteside as a Director.

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**5. Resolution 4 – Change of Company Name**

This resolution seeks approval for the change of the Company name to Verdant Minerals Ltd.

Rum Jungle is a location in the Northern Territory and the site of a legacy uranium mine that has a number of significant environmental liabilities. It should be noted that the company has no association with the old Rum Jungle Uranium site.

The Company is now strategically focussed on developing its portfolio of fertiliser mineral projects commencing with the Ammaroo Phosphate project which has commenced a bankable feasibility study and environmental approvals process. With the Company transitioning from being an explorer to a developer of projects and potential producer of products associated with the agricultural value chain it is appropriate and timely to rename the Company.

The name "Verdant" is derived from the Old French word for "green," vert, which in turn is from Latin virēre, meaning "to be green". By definition green with vegetation; covered with growing plants or grass and therefore associated with fertilizer.

In accordance with Section 157(1) of the Corporations Act, a company may change its name by special resolution of members. If Resolution 4 is passed, the change of name will take effect from the day on which the ASIC alters the Company's registration.

The Board unanimously **recommends** that shareholders **vote in favour** of Resolution 4.

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**6. Resolutions 5(a), 5(b), 5(c) and 5(d) – Approval of Grant of Options to Directors**

It is proposed that Options be granted, subject to shareholder approval, to each of the Company's Directors: Jeffrey Landels, Robert Cooper, James Whiteside and Christopher Tziolis.

The Board determined to reduce Directors' fees and the Managing Director's salary by 20% from 1 July 2015. The reduction was undertaken to reflect the downturn in the mining industry, and to preserve cash during the pre-development phase of the Company's projects. . The grant of Options is intended to provide an appropriate level of incentive to the Directors to increase the value of the Company and its share price and to enable the company to attract individuals with the skills required to execute the company's strategy..

ASX Listing Rule 10.14 precludes the grant of options to a director under an employee incentive scheme without the approval of the holders of ordinary shares. If approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1 for the issue of those securities.

Subject to the relevant Resolutions being passed, the Options will be granted pursuant to the Company's Employee Share Option Plan (the **Plan**). The Plan was approved at the annual general meeting of the Company held on 27 November 2014. Copies of the Plan are available from the Company Secretary.

An Option entitles a holder, upon exercise, to be issued one Share subject to adjustment in accordance with the Rules of the Plan (the **Rules**). The options will vest in three tranches provided the share price has achieved predetermined trigger prices and will have an exercise price of 2.5 cents. The Company's share price closed at 2.0 cents on 18 October 2016.

**Option Exercise Price and Vesting Conditions for Directors**

	<b>Tranche 1</b>	<b>Tranche 2</b>	<b>Tranche 3</b>
<b>Number of Options</b>	1,500,000 (Chairman) 750,000 (Non-executive directors) 3,500,000 (Managing Director)	2,000,000 (Chairman) 1,000,000 (Non-executive Directors) 5,000,000 (Managing Director)	1,500,000 (Chairman) 750,000 (Non-executive Directors) 3,500,000 (Managing Director)
<b>Exercise Price</b>	\$0.025	\$0.025	\$0.025
<b>Vesting Date</b>	Any time on or before the Tranche expiry date provided the Tranche vesting price trigger has been satisfied		
<b>Vesting trigger</b>	The options will become exercisable following a change of control or if the volume weighted average price (VWAP) of RUM shares traded on the ASX over any ten consecutive trading day period meets or exceeds the Tranche Vesting Trigger Price at any time on or before the Tranche Expiry Date		
<b>Tranche Vesting Trigger Price</b>	\$0.05 per RUM share	\$0.08 per RUM share	\$0.12 per RUM share
<b>Tranche Expiry Date</b>	30 June 2018	30 June 2019	31 December 2019

## Notice of 2016 Annual General Meeting and Explanatory Memorandum

There is no loan proposed in relation to the proposed grant of the Options.

The number of Options proposed to be granted to each Director is:

Jeffrey Landels	2,500,000
Robert Cooper	2,500,000
James Whiteside	5,000,000
Christopher Tziolis	12,000,000

The maximum number of Options that may be acquired by all of the Directors for whom approval is required is 22,000,000.

Since the approval of the Plan on at the Company's 2014 annual general meeting on 27 November 2014, and with shareholder approval at that meeting, Christopher Tziolis has received 5,000,000 options. No amount was payable by Mr Tziolis for the grant of those options. Since the 2014 annual general meeting, no other person referred to in ASX Listing Rule 10.14 has received securities under the Company's Employee Share Option Plan.

The Rules permit Options to be granted to a related party or an associate of a participating Director.

The exercise price of each Option and the number of Shares to be issued on exercise may be adjusted for any capital reorganisations during the term of the Option in accordance with the Rules and the ASX Listing Rules.

If approval is given, all of the Options will be granted shortly after the Meeting and in any event no later than two months after the date of the Meeting.

### ***Approval of potential termination benefits for Christopher Tziolis***

Under section 200B of the Corporations Act, a company may give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate only if it is approved by shareholders or an exemption applies. Mr Tziolis holds a managerial or executive office with the Company.

If passed, Resolution 5(d) will also constitute approval under section 200E of the Corporations Act for any 'termination benefit' that may be provided to Mr Tziolis under the Plan in relation to the Options to be granted to him. The termination benefit that may be given under the Plan is the Board exercising its discretion to decide that the Options will not lapse under clause 7.7(c) of the Plan if Mr Tziolis ceases employment with the Company. For example, in circumstances where Mr Tziolis's employment has ceased due to death, disability, bona fide redundancy or some other appropriate reason the Board may (but need not) decide to permit the Options to remain outstanding and on conditions the Board determines.

The value of the benefit (that is, the Board exercising its discretion in the future to permit Options to remain outstanding) cannot presently be ascertained. However, matters, events and circumstances that will, or are likely to, affect the calculation of that value include:

- a) the number of Options vested in Mr Tziolis prior to cessation of employment;
- b) the market price of the Company's shares on ASX on the last ASX trading day before the date of calculation; and
- c) the additional period permitted for exercise of the Options and the nature of any conditions imposed by the Board.

Because of their interest in the outcome, the Directors consider that it would be inappropriate to make a recommendation with respect to the resolutions.

**7. Resolution 6 – Approval to Issue Shares Under Option Deed (Termination of Royalty)**

Territory Phosphate Pty Ltd (**Territory Phosphate**), a wholly owned subsidiary of the Company, is party to a Share Sale Agreement dated 30 June 2008, as amended by a Deed of Variation, Assumption and Release dated 22 January 2011 (the **Share Sale Agreement**). Under the Share Sale Agreement, Territory Phosphate has an obligation to pay a royalty to certain royalty holders, being Arc de Triomphe Securities Pty Ltd, Mundena Holdings Pty Ltd (which has now retired as trustee and has been replaced by Kim Glasfurd Nominees Pty Ltd as trustee for The Kim Glasfurd Family Trust) and Finching Pty Ltd (in which Mr David Muller has an interest) (each of whom are party to the Share Sale Agreement and together are the **Royalty Holders**). David Muller is also a party to the Share Sale Agreement.

The tenements subject to royalties were originally held by the Royalty Holders prior to the formation of Rum Jungle Resources and were sold (with an associated royalty) to Aragon Resources Ltd, by way of the sale of Territory Phosphate Pty Ltd. In January 2011 Rum Jungle acquired Territory Phosphate Pty Ltd which had the pre-existing royalty obligation from the 2008 Share Sale Agreement.

On 16 May 2016, the parties to the Share Sale Agreement and the Company entered into an Option Deed (Termination of Royalty) (**Option Deed**). Under the Option Deed, Territory Phosphate is granted an option to be fully released and discharged from its obligations and liabilities under the Share Sale Agreement (including the obligation to pay the royalty to the Royalty Holders). The Option Deed provides that if Territory Phosphate exercises that option, the Company must allot and issue new fully paid ordinary shares to the Royalty Holders, subject to (among other things) Territory Phosphate providing written notice of its election to exercise the option and the Company obtaining shareholder approval for the issue of shares to the Royalty Holders. The number of shares that is proposed to be issued to the Royalty Holders is to be calculated by dividing \$800,000 by the higher of \$0.02 and the Company's 5 day volume weighted average share price calculated for the period ending the day before the date of the meeting at which shareholder approval is obtained.

If Territory Phosphate does not exercise the option before 31 December 2017, the option will lapse and Territory Phosphate will continue to be liable for all obligations under the Share Sale Agreement, including paying the royalty to the Royalty Holders in accordance with the Share Sale Agreement.

Territory Phosphate intends to exercise the option to terminate the royalty and the Company seeks shareholder approval for the issue of shares.

The Board (with Mr Muller abstaining) **recommends** that shareholders **vote in favour** of this Resolution to approve the issue of shares under the Option Deed.

**8. Resolution 7 – Approval of 10% Placement Capacity**

**5.1 General**

ASX Listing Rule 7.1A enables an "eligible entity", that has obtained shareholder approval by special resolution at an annual general meeting, to issue up to an additional 10% of its issued share capital by way of placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

The Company is an eligible entity for the purpose of ASX Listing Rule 7.1A and is seeking shareholder approval, by way of a special resolution, to have the ability to issue additional shares under the 10% Placement Facility, without the need for further shareholder approval.

## Notice of 2016 Annual General Meeting and Explanatory Memorandum

The ability to issue shares under the 10% Placement Facility will be in addition to the Company's ability to issue shares, without shareholder approval, under ASX Listing Rule 7.1.

The Company may use the 10% Placement Facility to raise capital to advance its exploration assets in the Northern Territory, to acquire new resource projects/tenements, to progress project studies and/or for general corporate purposes. This 10% Placement Facility will provide extra flexibility and opportunity for the Company to raise capital.

The Directors believe that Resolution 7 is in the best interests of the Company and **recommend** that shareholders **vote in favour** of this Resolution to approve the 10% Placement Facility.

### 8.2 Further information about the 10% Placement Facility

Pursuant to and in accordance with ASX Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility:

#### ***Minimum issue price***

The issue price of ordinary shares issued under the 10% Placement Facility will not be less than 75% of the volume weighted average price of the Company's ordinary shares calculated over the 15 trading days immediately before:

- a) the date on which the price at which the ordinary shares are to be issued is agreed; or
- b) if the ordinary shares are not issued within 5 trading days of the date in a) above, the date on which the ordinary shares are issued.

#### ***Period of the approval***

If shareholders approve Resolution 7 at the Meeting, the approval to issue ordinary shares under the 10% Placement Facility will operate from 24 November 2016 until the earlier of:

- a) 24 November 2017; and
- b) the date (if any) 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),

(the **10% Placement Period**).

#### ***Formula for calculating the 10% Placement Facility***

Under the 10% Placement Facility, the Company may issue or agree to issue, during the 10% Placement Period, a number of ordinary shares calculated in accordance with the following formula:

$$(A \times D) - E$$

**A** is the number of shares on issue 12 months before the date of issue or agreement to issue:

- a) plus the number of shares issued in the 12 months under an exception in ASX Listing Rule 7.2;

## Notice of 2016 Annual General Meeting and Explanatory Memorandum

- b) plus the number of partly paid shares (that became fully paid in the 12 months);
- c) plus the number of shares issued in the 12 months with shareholder approval under ASX Listing Rules 7.1 and 7.4;
- d) less the number of shares cancelled in the 12 months.

**D** is 10%

**E** is the number of equity securities issued or agreed to be issued under the 10% Placement Facility in the 12 months before the date of the issue or agreement to issue that are *not* issued with shareholder approval under ASX Listing Rule 7.1 or 7.4.

### ***Potential placement capacity under ASX Listing Rules 7.1 and 7.1A***

The ability of the Company to issue shares under ASX Listing Rule 7.1A is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

Assuming Resolution 7 is passed at the Meeting, the Company has a capacity to issue:

- a) the number of equity securities under ASX Listing Rule 7.1, calculated at the date of issue of the equity securities (or the agreement to issue) in accordance with the formula in ASX Listing Rule 7.1; and
- b) equity securities under the 10% Placement Facility under ASX Listing Rule 7.1A, before the end of the 10% Placement Period without further Shareholder approval.

The actual number of equity securities that the Company will have capacity to issue under the 10% Placement Facility will be calculated at the date of issue of the equity securities (or the agreement to issue) in accordance with the formula in ASX Listing Rule 7.1A.2 (described above).

### ***Risk of economic and voting dilution of existing shareholders***

If Resolution 7 is approved by shareholders and the Company issues further shares under the 10% Placement Facility, there is a risk of economic and voting dilution for existing shareholders. In addition, there is a risk that:

- a) the market price for the Company's ordinary shares may be significantly lower on the date of the issue of the ordinary shares than on the date of the Meeting; and
- b) the ordinary shares may be issued at a price that is at a discount to the market price for the Company's ordinary shares on the issue date,

each of which may have an effect on the amount of funds raised by the issue of the ordinary shares.

The potential dilution of existing shareholders as a result of the 10% Placement Facility can be illustrated in the table below. The table has been prepared to show:

- a) the dilution impact assuming different numbers of shares issued. For this purpose, Variable 'A' is the number of ordinary shares the Company has on issue.

"Current Variable 'A'" is the number of shares on issue at 14 October 2016. The two further examples show the impact where variable 'A' has increased by 50% and 100%.

## Notice of 2016 Annual General Meeting and Explanatory Memorandum

This number may increase as a result of issues of ordinary shares that do not require shareholder approval (for example, a pro-rata entitlement offer, share purchase plan or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved by shareholders.

- b) the funds raised assuming the different issue prices.

The table shows the funds that would be raised at an issue price of \$0.02 (being the closing price of the Company's shares on ASX on 10 October 2016). The two further examples show the funds raised assuming the issue price has decreased by 50% and increased by 100% as against the first issue price of \$0.02.

Variable 'A' in ASX Listing Rule 7.1A.2		Dilution		
		\$0.01 50% decrease in Issue Price	\$0.02 Issue Price (being the closing price of the Company's shares on ASX on 10 October 2016)	\$0.04 100% increase in Issue Price
<b>Current Variable 'A'</b> 963,761,492 shares	10% voting dilution	96,376,149 shares	96,376,149 shares	96,376,149 shares
	Funds raised	\$963,761	\$1,927,523	\$3,855,046
<b>50% increase in Current Variable 'A'</b> 1,445,642,238 shares	10% voting dilution	144,564,223 shares	144,564,223 shares	144,564,223 shares
	Funds raised	\$1,445,642	\$2,891,284	\$5,782,569,872
<b>100% increase in Current Variable 'A'</b> 1,927,522,984 shares	10% voting dilution	192,752,298 shares	192,752,298 shares	192,752,298 shares
	Funds raised	\$1,927,523	\$3,855,046	\$7,710,092

The following points are noted:

- The table assumes that the Company issues the maximum number of ordinary shares available under the 10% Placement Facility.
- 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%.
- 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.
- The table shows only the effect of issues of ordinary shares under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.



## Notice of 2016 Annual General Meeting and Explanatory Memorandum

### ***Purposes of any issue***

The Company may seek to issue the ordinary shares under the 10% Placement Facility for the following purposes:

- a) to obtain cash funds. Funds raised could be applied towards continued exploration and feasibility study expenditure on the Company's current assets, an acquisition of new assets or investments (including expenses associated with such acquisition), and/or general corporate purposes; and/or
- b) as consideration for the acquisition of the new resource assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

### ***Allocation policy for the 10% Placement Facility***

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the 10% Placement Facility. The identity of the allottees of ordinary shares will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- a) the methods of raising funds that are available to the Company, including but not limited to, pro-rata entitlement offers, share purchase plans or other issues in which existing shareholders can participate;
- b) the effect of the issue of the ordinary shares on the control of the Company;
- c) the financial situation of the Company; and
- d) advice from corporate, financial and broking advisers (if applicable).

No allottees for any issues under the 10% Placement Facility have been determined as at the date of this Notice. Allottees may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any ordinary shares under the 10% Placement Facility.

### ***Previous approvals under ASX Listing Rule 7.1A***

The Company previously obtained shareholder approval under ASX Listing Rule 7.1A at the Company's annual general meeting on 20 November 2015.

As the Company has previously sought and obtained shareholder approval under ASX Listing Rule 7.1A at the Company's 2015 annual general meeting, the Company provides the following additional information in accordance with ASX Listing Rule 7.3A.6.

The Company has issued 578,256,895 equity securities in the period from 24 November 2015 (being 12 months before the date of the 2016 annual general meeting) to the date of this Notice of Meeting. These equity securities were all fully paid ordinary shares issued under a pro-rata renounceable entitlement offer at an issue price of \$0.02 (this issue price represented a 5% discount on the closing market price of the Company's Shares on the issue date of 21 June 2016). They represented 150% of the total number of the Company's Shares that were on issue at 24 November 2015. The total cash consideration for this issue was \$11.565 million.



ABN 33 122 131 622

RUM

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:



### Online:

[www.investorvote.com.au](http://www.investorvote.com.au)



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

XX



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



**For your proxy appointment to be effective it must be received by  
11.00am (Melbourne time) Tuesday 22 November 2016**

## How to appoint a proxy at the meeting

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed 100% of your voting entitlement.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## Signing Instructions for Proxy Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form →**



MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1

#### Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Rum Jungle Resources Ltd hereby appoint

☐

the Chairman  
of the Meeting **OR**



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Rum Jungle Resources to be held at Ashurst, Level 26, 181 William Street (Cnr Bourke Street) Melbourne, Victoria on Thursday 24 November 2016 at 11.00 am (Melbourne time) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 5a, 5b, 5c and 5d (except where I/we have indicated a different voting intention below) even though Items 1, 5a, 5b, 5c and 5d are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 5a, 5b, 5c and 5d by marking the appropriate box in step 2 below.

### STEP 2

#### Items of Business



**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5d	Approval of Grant of Options to Christopher N Tziolis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director R J Cooper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6	Approval to Issue Shares Under Option Deed (Termination of Royalty)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director J D Whiteside	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 7	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 5a	Approval of Grant of Options to Jeffrey D Landels	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 5b	Approval of Grant of Options to Robert J Cooper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 5c	Approval of Grant of Options to James D Whiteside	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date / /

RUM

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Computershare +