



## ASX ANNOUNCEMENT

Tuesday 9 April 2013

### Notice of Extraordinary General Meeting

The Board of Directors of **Cougar Energy Limited (ASX: CXY)** advises that an Extraordinary General Meeting (EGM) of shareholders will be held at the Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne on Thursday 9 May 2013 commencing at 10 am.

Attached are the Notice of EGM and the Information Memorandum, which are currently being distributed to shareholders.

Rob Neill

CEO & Managing Director

# COUGAR ENERGY LIMITED

ACN 060 111 784

## Notice of Extraordinary General Meeting and Information Memorandum Thursday 9 May 2013

# NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (the Meeting) of the Members of Cougar Energy Limited ACN 060 111 784 (the Company) will be held at the Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne, Victoria on Thursday 9 May 2013 commencing at 10.00 am.

If you are unable to attend the Meeting, we encourage you to complete and return the enclosed Proxy Form. The completed Proxy Form must be received at the Company's share registry or the registered office of the Company, at least 48 hours before the commencement of the Meeting.

An Information Memorandum accompanies and forms part of this Notice of Meeting. Members should read the Information Memorandum in full.

### PROPOSED RESOLUTION

#### Approval of Prior Issue of Securities

##### Resolution 1 – as an Ordinary Resolution

*“That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, Members of the Company approve and authorise the Company's prior issue of 208,600,000 fully paid ordinary shares to sophisticated and professional investors who participated in the share placement on the terms as described in the Information Memorandum which accompanies and forms part of this Notice of Meeting.”*

##### Voting Restriction on Resolution 1

In accordance with Listing Rule 14.11, the Company will disregard any votes cast on Resolution 1 by the recipients of the shares or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

##### Proxies

- A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy. A proxy need not be a Member of the Company.
- Proxies must be identified on the form approved by the Directors and notifications of proxy appointments must be lodged at the registered office of the Company or the Company's share registry, no later than 48 hours before the commencement of the Meeting (that is by 10.00 am Tuesday 7 May 2013 Melbourne time), or an adjournment of the Meeting.
- A form of proxy together with a return addressed envelope is provided with this notice. Proxies may be faxed to the share registry at 1800 783 447 (within Australia) and +61 (0)3 9473 2555 (outside Australia). Proxies may also be lodged online by accessing the website [www.investorvote.com.au](http://www.investorvote.com.au).
- A Member who is 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. If the proportion or number of votes each proxy may exercise is not specified, then each proxy may exercise up to half of the Member's votes.
- If you appoint more than one proxy, neither proxy is entitled to vote on a show of hands.
- If proxy holders vote, they must cast all directed proxies as directed. Any directed proxies that are not voted will automatically default to the Chairman, who must vote the proxies as directed.
- Subject to the relevant voting exclusion rules, the Chairman has advised it is his present intention to vote all undirected proxies held by him in favour of the resolution. Members can still appoint the Chairman as proxy with a direction to cast the vote against the resolution or abstain from voting on the resolution.

##### Corporate Representatives

Any corporation which is a Member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation or in any manner satisfactory to the Chairman of the Meeting) a natural person to act as its representative at the Meeting.

##### Custodian Voting

For Intermediary online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

##### 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 members) as at 7.00pm Tuesday 7 May 2013 Melbourne time.

Dated this 8th day of April 2013

By order of the Board of Cougar Energy Limited



Rajeev Chandra  
Company Secretary

# INFORMATION MEMORANDUM

This Information Memorandum has been prepared to provide Members of the Company with material information to enable them to make informed decisions on the business to be conducted at the Extraordinary General Meeting (the Meeting) of Members to be held at the Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne, Victoria on Thursday 9 May 2013 commencing at 10.00 am. Amongst other things, the Information Memorandum provides Members with the information required to be provided to Members by the Listing Rules of the Australian Securities Exchange (ASX) (Listing Rules) and by the Corporations Act 2001 (Cth) (the Corporations Act).

## RESOLUTION 1: APPROVAL OF PRIOR ISSUE OF SECURITIES

Resolution 1 is proposed to obtain Member approval for the prior issue of 208,600,000 fully paid ordinary shares to sophisticated and professional investors being clients of BW Equities Pty. Ltd. on the date set out below.

The following disclosures are provided as required in accordance with Listing Rule 7.5:

| No. of shares | Date of issue    | Price per share | Consideration |
|---------------|------------------|-----------------|---------------|
| 208,600,000   | 27 February 2013 | A\$0.005        | \$ 1,043,000  |

- The shares which are the subject of Resolution 1 were issued on the same terms as and rank equally (*pari passu*) with the Company's existing fully paid ordinary shares quoted on the ASX.
- Funds raised by the issue have and will be used for the generation of the maiden JORC report at the Company's Mackenzie coal tenement in Queensland, coal testing at Mackenzie, development work on the conceptual mine plan at Mackenzie and working capital.

Under Listing Rule 7.4 an issue of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if Member approval is subsequently obtained. Under Listing Rule 7.1 an entity must not issue, or agree to issue, more than fifteen percent (15%) of its capital in any twelve (12) month period without the approval of its shareholders.

By obtaining Member approval for the issue of the securities which are the subject of Resolution 1, the Company retains the ability to issue up to fifteen percent (15%) of its capital to take advantage of any future capital raising opportunities without the need for further Member approval.

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## IMPORTANT NOTICE TO MEMBERS INTENDING TO APPOINT THE CHAIRMAN AS PROXY – UNDIRECTED PROXIES WILL BE DIRECTED IN FAVOUR OF THE RESOLUTION

Subject to the relevant voting exclusion rules, the Chairman advises his intention to vote all undirected proxies held by him in favour of the resolution.

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