



## **TIMPETRA RESOURCES LIMITED**

ABN 74 143 928 625

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

to be held at 11.00am (AEDT) on  
Monday 24 November 2014 at  
The Grace Hotel  
77 York Street, Sydney NSW 2000

Shareholders who have elected not to receive a printed copy of the Company's 2014 Annual Report may obtain a copy from the Company's website [www.timpetra.com](http://www.timpetra.com) under "News & Reports".

**Notice is hereby given that the Annual General Meeting (“the Meeting”) of Timpetra Resources Limited (“the Company”) will be held at 11.00am (AEDT) on Monday 24 November 2014 at The Grace Hotel, 77 York Street, Sydney, NSW 2000.**

## **ORDINARY BUSINESS**

### **Consideration of Financial Report**

To consider the Financial Report and the reports of the Directors and Auditors for the year ended 30 June 2014.

*Neither the Corporations Act 2001 nor the Company’s Constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given the opportunity to ask questions or make comments on the reports and statements at the meeting.*

### **Resolution 1 Adoption of Remuneration Report**

To consider and, if thought fit, pass the following non-binding resolution:

“That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors’ Report of the Company, for the year ended 30 June 2014 be adopted, details of which are set out in the explanatory notes to resolution 1 in the notice of meeting.”

- *This resolution is advisory only and does not bind the Company or the directors.*
- *When reviewing the Company’s remuneration policies the directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting.*
- *If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Company’s directors (other than the Managing Director / CEO) must stand for re-election.*

### **Resolution 2 Election of Mr Dimitri Burshtein as a Director**

To consider and, if thought fit, pass the following ordinary resolution:

“That Mr Dimitri Burshtein, who was appointed a Director during the year, retires in accordance with Clause 28.3 of the Constitution and being eligible, offers himself for election, be elected as a Director of the Company, details of which are set out in the explanatory notes to resolution 2 in the notice of meeting.”

### **Resolution 3 Approval of issue of options to Mr Dimitri Burshtein or his nominee in accordance with Listing Rule 10.11**

To consider and, if thought fit, pass the following resolution:

“That approval be given, pursuant to ASX Listing Rule 10.11, for the issue of 687,500 unlisted options over ordinary shares at a nil issue price, an exercise price of \$0.15 per share and a performance hurdle; to Dimitri Burshtein or his nominee, details of which are set out in the explanatory notes to resolution 3 in the notice of meeting”.

### **Resolution 4 Approval of issue of options to Mr Douglas O'Neill or his nominee in accordance with Listing Rule 10.11**

To consider and, if thought fit, pass the following resolution:

“That approval be given, pursuant to ASX Listing Rule 10.11, for the issue of 687,500 unlisted options over ordinary shares at a nil issue price, an exercise price of \$0.15 per share and a performance hurdle; to Douglas O'Neill or his nominee, details of which are set out in the explanatory notes to resolution 4 in the notice of meeting”.

**Resolution 5      Approval of issue of options to Mr Martin Priestley or his nominee in accordance with Listing Rule 10.11**

To consider and, if thought fit, pass the following resolution:

"That approval be given, pursuant to ASX Listing Rule 10.11, for the issue of 687,500 unlisted options over ordinary shares at a nil issue price, an exercise price of \$0.15 per share and a performance hurdle; to Martin Priestley or his nominee, details of which are set out in the explanatory notes to resolution 5 in the notice of meeting".

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read 'N J V Geddes', with a horizontal line extending from the end of the signature.

N J V Geddes  
Company Secretary

## **VOTING EXCLUSIONS**

In accordance with the Corporations Act 2001 and the Australian Securities Exchange Listing Rules, the Company makes the following statement:

The Company will disregard any votes cast on:

### **Resolution 1: Adoption of Remuneration Report:**

By:

- a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) A closely related party of such a member.

However, a person described above may cast a vote on the resolution if:

- The person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution;
- The vote is not cast on behalf of a person described in subparagraphs (a) or (b) above; and
- The vote is cast by the Chairman, as the nominated proxy for a person who is permitted to vote, with express authorisation given to the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the key management personnel of the Company.

### **Resolution 3: Approval of issue of options to Mr Dimitri Burshtein or his nominee in accordance with Listing Rule 10.11**

By :

- a) Mr Dimitri Burshtein; and
- b) any of his associates (within the meaning of the Corporations Act 2001)

### **Resolution 4: Approval of issue of options to Mr Douglas O'Neill or his nominee in accordance with Listing Rule 10.11**

By :

- a) Mr Douglas O'Neill; and
- b) any of his associates (within the meaning of the Corporations Act 2001)

### **Resolution 5: Approval of issue of options to Mr Martin Priestley or his nominee in accordance with Listing Rule 10.11**

By :

- a) Mr Martin Priestley; and
- b) any of his associates (within the meaning of the Corporations Act 2001)

However, the entity need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directors on the proxy form; or

- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## EXPLANATORY NOTES

This Explanatory Memorandum has been prepared for the shareholders of Timpetra Resources Limited to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on Monday 24 November 2014. Shareholders are encouraged to read this document in full.

With the exception of Resolution 1, all of the resolutions to be voted on are ordinary resolutions. Resolution 1 is a non-binding resolution. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution in order for it to be carried.

If appropriate and if time permits, the Chairman will discuss significant issues raised by shareholders prior to the Meeting and will invite questions and comments from shareholders on these key issues and any other appropriate and relevant matters that shareholders would like to raise at the Meeting.

In addition, a reasonable opportunity will be given to members present at the Meeting to ask the Company's auditor, Ernst & Young, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor. If you would like to submit a written question to Ernst & Young before the Meeting on any of the foregoing matters, please send your question to the Company Secretary, Nick Geddes, at [ngeddes@austcosec.com.au](mailto:ngeddes@ austcosec.com.au) before 17 November 2014.

If you have a more general issue or question that you would like discussed at the Meeting, please write to the Company Secretary, Nick Geddes, at the above address.

### **How will the Chairman vote as proxy if the Shareholder has not directed the Chairman to vote?**

The Chairman intends to vote in favour of all Resolutions. If a Shareholder appoints the Chairman of the Annual General Meeting as proxy and does not direct the Chairman how to vote on a Resolution then, if that Shareholder is entitled to vote on that Resolution, the Chairman will vote in favour of that Resolution.

### **Resolution 1: Adoption of the Remuneration Report**

Consistent with section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption, by way of a non-binding resolution, its Remuneration Report for the year ended 30 June 2014.

The Remuneration Report is a distinct section of the annual Directors' Report which deals with the remuneration of Directors and executives (which includes senior management) of the Company. The Remuneration Report can be located in the Company's Annual Report on pages 14 to 20. The annual report is available online at [www.timpetra.com](http://www.timpetra.com) under "News & Reports".

The resolution is advisory only and does not bind the Company or its directors. However, the Board will consider the outcome of the vote and comments made by shareholders at the meeting on the remuneration report when reviewing the Company's remuneration policies. If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director / CEO) must stand for re-election. The Company encourages all shareholders to vote on Resolution 1 (Adoption of Remuneration Report).

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the meeting is appointed as your proxy and you have not directed the Chairman how to vote on Resolution 1 by signing and returning the Proxy Form, the Shareholder is considered to have provided an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

**Resolution 2: Election of Mr Dimitri Burshtein as a Director**

Pursuant to Clause 28.3 of the Constitution, Mr Burshtein will retire and seeks election. Mr Burshtein was appointed as a Director to the Board in March 2014.

Dimitri Burshtein is the Group Executive, Corporate and Business Development for the Financial & Energy Exchange (FEX) Group. He is also a non-executive director of Envex and a non-executive director of Next Generation Energy Solutions. Dimitri holds a Bachelor of Economics, a Master of Commerce and a Master of Business Administration and is a Fellow of the Australian Institute of Company Directors. Prior to FEX, Dimitri was the General Manager, Corporate Finance and Investor Relations for ASX Limited. The Board supports the election of Mr Burshtein.

**Resolution 3, 4 and 5: Approval of issue of options to Directors in accordance with Listing Rule 10.11**

The purpose of Resolutions 3, 4 and 5 is to approve the grant of 687,500 unlisted options over ordinary shares to each of Messrs Burshtein, O'Neill and Priestley.

The proposed grant is in respect of 687,500 options to each Director and if approved by shareholders will be granted within one month of the date of the Annual General Meeting and will comprise a component of the Director's remuneration. Remunerating Directors in this manner reduces the cash cost to the Company and aligns the reward to senior management with those to shareholders.

As Messrs Burshtein, O'Neill and Priestley are Directors of the Company, ASX Listing Rule 10.11 requires shareholder approval for the proposed grant of options. If shareholder approval is given under Listing Rule 10.11, shareholder approval is not required under Listing Rule 7.1.

No funds will be raised by the grant of options to Messrs Burshtein, O'Neill and Priestley. However upon exercise of the options the funds subscribed for shares will be employed for working capital.

The opinion of Egan Associates Pty Ltd was sought in relation to the proposed grant and they advise that "having regard to the circumstances of the Company and the circumstances of the proposed options grant to related party participants, the provisions of the relevant remuneration would be reasonable having regard to Section 211 of the Corporations Act."

The terms of the options are as follows:

**PRICE** - The options are exercisable at an exercise price of \$0.15 per share.

**MAXIMUM NO OF SECURITIES**- the maximum number of shares issued upon the exercise of options would be 687,500 ordinary shares.

**LOAN ARRANGEMENTS**: No loan arrangements have been made with Messrs Burshtein, O'Neill and Priestley in relation to the acquisition of the securities.

**EXPIRY** - The options have an 84 month (7 years) duration from date of grant.

**VESTING CONDITIONS** - The options will vest after 60 months (5 years) after the grant date subject to the following conditions:

1. Subject to the below share price growth (SPG) performance hurdles on the fifth anniversary.

<b>TPR SPG over the Performance period</b>	<b>Percentage of Performance Options vesting</b>
Less than 33.33%	Nil
Greater than or equal to 33.33%	100%

2. The exercising Director must be a Director or executive of the Company for a continuous period from the date of option issue to the date of option exercise.

**TRANSFERABILITY**- The Options may not be assigned or transferred;

**TERMINATION** -The options would be automatically terminated if the Director is involuntarily terminated for cause. However, if a Director is voluntarily terminated for health or other compassionate grounds, vesting condition 2 may be waived at the discretion of the Board.

**LISTING RULES** -The Options are subject to the ASX Listing Rules relating to capital reorganisation. The rights of an option holder may be changed to comply with the listing rules applying to a reorganisation of capital at the time of the reorganisation.

Notwithstanding that the terms of the options provide for them to be granted within three months of the meeting, ASX Listing Rule 10.11 provides that such securities be granted no later than one month after the date of this meeting.

Details of any securities issued under the employee incentive scheme will be published in each annual report of the entity relating to a period in which securities have been issued, and that approval for the issue of securities was obtained under listing rule 10.14.

Any additional persons who become entitled to participate in the employee incentive scheme after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under listing rule 10.14.

In respect to the Options to be issued, Messrs Burshtein, O'Neill and Priestley cannot participate in new issues of securities by the Company without first exercising their Options.

**NOTES**

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the Meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf.
2. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a member of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery or fax:

**Advanced Share Registry**

**Street address:** 110 Stirling Highway, Nedlands WA 6009

**Mailing address:** PO Box 1156, Nedlands WA 6909

**Fax:** (within Australia) 08 9262 3723  
(outside Australia) +61 8 9262 3723

provided that members who forward their proxy forms by fax are required to make available the original executed form of the proxy for production, if called upon so to do at the Meeting.

6. A corporate shareholder entitled to attend and vote at the meeting may appoint a body corporate representative to attend and vote for the shareholder. Also, as noted previously, a body corporate may be appointed as a proxy.

Timpetra Resources Limited will accept the original appointment, a certified copy of the appointment or a certificate from the company giving notice of the appointment as satisfactory evidence of the appointment.

You can lodge your body corporate representative appointment document before the AGM or present the document at the registration desk at the Meeting.

7. For the purposes of the Annual General Meeting, persons on the register of members as at 7.00pm AEDT on Friday, 21 November 2014 will be treated as members. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.





**TIMPETRA RESOURCES LIMITED**  
**ABN 74 143 928 625**

### **Lodge your vote:**



**By Mail:**

Advanced Share Registry Limited  
PO Box 1156  
Nedlands WA 6909

Alternatively you can fax your form to  
(Within Australia) (08) 9262 3723  
(Outside Australia) +61 8 9262 3723

### **For all enquiries call:**

**Telephone:**

(Within Australia) (08) 9389 8033  
(Outside Australia) +618 9389 8033

Email: [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)

Web: [www.advancedshare.com.au](http://www.advancedshare.com.au)

## **Proxy Form**

### **Instructions**

1. Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the Chairman, please insert the name of your proxyholder(s) in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name that appears on the proxy.
4. If a shareholder appoints two proxies, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
5. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
6. To be effective, proxies must be delivered by shareholders as follows:  
Shareholders must deliver their proxies prior to 22 November 2014 at 11.00am AEDT by mail to PO Box 1156, Nedlands, 6909, Western Australia or by facsimile at (08) 9262 3723 or deliver to the Share Registry of the Company at 110 Stirling Hwy, Nedlands, Western Australia, 6009.
7. For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that shareholders holding shares at 7:00pm AEDT on 21 November 2014 be entitled to attend and vote at the Meeting.
8. The Chairman intends to vote in favour of all resolutions set out in the Notice of Meeting.
9. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting.
10. This proxy should be read in conjunction with the accompanying documentation provided by management of the Company.
11. The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for, and if the shareholder has specified a choice in respect of any matter to be acted upon, the shares will be voted accordingly.

***Turn over to complete the form →***



**CHECK OUT OUR WEBSITE at**  
[www.advancedshare.com.au](http://www.advancedshare.com.au)


- Check all holdings by using HIN/SRN
- Update your holding details
- Reprint various documents online

☐ **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.

## Form of Proxy

Please mark ☒ to indicate your directions


### STEP 1 Appoint a Proxy to Vote on Your Behalf

 **PLEASE NOTE:** This proxy is solicited on behalf of the management of Timpetra Resources Limited ABN 74 143 928 625 (the "Company") for use at the meeting of the shareholders of the Company to be held at The Grace Hotel, 77 York Street, Sydney NSW 2000 on 24 November 2014 at 11.00am (AEDT) or any adjournment thereof (the "Meeting").

I/We being a member/s of Timpetra Resources Limited hereby appoint

the Chairman  
of the meeting

**OR**


 **PLEASE NOTE:** If you leave the section blank, the Chairman of the Meeting will be your proxy.

If you have not appointed the Chairman of the Meeting as your proxy and you are appointing a second proxy please complete the following: Proxy 1 is appointed to represent \_\_\_\_\_% of my voting right and Proxy 2 is appointed to represent \_\_\_\_\_% of my total votes. My total voting right is \_\_\_\_\_ shares.

 **PLEASE NOTE:** If the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the votes.

With respect to any amendment or variations to the matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting, I/we confer discretionary authority on the person voting on behalf of me/us to vote as that person sees fit. At the time of printing this Form of Proxy, management knows of no such amendment, variation or other matter.

### STEP 2 Items of Business

 **PLEASE NOTE:** If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and your votes will not be counted in computing the required majority on that item.

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

**FOR** **AGAINST** **ABSTAIN**

Resolution 1: To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Election of Mr Dimitri Burshtein as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Approval of Options to Mr Dimitri Burshtein	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4: Approval of Options to Mr Douglas O'Neill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5: Approval of Options to Mr Martin Priestley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no choice is specified, the shareholder is conferring discretionary authority on the proxy to vote at his or her discretion. However, the Chairman intends to vote FOR the resolution.

**SIGN**

Signing by member

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

**Individual or Member 1**

Sole Director and Sole Secretary

**Member 2 (if joint holding)**

Director/Company Secretary

**Member 3 (if joint holding)**

Director

/ /

Date