

**NUSANTARA RESOURCES LIMITED  
ACN 150 791 290  
NOTICE OF GENERAL MEETING**

**TIME:** 11.00am (WST)  
**DATE:** 31 August 2018  
**PLACE:** Nusantara Resources Limited - Head Office  
Ground Floor 20 Kings Park Road, West Perth WA

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 in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61) 8 9460 8600.

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## **Important Information**

### **Time and place of meeting**

Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.00am (WST) on 31 August 2018 at:

Nusantara Resources Limited – Head Office

Ground Floor 20 Kings Park Road, West Perth WA

### **Your vote is important**

The business of the Meeting affects your shareholding and your vote is important.

### **Voting eligibility**

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (WST) on 29 August 2018.

### **Voting in person**

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

### **Voting by proxy**

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- A. each member has a right to appoint a proxy;
- B. the proxy need not be a member of the Company; and
- C. a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

## Business of the Meeting

### Business

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

Capitalised terms not otherwise defined in this Notice have the meaning given in the Explanatory Statement which accompanies this Notice. References to the "Corporations Act" are to the *Corporations Act 2001* (Cth), unless the context requires otherwise.

### 1. Resolution 1 – Grant of Options to Related Party Sub-Underwriter – Laridæ Holdings Pty Ltd

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to grant 41,666 Underwriting Fee Options to Laridæ Holdings Pty Ltd as trustee for the Laridæ Trust (an entity associated with Director Mr Greg Foulis) on the terms and conditions set out in the Explanatory Statement."*

**ASX Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of Laridæ Holdings Pty Ltd and any of its associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Voting Prohibition Statements:** A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

- (a) a member of the Key Management Personnel; or
- (b) a Closely Related Party of such a member; and

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

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

## 2. **Resolution 2 – Grant of Options to Related Party Sub-Underwriters – Robin and Janet Widdup <Widdup Super fund>**

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

*“That ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to grant 125,000 Underwriting Fee Options to Robin and Janet Widdup as trustees of the Widdup Super Fund on the terms and conditions set out in the Explanatory Statement.”*

**ASX Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Robin Widdup and or Mrs Janet Widdup and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Voting Prohibition Statements:** A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

- (a) a member of the Key Management Personnel; or
  - (b) a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if:
- (a) the proxy is the Chair; and
  - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

## 3. **Resolution 3 – Grant of Options to sub-underwriter Lion Manager Pty Ltd**

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 83,333 Underwriter Fee Options to Lion Manager Pty Ltd on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### **4. Resolution 4 – Ratification of prior grant of Options**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the grant of 4,951,391 Options on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**DATED: 1 AUGUST 2018**

**BY ORDER OF THE BOARD**



**DEREK HUMPHRY**  
**COMPANY SECRETARY**

## Explanatory Statement

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

### 1. Resolutions 1 and 2 – Grant of Options Related Party Sub-Underwriters

#### 1.1 General

As per the Company's Prospectus dated 5 June 2018 (released to ASX on 6 June 2018) and as varied by the Supplementary Prospectus dated 12 June 2018 (together referred to as the **Prospectus**), the Company recently conducted a fully underwritten entitlement issue of 5 new Shares for every 19 Shares held by eligible shareholders together with 1 free attaching listed Option per 2 new Shares issued (the Options being exercisable at \$0.30 per Option on or before 31 July 2020) (**Entitlement Issue**).

The Entitlement Issue was fully underwritten by Patersons Securities Limited (ACN 008 896 311) (**Patersons**).

The Entitlement Issue was sub-underwritten by the following related parties (**Related Party Sub-Underwriters**):

Related Party	Sub-underwritten Securities	Sub-underwritten Value
Laridae Holdings Pty Ltd as trustee for the Laridae Trust (an entity associated with Director Greg Foulis)	125,000 Shares 62,500 Options	\$25,000
Robin Widdup and Janet Widdup as trustees for the Widdup Super Fund	375,000 Shares 187,500 Options	\$75,000

As part of its underwriting fee Patersons or its nominees were to receive up to a total of 5,201,407 Options on the same terms as the Options offered under the entitlement issue (**Underwriting Fee Options**).

Patersons agreed to nominate sub-underwriters to receive Underwriting Fee Options on the basis of 1 Underwriting Fee Option per 3 Shares sub-underwritten.

The grant of Underwriting Fee Options to the Related Party Sub-Underwriters is subject to Shareholder approval.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Related Party Underwriting Fee Options constitutes giving a financial benefit.

Laridae Holdings Pty Ltd as trustee for the Laridae Trust is a related party of the Company by virtue of being controlled by Director Mr Greg Foulis.

Mr Robin Widdup is a related party of the Company by virtue of being a Director of the Company and Mrs Janet Widdup is a related party of the Company by virtue of being the spouse of Director Mr Robin Widdup.

The Directors (other than Mr Greg Foulis and Mr Robin Widdup who each have a material personal interest in Resolution 1 and 2 respectively) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Underwriting Fee Options to the Related Party Sub-Underwriters as the Options will be granted on the same terms Underwriting Fee Options were allocated by Patersons to sub-underwriters who were not related parties and as such the giving of the financial benefit is on arm's length terms.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where the Company issues, or agrees to issue, securities to a related party, unless an exception in ASX Listing Rule 10.12 applies. As none of the exceptions in Listing Rule 10.12 applies, approval to the grant of the Underwriting Fee Options is also being sought under ASX Listing Rule 10.11.

## **1.2 Technical Information required by ASX Listing Rule 10.13**

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 1 and 2:

- (a) the relevant Underwriting Fee Options will be granted to Laridae Holdings Pty Ltd as trustee for the Laridae Trust (controlled by Director Mr Greg Foulis) and Robin and Janet Widdup as trustees for the Widdup Super Fund;
- (b) the maximum number of Underwriting Fee Options to be granted is 166,666;
- (c) the Underwriting Fee Options will be granted no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the grant of the Underwriting Fee Options will occur on the same date;
- (d) the Underwriting Fee Options will be granted for nil cash consideration as they are being granted as part consideration for Patersons underwriting the Entitlement Issue (and are being granted to the Related Party Sub-Underwriters as Patersons' nominee as part consideration for the Related Party Sub-Underwriters partially sub-underwriting the Entitlement Issue);
- (e) the Underwriting Fee Options will be granted on the terms and conditions set out in Schedule 1. Upon exercise of the Underwriting Fee Options the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and



- (f) no funds will be raised from the granting of the Underwriting Fee Options as the Underwriting Fee Options are being granted for nil cash consideration and in part consideration for underwriting services provided to the Company in relation to the Entitlement Issue. The Company currently intends to use funds raised from the exercise of any Underwriting Fee Options towards development of the Awak Mas Gold Project and for working capital purposes.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Underwriting Fee Options the subject of Resolutions 1 and 2 as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of the Underwriting Fee Options to the Related Party Sub-Underwriters will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

## **2. Resolution 3 - Grant of Options to sub-underwriter Lion Manager Pty Ltd**

### **2.1 General**

As set out in Section 1.1 of this Explanatory Statement, Patersons appointed sub-underwriters in respect of its sub-underwriting of the Entitlement Issue.

Lion Manager Pty Ltd was appointed a sub-underwriter by Patersons.

Lion Manager Pty Ltd sub-underwrote the Entitlement Issue to the extent of \$50,000, being a sub-underwriting commitment for 250,000 Shares and 125,000 Options.

Patersons agreed to nominate the sub underwriters to receive Underwriting Fee Options on the basis of 1 Option per 3 Shares sub-underwritten.

The Company understands that Lion Manager Pty Ltd is a company in which Director Mr Robin Widdup has a beneficial interest. However, Mr Robin Widdup has advised the Company that Lion Manager Pty Ltd is not a related party of the Company for the purposes of the Corporations Act or the ASX Listing Rules. Accordingly, the Company is treating Lion Manager Pty Ltd as a party that is not a related party to the Company.

Resolution 3 seeks Shareholder approval for the grant of up to 83,333 Underwriter Fee Options to Lion Manager Pty Ltd.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 3 will be to allow the Company to issue the relevant Underwriter Fee Options to Lion Manager Pty Ltd during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

### **2.2 Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) the maximum number of Underwriter Fee Options to be issued is 83,333;

- (b) the Underwriter Fee Options will be granted 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 ASX Listing Rules) and it is intended that the grant of the Underwriter Fee Options will occur on the same date;
- (c) the Underwriting Fee Options will be granted for nil cash consideration as they are being granted as part consideration for Patersons underwriting the Entitlement Issue (and are being granted to Lion Manager Pty Ltd as Paterson's nominee as part consideration for Lion Manager Pty Ltd partially sub-underwriting the Entitlement Issue);
- (d) the Underwriter Fee Options will be granted to Lion Manager Pty Ltd (ACN 078 018 934). The Company understands that Lion Manager Pty Ltd is a company in which Director Mr Robin Widdup has a beneficial interest. However, Mr Robin Widdup has advised the Company that Lion Manager Pty Ltd is not a related party of the Company for the purposes of the Corporations Act or the ASX Listing Rules. Accordingly, the Company is treating Lion Manager Pty Ltd as a party that is not a related party to the Company;
- (e) the Underwriter Fee Options will be issued on the terms and conditions set out in Schedule 1. Upon exercise of the Underwriting Fee Options the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from the granting of the Underwriting Fee Options as the Underwriting Fee Options are being granted for nil cash consideration and in part consideration for underwriting services provided to the Company in relation to the Entitlement Issue. The Company currently intends to use funds raised from the exercise of any Underwriting Fee Options towards development of the Awak Mas Gold Project and for working capital purposes.

### 3. Resolution 4 – Ratification of prior grant of Options

#### 3.1 General

As set out in Section 1.1 of the Explanatory Statement the Company agreed to grant Patersons 5,201,407 Underwriting Fee Options as part consideration of Patersons services provided as the underwriter to the Rights Issue.

On 6 July 2018, the Company granted 4,951,391 Underwriter Fee Options to Patersons and its nominees using the placement capacity afforded to the Company under Listing Rule 7.1.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the grant of those Options (**Ratification**).

The grant of the balance of the Underwriter Fee Options are subject to Resolutions 1 to 3.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this grant, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **3.2 Technical information required by ASX Listing Rule 7.4**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 4,951,391 Options were issued;
- (b) the Underwriting Fee Options were granted for nil cash consideration as they were granted as part consideration for Patersons underwriting the Entitlement Issue;
- (c) the Options will be issued on the terms and conditions set out in Schedule 1;
- (d) the Options were issued to Patersons Securities Limited or their nominees. None of these subscribers are related parties of the Company; and
- (e) no funds were raised from the granting of the Underwriting Fee Options as the Underwriting Fee Options were being granted for nil cash consideration in part consideration for underwriting services provided to the Company in relation to the Entitlement Issue. The Company currently intends to use funds raised from the exercise of any Underwriting Fee Options towards development of the Awak Mas Gold Project and for working capital purposes.

## GLOSSARY

In this Explanatory Statement (and the Notice of Meeting) the following terms will bear the following meanings, unless the context otherwise requires:

**\$** means Australian dollars.

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

**ASX** means ASX Limited.

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

**Board** means the current 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 ASX declares is not a business day.

**Chair** means the chair of the Meeting and where relevant the Chair for the relevant part of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- A. a spouse or child of the member;
- B. a child of the member's spouse;
- C. a dependent of the member's spouse;
- D. anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- E. a company the member controls; or
- F. a person prescribed by the *Corporations Regulations 2001* (Cth).

**Company** means Nusantara Resources Limited (ACN 150 791 290).

**Constitution** means the Company's constitution.

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

**Director** means a director of the Company.

**Entitlement Issue** has the meaning given in section 1.1 of the Explanatory Statement.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**General Meeting** or **Meeting** means the meeting convened by this Notice.

**Key Management Personnel** has the same meaning as in the accounting standards (as that term is defined in the Corporations Act) and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, directly or indirectly, including any director (whether executive or non-executive) of the Company or if the Company is part of a consolidated entity of an entity within the consolidated group.

**Notice or Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**Patersons** means Patersons Securities Limited (ACN 008 896 311).

**Prospectus** has the meaning given in section 1.1 of the Explanatory Statement.

**Proxy Form** means the proxy form accompanying the Notice.

**related party** has the meaning given in the Corporations Act.

**Related Party Sub-Underwriters** has the meaning given in section 1.1 of the Explanatory Statement.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

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

**Shareholder** means a holder of a Share.

**Underwriting Fee Options** has the meaning given in section 1.1 of the Explanatory Statement.

**WST** means Western Standard Time as observed in Perth, Western Australia.

## Schedule 1 – Terms and Conditions of Options

The Options entitle the holder (**Optionholder**) to subscribe for, and be issued, ordinary shares in the capital of the Company (**Shares**) on and subject to the following terms and conditions:

(a) Entitlement

Each Option gives the Optionholder the right to subscribe for, and be issued, one Share.

(b) Expiry Date

The Options will expire at 5.00pm (WST) on 31 July 2020 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) Exercise Price

Subject to Part (i), the amount payable upon exercise of each Option will be \$0.30 (**Exercise Price**).

(d) Notice of Exercise

An Optionholder may exercise any 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 (**Exercise Notice**); and
- (ii) a cheque or electronic funds transfer for the aggregate Exercise Price for the number of Options being exercised.

(e) Exercise Date

An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(f) Timing of issue of Shares on exercise and quotation

Within 10 Business Days of the Exercise Date, the Company will:

- (i) allot the applicable Shares to the Optionholder; and
- (ii) if the Company is admitted to the official list of the ASX at the time, apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Options.

(g) Shares issued on exercise

All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other issued fully paid Shares.

(h) Quotation of Shares issued on exercise

If admitted to the official list of the ASX at the time, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.

(i) Reorganisation

If, prior to the Expiry Date, the issued capital of the Company is reorganised, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and any requirements with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

(j) Participation in new issues

(i) There are no participating rights or entitlements inherent in the Options.

(ii) An Optionholder will not be entitled to participate in new issues of securities offered to Shareholders during the currency of the Options except to the extent that Options are exercised prior to the 'record date' for determining entitlements for the new issue.

(k) Change in exercise price

An Option does not confer on the holder any right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

(l) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australia securities law.

(m) Agreement to be bound

By lodging an Exercise Notice, the Optionholder agrees to take the applicable Shares and agrees to be bound by the constitution of the Company.

## Lodge your vote:



### Online:

[www.investorvote.com.au](http://www.investorvote.com.au)



### 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](http://www.intermediaryonline.com)

### For all enquiries call:

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

## Proxy Form

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### Vote online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

**Control Number: 181728**

**SRN/HIN:**

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



**For your vote to be effective it must be received by 11:00am (WST) Wednesday, 29 August 2018**

## 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 or abstain as they choose (to the extent permitted by law). 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 for Postal Forms

**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](http://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.

**GO ONLINE TO VOTE,  
or turn over to complete the form →**





**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.

# Proxy Form

Please mark ☒ to indicate your directions

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

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I/We being a member/s of Nusantara Resources 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 General Meeting of Nusantara Resources Limited to be held at Nusantara Resources Limited Head Office, Ground Floor, 20 Kings Park Road, West Perth, Western Australia on Friday, 31 August 2018 at 11:00am (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 and 2 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 2 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** 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 and 2 by marking the appropriate box in step 2 below.

## 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.

		For	Against	Abstain
Resolution 1	Grant of Options to Related Party Sub-Underwriter – Laridae Holdings Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Grant of Options to Related Party Sub-Underwriters – Robin and Janet Widdup <Widdup Super fund>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Grant of Options to sub-underwriter Lion Manager Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of prior grant of Options	<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. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## 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

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