

# **BARRA RESOURCES LIMITED**

**ABN 76 093 396 859**

## **NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**THURSDAY, 16 NOVEMBER 2017  
COMMENCING AT 11.00 AM (WST)**

**AT**

**HLB MANN JUDD  
LEVEL 4, 130 STIRLING STREET  
PERTH  
WESTERN AUSTRALIA**

**BARRA RESOURCES LIMITED  
NOTICE OF ANNUAL GENERAL MEETING**

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Notice is hereby given that the Annual General Meeting of Barra Resources Limited ("Barra" or "the Company") will be held at HLB Mann Judd, Level 4, 130 Stirling Street, Perth, Western Australia on Thursday, 16 November 2017 at 11.00 am WST.

**AGENDA**

**FINANCIAL REPORT**

To table the Annual Financial Report of the Company for the year ended 30 June 2017 and the related Director's Report, Director's Declaration and Audit Report thereon.

**RESOLUTION 1: ADOPTION OF REMUNERATION REPORT**

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

*"That the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."*

**Voting prohibition**

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast by, or on behalf of, a member of the Company's Key Management Personnel whose remuneration details are included in the remuneration report, or a Closely Related Party of such member. However, a vote may be cast by such person if:

- (a) the person is acting as proxy and the proxy form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Company's Key Management Personnel.

**RESOLUTION 2: RE-ELECTION OF MR GRANT MOONEY AS A DIRECTOR**

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

*"That Mr Grant Mooney, having retired in accordance with clause 9.8 of the Constitution of the Company and being eligible for re-election, be and is hereby re-elected as a director."*

**RESOLUTION 3: 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 7.1A.2, to be issued on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*

**Short Explanation:** The Company seeks approval to issue an additional 10% of the Company's issued ordinary securities during a 12 month period in accordance with Listing Rule 7.1A.

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.

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**RESOLUTION 4: APPROVAL TO GRANT OPTIONS TO DIRECTOR, MR GARY BERRELL**

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, Listing Rule 10.11 of the Listing Rules of the ASX Limited and for all other purposes, approval is given for the Company to grant to Mr Gary Berrell or his nominee 3,000,000 options to acquire fully paid ordinary shares in the capital of the Company as follows:*

*1,000,000 @ 8 cents each expiring 3 years from date of issue*

*1,000,000 @ 9 cents each expiring 3 years from date of issue*

*1,000,000 @ 10 cents each expiring 3 years from date of issue*

*and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*

**Short Explanation:** The Company proposes to grant Options to Mr Gary Berrell, the Executive Chairman of the Company as part of his remuneration package. Shareholder approval is required under the Listing Rules and the Corporations Act.

**Voting exclusion:** The Company will disregard any votes cast on this Resolution by Gary Berrell or any of his associates or any person who may obtain a benefit if this Resolution is passed other than in their capacity as a Shareholder. However, the Company will not disregard a vote cast on this Resolution if it is cast by an allottee 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 a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

**Restriction on proxy voting by key management personnel or closely related parties:** A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

(i) a member of the key management personnel for the Company; or

(ii) a closely related party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(c) the proxy is the Chair of the Meeting provided the Chair is not the related party the subject of the Resolution or is an associate of the related party; and

(d) 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.

*Where the Chair is the related party the subject of the Resolution or is an associate of the related party, the Chair cannot cast undirected proxies in respect of the Resolution.*

**RESOLUTION 5: APPROVAL TO GRANT OPTIONS TO DIRECTOR, MR JON YOUNG**

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, Listing Rule 10.11 of the Listing Rules of the ASX Limited and for all other purposes, approval is given for the Company to grant to Mr Jon Young or his nominee 3,000,000 options to acquire fully paid ordinary shares in the capital of the Company as follows:*

*1,000,000 @ 8 cents each expiring 3 years from date of issue*

*1,000,000 @ 9 cents each expiring 3 years from date of issue*

*1,000,000 @ 10 cents each expiring 3 years from date of issue*

*and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*

**Short Explanation:** The Company proposes to grant Options to Mr Jon Young, a Non-executive Director of the Company as part of his remuneration package. Shareholder approval is required under the Listing Rules and the Corporations Act.

**Voting exclusion:** The Company will disregard any votes cast on this Resolution by Jon Young or any of his associates or any person who may obtain a benefit if this Resolution is passed other than in their capacity as a Shareholder. However, the Company will not disregard a vote cast on this Resolution if it is cast by an allottee 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 a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

**Restriction on proxy voting by key management personnel or closely related parties:** A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

(i) a member of the key management personnel for the Company; or

(ii) a closely related party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(c) the proxy is the Chair of the Meeting provided the Chair is not the related party the subject of the Resolution or is an associate of the related party; and

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(d) 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.

*Where the Chair is the related party the subject of the Resolution or is an associate of the related party, the Chair cannot cast undirected proxies in respect of the Resolution.*

**RESOLUTION 6: APPROVAL TO GRANT OPTIONS TO DIRECTOR, MR GRANT MOONEY**

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

*"Subject to the passing of Resolution 2, that for the purposes of Chapter 2E of the Corporations Act, Listing Rule 10.11 of the Listing Rules of the ASX Limited and for all other purposes, approval is given for the Company to grant to Mr Grant Mooney or his nominee 3,000,000 options to acquire fully paid ordinary shares in the capital of the Company as follows:*

*1,000,000 @ 8 cents each expiring 3 years from date of issue*

*1,000,000 @ 9 cents each expiring 3 years from date of issue*

*1,000,000 @ 10 cents each expiring 3 years from date of issue*

*and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*

**Short Explanation:** The Company proposes to grant Options to Mr Grant Mooney, a Non-executive Director of the Company, as part of his remuneration package. Shareholder approval is required under the Listing Rules and the Corporations Act.

**Voting exclusion:** The Company will disregard any votes cast on this Resolution by Grant Mooney or any of his associates or any person who may obtain a benefit if this Resolution is passed other than in their capacity as a Shareholder. However, the Company will not disregard a vote cast on this Resolution if it is cast by an allottee 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 a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

**Restriction on proxy voting by key management personnel or closely related parties:** A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

(i) a member of the key management personnel for the Company; or

(ii) a closely related party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(c) the proxy is the Chair of the Meeting provided the Chair is not the related party the subject of the Resolution or is an associate of the related party; and

(d) 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.

*Where the Chair is the related party the subject of the Resolution or is an associate of the related party, the Chair cannot cast undirected proxies in respect of the Resolution.*

**VOTING AND PROXIES**

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the person who is entitled to vote in accordance with the directions on the proxy form or it is cast by 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.
3. The Chair of the Meeting will vote undirected proxies FOR all the proposed Resolutions.

The proxy form expressly authorises the Chair to exercise the proxy in relation to Resolution 1 (Adoption of Remuneration Report) and Resolutions 4-6 Grant of Options to Directors even though these resolutions are connected directly or indirectly with the remuneration of a member of the key management personnel. Any undirected proxies held by a Director, any member of the key management personnel or any of their closely related parties (who are not the Chair of the Meeting) will not be voted on Resolutions 1, 4, 5, and 6.

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Key management personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year 30 June 2017. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependents and companies they control.

4. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 14 November 2017 at 11.00 am (WST).
5. A proxy form is attached. If required it should be completed, signed and returned to the Company's share registry in accordance with the instructions on that form.

By order of the Board

A handwritten signature in black ink, appearing to read 'Grant Mooney', with a stylized flourish at the end.

**Grant J Mooney**  
Company Secretary  
27 September 2017

## **BARRA RESOURCES LIMITED EXPLANATORY MEMORANDUM**

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This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of Barra Resources Limited (the "Company").

This Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting. Details of the definitions and abbreviations are set out in the Glossary to this Explanatory Memorandum.

### **FINANCIAL REPORTS**

The first item of the Notice deals with the presentation of the annual financial report of the Company for the financial year ended 30 June 2017 together with the Directors' declaration and report in relation to that financial year and the auditor's report on those financial statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item. Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the business, operations and management of the Company.

The Chairman will also provide Shareholders a reasonable opportunity to ask the auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent audit report;
- the accounting policies adopted by the Company in relation to the preparation of accounts; and
- the independence of the auditor in relation to the conduct of the audit.

### **RESOLUTION 1: ADOPTION OF REMUNERATION REPORT**

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Section 250R(3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act has been amended by the Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011 (Director and Executive Remuneration Act) which received the Royal Assent on 27 June 2011 and came into effect on 1 July 2012.

The Director and Executive Remuneration Act introduced new sections 250U and 250Y, amongst others, into the Corporations Act, giving Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (Two Strikes Rule).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting the consequences are that it may result in the re-election of the Board.

The Chairman of the Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

**The Chairman of the Meeting intends to vote all available Proxies in favour of Resolution 1.**

## **RESOLUTION 2: RE-ELECTION OF GRANT MOONEY AS DIRECTOR**

A Listing Rule 14.4 and Clause 9.3 of the Constitution requires that at an Annual General Meeting one-third of Directors for the time being shall retire from office. A retiring Director is eligible for re-election.

In accordance with the Constitution, Mr Grant Mooney retires by way of rotation as a Director and being eligible, offers himself for re-election as a Director.

Details of the qualification and experience of Mr Mooney is set out in the 2017 Annual Report.

All Directors, with the exception of the Directors being offered for election or re-election as the case may be, recommend Shareholders vote in favour of Resolution 2.

## **RESOLUTION 3: APPROVAL OF 10% PLACEMENT FACILITY**

### **General**

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

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 is an eligible entity and its market capitalisation at the date of this Notice of Meeting is approximately \$28 million.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

As disclosed in the Company's quarterly activities reports, the Company is exploring and developing a portfolio of gold, nickel and cobalt assets in Western Australia. The Company may use the 10% Placement Facility to advance these projects and for working capital purposes.

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

### **Description of Listing Rule 7.1A**

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue two classes of Equity Securities, Shares and Options.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

where:

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

(A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;

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- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

*Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 423,747,883 Shares and therefore has a capacity to issue:

- (i) 63,562,182 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being provided under Resolution 3, a total of 42,374,788 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days in which trades in the class of securities to be issued were recorded immediately before:

- (i) the date on which the price at which 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 in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), (**10% Placement Period**).

**Listing Rule 7.1A**

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1. Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

**Specific information required by Listing Rule 7.3A**

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

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days in which trades in the class of securities to be issued were recorded immediately before:
  - (i) the date on which the price at which 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 in paragraph (i) above, the date on which the Equity Securities are issued.

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- (b) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are exercised). There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

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

The below table 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. The table also shows:

- (i) two examples 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 on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (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		
		\$0.033 50% DECREASE IN ISSUE PRICE	\$0.066 ISSUE PRICE	\$0.132 100% INCREASE IN ISSUE PRICE
<b>CURRENT VARIABLE A</b> <b>423,747,883 SHARES</b>	10% Voting dilution	42,374,788 shares	42,374,788 Shares	42,374,788 Shares
	Funds raised	\$1,398,368	\$1,836,907	\$3,614,581
<b>50% INCREASE IN CURRENT VARIABLE A</b> <b>635,621,824 SHARES</b>	10% Voting Dilution	63,562,182 Shares	63,562,182 Shares	63,562,182 Shares
	Funds raised	\$2,097,552	\$4,195,104	\$8,390,208
<b>100% INCREASE IN CURRENT VARIABLE A</b> <b>847,495,766 SHARES</b>	10% Voting Dilution	84,749,576 Shares	84,749,576 Shares	84,749,576 Shares
	Funds raised	\$2,796,736	\$5,593,472	\$11,186,944

**The table has been prepared on the following assumptions:**

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
  - (ii) No Options 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 10% Placement Facility, 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 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
  - (vii) The issue price is \$0.066, being the closing price of the Shares on ASX on 27 September 2017.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 3 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).

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- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration for the acquisition of the new resources 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; or
  - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), continued exploration and project evaluation/study expenditure on the Company's current assets and/or general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

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

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
  - (ii) the effect of the issue of the Equity Securities on the control of the Company;
  - (iii) the financial situation and solvency of the Company; and
  - (iv) advice from corporate, financial and broking advisers (if applicable).
  - (v) The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.
  - (vi) Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.
- (e) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Company has previously obtained Shareholder approval under Listing Rule 7.1A.

The Company has previously received Shareholder approval for the Additional Placement capacity. Pursuant to Listing Rule 7.3A.6 the following information is provided to Shareholders:

The details for each separate issue of Equity Securities issued during the 12 months preceding the date of the Meeting are:

- On 17 November 2016, the Company issued 9,000,000 unlisted Options for nil consideration and in equal proportions to directors Gary Berrell, Jon Young and Grant Mooney pursuant to Shareholder approval on 17 November 2016. The Options have an exercise price of 6 cents (3 million), 7 cents (3 million) and 8 cents (3 million) and an expiry date of 17 November 2019. The Company has valued the Options at the date of issue at 3.5 cents, 2.9 cents and 2.4 cents per Option respectively using the Black and Scholes option pricing model. At the date of this Notice of Meeting, the Options have a value of 3.0 cents, 2.6 cents and 2.4 cents per Option respectively using the Black and Scholes option pricing model.
  - On 12 December 2016, the Company issued 3,000,000 unlisted Options for nil consideration to employee Gary Harvey (Exploration Manager) pursuant to an employee share option plan. The Options have an exercise price of 6 cents (1 million), 7 cents (1 million), and 8 cents (1 million) and an expiry date of 17 November 2019. The Company has valued the Options at the date of issue at 3.5 cents, 2.9 cents and 2.4 cents per Option respectively using the Black and Scholes option pricing model. At the date of this Notice of Meeting, the Options have a value of 3.0 cents, 2.6 cents and 2.4 cents per Option respectively using the Black and Scholes option pricing model.
  - On 16 March 2017, the Company issued 3,000,000 ordinary fully paid shares upon conversion of 3,000,000 employee options at a conversion price of \$0.04 per share. Funds from the issue of shares will be applied towards exploration of the Company's projects and for general working capital.
- (f) In accordance with Listing Rule 7.3A.6(a), the percentage of equity securities issued during the year when compared with the number of securities on issue at the beginning of the year is 3.4% on a fully diluted basis.
- (g) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

## **RESOLUTIONS 4, 5, and 6: APPROVAL TO GRANT OPTIONS TO THE DIRECTORS**

Resolutions 4, 5, and 6 seek Shareholder approval so that the Company may grant Options to each of the Directors – Gary Berrell, Jon Young and Grant Mooney.

### **1. Listing Rule 10.11**

Listing Rule 10.11 requires a company to obtain shareholder approval prior to the issue of securities to a related party. Gary Berrell, Jon Young and Grant Mooney are Directors and as such are related parties of the Company. If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1 (and the issue of the Shares will not be included in the 15% placement capacity calculation).

Listing Rule 10.13 provides that the notice of meeting to approve the issue of securities under Listing Rule 10.11 must include the following information:

- (a) The Options will be granted to Gary Berrell (Resolution 4), Jon Young (Resolution 5) and Grant Mooney (Resolution 6) or their nominee.
- (b) The maximum number of securities the Company will grant is:
  - 3,000,000 Options to Gary Berrell (or his nominee);
  - 3,000,000 Options to Jon Young (or his nominee); and
  - 3,000,000 Options to Grant Mooney (or his nominee).
- (c) The Options will be granted no later than 1 month after the date of this Meeting (or a later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (d) Gary Berrell, Jon Young and Grant Mooney as Directors are related parties.

The Options are granted for nil consideration. The exercise price of the Options is:

- 1,000,000 Options @ 8 cents
- 1,000,000 Options @ 9 cents
- 1,000,000 Options @ 10 cents

The Options expire 3 years after the date of issue and have no vesting criteria. The full terms of the Options are set out in Annexure 1.

- (f) No funds will be raised by the grant of the Options. However, should the directors wish to exercise their options, they will be required to pay to the Company a total of \$270,000 per director (assuming 100% of their proposed entitlement of options is exercised).

### **2. Chapter 2E of the Corporations Act - Related Party transaction**

The proposed grant of Options to the Directors is a financial benefit to a related party requiring Shareholder approval under the Corporations Act in the absence of a specified exception applying.

The following information is provided to Shareholders in relation to Resolutions 4, 5, and 6 for the purposes of the Corporations Act.

#### **(a) The related party to whom the proposed Resolutions would permit the financial benefit to be given**

The related parties are Gary Berrell (Resolution 4), Jon Young (Resolution 5) and Grant Mooney (Resolution 6) or their nominee.

#### **(b) The nature of the financial benefit**

The proposed financial benefit to be given is the grant of up to:

- 3,000,000 Options to Gary Berrell (or his nominee);
- 3,000,000 Options to Jon Young (or his nominee); and
- 3,000,000 Options to Grant Mooney (or his nominee).

The terms of the Options are set out in Annexure 1.

#### **(c) Directors recommendation and basis of financial benefit**

The Board currently consists of Gary Berrell (Executive Chairman), Jon Young (Non-executive Director) and Grant Mooney (Non-executive Director).

By Resolutions 4, 5, and 6 the Company is proposing to grant Options to each of the Directors. In each case, the number of Options to be granted and the terms of the Options was negotiated by the Directors independent of the particular Director to be granted the Options.

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The purpose of the Options is to provide each Director with added incentive to achieve the goals set by the Board and to add Shareholder value. The Options are issued as part of each Director's remuneration package. Where the Director resigns from his position with the Company before the expiry date, the Options will automatically lapse unless the Board determines within 30 days that they may be retained.

The independent Directors in each case consider that the quantity of Options together with the terms of the Options in each case constitute an appropriate number to adequately incentivise the Directors in light of that Director's skill and experience and their current remuneration as detailed below. Furthermore, it is noted that given the Company has small management team, all directors are required to assist the Company on an 'as needed' basis which is often beyond the roll of a traditional non-executive director.

The Company acknowledges that the issue of the Options to Jon Young and Grant Mooney as non-executive Directors may be contrary to guidelines for non-executive remuneration in recommendation 8.2 of the ASX Corporate Governance Principles and Recommendations. However, the Board considers the grant of the Options to be reasonable in the circumstances given the Company's size and stage of development and the importance of maintaining the Company's cash reserves.

The independent Directors in each case recommend that Shareholders vote in favour of the Resolutions.

Mr Gary Berrell abstains from making a recommendation to Shareholders on Resolution 4 as he has a material personal interest in the outcome as the recipient of the Options.

Mr Jon Young abstains from making a recommendation to Shareholders on Resolution 5 as he has a material personal interest in the outcome as the recipient of the Options.

Mr Grant Mooney abstains from making a recommendation to Shareholders on Resolution 6 as he has a material personal interest in the outcome as the recipient of the Options.

**(d) Dilution**

The passing of Resolutions 4, 5 and 6 would have the effect of granting the Directors (or their nominees) a total of 9,000,000 Options.

If any of the Options are exercised into Shares, the effect would be to dilute the shareholding of existing Shareholders. If all of 9,000,000 Options were exercised into Shares, the effect would be to dilute the shareholding of the existing Shareholders by approximately 2.1% based on the total current number of Shares on issue, which is 423,747,883 Shares on issue at the date of this notice of Meeting.

The actual dilution will depend on the extent of further equity raised by the Company and whether any of the Options are exercised.

**(e) Remuneration of the Directors**

The total remuneration arrangements for each of the Directors are set out below.

	Salary	Company Secretarial fees	Superannuation	Total
Gary Berrell	\$95,000	-	\$9,025	\$104,025
Jon Young	\$45,000	-	\$4,275	\$49,275
Grant Mooney	\$45,000	\$48,000	\$4,275	\$97,275

**(f) Existing relevant interests**

At the date of this Notice, the Directors and their associates have the following relevant interest in securities of the Company.

	Shares	Options
Gary Berrell	1,415,870	6,000,000 <sup>1,2,3,4,5,6</sup>
Jon Young	5,403,916	6,000,000 <sup>1,2,3,4,5,6</sup>
Grant Mooney	2,775,462	6,000,000 <sup>1,2,3,4,5,6</sup>
Refer table below for notes		

**BARRA RESOURCES LIMITED  
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No. of Director Options	Exercise Price	Expiry Date
1,000,000 <sup>1</sup>	\$0.04	11 November 2018
1,000,000 <sup>2</sup>	\$0.03	11 November 2018
1,000,000 <sup>3</sup>	\$0.02	11 November 2018
1,000,000 <sup>4</sup>	\$0.08	17 November 2019
1,000,000 <sup>5</sup>	\$0.07	17 November 2019
1,000,000 <sup>6</sup>	\$0.06	17 November 2019

**(g) Trading history**

The following table gives details of the highest, lowest and the latest closing market price of the Company's Shares trading on the ASX over the last 12 months.

	Date	Closing Price
Highest price	20 February 2017	12.5 cents
Lowest price	21 November 2016	4.1 cents
Latest price	27 September 2017	6.6 cents

**(h) Valuation of Options**

The Options will not be quoted on ASX.

Company has valued the Options to be granted to the Directors or their nominees using the Black and Scholes Option Pricing model.

The following assumptions have been made regarding the inputs required for the option pricing model:

- Underlying share price of 6.6 cents based on the closing market price on 27 September 2017.
- Dividend yield of nil as the Company has not forecast any future dividend payments.
- Risk free rate of 2.6% being the Reserve Bank of Australia cash rate at the valuation date of 26 September 2017.
- Volatility rate of 75% based on the average share trading volatility of comparable ASX companies over the last 4 years.
- Expiry date being 3 years from an assumed date of issue on the date of the meeting, being 30 November 2017.
- The exercise price for the exercise of each tranche of options by a director is set out below:  
1,000,000 Options exercisable @ 8 cents on or before 3 years from issue date, being \$80,000  
1,000,000 Options exercisable @ 9 cents on or before 3 years from issue date, being \$90,000  
1,000,000 Options exercisable @ 10 cents on or before 3 years from issue date, being \$100,000

Based on the above assumptions the Options to be granted to the Directors under Resolutions 4, 5, and 6 have been valued as follows:

Option Exercise Price (cents)	Value per Option (cents)
8	3.0
9	2.8
10	2.6

**BARRA RESOURCES LIMITED  
EXPLANATORY MEMORANDUM**

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The value of the Options to be granted to each Director are detailed below.

	Number of Options	Total value of Options
Gary Berrell	3,000,000	\$84,000
Jon Young	3,000,000	\$84,000
Grant Mooney	3,000,000	\$84,000

**(i) Other Information**

The Directors do not consider that there are opportunity costs to the Company or benefits foregone by the Company in granting the Options.

For accounting purposes, the Options will be recognised as an expense.

The Directors are not aware of any other information that is reasonably required by Shareholders to allow them to make a decision as to whether it is in the best interests of the Company to pass Resolutions 4, 5, and 6.

**(j) Proxy restrictions**

If you choose to appoint a proxy you are encouraged to direct your proxy how to vote on Resolutions 4, 5 and 6 by marking either "For", "Against" or "Abstain" on the proxy form for these items of business.

If you appoint a member of the key management personnel whose remuneration details are included in the Remuneration Report or a closely related party of that member as your proxy, and you do not direct that person on how to vote on Resolution 4, 5 or 6, the proxy cannot exercise your vote and your vote will not be counted in relation to those Resolutions.

If you appoint the Chair as your proxy, and you do not direct the Chair on how to vote on this Resolutions 4, 5 or 6, then by signing and returning the proxy form you are giving express authorisation for the Chair to vote in accordance with his or her intentions provided the Chair is not the related party the subject of the particular Resolution or is an associate of the related party. The Chair intends to vote all undirected proxies **FOR Resolutions 4, 5 or 6** even though the resolutions are connected directly or indirectly with the remuneration of a member of the key management personnel.

## GLOSSARY

**Additional Placement Capacity** means the capacity to issue additional Equity Securities by way of placement approved by Shareholders under Listing Rule 7.1A.

**Annual Report** means the Directors' Report, the Annual Financial Report and Auditor's Report thereon, in respect to the financial year ended 30 June 2017.

**Annual Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

**ASIC** means Australian Securities and Investments Commission.

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

**ASX Listing Rules** means the listing rules of the ASX.

**Audit Report** means the auditor's report on the Financial Report.

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

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that the ASX declares is not a business day.

**Chair or Chairman** means the person appointed to chair the general meeting of the Company convened by the Notice.

**Closely Related Party** means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

**Company or Barra** means Barra Resources Limited (ABN 76 093 396 859).

**Corporations Act** means Corporations Act 2001 (Cth).

**Directors** means directors of the Company.

**Directors Report** means the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities

**Explanatory Memorandum** means this explanatory memorandum attached to the Notice.

**Key Management Personnel** means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Listing Rules** means the Listing Rules of ASX.

**Notice** means this notice of meeting.

**Option** means an option to subscribe for a share.

**Placement** means the issue by the Company of ordinary Shares.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Resolution** means a resolution contained in the notice.

**Share** means an ordinary fully paid share in the capital of the Company.

**SPP** means Share Purchase Plan.

**Shareholder or Member** means a registered member of the Company.

**\$** means Australian dollars unless otherwise stated.

<b>RESOLUTIONS 4, 5 and 6</b> <b>TERMS OF OPTIONS TO BE GRANTED TO DIRECTORS</b>
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Each Option entitles the holder to subscribe for Shares on the following terms and conditions:

1. Each Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with the terms and conditions of the Options.
2. The Options will expire at 5:00 pm (WST) 3 years after the date of issue (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
3. The amount payable upon exercise of each Option (**Exercise Price**) will be:  
1,000,000 exercisable @ 8 cents on or before 3 years from date of issue  
1,000,000 exercisable @ 9 cents on or before 3 years from date of issue  
1,000,000 exercisable @ 10 cents on or before 3 years from date of issue
4. An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
  - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
  - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised (**Exercise Notice**).
5. If a Director resigns from his position with the Company before the expiry date, the Options will automatically lapse unless the Board determines within 30 days that they may be retained.
6. An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
7. Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
8. All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
9. The Company will not apply for quotation of the Options on ASX.
10. If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
11. There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be after the issue is announced and in accordance with ASX Listing Rules (if relevant). This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
12. An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.
13. An Option shall not be transferable except with the consent of the Board.

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# BARRA RESOURCES LIMITED

ACN: 093 396 859

«Post\_zone»  
«Company\_code» «Sequence\_number»«Holder\_name»  
«Address\_line\_1»  
«Address\_line\_2»  
«Address\_line\_3»  
«Address\_line\_4»  
«Address\_line\_5»**REGISTERED OFFICE:**GROUND FLOOR  
6 THELMA STREET  
WEST PERTH WA 6005

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**SHARE REGISTRY:**

Security Transfer Australia Pty Ltd

**All Correspondence to:**

PO BOX 52

Collins Street West VIC 8007

Suite 913, Exchange Tower

530 Little Collins Street

Melbourne VIC 3000

T: 1300 992 916 F: +61 8 9315 2233

E: registrar@securitytransfer.com.au

W: www.securitytransfer.com.au

Code:

BAR

Holder Number:

«HOLDER\_NUM

## PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

### VOTE ONLINE

Lodge your proxy vote securely at [www.securitytransfer.com.au](http://www.securitytransfer.com.au)

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

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### SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

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The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson 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, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 11:00am WST on Thursday 16 November 2017 at HLB Mann Judd, Level 4, 130 Stirling Street, Perth Western Australia and at any adjournment of that meeting.

### SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy.

**Important for Resolutions 1, 4, 5 & 6:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 4, 5 & 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP). However, where The Chairman is the related party the subject of Resolutions 4, 5 or 6 or is an associate of the related party, The Chairman will be excluded from voting undirected proxies. The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

**RESOLUTION**

1. Adoption of Remuneration Report
2. Re-Election of Mr Grant Mooney as a Director
3. Approval of Additional Placement Capacity
4. Approval to grant options to Director, Mr Gary Berrell
5. Approval to grant options to Director, Mr Jon Young
6. Approval to grant options to Director, Mr Grant Mooney

For

Against

Abstain\*

☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. \* If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director &amp; Sole Company Secretary

Director

Director/Company Secretary

**Proxies must be received by Security Transfer Australia Pty Ltd no later than 11:00am WST on Tuesday 14 November 2017.**

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Name:

(    )

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

**Email** registrar@securitytransfer.com.au

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.