



ACN 072 964 179

**NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM
PROXY FORM**

**MEETING TO BE HELD ON
12 JUNE 2014 AT 10 AM PERTH TIME
(Pursuant to Rule 9.1 of the Company's Constitution)**

**AT THE CELTIC CLUB
48 ORD STREET, WEST PERTH WA 6005**

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

Should you wish to discuss the matters set out in this Notice of Meeting please contact the Company Secretary on (08) 9485 0990.

If you are unable to attend the Meeting, then please complete and return the enclosed Proxy Form in accordance with the instructions set out in the Proxy Form

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting (**AGM or Meeting**) of the Shareholders of Tangiers Petroleum Limited (**Company**) to which this Notice of Meeting relates will be held at **10.00am Perth time on Thursday, 12 June 2014** at The Celtic Club at 48 Ord Street, West Perth WA 6005.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your Shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- a) post: Computershare Investor Services Pty Limited GPO Box 242
Melbourne, Victoria 3001 Australia
- or
- b) facsimile: 1800 783 447 (within Australia) or +61 3 9473 2555
(outside Australia),

so that it is received not later than **10.00 am Perth time on 10 June 2014**.

Proxy Forms received later than this time will be invalid.

ENTITLEMENT TO ATTEND AND VOTE

Under Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) the Company may specify a time, not more than 48 hours before the AGM, at which a "snap-shot" of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the AGM.

The Company's Directors have determined that for the purpose of Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) the persons eligible to attend and vote at the meeting are those persons who are registered as shareholders of the Company at 5.00pm Perth time on 10 June 2014.

EXPLANATORY STATEMENT

The Explanatory Statement accompanying this Notice of Meeting is incorporated in and comprises part of this Notice of Meeting. Shareholders are specifically referred to the glossary in the Explanatory Statement which contains definitions of capitalised terms used both in this Notice of Meeting and the Explanatory Statement.

SOME RESOLUTIONS ARE INTER-DEPENDENT

Resolution 7 (Issue of 4,500,000 Shares to Mr David Wall and grant of loan to subscribe for 4,500,000 shares) and 14 (Participation of Mr David Wall in the placement of shares) is conditional upon Resolution 2 (Election of Mr David Wall as a Director) being passed.

Resolution 8 (Issue of 1,000,000 Shares to Mr Michael Evans and grant of loan to subscribe for 1,000,000 Shares) and Resolution 9 (Issue of 1,000,000 Options to Mr Michael Evans) are each conditional upon Resolution 3 (Election of Mr Michael Evans as a Director) being passed.

Resolution 10 (Issue of 2,000,000 Options to Dr Stephen Staley) is conditional upon Resolution 4 (Election of Dr Stephen Staley as a Director).

The rest of the Resolutions are not inter-dependent.

CHAIR OF THE MEETING

It is proposed that the chair of the Meeting be Mr Michael Evans (other than for Resolution 8 and Resolution 9 in which he has a personal interest).

It is proposed that the chair of the Meeting for Resolution 8 (Issue of 1,000,000 Shares to Mr Michael Evans and grant of loan to subscribe for 1,000,000 Shares) and for Resolution 9 (Issue of 1,000,000 Options to Mr Michael Evans) be Mr David Wall.

It is the chair's intention to vote undirected proxies (i.e. open proxies) which the chair holds as proxy in favour of all resolutions.

PROXIES

Please note that:

- (a) a member of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the AGM should provide that person with a certificate or letter executed in accordance with section 250D of the *Corporations Act 2001(Cth)* (**Corporations Act**) authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the AGM or handed in at the AGM when registering as a corporate representative. An appointment of corporate representative form is enclosed if required.

Important information in respect of proxy voting on Resolution 1 (Remuneration Report)

A vote on this Resolution must not be cast (in any capacity) by, or on behalf of, either a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or their closely related parties (which includes their spouse, child, dependent, other family members and any controlled company), including a member of Key Management Personnel or closely related party acting as a proxy for a shareholder.

However, a person described above may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or their closely related parties and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the Resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Due to the voting exclusions that may apply to certain items of business, if you appoint a member of the Key Management Personnel or their closely related parties as your proxy then they will not be able to vote your proxy on Resolution 1 unless you have directed them how to vote or, in the case of the Chairman, if you expressly authorise him in the Proxy Form.

Important information in respect of proxy voting on Resolution 7, Resolution 8, Resolution 9, Resolution 10 and Resolution 14

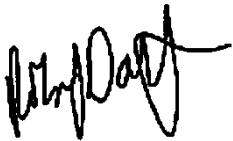
In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on Resolution 7, Resolution 8, Resolution 9, Resolution 10 and Resolution 14 as a proxy if:

- (a) the person is either:
 - (1) a member of the key personnel for the Company; or
 - (2) a closely related party of a member of the key personnel for the Company; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, under sub-section 250BD(2) of the Corporations Act, the restriction above does not apply if:

- (a) the person is the chair of the meeting at which the resolution is voted on; and
- (b) the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

BY ORDER OF THE BOARD OF DIRECTORS



Robert Dalton
Joint Company Secretary
1 May 2014

AGENDA

BUSINESS

An Explanatory Statement containing information in relation to each of the following Resolutions accompanies this Notice of Annual General Meeting.

ORDINARY BUSINESS

Financial Report, Directors Report and Auditors Report for financial year ended 31 December 2013

To receive and consider the financial report of the Company and the reports of the Directors and the Auditors for the financial year ended 31 December 2013.

1. Resolution 1 - Adoption of Remuneration Report

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

“That, for the purposes of Section 250R(2) of the Corporations Act, the remuneration report forming part of the Company’s Financial Report, which is available at www.tangierspetroleum.com be adopted.”

Voting Exclusion

The Company will disregard any votes cast (in any capacity) on Resolution 1 by, or on behalf of a, member of the Key Management Personnel listed in the Remuneration Report (**KMP**) or a KMP’s closely related party.

However, the Company need **not** disregard a vote if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or
- (b) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

“Closely related party” is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.

2. Resolution 2: Election of Mr David Wall as a Director

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

“That Mr David Wall, who being eligible offers himself for election as a Director of the Company, be elected a Director of the company in accordance with Rule 11.4 of the Company’s Constitution, with effect from the close of the meeting.”

3. Resolution 3: Election of Mr Michael Evans as a Director

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

“That Mr Michael Evans, who being eligible offers himself for election as a Director of the Company, be elected a Director of the company in accordance with Rule 11.4 of the Company’s Constitution, with effect from the close of the meeting.”

4. Resolution 4: Election of Dr Stephen Staley as a Director

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

“That Dr Stephen Staley, who being eligible offers himself for election as a Director of the Company, be elected a Director of the company in accordance with Rule 11.4 of the Company’s Constitution, with effect from the close of the meeting.”

5. Resolution 5: Re-election of Mr Brent Villemarette as a Director

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

“That Mr Brent Villemarette, being a Director of the Company, who retires by rotation in accordance with Rule 11.2 of the Company’s Constitution and being eligible for re-election, be hereby re-elected as a Director of the Company, with effect from the close of the meeting.”

6. Resolution 6: Approval of Share Plan

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

“That, for the purposes of Section 260C(4) and Section 259B(2) of the Corporations Act 2001 (Cth), Listing Rule 7.2 Exception 9 and for all other purposes, the “Tangiers Petroleum Ltd Share Plan” (a copy of which is set out in Annexure 1 to the Explanatory Statement accompanying this Notice of Meeting), and the issue of shares under that Plan, is approved.”

Voting Exclusion

The Company will disregard any votes cast (in any capacity) on this Resolution by or on behalf of any of the following persons:

- (a) a director of the Company, except one who is ineligible to participate in any employee share plan; or
- (b) an associate of that person.

However, under Listing Rule 14.11 a person described above may cast a vote on this Resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chair 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.

7. Resolution 7: Issue of 4,500,000 Shares to Mr David Wall and grant of loan to subscribe for 4,500,000 Shares

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

“That, for the purposes of Chapter 2E of the Corporations Act 2001 (Cth), Listing Rule 10.11 and for all other purposes, approval is given for Mr David Wall (or his nominee) to be issued 4,500,000 Shares, and to be granted a loan by the Company to subscribe for the 4,500,000 Shares, on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr David Wall (or his nominee) and any associates of Mr David Wall (or his nominee).

However, the Company need not disregard a vote cast on this Resolution if 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 it is cast by the Chair 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.

8. Resolution 8: Issue of 1,000,000 Shares to Mr Michael Evans and grant of loan to subscribe for 1,000,000 Shares

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

“That, for the purposes of Chapter 2E of the Corporations Act 2001 (Cth), Listing Rule 10.11 and for all other purposes, approval is given for Mr Michael Evans (or his nominee) to be issued 1,000,000 Shares, and to be granted a loan to subscribe for the 1,000,000 Shares, on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Michael Evans (or his nominee) and any associates of Mr Michael Evans (or his nominee).

However, the Company need not disregard a vote cast on this Resolution if 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 it is cast by the Chair 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.

9. Resolution 9: Issue of 1,000,000 Options to Mr Michael Evans

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

“That, for the purposes of Chapter 2E of the Corporations Act 2001 (Cth), Listing Rule 10.11 and for all other purposes, approval is given for Mr Michael Evans (or his nominee) to be issued 1,000,000 Options on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Michael Evans (or his nominee) and any associates of Mr Michael Evans (or his nominee).

However, the Company need not disregard a vote cast on this Resolution if 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 it is cast by the Chair 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.

10. Resolution 10: Issue of 2,000,000 Options to Dr Stephen Staley

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

"That, for the purposes of Chapter 2E of the Corporations Act 2001 (Cth), Listing Rule 10.11 and for all other purposes, approval is given for Dr Stephen Staley (or his nominee) to be issued 2,000,000 Options on the terms set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Dr Stephen Staley (or his nominee) and any associates of Dr Stephen Staley (or his nominee).

However, the Company need not disregard a vote cast on this Resolution if 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 it is cast by the Chair 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.

11. Resolution 11: Approval of Additional Placement Capacity

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

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities up to 10 % of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1.A.2, to be issued on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a 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 Shareholder, if the Resolution is passed and any associates of those persons.

However, the Company need not disregard a vote cast on this Resolution if 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 it is cast by the Chair 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.

12. Resolution 12: Ratification of previous issue of Shares by the Company

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 7.4, Shareholders approves and ratifies the previous issue of 23,600,000 Shares at \$0.16 by the Company, for the purpose and on the terms set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons.

However, the Company need not disregard a vote cast on this Resolution if 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 it is cast by the Chair 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.

13. Resolution 13: Placement of Shares to sophisticated investors and professional investors

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 38,900,000 Shares to sophisticated investors and professional investors on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a 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 Shareholder, if the Resolution is passed and any associates of those persons.

However, the Company need not disregard a vote cast on this Resolution if 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 it is cast by the Chair 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.

14. Resolution 14: Participation of Mr David Wall in placement of Shares

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

“That, for the purposes of Chapter 2E of the Corporations Act 2001 (Cth), Listing Rule 10.11 and for all other purposes, approval is given for Mr David Wall (or his nominee) to be issued up to 1,000,000 Shares on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr David Wall and any associates of Mr David Wall.

However, the Company need not disregard a vote cast on this Resolution if 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 it is cast by the Chair 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.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting to be held at 10.00am Perth time on 12 June 2014 at The Celtic Club at 48 Ord Street, West Perth WA 6005.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions.

This Explanatory Statement should be read in conjunction with the Notice of Meeting.

Annual Report for year ended 31 December 2013

The Annual Report (comprising the Financial Report, the Directors' report and the Auditor's report for the financial year ended 31 December 2013) is available for review by members at www.tangierspetroleum.com and will be tabled at the AGM. There is no formal resolution to accept the financial statements and reports, but provision will be made for members to question the Directors and the Auditor should they wish to do so.

While there is no requirement for Shareholders to approve the Annual Report, Shareholders will be offered the opportunity to:

- a) discuss the Annual Report for year ended 31 December 2013 which is available on the ASX platform at www.asx.com.au;
- b) ask questions or make comments on the management of the Company; and
- c) ask the auditor questions about the conduct of the audit, and the preparation and content of the auditor's report contained in the Annual Report.

In addition to taking questions at the AGM, written questions to the Chairman about the management of the Company, or the Company's auditor about:

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

may be submitted in writing no later than five (5) business days before the AGM to the Company Secretary at the Company's registered office.

Resolution 1 – Adoption of Remuneration Report

The Board submits its Remuneration Report for the year ended 31 December 2013 to Shareholders for consideration and adoption by way of non-binding resolution.

The Remuneration Report is set out in the Directors' Report contained in the Annual Report. This report can also be found on the Company's website at www.tangierspetroleum.com. The report:

- a) explains the Company's remuneration principles relating to the nature and amount of the remuneration of directors, senior managers and other group executives of the Company;
- b) discusses the relationship between such principles and the Company's performance; and
- c) sets out remuneration details for each director and for each relevant executive of the Company.

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

The vote on the Remuneration Report is advisory only and will not bind the Company; however the Board places importance on the outcome of the vote and will take it into account when considering the Company's remuneration policy.

Under changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on the Resolution vote against adoption of the Remuneration Report at the AGM, and then again at the Company's next annual general meeting being the 2015 annual general meeting, then the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days after the Company's 2015 annual general meeting. All of the Directors who were in office when the Company's 2015 Directors' report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

A voting exclusion applies to this item of business as set out in the Notice of Meeting.

Resolution 2: Election of Mr David Wall as a Director

The Board appointed Mr David Wall as a Director. In accordance with Rule 11.4 of the Company's Constitution, any Director appointed by the Board to fill a casual vacancy must retire as a Director at the next general meeting of the Company.

Mr David Wall therefore retires at the AGM in accordance with the Company's Constitution and, being eligible, offers himself for election by Shareholders at the AGM.

Details of Mr David Wall's qualifications and experience are set out below:

As a leading oil and gas equity analyst for the past six and a half years, Mr Wall brings extensive experience with junior oil and gas companies, with a particular focus on Africa. His skillset spans asset evaluation across many fiscal regimes / play types as well as corporate advisory / M&A and equity capital markets, having led >\$300m in capital raisings.

Prior to his career as an analyst, Mr Wall managed a small team at Woodside Petroleum Ltd that reported to the Executive Committee. This team was responsible for vetting reports from all departments within the business, prior to Board submission, including exploration, development, operations, commercial and M&A. The team was also responsible for generating the annual budget and providing significant input into the Five Year Plan and the Company Strategic Plan. By virtue of these experiences, Mr Wall brings strong commercial and strategic skills as well as generalist knowledge across all levels of the oil and gas industry. This is complemented by financial markets experience focussed on junior exploration companies, with specialist African knowledge.

Mr Wall holds a Bachelor of Commerce from the University of Western Australia, majoring in Management and Finance.

The Board, with Mr David Wall abstaining, recommends that Shareholders vote **IN FAVOUR** of Resolution 2.

Resolution 3: Election of Mr Michael Evans as a Director

The Board appointed Mr Michael Evans as a Director on 9 April 2014. In accordance with Rule 11.4 of the Company's Constitution, any Director appointed by the Board to fill a casual vacancy must retire as a Director at the next general meeting of the Company.

Mr Michael Evans therefore retires at the AGM in accordance with the Company's Constitution and, being eligible, offers himself for election by Shareholders at the AGM.

Details of Mr Michael Evans' qualifications and experience are set out below:

Mr Michael Evans, a Chartered Accountant based in Perth, has extensive executive and board level experience with publicly listed companies in the natural resources sector spanning 30 years.

Michael was the founding Executive Chairman of ASX oil and gas explorer FAR Limited, a position he held from 1995 until his resignation in April 2012. Under Mr Evans' stewardship, FAR established and built up an extensive international oil and gas portfolio spanning Africa, North America, China and Australia – with industry partners including Amoco, Shell, BHP, BP, Exxon, CNOOC, Woodside and Santos, amongst others. Mr Evans is currently the Non-executive Chairman of ASX-listed TNG Limited.

The Board, with Mr Michael Evans abstaining, recommends that Shareholders vote **IN FAVOUR** of Resolution 3.

Resolution 4: Election of Dr Stephen Staley as a Director

The Board appointed Dr Stephen Staley as a Director on 9 April 2014. In accordance with Rule 11.4 of the Company's Constitution, any Director appointed by the Board to fill a casual vacancy must retire as a Director at the next general meeting of the Company.

Dr Stephen Staley therefore retires at the AGM in accordance with the Company's Constitution and, being eligible, offers himself for election by Shareholders at the AGM.

Details of Dr Stephen Staley's qualifications and experience are set out below:

Dr Stephen Staley has 30 years' of management and technical experience in the European, African and Asian oil, gas and power sectors, including with Conoco and BP. More recently Stephen was founding Managing Director of upstream start-ups Fastnet Oil & Gas plc and Independent Resources plc and a Non-executive Director of Cove Energy plc. He is a Fellow of the Geological Society, holds a BSc (Hons.) in Geophysics from Edinburgh University, a PhD in Petroleum Geology from Sheffield University and an MBA from Warwick University.

The Board, with Dr Stephen Staley abstaining, recommends that Shareholders vote **IN FAVOUR** of Resolution 4.

Resolution 5 – To Re-elect Mr Brent Villemarette as a Director

The Constitution of the Company requires that one third of the Directors in office (other than a Managing Director) must retire by rotation at each annual general meeting of the Company.

Mr Brent Villemarette therefore retires at the AGM in accordance with the Constitution and, being eligible, offers himself for re-election at the meeting.

Details of Mr Brent Villemarette's qualifications and experience are set out in the Annual Report.

The Board, with Mr Brent Villemarette abstaining, recommends that Shareholders vote **IN FAVOUR** of Resolution 5.

Resolution 6 – Approval of the “Tangiers Petroleum Ltd Share Plan”

General information

Resolution 6 seeks Shareholder approval of the “Tangiers Petroleum Limited Share Plan” (the “**Share Plan**”):

- (a) for the purpose of Listing Rule 7.2, Exception 9 relating to the Company’s 15% placement cap;
- (b) for the purpose of Sub-section 260C(4) of the Corporations Act relating to the Company granting financial assistance to an entity to enable that entity to subscribe for shares; and
- (c) for the purpose of Sub-section 259B of the Corporations Act relating to the Company taking security over its own shares.

Under the Share Plan the Company may (at the discretion of the Board) invite an eligible “Participant” to subscribe for Shares under the Share Plan on the terms set out in the invitation. Shares offered under the Share Plan may be:

- (a) loan shares (“**Loan Shares**”) where the Participant is offered a loan from the company to pay the total subscription price for such Loan Shares (“**Loan**”); or
- (b) normal shares in the Company without a Loan.

The Resolution seeks shareholder approval under Sub-Section 260C(4) of the Corporations Act to grant financial assistance for the purposes of the Share Plan:

- (a) to employees; and
- (b) to directors who have a salaried employment or office in the Company or a related body corporate of the Company,

by way of a loan from the company to fund the subscription of Loan Shares under the Share Plan.

Listing Rule requirements

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue, or agree to issue, during any 12 month period any Equity Securities if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

An exception to Listing Rule 7.1 is set out in Exception 9(b) of Listing Rule 7.2 – an issue under an “employee incentive plan” if, within 3 years before the date of issue, Shareholders approve the issue of securities under the “employee incentive plan” as an exception to Listing Rule 7.1.

For the purposes of the Listing Rules, an “**employee share scheme**” must be a scheme for the issue or acquisition of Equity Securities in the Company to be held by, or for the benefit of, participating employees or non-executive directors of the Company or a related entity.

This Resolution proposes that Shareholders approve the issue of any Shares under the Share Plan within 3 years after the date of the meeting (at which this resolution is proposed), so that such issue will be excluded from the application of Listing Rule 7.1.

In accordance with the requirements of Exception 9(b) of Listing Rule 7.2, the Company provides the following information:

- (a) A copy of the Share Plan is set out in **Annexure 1** to this Explanatory Statement.
- (b) The Share Plan has not been previously approved by Shareholders for the purpose of Listing Rule 7.2, Exception 9. No Shares have been issued under the Share Plan.
- (c) A voting exclusion applies to Resolution 6 in the terms set out in the Notice of Meeting.

Corporations Act requirements relating to granting financial assistance

Pursuant to section 260A of the Corporations Act, a company may financially assist persons to acquire shares in itself only if:

- (a) giving the assistance does not materially prejudice:

- (i) the interests of the company or its shareholders; or
 - (ii) the company's ability to pay its creditors; or
- (b) the assistance is approved by the company's shareholders in accordance with Section 260B of the Corporations Act; or
- (c) the assistance is exempt under Section 260C of the Corporations Act.

Under Sub-section 260C(4) of the Corporations Act, the granting of assistance will not require shareholder approval if it is made under an "employee share scheme" (as defined in section 9 of the Corporations Act) that has been previously approved by shareholders of the company. Section 9 of the Corporations Act defines "**employee share scheme**" to mean a scheme under which shares (or units in shares) in a company or a holding company may be acquired by, or for the benefit of:

- (a) employees of the company, or of a related body corporate; or
- (b) directors of the company, or of a related body corporate, who hold a salaried employment or office in the company or in the related body corporate.

Effect of granting financial assistance on the Company

Shareholder approval of this Resolution will permit Loans to be granted with respect to Loan Shares issued under the Share Plan. As the funds loaned to the eligible "Participants" under the Share Plan will be used for payment of the share subscription price payable on acquiring Loan Shares, the funds will be immediately returned to the Company in the form of subscription money. Therefore, the granting of loans under the Share Plan will have no effect on the Company's cash flow (other than in respect of any costs associated with the granting of the loans which are not expected to be material).

The main negative effect the financial assistance may have is where a Loan made under the Share Plan, is not repaid in full by an eligible "Participant". Any such loss of the Company will need to be included in its accounts.

The Directors do not consider that the provision of Loans under the Share Plan will materially affect the Company's ability to pay its creditors, as it does not involve any actual payments of cash, nor does it involve the Company disposing of any assets. For these reasons, the Directors do not consider that the giving of the financial assistance under the Share Plan will be likely to materially prejudice the interests of the Company or its Shareholders or the Company's ability to pay its creditors.

Reasons for providing financial assistance

The financial assistance will assist eligible "Participants", including Directors who hold a salaried employment or office in the Company, to participate in the Share Plan by assisting such eligible "Participants" to subscribe for Loan Shares.

The success of the Company and its Shareholders depends greatly on the people employed by the Company. To maintain and improve performance, the Company has an ongoing need to motivate, incentivise and retain an excellent and dedicated management team and key employees and to recognise the significant past contributions of key employees.

The provision of the financial assistance when used as part of the Share Plan provides additional means to achieve this goal and will continue to:

- (a) provide an incentive to eligible "Participants" to work to improve the performance of the Company;
- (b) attract and retain valued eligible "Participants" essential for the continued growth and development of the Company;
- (c) establish a sense of ownership in the Company for the eligible "Participants";

- (d) promote and foster loyalty and support amongst eligible “Participants” for the benefit of both the employees and the Company;
- (e) enhance the relationship between the Company and its eligible “Participants” for the long term mutual benefit of all parties; and
- (f) enable the Company to attract high calibre individuals, who can bring expertise to the Company.

Approval sought in relation to the Share Plan

Shareholder approval is therefore sought under this Resolution with respect to the granting of financial assistance pursuant to the Share Plan by way of a Loan to enable eligible “Participants” to subscribe for Loan Shares. If approval to this Resolution is obtained, the Company will be able to grant Loans to those “Participants” who hold a salaried employment or office in the Company under the Share Plan in accordance with the rules of the Share Plan without the need for further Shareholder approval to be obtained under Section 260B of the Corporations Act each time Loans are granted under the Share Plan.

If financial assistance is proposed to be provided under the Share Plan to an eligible “Participant” that is a Director who does **not** hold a salaried employment or office in the Company, such financial assistance will only be provided if the Board determines, for the purpose of Section 260A of the Corporations Act, that the financial assistance will not materially prejudice the interests of the Company or its Shareholders or the Company's ability to pay its creditors.

In the event that Loans are to be granted to a Director under the Share Plan, additional Shareholder approval under Chapter 2E of the Corporations Act and Listing Rule 10.11 with respect to the Loan Shares proposed to be granted will need to be obtained.

Corporations Act requirements relating to Company taking security over its own shares

Under Section 259B of the Corporations Act, a company must not take security over shares in itself except as permitted by Sub-sections 259B(2) or (3) of the Corporations Act.

Section 259B(2) of the Corporations Act provides that a company may take security over shares in itself under an “employee share scheme” that has been approved by a resolution passed at a general meeting of the Company. Section 9 of the Corporations Act defines “**employee share scheme**” and the definition is summarised above.

Approval sought in relation to the Share Plan

Shareholder approval is therefore sought under this Resolution with respect to the Company having the right to take security over shares in itself under the Share Plan. If approval to this Resolution is obtained, then the Company will be permitted to take security for Loans made by the Company over Loan Shares issued by the Company under the Share Plan, if the Company elects to take such security.

Directors Recommendation in relation to Resolution

Given that each Director will be eligible, or may be eligible, under the Share Plan, each Director does not make a recommendation on this Resolution.

Resolution 7 – Issue of 4,500,000 Shares to Mr David Wall and grant of loan by Company to subscribe for the 4,500,000 Shares

General information

Under the Share Plan, a letter dated 15 April 2014 (“**Invitation Letter**”) to Mr David Wall offered, as a Director and pursuant to the Share Plan, 4,500,000 Loan Shares to Mr David Wall (or his nominee) with the issue price being the 5 day volume weighted average price for the Shares traded on ASX up to (but not including) the date of this Meeting (“**Subject Loan Shares**”).

The Invitation Letter also offered interest free loans, which are to be given by the Company under the Share Plan, to assist in the subscription for the Subject Loan Shares (“**Loan**”).

The Subject Loan Shares will also be subject to the restrictions set out in the Invitation Letter and any other terms, conditions and restrictions imposed by the Share Plan.

The Subject Loan Shares which Mr David Wall (or his nominee) is to receive will have the following restrictions on their transfer or assignment. That is, Mr David Wall (or his nominee) will not be permitted to transfer or assign the number of Shares set out below until the corresponding condition has been met:

Number of Shares and Category Description	Condition
1,500,000 Shares “ <i>Category A1</i> ”	The following occurring: (1) completion of at least 1 transaction (including a farm-in or farm-out or other similar dealing); and (2) a price increase in the Shares of at least 50% during the 12 months after the date of the transaction (with the 10 day volume weighted average price of the Shares traded on ASX prior to the date of the transaction as the base price).
1,500,000 Shares “ <i>Category A2</i> ”	The following occurring: (1) continuous employment with the Company for at least 6 months from the date of the AGM; (2) completion of at least 1 transaction (including a farm-in or farm-out or other similar dealing); and (3) a price increase in the Shares of at least 75% during the 12 months after the date of the AGM (with the 10 day volume weighted average price of the Shares traded on ASX prior to the date of the transaction as the base price).
1,500,000 Shares “ <i>Category A3</i> ”	Continuous employment with the Company for at least 12 months from the date of the AGM.

The particular loan relating to particular parcel of Loan Shares must be repaid first by Mr David Wall (or his nominee) before that parcel of Loan Shares can be transferred or assigned.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision by a public company of a “financial benefit” to a “related party”. Section 208 of the Corporations Act prohibits:

- (1) a public company giving a financial benefit to a related party; or
- (2) a company which is controlled by the public company giving a financial benefit to a related party,

unless one of a number of exceptions applies, or shareholder approval is obtained.

A “financial benefit” is defined in the Corporations Act in broad terms and includes a company issuing shares and granting options.

A “related party” includes a Director, an entity over which a Director has control and an entity which believes, or has reasonable grounds to believe, that it is likely to become a related party in the future.

For the purposes of Chapter 2E of the Corporations Act, Mr David Wall, a Director, is a related party of the Company.

ASX Listing Rule 10.11

Listing Rule 10.11 provides that the Company must not issue Equity Securities to a related party unless one of a number of exceptions applies, or shareholder approval is obtained. The Company is seeking shareholder approval for the purposes of Listing Rule 10.11.

Information to Shareholders

The following information is provided to Shareholders in accordance with the requirements of section 219 of the Corporations Act and Listing Rule 10.13.

The related party

The related party to whom the proposed Resolution would permit the financial benefit to be given is Mr David Wall (or his nominee).

The nature of the financial benefit

The nature of the financial benefits to be given to Mr David Wall are:

- (1) the Subject Loan Shares offered under the Invitation Letter; and
- (2) the three Loans under the Invitation Letter to subscribe for the three categories of Subject Loan Shares.

Each of the three loans will be for a duration of 5 years from the commencement of the loan unless repaid earlier in accordance with its terms.

Each Loan will be interest free.

The Loans to Mr David Wall (or his nominee) will be unsecured (ie no charge or mortgage granted by Mr David Wall in favour of the Company). However a holding lock will be implemented on the share register in relation to the Subject Loan Shares to enforce the transfer restrictions on the Subject Loan Shares which are referred to above.

The following table sets out the maximum value of the Loan, assuming the issue price for the Shares is equal to the market price of the Shares on 30 April 2014 of \$0.21 (being the ASX closing price of the Company's Shares on the day before the date of this Notice of Meeting), offered to Mr David Wall (or his nominee) under the Invitation Letter:

Number of Subject Loan Shares	Value of Loan
4,500,000	\$945,000

Consideration given for the financial benefits

The consideration to be given by Mr David Wall for the Subject Loan Shares is \$0.21 per share, assuming the issue price for the Shares is equal to the market price of the Shares on 30 April 2014 of \$0.21 (being the ASX closing price of the Company's Shares on the day before the date of this Notice of Meeting). This consideration may be funded by way of the Loans.

The issue price will be the 5 day volume weighted average price for the Shares traded on ASX up to (but not including) the date of this Meeting.

Reasons for giving the financial benefit

Each director (other than Mr David Wall) believes that the issue of the Subject Loan Shares to Mr David Wall (or his nominee) (as set out above) is appropriate and reasonable in the circumstances because:

- (a) the Company needs to attract high calibre individuals with the necessary experience and qualifications;
- (b) the payment of monetary fees alone is not an adequate incentive to enable the Company to attract and keep these high calibre individuals; and
- (d) the issue of the Subject Loan Shares (including the amount and value) forms part of a reasonable remuneration package.

The Board (other than Mr David Wall) believes that the provision of the Loans to Mr David Wall (or his nominee) is reasonable and appropriate as it will permit Mr David Wall (or his nominee) to acquire the Subject Loan Shares offered under their Invitation Letter and thereby allow the Company to achieve the matters and considerations described in paragraphs (a) to (d) above.

Reasons for the specific number of Subject Loan Shares and the issue price and the specific value of the Loan

The number of Subject Loan Shares to be issued to Mr David Wall (or his nominee) was chosen by the Board as an appropriate number to attract a director of Mr David Wall's skills and experience, to form part of a reasonable remuneration package for Mr David Wall and to provide a realistic and meaningful incentive to Mr David Wall.

The Board chose the specific value of the three Loans proposed to be provided to Mr David Wall (or his nominee) (as set out above) as the value will permit Mr David Wall (or his nominee) to subscribe for all of the three categories of Subject Loan Shares offered under the Invitation Letter and thereby allow the Company to achieve the matters and considerations described under the heading "*Reasons for giving the financial benefit*" above.

The issue of Loan Shares to Mr David Wall (or his nominee) is a more cost effective incentive for the Company as opposed to the payment of additional cash compensation to Mr David Wall. Alternative choices such as providing higher director fees, cash payments or cash bonuses to Mr David Wall were considered by the Board (other than Mr David Wall) however these choices were considered inappropriate by the Board (other than Mr David Wall) because they would reduce the Company's cash position at a time when the Company wishes to minimise cash expenditure because the Company is presently carrying out substantial exploration which requires significant expenditure.

Date for issuing the Subject Loan Shares and providing the Loan

If Shareholders approve Resolution 7, the Subject Loan Shares proposed to be issued to Mr David Wall (or his nominee) and the Loans proposed to be provided to Mr David Wall (or his nominee) will be issued and provided (as applicable) as soon as possible after the date of the Meeting and in any event, no later than 1 month after the date of the Meeting.

Directors' recommendation

Mr Michael Evans recommends Shareholders vote **IN FAVOUR** of Resolution 7 for the reasons set out above.

Mr Brent Villemarette recommends Shareholders vote **IN FAVOUR** of Resolution 7 for the reasons set out above.

Dr Stephen Staley recommends Shareholders vote **IN FAVOUR** of Resolution 7 for the reasons set out above.

Mr David Wall has a material personal interest in the outcome of this Resolution and therefore does not wish to make a recommendation to Shareholders about the Resolution because he has an interest in the outcome of this Resolution.

Dilution

As at the date of this Notice, the capital structure of the Company is as follows:

Capital	Number
Shares	174,579,220
Options	27,775,087

If Shareholders approve this Resolution, then the issued capital of the Company would be as follows:

Capital	Number
Shares	179,079,220
Options	27,775,087

The issue of Subject Loan Shares to Mr David Wall (or his nominee) will dilute the shareholding of Shareholders by approximately 2.58%, based on the existing number of securities on issue as at the date of this Notice.

The above calculations assume that the maximum of 4,500,000 Shares are issued to Mr David Wall (or his nominee).

The provision of the Loan to Mr David Wall (or his nominee) will have no dilution effect on the Company, other than by permitting Mr David Wall (or his nominee) to acquire the Subject Loan Shares. The dilution effect of such acquisition of Subject Loan Shares on the capital of the Company is set out above.

Existing relevant interest in securities of the Company

As at the date of this Notice, the Directors hold the following securities in the Company (representing 0.70% of the issued capital of the Company on a fully diluted basis).

Director	Shares held*	Options held*
Michael Evans	nil	nil
Brent Villemarette	1,221,222	1,500,000
Stephen Staley	nil	nil
David Wall	nil	nil

*Includes direct and indirect holdings

Mr Michael Evans, Mr Brent Villemarette and Dr Stephen Staley have no interest in the outcome of Resolution 7. Mr David Wall has a material personal interest in the outcome of Resolution 7, as it relates to the proposed issue of Shares to him or his nominee. Accordingly, Mr David Wall did not vote at the Board meeting to approve the transactions contemplated by Resolution 7.

Trading history

The highest and lowest market sale prices of the Company's Shares on the ASX during the 12 months immediately preceding the date of this Notice of Meeting and the respective dates of those sales were:

Highest: \$0.315 on 25 October 2013
Lowest: \$0.17 on 27 June 2013

The latest available market sale price of the Company's Shares on the ASX immediately prior to the date of this Notice of Meeting was \$0.21 on 30 April 2014.

Valuation of the Subject Loan Shares and the Loans

The Company has valued the proposed Subject Loan Shares, based on the *Black Scholes* Option Valuation methodology. In effect, the issue of the Subject Loan Shares with the conditions attached (including the Loan facility) is akin to an option issue and, consequently, the Subject Loan Shares have been valued on such a basis. That valuation has a valuation date of 14 April 2014 and valued the Subject Loan Shares as at that valuation date at \$0.08336 for category A1, \$0.04168 for category A2 and \$0.13894 for category A3.

The valuation of the Subject Loan Shares has been prepared using the following variables and assumptions:

Underlying Security Value	\$0.22 – being the ASX closing price of the Company's Shares on 14 April 2014
Exercise Price	\$0.22
Valuation Date	14 April 2014
Expiration Date	14 April 2019
Life of the Shares	5 years
Volatility	75%
Risk free rate	3.35%

Based on the above valuation, the total valuation amount of 4,500,000 Loan Shares to be granted to Mr David Wall (or his nominee) would be \$395,970.

The maximum value of the three Loans offered to Mr David Wall (or his nominee) is a total of \$945,000. The maximum value of each Loan is based on the subscription price for each Share offered under the Share Plan ("**Plan Share**"), and Mr David Wall (or his nominee) utilising the Loan to acquire all of the Subject Loan Shares offered.

Total remuneration package if Subject Loan Shares and Loans are issued

Mr David Wall's salary per annum for the current financial year (including superannuation) and the total financial benefit to be received by him in the period from January 1, 2014 to December 31, 2014 as a result of the proposed issue of Subject Loan Shares and provision of the Loan the subject of the Resolution is as follows:

Salary and superannuation	Value of Subject Loan Shares	Value of Loans
\$317,775 ⁽¹⁾	\$395,970	\$945,000

(1) Salary and superannuation consists of \$300,000 per annum and statutory superannuation contributions required to be paid of \$17,775 .

Note: *The Loans offered to Mr David Wall (or his nominee) will be used as payment for the subscription price required to subscribe for the Subject Loan Shares. As such, Mr David Wall (or his nominee) will not receive both the value of the Subject Loan Shares issued and the Loan as remuneration.*

Intended use of funds raised from the issue of the Subject Loan Shares or provision of the Loans

If Mr David Wall (or his nominee) subscribes for the full entitlement of Subject Loan Shares without assistance of the Loan, the Company would raise \$945,000, assuming the issue price for the Shares is equal to the market price of the Shares on 30 April 2014 of \$0.21, being the ASX closing price of the Company's Shares on the day before the date of this Notice of Meeting).

If any funds are raised from the issue of Subject Loan Shares to Mr David Wall (or his nominee), those funds will be an addition to the Company's working capital.

As the Loans are interest free, the Company will not raise any funds from the provision of the Loans to Mr David Wall (or his nominee) given that the Company will not receive interest payments in relation to the Loans.

Other

There are no taxation consequences for the Company resulting from the issue of the Subject Loan Shares or the provision of the Loans, including no fringe benefits tax.

The Board (other than Mr David Wall) does not consider that there are any opportunity costs to the Company, or benefits forgone by the Company, as a result of the issue of the Subject Loan Shares.

As the Loan funds will be used for the payment of the purchase price of the Subject Loan Shares, the funds will be immediately returned to the Company in the form of subscription money. The provision of the Loans will therefore have no effect on the Company's cash flow (other than in respect of any costs associated with the provision of the Loan which are not expected to be material). As such, the Board does not consider that there are any opportunity costs to the Company, or benefits forgone by the Company, from the provision of the Loans to Mr David Wall (or his nominee).

If Shareholder approval is given under Listing Rule 10.11 then the Listing Rules provide that Shareholder approval will not be required under Listing Rule 7.1.

Neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by Resolution 7.

A voting exclusion applies to Resolution 7 in the terms set out in the Notice of Meeting.

Resolution 8 – Issue of 1,000,000 Shares to Mr Michael Evans and grant of loan by Company to subscribe for the 1,000,000 Shares

General information

This Resolution seeks approval for the issue of 1,000,000 Shares to Mr Michael Evans and the grant of a loan by the Company to subscribe for those Shares under the Share Plan.

Please refer to the Explanatory Statement for Resolution 7 under the heading “General Information” for details about the Share Plan.

An Invitation Letter dated 15 April 2014, sent to Mr Michael Evans offered, as a Director and pursuant to the Share Plan, a total of 1,000,000 Loan Shares to Mr Michael Evans (or his nominee) with the issue price being the 5 day volume weighted average price for the Shares traded on ASX up to (but not including) the date of this Meeting (“**Subject Loan Shares**”).

The Invitation Letter also offered an interest free loan, which is to be given by the Company under the Share Plan, to assist in the purchase of the Subject Loan Shares (“**Loan**”).

The Subject Loan Shares which Mr Michael Evans (or his nominee) is to receive will have the following restrictions on their transfer. That is, Mr Michael Evans (or his nominee) is not permitted to transfer the number of shares set out below until the corresponding condition has been met:

Number of Shares and Category Description	Condition
1,000,000 Shares “ <i>Category B1</i> ”	The Shares have been held by Mr Michael Evans (or his nominee) for 1 year after the date of the AGM.

The Loan relating to the Loan Shares must be repaid first by Mr Michael Evans (or his nominee) before those Loan Shares can be transferred or assigned.

Chapter 2E of the Corporations Act and ASX Listing Rule 10.11

Please refer to the Explanatory Statement for Resolution 7 under the heading “Chapter 2E of the Corporations Act” and “ASX Listing Rule 10.11” for a summary of Chapter 2E of the Corporations Act and Listing Rule 10.11.

Information to Shareholders

The following information is provided to Shareholders in accordance with the requirements of section 219 of the Corporations Act and Listing Rule 10.13.

The related party

The related party to whom the proposed Resolution would permit the financial benefit to be given is Mr Michael Evans (or his nominee).

The nature of the financial benefit

The nature of the financial benefits to be given to Mr Michael Evans are:

- (1) the Subject Loan Shares offered under the Invitation Letter; and
- (2) the Loan under the Invitation Letter to subscribe for those Subject Loan Shares.

The Loan will be for a duration of 5 years from the commencement of the loan unless repaid earlier in accordance with its terms.

The Loan will be interest free.

The Loan to Mr Michael Evans (or his nominee) will be unsecured (ie no charge or mortgage granted by Mr Michael Evans in favour of the Company). However a holding lock will be implemented on the share register in relation to the Subject Loan Shares to enforce the transfer restrictions on the Subject Loan Shares which are referred to above.

The following table sets out the maximum value of the Loan offered to Mr Michael Evans (or his nominee) under the Invitation Letter:

Number of Subject Loan Shares	Value of Loan
1,000,000	\$210,000

Consideration given for the financial benefits

The consideration to be given by Mr Michael Evans for the Subject Loan Shares is \$0.21 per share, assuming the issue price for the Shares is equal to the market price of the Shares on 30 April 2014 of \$0.21 per share (being the ASX closing price of the Company's Shares on the day before the date of this Notice of Meeting). This consideration may be funded by way of the Loan.

The issue price will be the 5 day volume weighted average price for the Shares traded on ASX up to (but not including) the date of this Meeting.

Reasons for giving the financial benefit

Each director (other than Mr Michael Evans) believes that the issue of the Subject Loan Shares to Mr Michael Evans (or his nominee) (as set out above) is appropriate and reasonable in the circumstances because:

- (a) the Company needs to attract high calibre individuals with the necessary experience and qualifications;
- (b) the payment of monetary fees alone is not an adequate incentive to enable the Company to attract and keep these high calibre individuals; and
- (d) the issue of the Subject Loan Shares (including the amount and value) forms part of a reasonable remuneration package.

The Board (other than Mr Michael Evans) believes that the provision of the Loan to Mr Michael Evans (or his nominee) is reasonable and appropriate as it will permit Mr Michael Evans (or his nominee) to acquire the Subject Loan Shares offered under their Invitation Letter and thereby allow the Company to achieve the matters and considerations described in paragraphs (a) to (d) above.

Reasons for the specific number of Subject Loan Shares and the issue price and the specific value of the Loan

The number of Subject Loan Shares to be issued to Mr Michael Evans (or his nominee) was chosen by the Board as an appropriate number to attract a director of Mr Michael Evans's skills and experience, to form part of a reasonable remuneration package for Mr Michael Evans and to provide a realistic and meaningful incentive to Mr Michael Evans.

The Board chose the specific value of the Loan proposed to be provided to Mr Michael Evans (or his nominee) as that value will permit Mr Michael Evans (or his nominee) to acquire all the Subject Loan Shares offered under the Invitation Letter and thereby allow the Company to achieve the matters and considerations described under the heading "*Reasons for giving the financial benefit*" above.

The issue of Loan Shares to Mr Michael Evans (or his nominee) is a more cost effective incentive for the Company as opposed to the payment of additional cash compensation to Mr Michael Evans. Alternative choices such as providing higher director fees, cash payments or cash bonuses to

Mr Michael Evans were considered by the Board (other than Mr Michael Evans) however these choices were considered inappropriate by the Board (other than Mr Michael Evans) because they would reduce the Company's cash position at a time when the Company wishes to minimise cash expenditure because the Company is presently carrying out substantial exploration which requires significant expenditure.

Date for issuing the Subject Loan Shares and providing the Loan

If Shareholders approve Resolution 8, the Subject Loan Shares proposed to be issued to Mr Michael Evans (or his nominee) and the Loan proposed to be provided to Mr Michael Evans (or his nominee) will be issued and provided (as applicable) as soon as possible after the date of the Meeting and in any event, no later than 1 month after the date of the Meeting.

Directors' recommendation

Mr David Wall recommends Shareholders vote **IN FAVOUR** of Resolution 8 for the reasons set out above.

Mr Brent Villemarette recommends Shareholders vote **IN FAVOUR** of Resolution 8 for the reasons set out above.

Dr Stephen Staley recommends Shareholders vote **IN FAVOUR** of Resolution 8 for the reasons set out above.

Mr Michael Evans has a material personal interest in the outcome of this Resolution and therefore does not wish to make a recommendation to Shareholders about the Resolution because he has an interest in the outcome of this Resolution.

Dilution

Please refer to the Explanatory Statement for Resolution 7 under the heading "*Dilution*" for details about the Company's current capital structure.

If Shareholders approve this Resolution, then the issued capital of the Company would be as follows:

Capital	Number
Shares	175,579,220
Options	27,775,087

The issue of Subject Loan Shares to Mr Michael Evans (or his nominee) will dilute the shareholding of Shareholders by approximately 0.58%, based on the existing number of securities on issue as at the date of this Notice.

The above calculations assume that the maximum of 1,000,000 Shares are issued to Mr Michael Evans (or his nominee).

The provision of the Loan to Mr Michael Evans (or his nominee) will have no dilution effect on the Company, other than by permitting Mr Michael Evans (or his nominee) to acquire the Subject Loan Shares. The dilution effect of such acquisition of Subject Loan Shares on the capital of the Company is set out above.

Existing relevant interest in securities of the Company

Please refer to the Explanatory Statement for Resolution 7 under the heading "*Existing Relevant Interest in Securities of the Company*" for details about the Directors' interests in Company securities.

Mr David Wall, Mr Brent Villemarette and Dr Stephen Staley have no interest in the outcome of Resolution 8. Mr Michael Evans has a material personal interest in the outcome of Resolution 8, as it relates to the proposed issue of Shares to him or his nominee. Accordingly, Mr Michael Evans did not vote at the Board meeting to approve the transactions contemplated by Resolution 8.

Trading history

Please refer to the Explanatory Statement for Resolution 7 under the heading “*Trading History*” for the highest and lowest market sale prices of the Company’s Shares on the ASX during the 12 months immediately preceding the date of this Notice.

Valuation of the Subject Loan Shares and the Loan

The Company has valued the proposed Subject Loan Shares, based on the *Black Scholes* Option Valuation methodology. In effect, the issue of the Subject Loan Shares with the conditions attached (including the Loan facility) is akin to an option issue and, consequently, the Subject Loan Shares have been valued on such a basis. That valuation has a valuation date of 14 April 2014 and valued the Subject Loan Shares as at that valuation date at \$0.13894.

The valuation of the Subject Loan Shares has been prepared using the following variables and assumptions:

Underlying Security Value	\$0.22 – being the ASX closing price of the Company’s Shares on 14 April 2014
Exercise Price	\$0.22
Valuation Date	14 April 2014
Expiration Date	14 April 2019
Life of the Shares	5 years
Volatility	75%
Risk free rate	3.35%

Based on the above valuation, the total valuation amount of 1,000,000 Loan Shares to be granted to Mr Michael Evans (or his nominee) would be \$138,940.

The maximum value of the Loan offered to Mr Michael Evans (or his nominee) is \$210,000. The maximum value of the Loan is based on the subscription price for each Share offered under the Share Plan, and Mr Michael Evans (or his nominee) utilising the Loan to acquire all of the Subject Loan Shares offered.

Total remuneration package if Subject Loan Shares and Loan are issued

Mr Michael Evans’ fees per annum for the current financial year (including superannuation) and the total financial benefit to be received by him in the period from January 1, 2014 to December 31, 2014 as a result of the proposed issue of Subject Loan Shares and provision of the Loan the subject of the Resolution is as follows:

Fees and superannuation	Value of Subject Loan Shares	Value of Loan
\$109,250 ⁽¹⁾	\$138,940	\$210,000

(1) Fees and superannuation consists of \$100,000 per annum and superannuation entitlement of 9.25% per annum.

Note: *The Loan offered to Mr Michael Evans (or his nominee) will be used as payment for the subscription price required to subscribe for the Subject Loan Shares. As such, Mr Michael Evans (or his nominee) will not receive both the value of the Subject Loan Shares issued and the Loan as remuneration.*

Intended use of funds raised from the issue of the Subject Loan Shares or provision of the Loan

If Mr Michael Evans (or his nominee) subscribes for the full entitlement of Subject Loan Shares without assistance of the Loan, the Company would raise \$210,000, assuming the issue price for the Shares is equal to the market price of the Shares on 30 April 2014 of \$0.21, being the ASX closing price of the Company’s Shares on the day before the date of this Notice of Meeting.

If any funds are raised from the issue of Subject Loan Shares to Mr Michael Evans (or his nominee), those funds will be an addition to the Company's working capital.

As the Loan is interest free, the Company will not raise any funds from the provision of the Loan to Mr Michael Evans (or his nominee) given that the Company will not receive interest payments in relation to the Loan.

Other

There are no taxation consequences for the Company resulting from the issue of the Subject Loan Shares or the provision of the Loan, including no fringe benefits tax.

The Board (other than Mr Michael Evans) does not consider that there are any opportunity costs to the Company, or benefits forgone by the Company, as a result of the issue of the Subject Loan Shares.

As the Loan funds will be used for the payment of the purchase price of the Subject Loan Shares, the funds will be immediately returned to the Company in the form of subscription money. The provision of the Loan will therefore have no effect on the Company's cash flow (other than in respect of any costs associated with the provision of the Loan which are not expected to be material). As such, the Board does not consider that there are any opportunity costs to the Company, or benefits forgone by the Company, from the provision of the Loan to Mr Michael Evans (or his nominee).

If Shareholder approval is given under Listing Rule 10.11 then the Listing Rules provide that Shareholder approval will not be required under Listing Rule 7.1.

Neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by Resolution 8.

A voting exclusion applies to Resolution 8 in the terms set out in the Notice of Meeting.

Resolution 9 – Issue of 1,000,000 Options to Mr Michael Evans

The Company seeks to grant 1,000,000 Options to Mr Michael Evans (or his nominee).

Approval of Shareholders is sought for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the Company to grant Options to Mr Michael Evans.

Chapter 2E of the Corporations Act and Listing Rule 10.11

Mr Michael Evans, a Director, is a related party of the Company. Please refer to the Explanatory Statement for Resolution 7 under the heading "Chapter 2E of the Corporations Act" and "ASX Listing Rule 10.11" for a summary of Chapter 2E of the Corporations Act and Listing Rule 10.11.

Information to Shareholders

The following information is provided to Shareholders in accordance with the requirements of section 219 of the Corporations Act and Listing Rule 10.13.

The related party

The related party to whom the proposed Resolution would permit the financial benefit to be given is Mr Michael Evans (or his nominee).

The nature of the financial benefit

The nature of the financial benefit to be given is the grant of 1,000,000 Options to Mr Michael Evans (or his nominee).

The terms of issue for the Options are set out in Annexure 2 and the Options will be granted for nil consideration, with the exercise price being a 45% premium to the five day volume-weighted average price of the Shares traded on ASX before the date this Meeting and with an expiry date of 3 years from the date the Options are granted.

The Options will be subject to a 1 year vesting condition from the date the Options are granted, meaning that the options are actually granted and held by Mr Evan but cannot be exercised by Mr Evan until after the 1 year period has passed.

The specific number of Options for Mr Michael Evans was chosen by the Board (other than Mr Michael Evans) as an appropriate number to retain a director of Mr Michael Evans's skill and experience, and to provide a realistic and meaningful incentive to Mr Michael Evans.

The grant of Options to Mr Michael Evans (or his nominee) is a more cost effective incentive for the Company as opposed to the payment of additional cash compensation to Mr Michael Evans. Alternative choices such as providing higher director fees, cash payments or cash bonuses to Mr Michael Evans were considered by the Board (other than Mr Michael Evans) however, those choices were considered inappropriate by the Board (other than Mr Michael Evans) because they would reduce the Company's cash position at a time when the Company wishes to minimise cash expenditure because the Company is presently in an exploration stage which requires significant expenditure.

If this Resolution is passed, the Options will be granted as soon as possible after the date of the Meeting and in any event, no later than 1 month after the date of the Meeting.

No funds will be raised by the issue of the Options to Mr Michael Evans (or his nominee) because the issue price of the Options is nil.

Directors' recommendation

Mr Brent Villemarette recommends Shareholders vote **IN FAVOUR** of Resolution 9 for the reasons set out above.

Dr Stephen Staley recommends Shareholders vote **IN FAVOUR** of Resolution 9 for the reasons set out above.

Mr David Wall recommends Shareholders vote **IN FAVOUR** of Resolution 9 for the reasons set out above.

Mr Michael Evans has a material personal interest in the outcome of this Resolution and therefore does not wish to make a recommendation to Shareholders about the Resolution because he has an interest in the outcome of this Resolution.

Dilution

Please refer to the Explanatory Statement for Resolution 7 under the heading "*Dilution*" for details about the Company's current capital structure.

If Shareholders approve the Resolution, then the issued capital of the Company would be as follows:

Capital	Number
Shares	174,579,220
Options	28,775,087

If the Options are granted and any or all of the Options are exercised, dilution of existing Shareholders will occur. If all of the Options are exercised by Mr Michael Evans (or his nominee), the exercise of those Options will dilute the shareholding of Shareholders by approximately 0.58% based on the existing number of securities on issue as at the date of this Notice.

The above calculations assume that the other Options on issue are not exercised.

Total remuneration package

Please refer to the Explanatory Statement for Resolution 8 under the heading “*Total remuneration package if Subject Loan Shares and Loan are issued*” for details about Mr Michael Evans’ remuneration package.

Existing relevant interest in Securities of the Company

Please refer to the Explanatory Statement for Resolution 7 under the heading “*Existing relevant interest in securities of the Company*” for details about the Directors’ interests in Company securities.

Mr Brent Villemarette, Dr Stephen Staley and Mr David Wall have no interest in the outcome of Resolution 9. Mr Michael Evans has a material personal interest in the outcome of Resolution 9, as it relates to the proposed grant of Options to him or his nominee. Accordingly, Mr Michael Evans did not vote at the Board meeting to approve the transactions contemplated by Resolution 9.

Trading history

Please refer to the Explanatory Statement for Resolution 7 under the heading “*Trading History*” for the highest and lowest market sale prices of the Company’s Shares on the ASX during the 12 months immediately preceding the date of this Notice.

Valuation of Options

The Board has received an independent valuation of the proposed Options, based on the *Black Scholes* option valuation model

The valuation is between \$0.06883 and \$0.11030 per Option, with a preferred value of \$0.09033 per Option, based on a valuation date of 14 April 2014.

The total value of the 1,000,000 Options, based on a preferred value of \$0.09033 per Option is \$90,330.

The total value of the 1,000,000 Options, based on the low value of \$0.06883 per Option is \$68,830.

The total value of the 1,000,000 Options, based on the high value of \$0.11030 per Option is \$110,030.

The valuation is based on the following variables and assumptions:

Underlying Security Value	\$0.22 – being the ASX closing price of the Company’s Shares on 14 April 2014
Exercise Price	\$0.32
Valuation Date	14 April 2014
Expiration Date	14 April 2017
Life of the Shares	5 years
Volatility	60%, 75%, or 90%
Risk free rate	2.97%

Other

There are no taxation consequences for the Company resulting from the grant of Options, including no fringe benefits tax.

The Board (other than Mr Michael Evans) does not consider that there are any opportunity costs to the Company, or benefits forgone by the Company, as a result of the grant of Options.

If Shareholder approval is given under Listing Rule 10.11 then the Listing Rules provide that Shareholder approval will not be required under Listing Rule 7.1.

Neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by Resolution 9.

A voting exclusion applies to Resolution 9 in the terms set out in the Notice of Meeting.

Resolution 10 – Issue of 2,000,000 Options to Dr Stephen Staley

The Company seeks to grant 2,000,000 Options to Dr Stephen Staley (or his nominee).

Approval of Shareholders is sought for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the Company to grant Options to Dr Stephen Staley.

Chapter 2E of the Corporations Act and Listing Rule 10.11

Dr Stephen Staley, a Director, is a related party of the Company. Please refer to the Explanatory Statement for Resolution 7 under the heading “Chapter 2E of the Corporations Act” and “ASX Listing Rule 10.11” for a summary of Chapter 2E of the Corporations Act and Listing Rule 10.11.

Information to Shareholders

The following information is provided to Shareholders in accordance with the requirements of section 219 of the Corporations Act and Listing Rule 10.13.

The related party

The related party to whom the proposed Resolution would permit the financial benefit to be given is Dr Stephen Staley (or his nominee).

The nature of the financial benefit

The nature of the financial benefit to be given is the grant of 2,000,000 Options to Dr Stephen Staley (or his nominee).

The terms of issue for the Options are set out in **Annexure 3**. The Options will be granted for nil consideration, vest immediately upon grant and be granted with an option exercise price of \$0.28 and an option expiry date of 3 years after the date the Options are granted.

The specific number of Options for Dr Stephen Staley was chosen by the Board (other than Dr Stephen Staley) as an appropriate number to retain a director of Dr Stephen Staley's skill and experience, and to provide a realistic and meaningful incentive to Dr Stephen Staley.

The grant of Options to Dr Stephen Staley (or his nominee) is a more cost effective incentive for the Company as opposed to the payment of additional cash compensation to Dr Stephen Staley. Alternative choices such as providing higher director fees, cash payments or cash bonuses to Dr Stephen Staley were considered by the Board (other than Dr Stephen Staley) however, those choices were considered inappropriate by the Board (other than Dr Stephen Staley) because they would reduce the Company's cash position at a time when the Company wishes to minimise cash expenditure because the Company is presently in an exploration stage which requires significant expenditure.

If this Resolution is passed, the Options will be granted as soon as possible after the date of the Meeting and in any event, no later than 1 month after the date of the Meeting.

No funds will be raised by the issue of the Options to Dr Stephen Staley (or his nominee) because the issue price of the Options is nil.

Directors' recommendation

Mr Brent Villemarette recommends Shareholders vote **IN FAVOUR** of Resolution 10 for the reasons set out above.

Mr Michael Evans recommends Shareholders vote **IN FAVOUR** of Resolution 10 for the reasons set out above.

Mr David Wall recommends Shareholders vote **IN FAVOUR** of Resolution 10 for the reasons set out above.

Dr Stephen Staley has a material personal interest in the outcome of this Resolution and therefore does not wish to make a recommendation to Shareholders about the Resolution because he has an interest in the outcome of this Resolution.

Dilution

Please refer to the Explanatory Statement for Resolution 7 under the heading “*Dilution*” for details about the Company’s current capital structure.

If Shareholders approve the Resolution, then the issued capital of the Company would be as follows:

Capital	Number
Shares	174,579,220
Options	29,775,087

If the Options are granted and any or all of the Options are exercised, dilution of existing Shareholders will occur. If all of the Options are exercised by Dr Stephen Staley (or his nominee), the exercise of those Options will dilute the shareholding of Shareholders by approximately 1.15% based on the existing number of securities on issue as at the date of this Notice.

The above calculations assume that the other Options on issue are not exercised.

Total remuneration package

Dr Stephen Staley’s fees per annum for the current financial year (including superannuation) and the total financial benefit to be received by him in the period from January 1, 2014 to December 31, 2014 is as follows:

Fees and superannuation	Total Value of 2,000,000 Options
\$60,000 ⁽¹⁾	\$ 195,560

(1) Fees and superannuation consists of \$60,000 per annum and no superannuation entitlement as Dr Stephen Staley is based overseas and not entitled to superannuation contributions.

Existing relevant interest in securities of the Company

Please refer to the Explanatory Statement for Resolution 7 under the heading “*Existing relevant interest in securities of the Company*” for details about the Directors’ interests in Company securities.

Mr Brent Villemarette, Mr Michael Evans and Mr David Wall have no interest in the outcome of Resolution 10. Dr Stephen Staley has a material personal interest in the outcome of Resolution 10, as it relates to the proposed grant of Options to him or his nominee. Accordingly, Dr Stephen Staley did not vote at the Board meeting to approve the transactions contemplated by Resolution 10.

Trading history

Please refer to the Explanatory Statement for Resolution 7 under the heading “*Trading History*” for the highest and lowest market sale prices of the Company’s Shares on the ASX during the 12 months immediately preceding the date of this Notice.

Valuation of Options

The Board has received an independent valuation of the proposed Options, based on the *Black Scholes* option valuation model.

The valuation is between \$0.07733 and \$0.11683 per Option, with a preferred value of \$0.09778 per Option, based on a valuation date of 14 April 2014.

The total value of the 2,000,000 Options, based on a preferred value of \$0.09778 per Option is \$195,560.

The total value of the 2,000,000 Options, based on the low value of \$0.07733 per Option is \$154,660.

The total value of the 2,000,000 Options, based on the high value of \$0.11683 per Option is \$233,660.

The valuation is based on the following variables and assumptions:

Underlying Security Value	\$0.22 – being the ASX closing price of the Company's Shares on 14 April 2014
Exercise Price	\$0.28
Valuation Date	14 April 2014
Expiration Date	14 April 2017
Life of the Shares	5 years
Volatility	60%, 75%, or 90%
Risk free rate	2.97%

Other

There are no taxation consequences for the Company resulting from the grant of Options, including no fringe benefits tax.

The Board (other than Dr Stephen Staley) does not consider that there are any opportunity costs to the Company, or benefits forgone by the Company, as a result of the grant of Options.

If Shareholder approval is given under Listing Rule 10.11 then the Listing Rules provide that Shareholder approval will not be required under Listing Rule 7.1.

Neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by Resolution 10.

A voting exclusion applies to Resolution 10 in the terms set out in the Notice of Meeting.

Resolution 11 – Approval of Additional Placement Capacity

Listing Rule 7.1 permits entities to issue 15% of its issued capital without shareholder approval in a 12 month period, subject to a number of exceptions.

The ASX has recently amended the Listing Rules to allow small to mid-cap companies to seek shareholder approval for additional placement capacity. Listing Rule 7.1A permits eligible entities, which have obtained shareholder approval by way of a special resolution, to issue Equity Securities up to an additional 10% of its issued capital by placements over a 12 month period after the annual general meeting ("**Additional Placement Capacity**"). The Additional Placement Capacity, if approved by shareholders, is in addition to the Company's existing 15% placement capacity under Listing Rule 7.1.

The Company seeks Shareholder approval under Resolution 11 to be able to issue Equity Securities under the Additional Placement Capacity. The exact number of Equity Securities to be issued is not fixed and will be determined in accordance the formula prescribed in Listing Rule 7.1A.2 (set out below).

Requirements of Listing Rule 7.1A

Eligible entities

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company's market capitalisation as at the date of the notice is approximately \$36.66 million ($\$0.21 \times 174,579,220$ fully paid ordinary shares), therefore the Company is an eligible entity.

Shareholder approval

Shareholders must approve the Additional Placement Capacity by special resolution at the annual general meeting which requires the approval of 75% of the votes cast by Shareholders present and eligible to vote (being present at the Meeting either in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative). A resolution under Listing Rule 7.1A cannot be put at any other shareholder meeting.

Equity Securities

Equity Securities issued under the Additional Placement Capacity must be in the same class as an existing class of Equity Securities of the Company that are quoted on ASX.

As at the date of this Notice of Meeting, the Company has one class of Equity Securities quoted on the ASX being fully paid ordinary Shares.

Formula for calculating number of Equity Securities that may be issued under the Additional Placement Capacity

If Resolution 11 is passed, then the Company may issue or agree to issue, during the 12 month period after the Meeting, the number of Equity Securities calculated in accordance with the following formula:

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

where:

A	<p>The number of fully paid shares on issue 12 months before the date of issue or agreement to issue:</p> <ul style="list-style-type: none"> • plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2; • plus the number of partly paid shares that became fully paid in the 12 months; • plus the number of fully paid shares issued in the 12 months with the approval of shareholders under Listing Rules 7.1 or 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without Shareholder approval; • less the number of fully paid shares cancelled in the 12 months.
D	10%
E	<p>The number of Equity Securities issued or agreed to be issued under Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.</p>

Interaction between Listing Rule 7.1 and Listing Rule 7.1A

The Additional Placement Capacity under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The Company has 174,579,220 Shares on issue as at the date of this Notice of Meeting. For the purposes of the calculations in Listing Rule 7.1 and Listing Rule 7.1A the Company has calculated input "A" in those Listing Rules as 174,579,220 shares. If Resolution 11 in this Notice of Meeting is passed, the Company will be permitted to issue (as at the date of this Notice of Meeting):

- (i) 23,686,883 Equity Securities under Listing Rule 7.1, being 15% of 174,579,220 *minus* 2,500,000 securities issued or agreed to be issued in the last 12 months as part of the Company's 15% capacity; and
- (ii) 17,457,922 Equity Securities under Listing Rule 7.1A, being 10% of 174,579,220.

The actual number of Equity Securities that the Company will be permitted to issue under Listing Rule 7.1A will be calculated at the date of issue or agreement to issue the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out above).

The effect of Resolution 11 will be to allow the Company to issue securities under Listing Rule 7.1A without using the Company's placement capacity under Listing Rule 7.1.

Information as required by Listing Rule 7.3A

Minimum price

The issue price of the new Equity Securities will be no lower than 75% of the volume-weighted average price ("VWAP") for securities in the relevant quoted class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price of the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 trading days of the date above, the date on which the Equity Securities are issued.

Risk of economic and voting dilution

If Resolution 11 is passed and the Company issues securities under the Additional Placement Facility, existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is the risk that:

- (i) the market price for the Company's existing Equity Securities may be significantly lower on the date of issue of the new Equity Securities than on the date of the Meeting; and
- (ii) the new Equity Securities may be issued at a price that is at a discount to the market price of the Company's existing Equity Securities on the issue date or the new Equity Securities may be issued as part of the consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the new Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice of Meeting.

The table also shows:

- (i) two examples of where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example a pro-rata entitlement issue) or future placements under Listing Rule 7.1 that are approved by Shareholders in the future;

- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.105 50% decrease in Issue Price	\$0.21 Current Market Price	\$0.42 100% increase in Issue Price
Current 174,579,220 Shares	10% Voting Dilution	17,457,922 Shares	17,457,922 Shares	17,457,922 Shares
	Funds raised	\$1,833,082	\$3,666,164	\$7,332,327
50% increase in Variable A 261,868,830 Shares	10% Voting Dilution	26,186,883 Shares	26,186,883 Shares	26,186,883 Shares
	Funds raised	\$2,749,623	\$5,499,245	\$10,998,491
100% increase in Variable A 349,158,440 Shares	10% Voting Dilution	34,915,844 Shares	34,915,844 Shares	34,915,844 Shares
	Funds raised	\$3,666,164	\$7,332,327	\$14,664,654

This table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the Additional Placement Capacity.
- (ii) No options (including options issued under the Additional Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities.
- (iii) 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%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the Additional Placement Capacity consists only of Shares. If the issue of Equity Securities includes quoted options, it is assumed those options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (vii) The issue price is \$0.1, being the latest closing price of the Shares on the ASX on 30 April 2014 (being the day before the date of this Notice of Meeting).
- (viii) The Company's ability to issue securities under Listing Rule 7.1A is in addition to its ability to issue securities under Listing Rule 7.1.

Placement Period

Shareholder approval of the Additional Placement Capacity under Listing Rule 7.1A is valid from 12 June 2014 (the date of the Meeting) and expires on the earlier of:

- (i) 12 June 2015, which is 12 months after the Meeting; or

- (ii) the date Shareholders approve a transaction under Listing Rule 11.1.2 (significant change to nature or scale of activities) or 11.2 (disposal of the main undertaking),

or such longer period as allowed by ASX ("**Placement Period**").

The Company will only issue and allot new securities during the Placement Period.

Purposes for which the new Equity Securities may be issued

The Company may seek to issue new Equity Securities for the following purposes:

- (i) cash consideration to raise funds for the acquisition of new assets or investments (including the expenses associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and for general working capital; or
- (ii) non-cash consideration for acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

Allocation Policy

The Company's allocation policy for the issue of new Equity Securities under the Additional Placement Capacity will depend on the market conditions existing at the time of the proposed issue. The allottees will be determined at the relevant time having regard to factors such as:

- (i) the methods of raising funds available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of new securities on the control of the Company;
- (iii) advice from corporate, financial and broking advisers (as relevant).

As at the date of this Notice of Meeting, the allottees are not known but may include existing substantial Shareholders and/or new Shareholders. No allottee under the Additional Placement Capacity will be a related party or associate of a related party of the Company. Existing Shareholders may or may not be entitled to subscribe for any Equity Securities issued under the Additional Placement Capacity and it is possible their shareholding will be diluted.

If the Additional Placement Capacity is used to acquire new assets or investments then it is likely the allottees will be the vendors of the new assets.

The Company will comply with the disclosure obligations under Listing Rule 7.1A(4) and 3.10.5A on the issue of any new securities.

Details of Equity Securities issued under earlier placement capacity approval

The Company has **not** previously obtained Shareholder approval under Listing Rule 7.1A.

Voting Exclusion

A voting exclusion applies to this item of business as set out in the Notice of Meeting. At the date of this Notice of Meeting, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in a proposed issue of Equity Securities under the proposed Additional Placement Capacity.

No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Meeting.

Board Recommendation

The Board recommends that Shareholders vote **IN FAVOUR** of Resolution 11.

Resolution 12 – Ratification of previous issue of shares by the Company

As announced on 13 May 2014 and as at the date of dispatch of this Notice of Meeting, the Company has agreed to issue 23,600,000 Shares to sophisticated investors and professional investors (as defined in the Corporations Act) under the prospectus exceptions provided in section 708 of the Corporations Act. The Shares agreed to be issued will raise \$3,776,000 for the support of the Company's exploration activities at the Company's Tarfaya Offshore project.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue, or agree to issue, during any 12 month period any Equity Securities if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

Under this Resolution, the Company seeks from Shareholders approval for, and ratification of, the issue of securities set out below so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of securities by the Company in the next 12 months.

Listing Rule 7.5 requires the following specific information to be provided:

- (a) The number of Shares issued was 23,600,000.
- (b) The issue price of the Shares was \$0.16 per Share.
- (c) The Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (d) The Shares were issued to sophisticated investors and professional investors (as defined in the Corporations Act)
- (e) The Company raised \$3,776,000 through this issue of Shares which will be used for the support of the Company's exploration activities at the Company's Tarfaya Offshore project.

A voting exclusion applies to Resolution 12 in the terms set out in the Notice of Meeting.

The Board unanimously recommends that Shareholders vote **IN FAVOUR** of Resolution 12.

Resolution 13 – Placement of shares to sophisticated investors and professional investors

The Company proposes to issue up to 38,900,000 Shares for the purpose of the support of the Company's exploration activities at the Company's Tarfaya Offshore project. The placement will be to sophisticated investors and professional investors (as defined in the Corporations Act).

ASX Listing Rules

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue, or agree to issue, during any 12 month period any Equity Securities if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Under this Resolution, the Company seeks from Shareholders approval for the issue of securities set out below so as to limit the restrictive effect of Listing Rule 7.1 on the issue of securities by the Company in the next 12 months and will allow the Company to issue the 38,900,000 Shares without using the Company's 15% placement capacity.

Listing Rule 7.3 requires the following specific information to be provided in respect of the 38,900,000 Shares:

- (a) The number of Shares to be issued is up to 38,900,000.
- (b) The Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and will be issued in full (not progressively).

- (c) The issue price of the Shares will be \$0.16.
- (d) The Shares will be issued to sophisticated investors and professional investors (as defined in the Corporations Act).
- (e) The Shares will be fully paid, ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing ordinary shares.
- (f) The intended use of funds raised is the support of the Company's exploration activities at the Company's Tarfaya Offshore project.
- (g) The issue of Shares will occur no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and will be issued in full (not progressively).

The shares proposed to be issued will comprise approximately 22.28% of the Company's share capital (as at the date of this document).

A voting exclusion applies to Resolution 13 in the terms set out in the Notice of Meeting.

The Board unanimously recommends that Shareholders vote **IN FAVOUR** of Resolution 13.

Resolution 14 – Participation of Mr David Wall in placement of shares

Mr David Wall, a Director, wishes to participate in the Company's placement of shares to sophisticated investors and professional investors referred to in Resolution 13 above.

The Company seeks to issue up to 1,000,000 Shares to Mr David Wall (or his nominee).

Approval of Shareholders is sought for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11 for the Company to issue Shares to Mr David Wall.

Chapter 2E of the Corporations Act and ASX Listing Rule 10.11

Mr David Wall, a Director, is a related party of the Company. Please refer to the Explanatory Statement for Resolution 7 under the heading "Chapter 2E of the Corporations Act" and "ASX Listing Rule 10.11" for a summary of Chapter 2E of the Corporations Act and Listing Rule 10.11.

Information to Shareholders

The following information is provided to Shareholders in accordance with the requirements of section 219 of the Corporations Act and Listing Rule 10.13.

The related party

The related party to whom the proposed Resolution would permit the financial benefit to be given is Mr David Wall (or his nominee).

The nature of the financial benefit

The nature of the financial benefit to be given is the issue of up to 1,000,000 Shares to Mr David Wall (or his nominee).

The Shares will be fully paid ordinary shares and will be issued at least 80% of the 5 day VWAP of the Shares traded on the ASX during the 5 trading days before the Shares are issued. The Company will raise up to \$200,000 from the issue of the Shares to Mr David Wall (or his nominee) if a total of 1,000,000 Shares are issued to Mr David Wall (or his nominee).

If this Resolution is passed, the Shares will be issued as soon as possible after the date of the Meeting and in any event, no later than 1 month after the date of the Meeting.

If this Resolution is passed, the Company will raise up to \$200,000 for the support of the Company's exploration activities at the Company's Tarfaya Offshore project.

Directors' recommendation

Mr Michael Evans recommends Shareholders vote **IN FAVOUR** of Resolution 14 for the reasons set out above.

Mr Brent Villemarette recommends Shareholders vote **IN FAVOUR** of Resolution 14 for the reasons set out above.

Dr Stephen Staley recommends Shareholders vote **IN FAVOUR** of Resolution 14 for the reasons set out above.

Mr David Wall has a material personal interest in the outcome of this Resolution and therefore does not wish to make a recommendation to Shareholders about the Resolution because he has an interest in the outcome of this Resolution.

Dilution

Please refer to the Explanatory Statement for Resolution 7 under the heading "*Dilution*" for information on the capital structure of the Company as at the date of this Notice.

If Shareholders approve the Resolution, then the issued capital of the Company would be as follows:

Capital	Number
Shares	175,579,220
Options	27,775,087

The issue of Shares to Mr David Wall (or his nominee) will dilute the shareholding of Shareholders by approximately 0.58%, based on the existing number of securities on issue as at the date of this Notice.

The above calculations assume that the maximum of 1,000,000 Shares are issued to Mr David Wall (or his nominee).

Existing relevant interest in securities of the Company

Please refer to the Explanatory Statement for Resolution 7 under the heading "*Existing relevant interest in securities of the Company*" for details about the Directors' interests in Company securities.

Mr Michael Evans, Dr Stephen Staley and Mr Brent Villemarette have no interest in the outcome of Resolution 14. Mr David Wall has a material personal interest in the outcome of Resolution 14, as it relates to the proposed issue of Shares to him or his. Accordingly, Mr David Wall did not vote at the Board meeting to approve the transactions contemplated by Resolution 14.

Trading history

Please refer to the Explanatory Statement for Resolution 7 under the heading "*Trading History*" for the highest and lowest market sale prices of the Company's Shares on the ASX during the 12 months immediately preceding the date of this Notice.

Valuation of Shares

The total value of the financial benefit is \$215,000 based on the Company's five day volume weighted average price for the Company's securities calculated during the five trading days before the date of this Notice of Meeting. The total value has also assumed that the maximum of 1,000,000 Shares will be issued to Mr David Wall (or his nominee). Mr David Wall will subscribe for the shares at the issue price; the shares are not issued for nil consideration.

Other

There are no taxation consequences for the Company resulting from the issue of Shares, including no fringe benefits tax.

The Board (other than Mr David Wall) does not consider that there are any opportunity costs to the Company, or benefits forgone by the Company, as a result of the issue of the Shares.

If Shareholder approval is given under Listing Rule 10.11 then the Listing Rules provide that Shareholder approval will not be required under Listing Rule 7.1.

Neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by Resolution 14.

A voting exclusion applies to Resolution 14 in the terms set out in the Notice of Meeting.

GLOSSARY

\$ or A\$	Australian dollars unless otherwise specified.
AGM	Annual General Meeting
Annual Report	the Company's Annual Report for the financial year ended 31 December 2013, comprising the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 31 December 2013.
ASIC	the Australian Securities and Investments Commission.
ASX	ASX Limited or the market operated by that entity.
Board	the Board of Directors of the Company.
Chairman	the Chairman of the Company's meetings of Shareholders as appointed in accordance with the Company's constitution from time to time.
Company	Tangiers Petroleum Limited
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Equity Securities	has the meaning given in the Listing Rules
Explanatory Statement	the explanatory statement that accompanies this Notice of Meeting.
Listing Rules	Listing Rules of the ASX.
Meeting or General Meeting	the general meeting of Shareholders convened by the Notice of Meeting.
Notice or Notice of Meeting	this Notice of Annual General Meeting.
Proxy Form	the proxy form accompanying the Notice of Meeting.
Resolution	a resolution set out in the Notice of Meeting.
Share	fully paid ordinary share in the capital of the Company.
Shareholder	a registered holder of a Share in the Company.
Shareholding	the aggregate of Shares held by a Shareholder.
WST	Western Standard Time.

Annexure 1 – The “Tangiers Petroleum Ltd Share Plan”

Tangiers Petroleum Limited

(ACN 072 964 179)

The Tangiers Petroleum Ltd Share Plan

First Approved by Shareholders on 12 June 2014

Next Shareholder Approval Due on [12 June] 2017

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TANGIERS PETROLEUM LTD

ACN 072 964 179

RULES OF THE TANGIERS PETROLEUM LTD SHARE PLAN

1. Interpretation and Construction

1.1 Definitions

In the Plan, the following expressions have the meanings given to them:

Acceptance Period is defined in Rule 5.3.

Applicant has the meaning given in Rule 5.1.

Application has the meaning given in Rule 5.2.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ABN 98 008 624 691, and where the context requires, the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules means the Official Listing Rules of ASX.

Board means the board of Directors of the Company.

Company means Tangiers Petroleum Limited (ACN 114 499 609).

Control has the meaning given to it in section 50AA of the Corporations Act.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the directors of the Company.

Eligible Person means:

- (a) an Employee of the Company, including a Director who is an employee; or
- (b) a non-executive director of the Company.

Employee means a person who is in the full-time or part-time employment of a Participating Employer; including an executive director of a Participating Employer.

Invitation means an invitation made to an Employee in accordance with Rule 4.2.

Loan means a loan granted pursuant to the Plan to a Participant to be used for the purpose of subscribing for Loan Shares under the Plan.

Loan Share means a share issued under the Plan where a Loan has or will be granted pursuant to the Plan to a Participant to be used by the Participant for the purpose of subscribing for Loan Shares under the Plan.

Participant means an Eligible Person to whom a Plan Share has been issued or, following the death of that Eligible Person, his or her personal representative.

Participating Employer means the Company and any Subsidiary.

Plan means the "Tangiers Petroleum Ltd Share Plan" established in accordance with these Rules.

Plan Shares means Shares issued under the Plan.

Rules means these rules of the Plan, as supplemented and amended from time to time.

Share means an ordinary share in the share capital of the Company.

Subsidiary means a subsidiary of the Company, as defined in the Corporations Act.

Vesting Date in relation to Plan Shares, means the date that a Plan Share may be transferred or assigned by the Participant as specified in the terms of issue in respect of the Plan Shares.

1.2 Construction

- (a) Where the context so admits, any reference in the Plan:
 - (i) to the singular includes the plural and vice versa; and
 - (ii) to the masculine includes the feminine.
- (b) Any reference in the Plan to an enactment, the ASX Listing Rules or any ASIC class order includes the enactment, the ASX Listing Rules or any ASIC class order as amended or re-enacted from time to time.
- (c) The headings to the Rules are for reference purposes only and are not to affect the meaning or construction of the Rules.

1.3 Governing Law

The Plan (including any Plan Share issued under it) is governed by, and is to be construed in accordance with, the laws of Western Australia.

2. ASX and Corporations Act Requirements

2.1 General

The Board must ensure that the Plan is at all times operated in accordance with the requirements of:

- (a) the ASX Listing Rules; and
- (b) the Corporations Act.

2.2 ASX Requirements

The offer and grant of Plan Shares under the Plan must comply with the ASX Listing Rules, including:

- (a) ASX Listing Rules Chapter 7 and the 15% placement capacity unless the Plan has been approved by shareholders under Listing Rule 7.2 Exception 9 and that shareholder approval has not expired; and
- (b) ASX Listing Rule 10.1 and the issue of (or the agreement to issue) equity securities to a related party unless the Plan been approved by shareholders under Listing Rule 10.14 together with 10.15 or 10.15A; and
- (c) where ASX Listing Rule 7.2 Exception 9 and / or ASX Listing Rule 10.14 is being relied upon by the Company, the Plan and its operation must comply with the definition of “**Employee Incentive Scheme**” in Chapter 19 of the ASX Listing Rules, being a scheme for the issue or acquisition of equity securities in the entity to be held by, or for the benefit of, participating employees or non-executive directors of the entity or a related entity, or a scheme which in ASX’s opinion is an employee incentive scheme.

2.3 Corporations Act Requirements

The Board must not invite an Eligible Person to participate under the Plan, nor offer or issue Plan Shares to an Eligible Person, unless:

- (a) the invitation or offer complies with Chapter 6D of the Corporations Act and the Company issues a Prospectus for the invitation or offer; or
- (b) the invitation or offer does not need disclosure to investors under Chapter 6D because of a prospectus exemption in Section 708 of the Corporations Act, such as:
 - (1) an offer to a “senior manager” as defined in Section 9 of the Corporations Act and ASIC Class Order 04/899;
 - (2) an offer which complies with Section 708(8) (sophisticated investors); or
 - (3) an offer which complies with Section 708(1) to (7) (20 issues or less in 12 months with personal offers raising \$2 million or less),
- (c) an exemption from Chapter 6D of the Corporations Act applies to the invitation or offer, and all conditions and requirements of that exemption are satisfied, such as the exemptions set out in **ASIC Class Order 2003/184**.

2.4 Corporations Act Secondary Sale Requirements

If the Company issues Plan Shares under the Plan and a Prospectus was not used, then the Company will issue a cleansing notice under Section 708A of the Corporations Act unless the Shares were granted in reliance with the exemptions in ASIC Class Order 2003/184.

2.5 Corporations Act and Chapter 2E

The offer and issue of Plan Shares under the Plan must comply with Chapter 2E of the Corporations Act regarding providing a financial benefit to a related party unless an exemption in Chapter 2E applies.

2.6 Corporations Act and Financial Product Advice

The Company will not provide financial product advice, including investment advice or recommendations, in relation to the offer or issue of Plan Shares, unless the Plan Shares were granted in reliance with the exemptions in ASIC Class Order 2003/184 applies, which case an exemption applies and general advice may be provided in accordance with the requirements of ASIC Class Order 2003/184.

3. Purpose

The purpose of the Plan is to:

- (a) reward an Eligible Person for their past performance;
- (b) provide long term incentives for participation in the Company's future growth;
- (c) motivate and generate loyalty from an Eligible Person; and
- (d) assist to retain the services of a valuable Eligible Person.

Further, the Board considers that the Plan will provide the Company with the ability to attract Employees and non-executive directors of a high calibre.

The Plan will be used as part of the remuneration planning for Employees.

4. Eligibility and Invitations

4.1 Board to determine Eligible Person to participate in Plan

Subject to the Rules, the Board may from time to time determine that an Eligible Person may participate in the Plan and the extent of that participation.

In determining the eligibility of an Eligible Person, the Board must have regard to:

- (a) the seniority of the Eligible Person and the position the Eligible Person occupies with the Participating Employer;
- (b) the length of service of the Eligible Person with the Participating Employer;
- (c) the record of employment of the Eligible Person with the Participating Employer;
- (d) the potential contribution of the Eligible Person to the growth and profitability of the Participating Employer;
- (e) the extent (if any) of the existing participation of the Eligible Person (directly or indirectly) in the Plan; and
- (f) any other matters which the Board considers relevant.

4.2 Invitations

If the Board determines that an Eligible Person may participate in the Plan, then the Board may issue invitations (in such form as the Board decides from time to time) (“**Invitation**”) to an Eligible Person, or any one or more of them, inviting applications for the issue of Plan Shares specified in the Invitation.

The Invitation will, amongst other things, set out:

- (a) the number of Plan Shares;
- (b) whether the Plan Shares are Loan Shares or Shares without a Loan;
- (c) the issue price per Plan Share;
- (d) if the Plan Shares are Loan Shares, then the amount of the Loan to be used by the Participant to subscribe for the Loan Shares, and the terms of the Loan which will be the terms set out in **Annexure 1** unless the Board decides otherwise or does not specify other terms;
- (e) the performance condition/s (if any);
- (f) the Vesting Date (if any);
- (g) the Acceptance Period.

Each of the matters set out in Rules 4.2(a) to (g) inclusive shall be determined by the Board in its absolute discretion.

4.3 Maximum total number of Plan Shares which can be offered under Plan

The number of Plan Shares issued or to be issued under or pursuant to the Plan, when aggregated with:

- (a) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options (including performance rights which are options in law), to acquire unissued shares, under the Plan to be accepted or exercised; and
- (b) the number of shares in the same class issued during the previous 5 years pursuant to the Plan or any other employee share scheme extended only to eligible employees of the Company,

but disregarding an offer made, or option acquired or share issued by way of or as a result of:

- (c) an offer to a person situated at the time of receipt of the offer outside Australia; or
- (d) an offer that did not need disclosure to investors because of Section 708 of the Corporations Act; or
- (e) an offer that did not require the giving of a Product Disclosure Statement because of Section 1012D of the Corporations Act; or
- (f) an offer made under a disclosure document or Product Disclosure Statement,

must **not** exceed **5%** of the total number of issued shares in that class of the Company at the time of the offer.

Plan Note 1: The above maximum is the maximum prescribed by ASIC Class Order 2003 / 184 in the First Exemption which operates for shares and for options.

Plan Note 2: For the avoidance of doubt, under ASIC Class Order 2003/184, an offer which does not require a Prospectus or other disclosure document under Chapter 6D of the Corporations Act, such as:

- (a) an offer to a “senior manager” as defined in Section 9 of the Corporations Act and ASIC Class Order 04/899;
- (b) an offer which complies with Section 708(8) (sophisticated investors); or
- (c) an offer which complies with Section 708(1) to (7) (20 issues or less in 12 months with personal offers),

are not required to be included in the calculation of the maximum number of Share permitted by the exemptions set out in ASIC Class Order 2003 / 184.

Plan Note 3: Where the offer and issue of Plan Shares is made under the Plan in reliance of the exemptions set out in ASIC Class Order 2003/184, then an offer under the Plan and any secondary trading (on-sale) of Plan Shares does not require a Prospectus or other disclosure document under Chapter 6D of the Corporations Act.

5. Applications

5.1 Application

Following receipt of an Invitation by an Eligible Person, application for the Plan Shares may be made by the Eligible Person together with the Loan if the Plan Shares are Loan Shares (“**Applicant**”).

5.2 Number of Plan Shares applied for

The Applicant may apply for the number of Plan Shares specified in an Invitation or part thereof (in multiples of 1,000) by sending to the Company (marked for the attention of the Company Secretary) a duly signed and completed application (in the form attached to the Invitation) (“**Application**”).

5.3 Acceptance Period

The Application must be received by the Company within the acceptance period specified in the Invitation, which cannot be less than 7 days after the date of the Invitation (“**Acceptance Period**”).

5.4 Provision of additional information

The Board may require the Applicant to provide any information that the Board may specify concerning the Applicant, and the Applicant’s entitlement to lodge an Application. The Board may reject an Application if the Applicant fails to provide information requested by the Board.

6. Issue of Plan Shares and Grant of Loan and Security over Shares

6.1 General

Upon acceptance of a duly signed and completed Application in accordance with the Rules, the Company may issue the Plan Shares applied for to the Applicant.

Notwithstanding the lodgement of a completed Application, no entitlement to Plan Shares accrues to an Applicant until the date on which those Plan Shares are issued to the Applicant by the Company.

6.2 Terms of Issue of Plan Shares

When Plan Shares are issued, the Plan Shares are issued subject to the terms and conditions set out in these Rules.

When Plan Shares are issued, the Plan Shares will be fully paid, ordinary shares in the capital of the Company unless the Board determines otherwise, in which case the Plan Shares will be issued on:

- (a) the written Terms of Issue approved by the Board; together with
- (b) the terms and conditions set out in these Rules.

If there is an inconsistency between the written Terms of Issue approved by the Board and the terms and conditions set out in these Rules, then the written Terms of Issue approved by the Board at the time of grant prevail.

6.3 Grant of Loan in relation to Loan Shares

If the Plan Shares are Loan Shares, then the Company will grant a Loan to the Participant to be used by the Participant for the sole purpose of subscribing for the Loan Shares at the issue price per Loan Share.

The terms of the Loan which will be the terms set out in **Annexure 1** unless the Board decides otherwise in written terms of the Loan or in a Loan Agreement or does not specify other terms.

6.4 New Plan Shares allotted rank equally

Plan Shares which are ordinary shares and which are issued under the Plan will rank equally in all respects with all of the Company’s ordinary shares on issue.

6.5 No ASX Quotation of Loan Shares unless Loan Repaid in Full

A Loan Share granted under this Plan will not be quoted for trading on the ASX unless and until the Loan relating to the issue of the Loan Shares has first been repaid in full by the Participant.

6.6 ASX Quotation of Plan Shares

Subject to Rule 6.5 above, the Company must promptly apply to ASX for any Plan Shares issued under this Plan to be quoted for trading on ASX.

6.7 Grant of Security over Loan Shares

If requested by the Company, a Participant who is or will become a borrower under a Loan must grant a security or securities over Loan Shares in favour of the Company in the form required by the Company, including without limitation a share mortgage or a pledge or both, to secure repayment of the Loan to the Company, by the time requested by the Company.

Plan Note 4: If the Plan has been approved by Shareholders under, or for the purposes of, Section 259B(2) of the Corporations Act, then Company may take security over shares in itself under an "employee share scheme" which is defined in Section 9 to mean a scheme under which shares in the company may be acquired by employees of the company or directors of the Company who hold a salaried employment or office in the company.

Plan Note 5: If the Plan has not been approved by Shareholders under, or for the purposes of, Section 259B(2) of the Corporations Act, then the Company will not take security over shares in itself in accordance with Section 259B(1) of the Corporations Act.

Plan Note 6: If the shares in the Company are acquired by directors of the Company who do **not** hold a salaried employment or office in the Company, then the Company will not take security over shares in itself in accordance with Section 259B(1) of the Corporations Act.

7. Transfer or Assignment of Plan Shares

7.1 No Transfer or Assignment of Loan Shares unless and Until Loan Repaid in Full

A Loan Share granted under this Plan may not be transferred (or agreed to be transferred) unless and until the Loan relating to the issue of the Loan Shares has first been repaid in full by the Participant. The Company is entitled to not process a share transfer form, instrument or request lodged with the Company for the transfer of the Loan Shares unless and until the Loan relating to the Loan Share has been repaid in full by the borrower.

7.2 General

Subject to Rule 7.1 above, Plan Shares granted under the Plan may be transferred or assigned by the holder.

8. Takeover Bids etc

Notwithstanding anything to the contrary set out in any Invitation, all Plan Shares issued under the Plan immediately vest in a Participant (to the extent they have not already vested or lapsed) and are immediately exercisable by that Participant if:

- (a) a takeover bid (as defined in the Corporations Act) to acquire Shares becomes, or is declared to be, unconditional, irrespective of whether or not the takeover bid extends to Shares issued and allotted after the date of the takeover bid;
- (b) a change of Control of the Company occurs; or
- (c) a merger by scheme of arrangement under the Corporations Act is approved by the court under section 411(4)(b) of the Corporations Act.

9. Variation of Capital and New Issues of Shares

9.1 No Adjustment of Plan Shares

If there is a reorganisation of the issued share capital of the Company (including a consolidation, subdivision or reduction of capital or return of capital to shareholders or bonus issue), then the number of Plan Shares issued will not be adjusted.

9.2 Right to Participate in New issues

Plan Shares which are fully paid ordinary shares do confer on a Participant the right to participate in new issues of Shares or other securities of the Company which is offered or made to all holders of fully paid ordinary shares in the Company, including bonus issues and rights issues.

10. General

10.1 Administration

- (a) Subject as otherwise provided in the Rules, the Board shall administer the Plan.
- (b) The Board's decision on the construction of the Rules and on any disputes arising under the Plan is final and binding on all Participants.

10.2 Notices and circulars to shareholders

Plan Shares which is fully paid ordinary shares do confer on a Participant the right to receive copies of any notices, circulars and other documents sent by the Company to its holders of fully paid ordinary shares.

10.3 Tax

The Company will provide to each Participant all reports required to be delivered by the Company under applicable legislation which outline the tax treatment arising from the issue of Plans Shares to that Participant.

10.4 Costs and Expenses

The Company will pay the cost of the preparation and operation of the Plan. It may, however, require Participating Employers to share the cost on such a basis as the Board considers fair.

11. Amendment and Termination of Plan

11.1 Power of Amendment – General

Subject to the limitations in Rule 11.2 below, the Board may from time to time amend, vary or supplement the Plan in any respect, but, for so long as the Company remains on the official list of ASX, such amendment, variation or supplement has no effect unless it complies with the ASX Listing Rules.

11.2 Power of amendment - limitations

No amendment may be made by the Board to the provisions of the Plan which reduces the rights of Participants, other than an amendment introduced primarily:

- (a) for the purpose of complying with, or conforming to, present or future State or Commonwealth legislation governing or regulating the maintenance or operation of the Plan or like plans;

- (b) to correct any manifest error or mistake; or
- (c) to take into consideration possible adverse tax implications in respect of the Plan arising from, amongst others, adverse rulings from the Commissioner of Taxation, changes to tax legislation (including an official announcement by the Commonwealth of Australia) and/or changes in the interpretation of tax legislation by a Court of competent jurisdiction.

11.3 Notification of amendments

The Board must give written notice to all Participants of any amendment which affects their rights.

11.4 Termination

The Board may at any time terminate the Plan and in which case no further Plans Shares will be offered or issued. In all other respects the provisions of the Plan shall remain in force.

12. Notices

12.1 To Employees and Participants

- (a) The Board or the Company may give notice to the person entitled to it either personally or through the internal post or by sending it by post to the address supplied by him for that purpose.
- (b) Where a notice or document is sent by post to an address located in Australia, it shall be deemed to have been received on the third business day after it was put into the post. Where a notice or document is sent by post to an address located outside Australia, it shall be deemed to have been received on the seventh business day after it was put into the post.
- (c) All notices and documents sent by post will be sent at the risk of the addressee.

12.2 To the Company

An Employee or a Participant may give notice to the Company, the Board or where applicable a Committee by delivering or sending it to the Company at its registered office, marked for the attention of the Company Secretary. The Board may make other arrangements for the receipt of notices.

Annexure 1

Standard Terms of Loan to Subscribe for Loan Shares

(Rules 4.2 and 6.3)

The terms of the Loan to subscribe for the Loan Shares are set out below:

- (a) The Company as lender will make a loan to the Participant as borrower.
- (b) The loan must be used by the borrower for the sole purpose of subscribing for Loan Shares and the payment by the Borrower of the issue price for the Loan Shares.
- (c) The loan must be repaid by the borrower in full by 5pm Perth time on the date which is 5 years after the date on which the loan is made, unless the loan is repaid or is repayable earlier in accordance with these terms.
- (d) If there is a Vesting Date in relation to the Loan Shares, the loan may be repaid at any time by the borrower after the Vesting Date has occurred, in whole or in part.
- (e) If there is no Vesting Date in relation to the Loan Shares, the loan may be repaid at any time by the borrower, in whole or in part.
- (f) The loan is interest free.
- (g) The loan is non-recourse to the borrower other than in relation to the underlying Loan Shares relating to the Loan if the borrower has granted a security or securities over the Loan Shares in favour of the Company. If requested by the Company, the borrower must grant a security or securities over the Loan Shares in favour of the Company in the form required by the Company, including a share mortgage or a pledge, to secure repayment of the Loan to the Company, by the time requested by the Company.
- (h) The Company will impose a holding lock over each Loan Share preventing the transfer of the Loan Share on the ASX unless and until the Loan relating to the Loan Share has been repaid in full by the borrower. The Company is entitled to not process a share transfer form, instrument or request lodged with the Company for the transfer of Loan Shares unless and until the Loan relating to the Loan Share has been repaid in full by the borrower.
- (i) The borrower must not deal (or agree to deal) with a Loan Share, including transfer, assign, dispose, charge, encumber or mortgage a Loan Share, or grant a legal or equitable interest or right in or over a Loan Share, unless and until the Loan relating to the Loan Share has been repaid in full by the borrower.
- (j) If the borrower breaches a term of the loan, then the Company may elect for the loan to be repayable by the borrower in full on a date to be specified by the Company.
- (k) If the borrower becomes bankrupt, then the Company may elect for the loan to be repayable by the borrower in full on a date to be specified by the Company.
- (l) The terms of the loan will be evidenced in a written loan agreement between the company as lender and the participant as borrower.

Annexure 2 – Option Terms of Issue – Michael Evans**(Resolution 9)**

- (a) Each Option entitles the holder to subscribe for and be allotted one ordinary fully paid share in the capital of the company.
- (b) The Options are exercisable at a price of 45% premium to the 5 day VWAP of shares on ASX pre-shareholder approval of the grant of options.
- (c) The Options will vest one year from after the date of the AGM.
- (d) The Options will be unquoted and expire three years from the date of issue.
- (e) The Options are exercisable at any time on or prior to the expiry date by notice in writing to the directors of the company accompanied by payment of the exercise price.
- (f) The Options are transferable.
- (g) All shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then existing ordinary fully paid shares. The Company will apply for Official Quotation by the ASX of all shares issued upon exercise of the Options.
- (h) There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options. However, if from time to time on or prior to the expiry date the company makes an issue of new shares to the holders of ordinary fully paid shares, the company will send a notice to each holder of Options at least nine (9) Business Days before the record date referable to that issue. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (i) If there is a bonus issue to the holders of the underlying securities, the number of securities over which the Options exercisable may be increased by the number of securities which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.

This rule does not apply to Options issued pro rata on the same terms as Options already on issue.
- (j) There is no right to a change in the exercise price of the Options or to the number of shares over which the Options are exercisable in the event of a new issue of capital (other than a bonus issue) during the currency of the Options.
- (k) In the event of any reorganisation of the issued capital of the company on or prior to the expiry date, the rights of an Optionholder will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.

Annexure 3 – Option Terms of Issue – Stephen Staley**(Resolution 10)**

- (a) Each Option entitles the holder to subscribe for and be allotted one ordinary fully paid share in the capital of the company.
- (b) The Options are exercisable at a price of 28 cents.
- (c) The Options will be unquoted and expire three years from the date of issue.
- (d) The Options are exercisable at any time on or prior to the expiry date by notice in writing to the directors of the company accompanied by payment of the exercise price.
- (e) The Options are transferable.
- (f) All shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then existing ordinary fully paid shares. The Company will apply for Official Quotation by the ASX of all shares issued upon exercise of the Options.
- (g) There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options. However, if from time to time on or prior to the expiry date the company makes an issue of new shares to the holders of ordinary fully paid shares, the company will send a notice to each holder of Options at least nine (9) Business Days before the record date referable to that issue. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (h) If there is a bonus issue to the holders of the underlying securities, the number of securities over which the Options exercisable may be increased by the number of securities which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.

This rule does not apply to Options issued pro rata on the same terms as Options already on issue.
- (i) There is no right to a change in the exercise price of the Options or to the number of shares over which the Options are exercisable in the event of a new issue of capital (other than a bonus issue) during the currency of the Options.
- (j) In the event of any reorganisation of the issued capital of the company on or prior to the expiry date, the rights of an Optionholder will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.

CORPORATE REPRESENTATIVE FORM

Shareholder Details

This is to certify that by a resolution of the Directors of:

.....
(**Company**)
Insert name of shareholder company

the Company has appointed:

.....
Insert name of corporate representative

in accordance with the provisions of section 250D of the *Corporations Act 2001*, to act as the body corporate representative of that company at the meeting of the members of Tangiers Petroleum Limited to be held on 4 June 2014 and at any adjournments of that meeting.

DATED 2014

Please sign here

Executed by the Company)
in accordance with its constituent documents)
)

.....
Signed by authorised representative

.....
Signed by authorised representative

.....
Name of authorised representative (print)

.....
Name of authorised representative (print)

.....
Position of authorised representative (print)

.....
Position of authorised representative (print)

Instructions for Completion

- Insert name of appointor Company and the name or position of the appointee (e.g. "John Smith" or "each director of the Company").
- Execute the Certificate following the procedure required by your Constitution or other constituent documents.
- Print the name and position (e.g. director) of each company officer who signs this Certificate on behalf of the company.
- Insert the date of execution where indicated.
- Send the Certificate to Computershare Investor Services Pty Limited, GPO Box 242 Melbourne, Victoria 3001 Australia

Lodge your vote:



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

For all enquiries call:

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

┌ 000001 000 TPT
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

For your vote to be effective it must be received by 10:00am (WST) Tuesday, 10 June 2014

How to Vote on Items of Business

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 as they choose. 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 your voting entitlement or 100%.

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

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 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.

Turn over to complete the form →



Update your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

View the Annual Report:

www.tangierspetroleum.com

Your secure access information is:

SRN/HIN: I9999999999



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

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

XX

I/We being a member/s of Tangiers Petroleum Limited 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 at the Meeting 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 Tangiers Petroleum Limited to be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Thursday, 12 June 2014 at 10:00am (WST) 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 Resolutions 1, 6, 7, 8, 9, 10 and 14 as the Chairman sees fit (except where I/we have indicated a different voting intention below) even though Resolutions 1, 6, 7, 8, 9, 10 and 14 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: For Resolutions 6, 8 and 9 this express authority is also subject to you marking the box in the section below.

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 Resolutions 1, 6, 7, 8, 9, 10 and 14 by marking the appropriate box in step 2 below.

Important for Resolutions 6, 8 and 9: If the Chairman of the Meeting is your proxy and you have not directed the Chairman how to vote on Resolutions 6, 8 and 9 below, please mark the box in this section. If you do not mark this box and you have not otherwise directed your proxy how to vote on Resolutions 6, 8 and 9, the Chairman of the Meeting will not cast your votes on Resolutions 6, 8 and 9 and your votes will not be counted in computing the required majority if a poll is called on these Resolutions. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 6, 8 and 9.

I/We acknowledge that the Chairman of the Meeting may exercise my/our proxy even if the Chairman has an interest in the outcome of Resolutions 6, 8 and 9 and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

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.

ORDINARY BUSINESS	For	Against	Abstain		For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9 Issue of 1,000,000 Options to Mr Michael Evans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Mr David Wall as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10 Issue of 2,000,000 Options to Dr Stephen Staley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Mr Michael Evans as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 11 Approval of Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Election of Dr Stephen Staley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 12 Ratification of previous issue of Shares by the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Re-election of Mr Brent Villemarett as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 13 Placement of Shares to sophisticated investors and professional investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval of Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 14 Participation of Mr David Wall in placement of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Issue of 4,500,000 Shares to Mr David Wall and grant of loan to subscribe for 4,500,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Resolution 8 Issue of 1,000,000 Shares to Mr Michael Evans and grant of loan to subscribe for 1,000,000 Shares	<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.

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 / /