

PLUTON RESOURCES LIMITED

ACN 114 561 732

NOTICE OF GENERAL MEETING

EXPLANATORY STATEMENT

Date of Meeting

Tuesday 17 June 2014

Time of Meeting

10:00 am AWST

Place of Meeting

The Duxton Hotel
1 St Georges Terrace
PERTH WA 6000

This Notice of General Meeting 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.

PLUTON RESOURCES LIMITED
ACN 114 561 732
NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Pluton Resources Limited (**Company**) will be held at the Duxton Hotel, 1 St Georges Terrace, Perth, Western Australia on Tuesday 17 June 2014 at 10:00am AWST for the purpose of transacting the business set out in this Notice.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the meeting. The Explanatory Statement and the Proxy Form are part of this Notice.

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the glossary contained in the Explanatory Statement.

RESOLUTION 1 – RATIFICATION OF ALLOTMENT AND ISSUE OF SHARES

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.4 of the Listing Rules and for all other purposes, Shareholders ratify the issue of 36,842,106 Shares (at an issue price of \$0.076 each) on 10 April 2014 to Prestige Glory Limited on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will, in accordance with the Listing Rules of the ASX, disregard any votes cast on Resolution 1 by any person who participated in the issue and any associates of those persons. However, the Company will 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.

For the purpose of this voting exclusion statement “associate” shall have the meaning set out in section 12 and 16 of the Corporations Act. Section 12 of the Corporations Act is to be applied as if it was not confined to associate references occurring in Chapter 6 of the Corporations Act and on the basis that the Company is the “designated body”.

RESOLUTION 2 – RATIFICATION OF ALLOTMENT AND ISSUE OF SHARES

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.4 of the Listing Rules and for all other purposes, Shareholders ratify the issue of 12,600,000 Shares (at an issue price of \$0.00 each) on 17 April 2014 to Prestige Glory Limited on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will, in accordance with the Listing Rules of the ASX, disregard any votes cast on Resolution 2 by any person who participated in the issue and any associates of those persons. However, the Company will 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 decides.

For the purpose of this voting exclusion statement “associate” shall have the meaning set out in section 12 and 16 of the Corporations Act. Section 12 of the Corporations Act is to be applied as if it was not confined to associate references occurring in Chapter 6 of the Corporations Act and on the basis that the Company is the “designated body”.

RESOLUTION 3 – APPROVAL OF PLACEMENT OF SHARES

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.1 of the Listing Rules and for all other purposes, Shareholders approve the issue of 20,557,894 Shares at an issue price of \$0.00 per Share to Prestige Glory Limited on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion Statement: The Company will, in accordance with the Listing Rules of the ASX, disregard any votes cast on Resolution 3 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons. However, the Company will 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 chairperson decides.

For the purpose of this voting exclusion statement “associate” shall have the meaning set out in section 12 and 16 of the Corporations Act. Section 12 of the Corporations Act is to be applied as if it was not confined to associate references occurring in Chapter 6 of the Corporations Act and on the basis that the Company is the “designated body”.

RESOLUTION 4 – APPROVAL OF ISSUE OF QUOTED OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.1 of the Listing Rules and for all other purposes, Shareholders approve the issue of 100,000,000 quoted Options at an issue price of \$0.00 per Option to Patersons Securities Limited, or its nominees, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will, in accordance with the Listing Rules of the ASX, disregard any votes cast on Resolution 4 by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons. However, the Company will 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 chairperson decides.

For the purpose of this voting exclusion statement “associate” shall have the meaning set out in section 12 and 16 of the Corporations Act. Section 12 of the Corporations Act is to be applied as if it was not confined to associate references occurring in Chapter 6 of the Corporations Act and on the basis that the Company is the “designated body”.

A Proxy Form is attached.

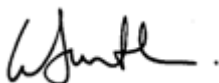
To be valid, properly completed Proxy Forms must be received by the Company no later than 10:00am (AWST) on Sunday 15 June 2014:

Shareholders should send their properly completed Proxy Forms by post to:

Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

or by facsimile on + 61 2 9290 9655

By order of the Board.



Graeme Smith
Company Secretary

Date: 19 May 2014

HOW TO VOTE

A Shareholder can vote by either:

- attending the General Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice and by submitting their proxy appointment and voting instructions in person, by post or by facsimile.

PROXIES

A Shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights.

A proxy may, but need not be, a Shareholder of the Company.

The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer duly authorised.

The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the registered office of the Company at least 48 hours prior to the General Meeting. For the convenience of Shareholders a Proxy Form is enclosed.

ENTITLEMENT TO VOTE

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding Shares at 5:00pm AWST on Friday 13 June 2014 will be entitled to attend and vote at the General Meeting.

CORPORATIONS

A corporation may elect to appoint a representative in accordance with section 250D of 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.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the Shareholders of Pluton Resources Limited ACN 114 561 732 (**Company**) in connection with the business to be conducted at the General Meeting of the Company to be held at the Duxton Hotel, 1 St Georges Terrace, Perth, Western Australia, on Tuesday 17 June 2014 commencing at 10:00am AWST.

This Explanatory Statement should be read in conjunction with, and form part of, the accompanying Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning given to them in the glossary as contained in this Explanatory Statement.

At the General Meeting, Shareholders will be asked to consider the following Resolutions:

- ratifying the issue of a total of 49,442,106 Shares to Prestige Glory Limited (**Prestige**);
- approving the issue of 20,557,894 Shares to Prestige;
- approving the issue of 100,000,000 quoted Options to Patersons Securities Limited (**Patersons**) or its nominees.

RESOLUTION 1 TO 3 – RATIFICATION OF ALLOTMENT AND ISSUE OF SHARES; APPROVAL OF PLACEMENT

Background

On 22 April 2014, the Company announced that it was issuing 70,000,000 Shares in three tranches to raise a total of \$2,800,000. All of these 70,000,000 Shares either have been or (subject to Shareholder approval) will be issued to Prestige.

Details of the three tranches are as follows:

- 36,842,106 Shares were issued on 10 April 2014 without Shareholder approval under the Company's 15% placement capacity under Listing Rule 7.1 (**Tranche 1**) (Refer to Resolution 1);
- 12,600,000 Shares were issued on 17 April 2014 without Shareholder approval under the Company's 15% placement capacity under Listing Rule 7.1 (**Tranche 2**) (Refer to Resolution 2); and
- A further 20,557,894 Shares are to be issued subject to shareholder approval (**Tranche 3**) (Refer Resolution 3).

Listing Rule 7.1 broadly provides that subject to certain exceptions, a company may issue up to 15% of its issued capital in any 12 month period without shareholder approval. Listing Rule 7.4 permits the ratification of previous issues of shares made without prior shareholder approval, provided the issue did not breach the maximum thresholds set by Listing Rule 7.1.

The effect of such a ratification is to restore a company's discretionary power to issue further shares up to 15% of the issued capital of the company under Listing Rule 7.1 without requiring shareholder approval.

Please refer to Section 3.2 for further details surrounding the placement of Shares to Prestige.

1 RESOLUTION 1 - RATIFICATION OF ALLOTMENT AND ISSUE OF SHARES

Resolution 1 seeks Shareholder ratification of the issue of 36,842,106 Shares to restore the ability of the Company to issue further Shares within the 15% limit under Listing Rule 7.1 during the next 12 months. The Company confirms that the issue and allotment of the Shares the subject of Resolution 1 did not breach Listing Rule 7.1.

1.1 Listing Rule Requirements

Listing Rule 7.5 contains certain requirements as to the contents of a Notice sent to Shareholders for the purposes of Listing Rule 7.4 and the following information is included in this Explanatory Statement for that purpose:

- 36,842,106 Shares were issued by the Company to Prestige. Prestige is not a related party of the Company;
- the issue price was \$0.076 per Share;
- the funds received were used to meet working capital requirements of the Company;

- (d) the Shares issued were fully paid and rank equally with existing fully paid ordinary shares in the capital of the Company; and
- (e) a voting exclusion statement is included in the Notice.

1.2 Recommendation

The Board unanimously recommends Shareholders vote in favour of Resolution 1 as it will provide the Company with further flexibility should any Share issue be considered desirable in the next 12 months.

2 RESOLUTION 2 - RATIFICATION OF ALLOTMENT AND ISSUE OF SHARES

Resolution 2 seeks Shareholder ratification of the issue of 12,600,000 Shares to restore the ability of the Company to issue further Shares within the 15% limit under Listing Rule 7.1, during the next 12 months. The Company confirms that the issue and allotment of the Shares the subject of Resolution 2 did not breach Listing Rule 7.1.

2.1 Listing Rule Requirements

Listing Rule 7.5 contains certain requirements as to the contents of a Notice sent to Shareholders for the purposes of Listing Rule 7.4 and the following information is included in this Explanatory Statement for that purpose:

- (a) 12,600,000 Shares were issued by the Company to Prestige. Prestige is not a related party of the Company;
- (b) the Shares were issued for no cash consideration under a deed of release (further details of which are provided in Section 3.2 below) and therefore no funds were raised from the issue;
- (c) the Shares issued were fully paid and rank equally with existing fully paid ordinary shares in the capital of the Company; and
- (d) a voting exclusion statement is included in the Notice.

2.2 Recommendation

The Board unanimously recommends Shareholders vote in favour of Resolution 2 as it will provide the Company with further flexibility should any Share issue be considered desirable in the next 12 months.

3 RESOLUTION 3 - APPROVAL OF PLACEMENT

3.1 General

Resolution 3 seeks Shareholder approval for the purpose of Listing Rule 7.1 and for all other purposes for the issue of up to 20,557,894 Shares to Prestige or its nominee (**Placement**).

The Directors are seeking approval for this issue of Shares as it will preserve the Company's ability to issue up to 15% of its issued capital in the next 12 months.

3.2 Background

Pursuant to a deed of release between the Company and Prestige Glory Limited, the Company has agreed to issue, for no consideration, a further 20,557,894 Shares to Prestige.

The Company issued 36,842,106 Shares at an issue price of \$0.076 per Share to Prestige on 10 April 2014. An investor presentation was provided to Prestige (and others in connection with this placement). The investor presentation noted that the Company was conducting a placement of 96,000,000 Shares at an issue price of \$0.076 per Share to raise up to \$7,296,000 (**Representation**). The Company subsequently decided that it should not proceed with the placement of 96,000,000 Shares as was envisaged in the investor presentation and was outlined in the Representation.

The Company is also proceeding with an pro rata entitlements offer (as announced to the ASX on 22 April 2014) on the following terms:

- (a) a fully underwritten pro rata renounceable entitlement issue to eligible shareholders of approximately 434,237,222 Shares at an issue price of \$0.04 per Share on the basis of one new Share for every Share held on the record date, together with approximately:

- i. 144,745,741 free attaching options on the basis of one free attaching option for every three Shares issued with each option having an exercise price of \$0.055 and expiring on 31 March 2017; and
 - ii. 434,237,222 free attaching options on the basis of one free attaching option for every Share issued with each option having an exercise price of \$0.045 and expiring on 3 October 2014 (**Short Dated Options**),
- to raise approximately \$17,369,489 before expenses.

(the Entitlements Offer)

Prestige has been inadvertently prejudiced by the Company's subsequent decision to not proceed with the placement as originally anticipated in the Representation. As a result, the Company entered into a deed of release with Prestige on the following terms:

- (a) the Company must issue of a further 12,600,000 Shares to Prestige (following the issue of 36,842,106 Shares to Prestige, being the Tranche 1 Shares), for no additional cash consideration, being the Tranche 2 Shares. These Shares were issued on 17 April 2014 and are the subject of Resolution 2;
- (b) the Company must, subject to Shareholder approval, issue an additional 20,557,894 Shares to Prestige, for no additional cash consideration, following which Prestige has agreed to release the Company from any claims it may have in connection with the Representation and Shares issued to Prestige prior to the date of this Explanatory Statement.

The effect of the Placement (on an undiluted basis) on the capital structure of the Company is outlined below

	Number	Percentage interest
Shares currently on issue	434,237,222	48.85%
Shares to be issued pursuant to an Entitlements Offer	434,237,222	48.85%
Shares to be issued under Tranche 3 of the Placement	20,557,894	2.3%
Total Shares upon completion of the Placement	889,032,338	100%

There will be no changes to the number of Options or Performance Rights on issue as a result of the issue of Shares under Resolution 3.

As noted above, Listing Rule 7.1 requires Shareholder approval for the proposed issue of securities in the Company. Listing Rule 7.1 broadly provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the Company's securities then on issue.

3.3 Listing Rule Requirements

The following information is provided in accordance with Listing Rule 7.3:

- (a) the maximum number of securities to be issued pursuant to Resolution 3 is 20,557,894 Shares;
- (b) issue and allotment of the Shares is likely to occur in one tranche but in any event no later than 3 months after the date of the Meeting, or such later date as approved by ASX;
- (c) the Shares are being issued for no cash consideration under a deed of release (further details of which are provided above) and therefore there will be no funds raised from the issue;
- (d) the Shares are fully paid ordinary shares in the capital of the Company and will rank equally with existing fully paid ordinary shares in the capital of the Company;
- (e) the Shares will be issued to Prestige Glory Limited, or its nominee; and
- (f) a voting exclusion statement is included in the Notice.

3.4 Recommendation

The Board unanimously recommends Shareholders vote in favour of Resolution 3 as it will provide the Company with further flexibility should any Share issue be considered desirable in the next 12 months.

The Board is not aware of any other information that would reasonably be required by the shareholders to allow them to make a decision as to whether it is in the best interests of the Company to pass Resolution 3.

RESOLUTION 4 – APPROVAL OF ISSUE OF QUOTED OPTIONS

4.1 General

Resolution 4 seeks Shareholder approval for the issue in total, of up to 100,000,000 quoted Options to Paterson, or its nominees.

4.2 Background

On 22 April 2014, the Company announced that it was proceeding with the Entitlements Offer.

Pursuant to an Underwriting Agreement between the Company and Patersons, the Company has agreed to:

- (a) pay Patersons an underwriting fee of 6% of the underwritten amount of \$17,369,489 (being approximately \$1,042,170);
- (b) pay Patersons a corporate advisory fee of \$100,000 on allotment of the Shares and Options the subject of the Entitlements Offer; and
- (c) subject to Shareholder approval, issue 100,000,000 Options to Patersons or its sub-underwriters, or their nominees or, if Shareholders do not approve the issue of the Options the subject to Resolution 4, pay Patersons the sum of \$0.03 for each of those Options that otherwise would have been issued to Patersons or its sub-underwriters, or their nominees.

The effect of the issue on the capital structure of the Company is outlined below

	Number	Percentage interest
Quoted Options currently on issue	-	
Quoted Options to be issued under the Entitlements Offer (Ex at \$0.055, exp 31/03/17)	144,745,741	21.3%
Short Term Quoted Options to be issued under the Entitlements Offer (Ex at \$0.045, exp 3/10/14)	434,237,222	64%
Options to be issued to Patersons (Ex at \$0.055, exp 31/03/17)	100,000,000	14.7%
Total Quoted Options upon completion of the issue to Patersons	678,982,963	100%

There will be no changes to the number of Shares or Performance Rights on issue as a result of the issue of Options the subject of Resolution 4.

4.3 Listing Rule Requirements

Listing Rule 7.1 requires that a listed company obtain shareholder approval prior to the issue of securities representing more than 15% of the issued capital of the company in any 12 month period.

The following information is provided in accordance with Listing Rule 7.3:

- (a) the maximum number of securities to be issued pursuant to Resolution 4 is 100,000,000 quoted Options;
- (b) issue and allotment of the Options is likely to occur in one tranche but in any event no later than 3 months after the date of the Meeting, or such later date as approved by ASX;
- (c) the Options are being issued for no cash consideration and therefore there will be no funds raised from the issue;
- (d) the Options are exercisable at \$0.055 each and expire on 31 March 2017;
- (e) the Shares will be issued to Patersons Securities Limited, or its nominees;
- (f) the exercise price and other terms and conditions of the Options are set out in Annexure A to this Explanatory Statement; and

(g) a voting exclusion statement is included in the Notice;

4.4 Recommendation

The Board unanimously recommends Shareholders vote in favour of Resolution 4 as it will provide the Company with further flexibility should any Share issue be considered desirable in the next 12 months.

The Board is not aware of any other information that would reasonably be required by the shareholders to allow them to make a decision as to whether it is in the best interests of the Company to pass Resolution 4.

OTHER BUSINESS

Management is not aware of any other business to come before the Meeting other than as set forth in the accompanying Notice. If any other business properly comes before the Meeting, it is the intention of the persons named in the form of proxy to vote the Shares represented thereby in accordance with their best judgment on such matter.

GLOSSARY

In this Explanatory Statement and the Notice, the following terms have the following meanings unless the context otherwise requires:

"**ASX**" means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"**AWST**" means Australian Western Standard Time.

"**Board**" means the board of Directors;

"**Company**" or "**Pluton**" means Pluton Resources Limited ACN 114 561 732;

"**Constitution**" means the Company's constitution, as amended from time to time;

"**Corporations Act**" means Corporations Act 2001 (Cth);

"**Director**" means a director of the Company;

"**Entitlement Offer**" means the fully underwritten pro rata entitlement offer to raise \$17,369,489, as announced on 22 April 2014;

"**Explanatory Statement**" means this explanatory statement accompanying;

"**Listing Rules**" means the Listing Rules of the ASX;

"**Meeting**" has the meaning in the introductory paragraph of the Notice;

"**Notice**" means the Notice of annual general meeting attached to this Explanatory Statement;

"**Patersons**" means Patersons Securities Limited (ACN 008 896 311);

"**Placement**" means the proposed issue of 20,557,894 Shares to Prestige, the subject of Resolution 3;

"**Prestige**" means Prestige Glory Limited;

"**Proxy Form**" means the proxy form attached to this Notice;

"**Representation**" means the Company's representation that it would conduct a placement of 96,000,000 Shares at an issue price of \$0.076 per Share to raise up to \$7,296,000, which was later abandoned by the Board;

"**Resolution**" means a resolution contained in this Notice;

"**Share**" means a fully paid ordinary share in the capital of the Company;

"**Shareholder**" means the holder of a Share;

"**Short Dated Options**" means the 434,237,222 free attaching options having an exercise price of \$0.045 and expiring on 3 October 2014 issued under the Entitlement Offer;

"**Trading Day**" means a day determined by ASX to be a trading day in accordance with the Listing Rules;

Capitalised terms referred to in this Notice are defined in the Explanatory Statement.

Shareholders are referred to the Explanatory Statement for more information with respect to these matters to be considered at the Meeting.

ANNEXURE A

PLUTON RESOURCES LIMITED

Terms and Conditions of Listed Options

- (a) Each Option entitles the holder to acquire one Share in the Company.
- (b) The Company will apply for quotation of the Options.
- (c) The Options may be exercised at any time on or before 5.00pm (WST) on 31 March 2017. Each Option may be exercised by forwarding to the Company at its principal office the exercise notice, duly completed, together with payment of the sum of 5.5 cents (\$0.055) per Option exercised. The Options will lapse when their exercise period ends.
- (d) The Options may be transferred by an instrument (duly stamped where necessary) in the form commonly used for transfer of Options at any time until the date the Options expire. This right is subject to any restrictions on the transfer of an Option that may be imposed by ASX.
- (e) Option holders can only participate in issues of securities provided they have first exercised their Options in which case the Option holders shall be afforded the period of at least four business days prior to and inclusive of the Record Date (to determine entitlements to the issue) to exercise the Options.
- (f) Shares issued on the exercise of Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued Shares in all respects. If the Company is listed on ASX it will, pursuant to the exercise of an Option, apply to ASX for Quotation of the Shares issued as a result of the exercise, in accordance with the *Corporations Act* and the Listing Rules.
- (g) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
- (h) If there is a bonus issue to Shareholders, the number of Shares over which the Option is exercisable may be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
- (i) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Options may be reduced in accordance with Listing Rule 6.22.

Lodgement Instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Registry:

Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am AWST on Sunday 15 June 2014.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair 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 Chair 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.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark 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 securities are to be voted on any item by inserting the percentage or number that 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 for all your securities your vote on that item will be invalid.

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" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE 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 should 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 should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am AWST on Sunday, 15 June 2014.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

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

Pluton Resources Limited

ACN 114 561 732

Your Address

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 in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

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

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at the **The Duxton Hotel, 1 St Georges Terrace Perth WA 6000 on Tuesday, 17 June, 2014 at 10:00am AWST** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS
* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of Allotment and Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Allotment and Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Placement of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Issue of Quoted Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2014