RAWSON RESOURCES LIMITED ABN 69 082 752 985

Suite 2 163 Burns Bay Road Lane Cove NSW 2066

PO Box R 1868 Royal Exchange NSW 1225

Dear Shareholder,

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF RAWSON RESOURCES LIMITED ABN 82 108 547 413 ("COMPANY")

Notice is hereby given that an Extraordinary General Meeting (EGM) of Shareholders is to be held as follows:

Venue: Bell Potter, Level 33, 225 George Street, Sydney NSW 2000.

Time: 11.00 am AEST
Date: Monday 18th April 2011

The meeting will consider three resolutions: two related to past issues of securities and one to a proposed issue. These resolutions are explained in the Explanatory Statement in some detail. Please find enclosed the following documents in relation to the EGM:

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We look forward to seeing you at the meeting and receiving your vote in support of the resolutions. If you are not able to attend the EGM in person, you are urged to complete and lodge the enclosed Proxy or appointment of Corporate Representative form.

lan Morgan Company Secretary

Wednesday, 16th March 2011

NOTICE IS GIVEN that an Extraordinary General Meeting of the Company will be held on Monday 18th April 2011 at 11.00 am AEST at Bell Potter, Level 33, 225 George Street, Sydney NSW 2000, to consider, and if thought fit, pass the resolutions below.

The Explanatory Statement and the Proxy Form accompanying this Notice are incorporated in and comprise part of this Notice.

AGENDA

1.1. Special Business

1.1.1. Resolution 1 – Ratification of Previous Share Issue to Placement Investors (Tranche 1 Placement Shares)

Resolution 1 is to consider and, if thought fit, with or without amendment, pass the following ordinary resolution:

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue and allotment by the Company on 15th June 2010 of 5,180,000 fully paid ordinary shares in the capital of the Company ("Tranche 1 Placement Shares") for a cash issue price of 12 cents per Share to the Placement Investors."

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 1.

1.1.2. Resolution 2 – Ratification of Previous Share Issue to Placement Investors (Tranche 2 Placement Shares)

Resolution 2 is to consider and, if thought fit, with or without amendment, pass the following ordinary resolution:

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue and allotment by the Company on 7th December 2010 of 5,000,000 fully paid ordinary shares in the capital of the Company ("Tranche 2 Placement Shares") for a cash issue price of 8 cents per Share to the Placement Investors."

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 2.

1.1.3. Resolution 3 – Approval of Share Placement and Granting Options to Placement Investors (Tranche 3 Placement Securities)

To consider and, if thought fit, with or without amendment, pass the following ordinary Resolution:

"That, in accordance with ASX Listing Rule 7.1 and for all other purposes, the Company be permitted and authorised to issue and allot up to 12,500,000 Shares and granting one for two (6,250,000) unlisted free attaching Options, expiring 1st June 2012 and with an exercise price of 15 cents per Share, to the Placement Investors ("Tranche 3 Placement Securities") for a total cash issue price of 10 cents per Share."

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 2.

1.2. Voting Exclusion Statements

1.2.1. Resolutions 1 and 2

For the purposes of ASX Listing Rules 7.5.6 and 14.11.1 and all other purposes, the Company will disregard any votes cast on Resolutions 1 and 2 by:

- (i) a person who participated in the issue; and
- (ii) an Associate of that person (or those persons).

However, the Company will not disregard a vote if:

- (i) 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
- (ii) 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.

1.2.2. Resolution 3

In accordance with the notice requirements of ASX Listing Rule 7.3.8 for approval under ASX Listing Rule 7.1 and ASX Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 3 by:

- (i) a person who may participate in the proposed issue;
- (ii) an Associate of that person (or those persons); and
- (iii) a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the resolution is passed, and an Associate of any such person.

However, the entity will not disregard a vote if:

- (i) 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
- (ii) 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.

1.3. Voting Rights and Proxies

- A member entitled to attend and vote at the meeting has a right to appoint a proxy.
- (ii) This appointment may specify the proportion or number of votes that the proxy may exercise.
- (iii) The proxy need not be a member of the Company.
- (iv) A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes that each proxy may exercise, each proxy may exercise half of the votes.

Proxies must be:

- (i) lodged at the registered office of the Company, Suite 2, 163 Burns Bay Road, Lane Cove NSW 2066;
- (ii) lodged at Registries Limited Level 7, 207 Kent Street Sydney NSW 2000 (by hand) or GPO Box 3993 Sydney NSW 2001 (by post); or
- (iii) received at the fax number specified below; and
- (iv) not later than 48 hours before the meeting, that is by 11.00 am AEST on Saturday 16th April 2011.

Proxies may be lodged by facsimile (fax number +612 9279 - 0664).

1.4. Voting and required majority

For the purposes of regulation 7.11.37 of the Corporations Act and ASX Settlement Operating Rule 5.6.1, the Directors have set 11 am AEST on Saturday, 16th April 2011 as the time and date to determine holders of the Company's ordinary fully paid shares for the purposes of the Extraordinary General Meeting.

Share transfers registered after that deadline will be disregarded in determining entitlements to attend and vote at the Extraordinary General Meeting.

In accordance with the Corporations Act, for the resolutions to be effective:

- (i) the resolutions must be passed at a General Meeting of which not less than 28 days written notice specifying the intention to propose the resolutions has been given (satisfied by this Notice); and
- (ii) in the case of ordinary resolutions must be passed by more than 50% of all the votes cast by Shareholders present and entitled to vote on the resolutions (whether in person or by proxy, attorney or representative).

On a show of hands every Shareholder has one vote, and on a poll, every Shareholder has one vote for each fully paid Share.

1.5. Definitions

For the purposes of this Explanatory Statement and the Notice of Extraordinary General Meeting the following definitions apply unless the context requires otherwise.

AEST means Australian Eastern Standard Time.

Associate has the meaning given to that term in Part 1.2, Division 2 of the Corporations Act.

ASX means ASX Limited ABN 98 008 624 691.

ASX Listing Rules means the official listing rules issued and enforced by the ASX as amended from time to time.

Board or **Board** of **Directors** means the board of Directors of the Company.

Company means Rawson Resources Limited (ABN 69 082 752 985).

Constitution means the constitution of the Company, as amended from time to time.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company from time to time.

EGM or **Extraordinary General Meeting** means the extraordinary general meeting to be held at 11.00 am AEST on Monday 18th April 2011 and notified to the Company's Shareholders by this Notice

Explanatory Statement means the explanatory statement incorporated into this Notice.

Notice means this notice incorporating the Explanatory Statement.

Option means a free attaching option to acquire, during the period from the Option grant date to 1st June 2012, one Share for an exercise price of 15 cents per Share.

Placement means the placement of fully paid ordinary shares to a limited number of institutions and other exempt investors in accordance with Section 708 of the Corporations Act.

Placement Investors means institutional or sophisticated investors, being persons who, because of one or more of sections 708(8), 708(10), 708(11) and 708(12) of the Corporations Act, who have subscribed for Tranche 1 Placement Shares, Tranche 1 Placement Shares, or will subscribe for Tranche 2 Placement Shares without receiving a disclosure document issued by the Company in accordance with Part 6D.2 of the Corporations Act, excluding related parties of the Company.

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

Shareholder means shareholder of the Company and Shareholders has a corresponding meaning.

Tranche 1 Placement Shares means 5,180,000 Shares issued and allotted on 15th June 2010 for a cash issue price of 12 cents per Share to the Placement Investors.

Tranche 2 Placement Shares means 5,000,000 Shares issued and allotted on 7th December 2010 for a cash issue price of 8 cents per Share to the Placement Investors.

Tranche 3 Placement Securities means up to 12,500,000 Shares and one for two (6,250,000) unlisted free attaching Options, expiring 1st June 2012 and with an exercise price of 15 cents per Share, to be issued and allotted within three months of the EGM to Placement Investors for a cash issue price of 10 cents per Share.

1.6. Interpretation

For the purposes of interpreting the Explanatory Statement and the Notice:

- (i) the singular includes the plural and vice versa;
- (ii) words importing any gender include both genders;
- (iii) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments and all consolidations, amendments, re-enactments or replacements for the time being in force;
- (iv) all headings, bold typing and italics (if any) have been inserted for convenience of reference only and do not define limit or affect the meaning or interpretation of the Explanatory Statement and the Notice;
- reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors, substitutes (including without limitation persons taking by novation and assignment); and
- (vi) reference to cents, \$, A\$, Australian Dollars or dollars is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia.

By order of the Board of Directors

lan Morgan Company Secretary

Wednesday, 16th March 2011

2. EXPLANATORY STATEMENT

2.1. General

This Explanatory Statement has been prepared to provide you with material information reasonably required to enable you to make an informed decision on how to vote upon the business to be conducted at the Extraordinary General Meeting (EGM).

The purpose of the EGM is to consider and if thought fit, pass the Resolutions.

The Directors recommend that Shareholders read this Explanatory Statement, which forms part of the accompanying Notice of Meeting of Shareholders, before determining whether to support the Resolutions or otherwise.

2.2. Approvals Required

ASX Listing Rule 7.1 provides that, without approval of the Shareholders, the Company must not issue or agree to issue more equity securities if such issue, if aggregated with the securities issued by the Company during the previous 12 months, would be such amount that would exceed 15% of the issued shares at the commencement of that 12 month period (subject to certain exemptions not relevant to the Company's present circumstances).

Although the issues of 5,180,000 Tranche 1 Placement Shares and 5,000,000 Tranche 2 Placement Shares were within the 15% prescribed limit when issued, Shareholder approval was not obtained prior to the issues of those Shares.

However, ASX Listing Rule 7.4 treats the issues of those Tranche 1 Placement Shares and Tranche 2 Placement Shares made without the approval under ASX Listing Rule 7.1 as having been made with approval, for the purposes of ASX Listing Rule 7.1, if those issues did not breach ASX Listing Rule 7.1 and Shareholders subsequently approve them.

That issue did not breach ASX Listing Rule 7.1.

Under Resolutions 1 and 2, the Company seeks the ratification by the Shareholders of the issues and allotments of the Tranche 1 Placement Shares and Tranche 2 Placement Shares, so as to 'refresh' the effect of ASX Listing Rule 7.1 on any further issues of securities in the next 12 months.

Under Resolution 3, the Company seeks approval by the Shareholders of the issues and allotments and granting of the Tranche 3 Placement Securities, so as to maintain its 15% capacity under ASX Listing Rule 7.1.

2.3. Resolution 1 – Ratification of Previous Share Issue (Tranche 1 Placement Shares)

For the purposes of the ASX Listing Rule 7.5, the following information is given to Shareholders:

Issue Date: 15th June 2010

ASX Listing Rule 7.5.1: *Number of Shares:* 5,180,000.

ASX Listing Rule 7.5.2: *Issue Price:* 12 cents cash each Share.

ASX Listing Rule 7.5.3: *Terms of the securities:* the issued shares are fully paid ordinary shares and are on the same terms as existing fully paid ordinary shares in the Company.

ASX Listing Rule 7.5.4: *Allottee (basis):* the allottees are certain professional and sophisticated investors and are not related parties of the Company.

ASX Listing Rule 7.5.5: *Use or intended use of the funds raised:* The funds raised by the issue and allotment of Tranche 1 Placement Shares were applied to general working capital.

ASX Listing Rule 7.5.6: A voting exclusion statement: A voting exclusion statement is included at paragraph 1.2.1 of this Notice.

2.4. Resolution 2 – Ratification of Previous Share Issue (Tranche 2 Placement Shares)

For the purposes of the ASX Listing Rule 7.5, the following information is given to Shareholders:

Issue Date: 7th December 2010

ASX Listing Rule 7.5.1: Number of Shares: 5,000,000.

ASX Listing Rule 7.5.2: Issue Price: 8 cents cash each Share.

ASX Listing Rule 7.5.3: *Terms of the securities:* the issued shares are fully paid ordinary shares and are on the same terms as existing fully paid ordinary shares in the Company.

ASX Listing Rule 7.5.4: *Allottee (basis):* the allottees are certain professional and sophisticated investors and are not related parties of the Company.

ASX Listing Rule 7.5.5: *Use or intended use of the funds raised:* The funds raised by the issue and allotment of Tranche 3 Placement Securities were applied to gravity and soil geochemistry surveys in the PEP52589 Canterbury Basin (South Island New Zealand) exploration permit and general working capital.

ASX Listing Rule 7.5.6: A voting exclusion statement: A voting exclusion statement is included at paragraph 1.2.1 of this Notice.

2.5. Resolution 3 – Approval of Share Placement and Granting Options to Placement Investors (Tranche 3 Placement Securities)

Pursuant to ASX Listing Rule 7.3, the following information is provided regarding ASX Listing Rule 7.1 approval:

ASX Listing Rule 7.3.1: *Maximum number of securities to be issued and allotted pursuant to Resolution 3:* Up to 12,500,000 Tranche 3 Placement Shares will be issued and allotted and one for two (6,250,000) free attaching Options granted to Placement Investors.

ASX Listing Rules 7.3.2 and 7.3.7: Date by which securities will be issued and allotted: If Shareholder approval is obtained, the issue and allotment and granting of Tranche 3 Placement Securities to the Placement Investors will occur on a date or dates which is or are no later than three months after the date of this Extraordinary General Meeting or such later time as deemed appropriate by an ASX waiver.

ASX Listing Rule 7.3.3: *Issue price of securities:* The issue price is a cash issue price of 10 cents per Tranche 3 Placement Share. The Options will be granted for no consideration.

ASX Listing Rule 7.3.4: *Names of allottees*: The allottees are the Placement Investors, who are certain professional and sophisticated investors and are not related parties of the Company.

ASX Listing Rule 7.3.5: *Terms of securities:* The Company will apply to the ASX to have the Tranche 3 Placement Shares officially quoted and they will rank equally with all the other Shares on issue. In all other respects, the rights and entitlements of the holders in respect of the Tranche 3 Placement Shares issued to the Placement Investors will be identical to the rights and entitlements of the holders of existing issued Shares.

ASX Listing Rule 7.3.6: *Intended use of the funds:* The funds raised by the issue and allotment of Tranche 3 Placement Securities to the Placement Investors will be applied the Company's share of the Surat and Otway Basin drilling campaign.

ASX Listing Rule 7.3.8: A voting exclusion statement: A voting exclusion statement is included at paragraph 1.2.2 of this Notice.

2.6. Terms of Options

Each Option will entitle the holder to subscribe for one (1) Share on the following terms:

- (i) The Options may be exercisable at any time prior to 5:00pm AEST on Friday 1st June 2012 (Expiry Date). Options not exercised on or before the Expiry Date will automatically lapse;
- (ii) The Options will vest upon being granted;
- (iii) The exercise price of these Options is \$0.15 per Share;
- (iv) These Options may be exercised wholly or in part by completing an application form for Shares (Notice of Exercise) delivered to the Company's Share Registry and received by it any time prior to the Expiry Date;
- (v) Upon the exercise of an Option and receipt of all relevant documents and payments, the holder will be allotted and issued a Share ranking pari passu with the then issued Shares. The Company will apply to the ASX to have these Shares granted Official Quotation. These Options will not be listed on the ASX;
- (vi) There will be no participating entitlement inherent in these Options to participate in any new issues of capital which may be offered to Shareholders during the currency of the Options. Prior to any new pro rata issue of securities to Shareholders, the holder of these Options will be notified by the Company in accordance with the requirements of the ASX Listing Rules;
- (vii) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to the holders of Shares after the date of issue of these Options, the exercise price of these Options will be adjusted in accordance with the formula set out in ASX Listing Rule 6.22.2;
- (viii) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the expiry date, all rights of an Option holder are to be changed in a manner consistent with the ASX Listing Rules; and
- (ix) Shares issued pursuant to the exercise of these Options will be issued not more than 14 days after the date of the Notice of Exercise.

RAWSON RESOURCES LIMITED ABN 69 082 752 985

Suite 2 163 Burns Bay Road Lane Cove NSW 2066

APPOINTMENT OF CORPORATE REPRESENTATIVE Pursuant to Section 250D of the Corporations Act 2001

(*) Delete if not applicable

(ABN/ACN/ARBN	_)
(Insert name of Shareholder/Body Corporate & ACN/ARBN)	
Hereby Authorises	
(Insert name of appointee)	
(твен пате от арротпес)	
(*) 1.To act as the Company's representative at all Extraordinary General Meetings of 752 985)	of Rawson Resources Limited (ABN 69 082
(*)2.To act as the Company's Representative at the Extraordinary General Meeting to 18th April 2011 and any adjournment thereof.	o be held at 11.00 am AEST on Monday
Dated this day of 2011	
Executed by the corporation in accordance with its Constitution/Section 127 of the Corporations Act 2001 in the presence of:	
(*) Director (*) Sole Director & Sole Secretary	
(*) Director/Secretary	
Affix Common Seal here (optional)	

This authority may be sent to the registered office or share registry office of the Company in advance of the meeting as set out in the Notice of Extraordinary General Meeting which this appointment accompanies or handed in at the Extraordinary General

Meeting when registering as a company representative. In either case, the authority will be retained by the Company.

Rawson Resources Limited ABN 69 082 752 985

FOR ALL ENQUIRIES CALL REGISTRIES:

(within Australia) 1300 737 760 (outside Australia) +61 2 9290 9600

> **FACSIMILE:** +61 2 9290 9655



POSTAL ADDRESS:

Registries Limited GPO Box 3993 Sydney NSW 2001 Australia



This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes.

Reference Number:

Please note it is important you keep this confidential

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECEIVED BEFORE 11:00AM, SATURDAY, 16 APRIL 2011

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of proxy

Indicate here who you want to appoint as your proxy If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative form" prior to admission. An Appointment of Corporate Representative form can be obtained from the company 's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two 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 securities registry or you may copy this

To appoint a second proxy using this Proxy Form, you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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 in the same envelope. (b)

STEP 2 Voting directions to your proxy

You can tell your proxy how to vote

To direct your proxy how to vote, place 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 a given item, 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.

STEP 3 Sign the Proxy Form

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign. Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. Please indicate the office held by signing in the appropriate place.

STEP 4 Lodgement of Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at

11:00am on Monday, 18 April 2011. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged:

RY MAII Share Registry - Registries Limited, GPO Box 3993,

Sydney NSW 2001 Australia

+61 2 9290 9655 BY FAX

Share Registry - Registries Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia IN PERSON

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist

PROXY FORM Extraordinary General Meeting

STEP 1	- Appointment of proxy									
I/We being a	member/s of Rawson Resources I	Limited (the	"Company") and entitled to attend and vote hereby a	appoint						
	the Chairman of the Meeting (mark with an 'X')			If you are please wr (excluding proxy.	not appointing the (ite here the full nam g the registered secu	Chairman of the Meeting as your prox ne of the individual or body corporate urityholder) you are appointing as you	y ır			
General Me	eeting of Rawson Resources Lin 00am and at any adjournment of that	nited to be	al or body corporate is named, the Chairman of the M held at Bell Potter, Level 33, 225 George Stre ct on my behalf and to vote in accordance with the fol	eet, Sydney	NSW 2000 on	Monday, 18 April				
	please mark this box. By marking this resolution(s) 1., 2. & 3. and votes cas you do not mark this box, and you ha	box, you ack t by the Chair ve not directe	r proxy or may be appointed by default, and you do no nowledge that the Chairman of the Meeting may vote man of the Meeting for those resolutions, other than a d your proxy how to vote, the Chairman of the Meeting poll is called. The Chair intends to vote 100% of all open control of the Chair intends to vote 100%.	as your prox as proxy holde g will not cas	y even if he has a er, will be disrega t your votes on th	an interest in the outcome of rded because of that interest. If e resolution and your votes will n				
STEP 2	- Voting directions to yo	ur proxy	- please mark 🗵 to indicate y	our dire	ctions					
Ordinary Bu	siness				For	Against Abstain*				
1.	Ratification of Previou Shares)	ıs Share Is	sue to Placement Investors (Tranche 1 Pla	cement						
2.	Ratification of Previous Share Issue to Placement Investors (Tranche 2 Placement Shares)									
3.		Approval of Share Placement and Granting Options to Placement Investors (Tranche 3 Placement Securities)								
*If you mark t			vote 100% of all open proxies FOR the resolution. ng your proxy not to vote on your behalf on a show of	hands or on a	a poll and your vo	tes will not be counted				
Step 3 -	PLEASE SIGN HERE	This	section must be signed in accordance with the ins	structions ov	erleaf to enable	your directions to be impleme	nted			
Individ	lual or Securityholder 1	_	Securityholder 2		Securityholder 3					
Sole Direct	tor and Sole Company Secretary	1	Director			Director/Company Secretary				

1 1