

**ATTILA RESOURCES LIMITED
(TO BE RENAMED "NEW CENTURY RESOURCES LIMITED")
ACN 142 165 080**

NOTICE OF GENERAL MEETING

**The General Meeting of the Company will be held at Suite 23,
513 Hay Street, Subiaco, Western Australia on Wednesday,
31 May 2017 at 10.00am (WST).**

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 6142 0989.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice

ATTILA RESOURCES LIMITED
(TO BE RENAMED "NEW CENTURY RESOURCES LIMITED")
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NOTICE OF GENERAL MEETING

Notice is hereby given that the general meeting of Shareholders of Attila Resources Limited (to be renamed "New Century Resources Limited") (**Company**) will be held at Suite 23, 513 Hay Street, Subiaco, Western Australia on Wednesday, 31 May 2017 at 10.00am (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

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 as Shareholders of the Company on Monday, 29 May 2017 at 5pm (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

AGENDA

1. Resolution 1 - Approval to change in scale of activities

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

"That, subject to each of the other Interconditional Resolutions being passed, pursuant to and in accordance with Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to make a significant change to the scale of its activities resulting from the Acquisition on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who might receive a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the Chair 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.

2. Resolution 2 - Approval to grant Consideration Options

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

"That, subject to each of the other Interconditional Resolutions being passed and pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 30,000,000 Consideration Options to Century Bull Pty Ltd (or its nominees) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Century Bull Pty Ltd, any person who may participate in the proposed grant and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any associates of those persons.

The Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the Chair 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. Resolution 3 - Approval to issue Capital Raising Shares

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

"That, subject to each of the other Interconditional Resolutions being passed and pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 34,333,333 Shares at \$0.15 each on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any associates of those persons.

The Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the Chair 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 - Election of Director - Mr Patrick Walta

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

"That, subject to each of the other Interconditional Resolutions being passed and to completion of the Acquisition Agreement, and pursuant to and in accordance with Clause 6.2(c) of the Constitution and for all purposes, Mr Patrick Walta be elected as a Director."

5. Resolution 5 - Election of Director - Mr Tolga Kumova

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

"That, subject to each of the other Interconditional Resolutions being passed and to completion of the Acquisition Agreement, and pursuant to and in accordance with Clause 6.2(c) of the Constitution and for all purposes, Mr Tolga Kumova be elected as a Director."

6. Resolution 6 - Election of Director - Mr Ernest Thomas Eadie

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

"That, subject to each of the other Interconditional Resolutions being passed and to completion of the Acquisition Agreement, and pursuant to and in accordance with Clause 6.2(c) of the Constitution and for all purposes, Mr Ernest Thomas Eadie be elected as a Director."

7. Resolution 7 - Approval to grant Director Options to Eligible Directors

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

"That, subject to the Interconditional Resolutions being passed and to completion of the Acquisition Agreement, pursuant to and in accordance with Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of Options to Directors (or their nominees) as follows:

- (a) 30,000,000 Options to Mr Tolga Kumova;
- (b) 5,000,000 Options to Mr Ernest Thomas Eadie;
- (c) 4,000,000 Options to Mr Bryn Hardcastle; and
- (d) 3,000,000 Options to Ms Oonagh Malone,

(together, the Director Options) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion and Prohibition

The Company will disregard any votes cast on this Resolution by any Director (or their respective nominees) who is eligible to participate in the Employee Share Option Plan and any of their respective associates.

However, the Company need not disregard a vote if:

- (e) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (f) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. Resolution 8 - Participation in Capital Raising by related parties

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

"That, subject to the Interconditional Resolutions being passed and to completion of the Acquisition Agreement, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of Capital Raising Shares to Directors (or their nominees) as follows:

- (a) 13,333,333 Capital Raising Shares to Mr Tolga Kumova;
- (b) 2,000,000 Capital Raising Shares to Mr Ernest Thomas Eadie; and
- (c) 1,000,000 Capital Raising Shares to Mr Bryn Hardcastle,

on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Messrs Kumova, Eadie and Hardcastle (and their nominees), and any of their respective associates.

The Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

9. Resolution 9 - Approval of conversion of Convertible Notes

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

"That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 49,017,398 Shares to the unrelated Convertible Noteholders (or their nominees) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by the Convertible Noteholders, their nominees, any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

10. Resolution 10 - Approval of conversion of Convertible Notes - Related Party

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

"That pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 22,521,507 Shares to Kingslane Pty Ltd (or its nominees) upon conversion of its Convertible Notes on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Kingslane Pty Ltd and its nominees, and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

11. Resolution 11 - Approval to change Company name

To consider and, if thought fit, to pass as a special resolution the following:

"That, subject to completion of the Acquisition, and pursuant to and in accordance with section 157 of the Corporations Act and for all other purposes, the name of the Company be changed to 'New Century Resources Limited' with effect from the date that ASIC alters the details of the Company's registration."

12. Resolution 12 - Ratification of prior issue of Shares

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,333,333 Shares to Mr Tolga Kumova (or his nominees) on the terms and conditions in the Explanatory Memorandum."

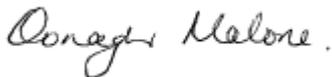
Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Tolga Kumova (and his nominees), and any of their respective associates.

However, the Company need not disregard a vote if:

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

BY ORDER OF THE BOARD



Ms Oonagh Malone
Company Secretary
Attila Resources Limited

Dated: 28 April 2017

ATTILA RESOURCES LIMITED (TO BE RENAMED "NEW CENTURY RESOURCES LIMITED")

ACN 142 165 080

EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Suite 23, 513 Hay Street, Subiaco, Western Australia on Wednesday, 31 May 2017 at 10.00am (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Conditional Resolutions
Section 4	Background to proposed Acquisition of Century Project
Section 5	Resolution 1 - Approval to change in scale of activities
Section 6	Resolution 2 - Approval to grant Consideration Options
Section 7	Resolution 3 - Approval to issue Capital Raising Shares
Section 8	Resolutions 4 - 6 (inclusive) - Election of Directors - Messrs Walta, Kumova and Eadie
Section 9	Resolution 7 - Approval to grant Director Options to Eligible Directors
Section 10	Resolution 8 - Participation in Capital Raising by related parties
Section 11	Resolution 9 - Approval of conversion of Convertible Notes
Section 10	Resolution 10 - Approval of conversion of Convertible Notes - Related Party
Section 13	Resolution 11 - Approval to change Company name
Section 14	Resolution 12 - Ratification of prior issue of Shares
Schedule 1	Definitions

Schedule 2	Pro forma statement of financial position
Schedule 3	Terms and conditions of Consideration Options
Schedule 4	Terms and conditions of Director Options

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

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

2.2 Proxies

(a) Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

(b) Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands;

- (iii) if the proxy is the chair of the meeting at which the resolution is voted on - the proxy must vote on a poll, and must vote that way (i.e. as directed); and
 - (iv) if the proxy is not the chair - the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).
- (c) Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either of the following applies:
 - (A) the proxy is not recorded as attending the meeting; or
 - (B) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

3. Conditional Resolutions

The Interconditional Resolutions are inter-conditional, meaning that each of them will only take effect if all of them are approved by the requisite majority of Shareholders' votes at the Meeting. If any one of the Interconditional Resolutions is not approved at the Meeting, none of the Interconditional Resolutions will take effect and the Acquisition Agreement and other matters contemplated by the Interconditional Resolutions will not be completed pursuant to this Notice.

For the avoidance of doubt, Resolutions 1 to 8 (inclusive) are referred to as the Interconditional Resolutions throughout this Notice.

The remaining Resolutions are not Interconditional Resolutions, though some are conditional upon Shareholders approving the Interconditional Resolutions. The Acquisition and Capital Raising may still proceed even if Resolutions 9 to 12 are not passed by the requisite majority.

4. Background to proposed Acquisition of Century Project

4.1 Existing activities of Attila Resources Limited

The Company was incorporated on 19 February 2010 and admitted to the Official List of ASX on 8 December 2010. The Company's main activity is mineral exploration and development.

The Company's main asset is the Kodiak Coking Coal Project located in Alabama, USA (**Kodiak Project**), acquired in June 2012 at a time when coking coal prices were upwards of US\$250/tonne. In November 2014 the Company received an unsolicited

offer to acquire its interest in the Kodiak Project and subsequently announced it had entered into a conditional agreement to sell its interest in the Kodiak Project. The coking coal price was approximately US\$120/tonne compared with an estimated cost of production of approximately US\$90/tonne at the time the conditional agreement was executed.

Post-announcement there was a substantial fall in the coking coal price to below US\$100/tonne, hitting a low of approximately US\$75 in February 2016. As a result of declining prices, the Company announced in November 2015 that it was not able to complete the sale of the Kodiak Project but that the Company was in discussions with other parties who had indicated an interest in purchasing the Kodiak Project.

Since hitting a low of US\$75/tonne the coal price has been volatile. In mid-2016, coking coal prices rebounded strongly, increasing to over US\$300/tonne in November and back to approximately US\$150/tonne in February 2017.

The volatility in the coal price has made financing decisions very difficult for both the Company and potential investors and financiers. Despite the recent increase to coal prices, the Kodiak Project (which is not an operating mine but comprises plant and equipment) remains on care and maintenance for which the Company continues to incur significant costs. The Company has maintained the Kodiak Project on "active status" in maintaining the mining and environmental approvals during this period of low and volatile coal prices in the anticipation of steady higher prices in the future.

The Company continues to assess its options regarding the financing of the Kodiak Project and its current intention is to seek joint venture partners to assist in refinancing and development of the Kodiak Project or seek to dispose of the Kodiak Project in its entirety. The Company has recently had various requests for information on the Kodiak Project, with parties interested in jointly developing or outright purchasing the Kodiak Project. It remains the Company's preference to seek joint venturers to help fund the Kodiak Project and to maintain a significant interest in the Kodiak Project and capitalise on the recent increased coking coal price. The Company will continue to incur care and maintenance costs for the Kodiak Project in order to keep the project in good standing.

Due to the continued depressed price of coking coal throughout 2015, the Board began to consider alternative transactions to generate shareholder value. In November 2015 (at a time of low coal prices which made the Kodiak Project uneconomic to bring into production, and with no positive outlook in the near future with respect to coking coal prices) the Company announced that it had entered into a memorandum of understanding with a company (SecurET) which held an option to acquire an interest in a payment and cyber-security infrastructure company, Point of Pay Pty Ltd (POP). Any involvement by the Company to ultimately acquire an interest in POP would have resulted in the application of Listing Rule 11.1.3. In November 2016, the Company announced that it had become aware of a dispute and purported termination of the agreement between SecurET and POP. The Company further announced that the outcome of the dispute is unknown. At this stage the Company has withdrawn from the transaction and will not proceed with a transaction with SecurET or POP.

The Company's securities were suspended from trading in June 2016 pending an update on the POP transaction and have remained suspended from that date given the requirement of the ASX to suspend companies once an intention to conduct a back door listing is announced. Further information on the history of the Company can be found in the Company's Annual Report for the year ended 30 June 2016 released to ASX on 1 November 2016.

4.2 Change in the scale of activities

As announced on 1 March 2017, the Company has entered into binding agreements (**Acquisition Agreement**) with Century Bull Pty Ltd (**Century Bull**) and Century Mine Rehabilitation Project Pty Ltd (**CMRP**) for the acquisition of an initial interest of 70% with the option to acquire up to 100% of the issued share capital of CMRP, the owner of the Century Project and all associated infrastructure in far north Queensland (**Acquisition**).

Under the Acquisition Agreement, the Company will initially hold 70% of the issued share capital (**Earn-in Interest Shares**) of CMRP and commit to project based expenditure of \$10 million, with a further option to acquire the remaining 30% of the issued share capital of CMRP (**Remaining Shares**).

Century Bull, via CMRP, has recently acquired the Century Project from MMG Limited (ASX: MMG) (see Section 4.6 for further details). Century Bull is a privately owned Australian specialist in economic rehabilitation, and is associated with the Raging Bull group of companies. Century Bull is controlled by Mr John Carr and Proposed Managing Director of the Company, Mr Patrick Walta, who are each a director and shareholder of Century Bull, holding 25% each of the voting shares. Current Director of the Company, Mr Evan Cranston, is also a non-controlling shareholder of Century Bull, holding approximately 25% of the voting shares. Further details of the Century Project and the Acquisition are set out in Sections 4.3 and 4.6.

As the Acquisition, if successfully completed, will represent a significant change in the scale of the Company's operations, Resolution 1 seeks approval from Shareholders for a change in the scale of the activities of the Company, pursuant to Listing Rule 11.1.2.

Following Settlement of the Acquisition the Company intends to focus on the development of the tailings deposit located at the Century Project.

The Company proposes to, subject to Shareholders' approval of the Interconditional Resolutions and the terms of the Acquisition Agreement, including satisfaction or waiver of the conditions precedent summarised in Section 4.6(i)(ii) below:

- (a) proceed to Settlement of the Acquisition Agreement by which the Company will issue up to 30,000,000 Options with an exercise price of \$0.25 each and an expiry date 5 years from the date of grant to Century Bull (or its nominees) as consideration (**Consideration Options**) (Resolution 2);
- (b) raise up to \$5,150,000 via a prospectus (**Prospectus**) by the offer of up to 34,333,333 Capital Raising Shares at an issue price of \$0.15 each (**Capital Raising**) (Resolution 3);
- (c) elect Messrs Patrick Walta, Tolga Kumova and Ernest Thomas Eadie to the Board (Resolutions 4 to 6 (inclusive));
- (d) issue up to 42,000,000 Director Options to the Eligible Directors under the Employee Share Option Plan (Resolution 7);
- (e) issue up to 16,333,333 Capital Raising Shares to Messrs Tolga Kumova, Ernest Thomas Eadie and Bryn Hardcastle for their participation in the Capital Raising (Resolution 8);
- (f) issue up to 71,538,905 Conversion Shares to the Convertible Noteholders for conversion of the Convertible Notes (Resolutions 9 and 10); and

- (g) change the Company's name to "New Century Resources Limited" with effect from when ASIC alters the details of the Company's registration (Resolution 11).

Other information considered material to the Shareholders' decision on whether to pass Resolution 1 (and the other Interconditional Resolutions) is set out in this Explanatory Memorandum, and Shareholders are advised to read this information carefully.

4.3 About the Century Project

(a) **Mine overview and history**

The Century Project began production with its first shipment of concentrate in 1999, producing zinc and lead concentrates using conventional open-pit mining, grinding and flotation methods at the Lawn Hill mine site.

Processed concentrates were transferred along a 304km buried slurry pipeline to the Century Project's port facility at Karumba on the Gulf of Carpentaria.

At the Karumba port facility, concentrates were dewatered before being transported on the M.V. Wunma to export ships anchored offshore. The Century Project's concentrates have previously been sold to smelters in Australia, Asia and Europe.

During operations, the Century Project was one of the largest zinc mines in the world. The mine has produced on average 475,000t per annum of zinc and 50,000t per annum of lead in concentrate products over the history of operations.

Final ore was mined at the Century Project in August 2015, with operations then transitioning to care and maintenance. The cessation of processing operations by previous owner MMG Limited (ASX: MMG) at the Century Project in early 2016 following depletion of the Century zinc mine ore reserves presented an opportunity for a focused junior to monetise valuable remaining mineral assets. These include over 2,500,000t of JORC compliant zinc metal equivalent resources located within mineralised tailings, the Silver King base metal deposit and other minor defined deposits. In addition, the Century Project hosts several substantial phosphate deposits which are yet to be developed.

(b) **Tenement package**

Following completion of the Acquisition Agreement, the Company will hold the Earn-In Interest Shares in the entity that controls the Century Project, which is comprised of the following tenement package:

Licence No.	Area	Grant Date	Expiry Date	Company interest at Settlement
ML90045	14,688 Ha	19/09/1997	18/09/2037	70%
ML90058	8,496 Ha	19/09/1997	18/09/2037	70%
EPM10544	170 sub-blocks	23/06/1995	31/12/2016*	70%

* EPM10544 is in the process of renewal. The Company does not consider the acquisition of an interest in EPM10544 to be material.

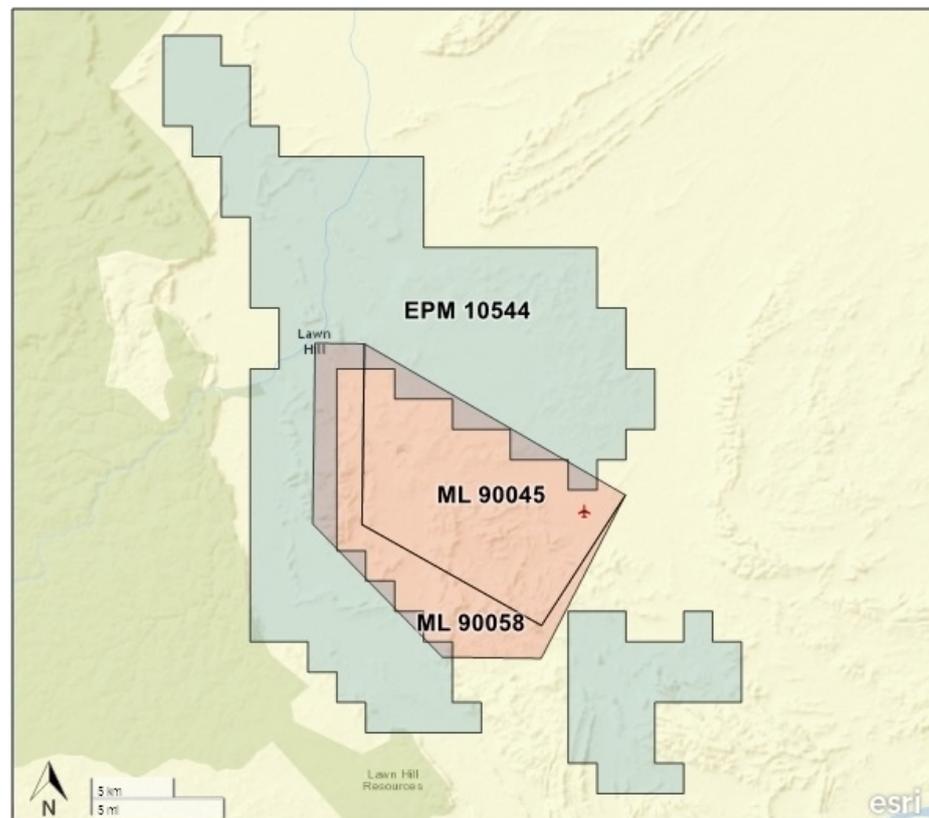
The location of the Century Project in far north Queensland, Australia, including the underground slurry pipeline to Karumba Port, is shown in Figure 1.

Figure 1: Map of Century Project regional setting



The location of the tenement package is shown in Figure 2.

Figure 2: Map of Century Project tenement package



(c) **Geology and resources**

As announced on 1 March 2017, the global mineral resources estimate for the Century Project tenement package is as follows:

	Tonnes (Mt)	Zinc (%)	Lead (%)	Silver (g/t)	ZnEq* Metal (t)
Century Tailings Deposit					
Indicated	12.8	2.97	-	-	380,000
Inferred	58.2	2.68	-	-	1,560,000
Total	71.0	2.73	-	-	1,940,000
Silver King Deposit					
Total (Inferred)	2.7	6.9	12.5	120	553,500
East Fault Block Deposit					
Total (Inferred)	0.52	11.6	1.1	48	64,000

* Metal prices for equivalent value calculations are: Zn: US\$2,500/t, Pb: US\$2,350/t, Ag: US\$17.5/oz. Metal recoveries (based on metallurgical testwork to date) for zinc equivalent calculations of the Silver King Deposit are: Pb 96.9%, Ag 81.3%, and for the East Fault Block Deposit are: Pb 59.0%, Ag 9.4%.

Metal equivalent grade assumptions are calculated using the following formula:

$$\text{ZnEq (\%)} = \frac{[(\text{Ag g/t} \times \text{Ag Recovery \%} \times (\text{Ag price oz}/31.1)) + (\text{Pb grade \%} \times \text{Pb Recovery \%} \times (\text{Pb price per t}/100)) + (\text{Zn grade \%} \times (\text{Zn price per t}/100))]}{(\text{Zn price per t}/100)}$$

The Mineral Resource statement for the Century Tailings Deposit was first released by the Company to ASX on 1 March 2017 (**Announcement**). The Company confirms it is not aware of any new information or data that materially affects the information included in the Announcement and that all material assumptions and technical parameters underpinning the resource estimate continue to apply and have not materially changed.

(i) **Century Tailings Deposit**

A single substantial tailings deposit exists at the Century Project, generated from 16 years of large scale operations from the Century zinc mine open pit. The current JORC compliant Mineral Resources within the Century Tailings Deposit stand at 71Mt at 2.73% Zn for 1,940,000 contained zinc tonnes as shown below:

	Tonnes (Mt)	Zinc Grade (%)	ZnEq Metal (t)
Indicated	12.8	2.97	380,000
Inferred	58.2	2.68	1,560,000
Total	71.0	2.73	1,940,000

Substantial recoverable zinc mineralisation exists in the tailings at the Century Project, due to the historical focus on throughput maximisation as opposed to recovery maximisation. The nature of the original Century Project ore required extended flotation time and given the scale of the original deposit (105Mt at 12% Zn) a high throughput processing plant was constructed, achieving relatively modest recoveries (74% in 2015) over the life of operations.

Three independent metallurgical studies have been completed on the Century Tailings Deposit, demonstrating the tailings may be reprocessed through the existing plant on site with minor modifications to achieve recovery of ~50% of remaining zinc mineralisation into a saleable ~52% zinc concentrate.

The simple reprocessing of the Century Project tailings provides a mechanism for the economic rehabilitation of the mine site, with the tailings area representing a significant portion of the current rehabilitation requirements. After reprocessing, the tailings are planned to be deposited back into the original open pit and encapsulated via subaqueous deposition.

(ii) Silver King Deposit

The Silver King Deposit is a non-material lead-zinc-silver deposit 1.5km south-west of the original Century Project open pit. The JORC compliant Inferred mineral resource at Silver King is 2.7Mt at 6.9% Zn, 12.5% Pb and 120g/t Ag (20.5% ZnEq), reported above a 5% Pb cut-off, for a total zinc equivalent metal content of 553,500t.

	Tonnes (Mt)	Zinc (%)	Lead (%)	Silver (g/t)	ZnEq Metal (t)
Total (Inferred)	2.7	6.9	12.5	120	553,500

Discovered in 1897, Silver King had a rich history of small scale mining until 1961, having been accessed by 15 shafts and associated underground workings to a depth of approximately 60m. Estimated historical production is 3,149t of lead and 100,000oz of silver.

The Silver King mineralisation consists of a series of moderately to steeply dipping quartz-galena-sphalerite-siderite veins associated with a NE trending dextral strike-slip fault. Further sphalerite and galena mineralisation occurs within shale hosted breccia also associated with the veins.

Silver King provides further potential for an economic operation to be established on site utilising existing infrastructure. The Silver King Deposit was never mined by previous owners of the Century Project largely due to its relatively small scale (and partial underground) nature compared with the Century Project open pit operations.

With the implementation of tailings reprocessing operations, potential exists to extract Silver King for utilisation as a blending ore.

(iii) East Fault Block Deposit

The East Fault Block is a small non-material deposit located 35m below the surface of the run-of-mine stockpile area at the mine site and extends to a depth of 112m. The JORC compliant mineral resources of the East Fault Block are 520,000t at 11.6% Zn, 1.1% Pb and 48 g/t Ag (12.3% ZnEq), for a total zinc equivalent metal content of 64,000t.

	Tonnes (Mt)	Zinc (%)	Lead (%)	Silver (g/t)	ZnEq Metal (t)
Total (Inferred)	0.52	11.6	1.1	48	64,000

(iv) Phantom Hills Phosphate Deposit

The Century Project tenements host substantial phosphate mineralisation in the Phantom Hills Deposit and other minor deposits, located directly to the NE of the Century Project open pit. In 2013, a 14,300m RC and diamond drilling program was completed over the phosphate deposit area.

Despite the extensive drilling to date, a defined resource for the Phantom Hill Phosphate Deposit is yet to be estimated.

Conversion of the Century Project infrastructure to support a phosphate rock processing operation presents a low cost and low risk option to extending the life of the Century Project operations and infrastructure beyond zinc and lead processing activities.

(d) Economic Rehabilitation Strategy

With the final processing of open pit ore from the Century Project in late 2015, the focus of previous owner MMG was turned to the progressive rehabilitation and ultimate closure of the mine site. Significant rehabilitation activities have already been undertaken by MMG, with over \$70M spent on rehabilitation to date. A comprehensive plan of work is also in place to progressively take the mine site, the pipeline and the port facility to full closure over a long term period through to 2050.

In November 2016, after a review of the current rehabilitation progress, the Queensland Government revised the financial assurance bond required for the Century Project to \$193.7M.

The restarting of operations at the Century Project, initially via tailings reprocessing, allows much of the scheduled rehabilitation to be achieved through new cash flow generating site activities. In the case of the Century Tailings Deposit, after reprocessing of the tailings has occurred, the material is planned to be relocated back into the existing open pit, which allows for final encapsulation via subaqueous deposition and eliminates the need for capping of the tailings dam on surface.

The reprocessing of tailings and encapsulation within the open pit also provides a significant reduction in the overall footprint of disturbance of the Century Project mining operations and therefore is expected to allow for a progressive reduction in the total financial assurance required for the site.

In addition to tailings reprocessing, extraction of defined in-situ base metal deposits, phosphate deposits and regional toll treatment opportunities will also be assessed, potentially providing further economic benefits and assistance toward scheduled site rehabilitation.

The planned restarting of operations and long term ongoing infrastructure usage also eliminates the need for infrastructure dismantling and final closure activities until potentially well after 2050.

MMG is supportive of Attila and Century Bull's plan for progressive economic rehabilitation of the Century Project and also recognises the significant additional benefits restarting operations will bring including continued employment opportunities and regional economic activity.

(e) **Exploration potential**

Excellent exploration potential remains at the Century Project for the discovery of smaller scale high grade deposits within the 783km² of mining licences and the exploration permit.

Despite the tenements being located in the highly prospective Termite Range Fault district, since 1990 exploration has been predominantly focused on a relatively narrow strategy targeting further discovery of large (>25Mt) sediment-hosted Zn/Pb/Ag deposits of similar scale to the original deposit at the Century Project.

The large scale deposit was located in the middle of a 20km diameter cluster of smaller high grade vein-breccia lodes. Limited exploration work has occurred on these high grade targets, providing potential for adoption of a revised strategy targeting delineation of smaller (1-10Mt) high grade deposits.

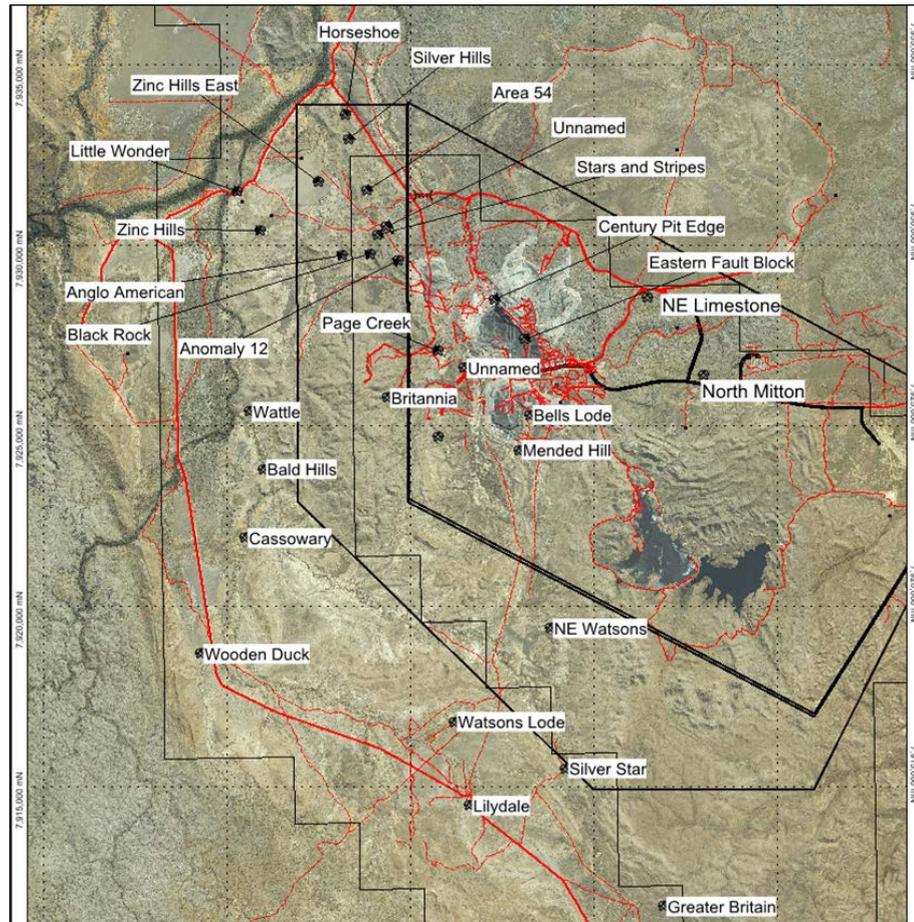
These vein-breccia lodes form distinct ridges and outcrops opposing the recessive siltstone and shale members throughout the mineral field. Over 40 of these lode targets have been recorded to date, with the largest being the already defined Silver King Deposit. Many have shafts, pits or small historic workings to mark their locations.

Given the planned near term re-starting of operations via tailings reprocessing, potential exists for these resources to be used as blending material and processed via the existing plant at the Century Project.

An extensive exploration database over the Century Project tenements has been acquired in addition to a comprehensive review of the exploration history of the region. This data is now under analysis and will be utilised to form the basis of future detailed exploration programs over the tenements.

A prospects locality map is set out in **Figure 3** below.

Figure 3: Map of prospects



(f) Infrastructure

(i) Processing plant and supporting infrastructure

The 7.0Mtpa capacity processing plant, in excellent condition after 16 years of use, is currently on care and maintenance following cessation of processing operations. Key equipment includes:

- (A) primary crushing facilities, which reduce ROM feed to approximately 100mm;
- (B) grinding facilities consisting of one SAG mill (12MW gearless drive) and two balls mills (8MW gearless drive & 6.7MW single pinion drive);
- (C) milling facilities consisting of fifteen ultrafine sand mills (355kW);
- (D) a conventional froth flotation circuit, comprising 21 stirred mills and 79 flotation cells;
- (E) remnant mobile fleet (reduced from original full scale operations) including 6 × Komatsu 630E dump trucks, 5 × Caterpillar D10/D11 dozers and 4 × Komatsu PC excavators;
- (F) five exploration and grade control drilling rigs;

- (G) full site laboratory capable of handling all exploration and plant samples; and
- (H) equipment workshops and stores for all mobile and fixed plant maintenance.

(ii) Karumba Port

Built as part of mine development in the late 1990s, the Century Project's Karumba Port Facility includes dewatering and drying circuits, maintenance workshop, a concentrate storage shed and administration buildings.

During operations the Karumba Port Facility received 3,000t of slurry each day into one of four balance tanks. The slurry was dewatered by five pressure filters, with concentrate then passed through a rotary dryer to remove excess water before being stockpiled in the concentrate storage shed in preparation for shipping.

In late 2012, a three-year \$32M project to refurbish the concentrate storage shed and other facilities was also completed, ensuring the port area remains in operational condition.

Equipment at Karumba includes:

- (A) dewatering/filter/drying plant and fully mechanised concentrate storage shed;
- (B) jetty and bulk ship loading facilities; and
- (C) administration buildings & workshops.

Electricity consumed at Karumba was supplied by the on-site diesel power station with a nameplate capacity of 5.8MW. The diesel power station has been decommissioned following cessation of operations, however all associated civil and electrical infrastructure has been retained for future use.

Like the Lawn Hill mine site, the Century Project's infrastructure at Karumba has been kept in a state of operational readiness to allow for the future restarting of operations.

(iii) M.V. Wunma Transshipment Vessel

The Century Project's transfer vessel, the M.V. Wunma, is custom-built for the shallow waters of the Norman River channel and is used to transfer concentrate to export ships anchored in the Gulf of Carpentaria.

It takes approximately 12 hours for the vessel to load, transport and discharge concentrates and return to the Karumba Port. The vessel can operate day and night, depending on tides and weather conditions.

Upon cessation of operations, the M.V. Wunma was sailed to Papua New Guinea where it is currently dry docked on care and maintenance.

(iv) Mine Site Airport

The mine is serviced by a private airport located on the mining lease. The airport has a sealed runway equipped for night landings, and has an office building and semi-enclosed passenger waiting area.

During operations at the Century Project, medium sized jet aircraft (Fokker F100) were used to transport staff to and from Townsville and Cairns and smaller light aircraft to bring in employees from some of the closer towns such as Mt Isa, Doomadgee, Normanton and Karumba.

In January 2016 the airstrip, taxiway and general apron were re-sealed and lines re-marked at a cost of approximately \$1M.

(v) Karumba property ownership and Pelicans Inn lease

Within the township of Karumba, MMG owned a portfolio of thirteen houses which have also been acquired by CMRP as part of the transaction.

The houses were previously used to accommodate employees, however have been transitioned to rental properties since closure of operations. A sale of these properties could be made to raise further funds for CMRP if the need arose.

A lease over the Pelicans Inn in Karumba is also in place. The Inn remains on care and maintenance pending re-establishment of port operations and/or development of tourism potential.

(vi) Slurry Pipeline

The 304km buried slurry pipeline was commissioned in November 1999 and is a unique and leading edge design for a pipeline in Australia. Providing unmatched access to the coast for the region, the pipeline is buried over most of its length to a depth of approximately 1m.

The host steel pipe is high tensile 12 inch pipe, lined with high density polyethylene pipe. The liner was included to eliminate wear/corrosion of the host pipe.

Slurry batch transit time for the 304km journey is ~72 hours and the overall elevation difference is -155m from the site to the port. The pipeline is capable of transporting zinc concentrate at a maximum rate of 155t/h at 37% solids and lead concentrate at a maximum rate of 161t/h at 37% solids.

(vii) Mining Camp

All mine site accommodation is at the Darimah village, located approximately 3km from the mine, which has a capacity of 700 people per night.

Accommodation comprises mostly en-suite rooms in accommodation blocks (four rooms each). Facilities include a wet and dry mess, a gymnasium, pool, football and rugby ovals and various other sport facilities.

The accommodation precinct also includes a sewage treatment plant, water treatment plant and communication towers.

(g) **Development Program and Funding**

Upon completion of the re-compliance process the Company plans to progress development of economic rehabilitation activities through the undertaking of tailings reprocessing and water treatment at the Century Project as follows:

(i) **Soluble Zinc Recovery Project (Water Treatment)**

The Company plans to dewater the existing evaporation dam on site at the Century Project, with the current plan to bring the water back up to the existing plant infrastructure and to recover dissolved zinc through a simple precipitation process. The treated evaporation dam water will then be sent to the existing open pit for storage and progressive evaporation.

Water treatment activities on site are budgeted to require funding from the Company in the order of \$2,065,000 up to June 2018, with anticipated revenue to be generated in that time estimated to materially off-set that amount.

(ii) **Tailings Reprocessing**

The Company plans to undertake a definitive feasibility into the reprocessing of the existing tailings storage facility at the Century Project. The current plan is to hydraulic mine the existing tailings to bring the material back up to the existing plant, followed by re-floatation to recover remnant zinc mineralisation into a concentrate form. The final tailings produced through this process will then be sent to the current open pit for storage and encapsulation via subaqueous deposition.

Development of the Century Tailings Deposit will first require a drilling program to be completed in order to upgrade the current JORC resource and to collect metallurgical samples for process testwork and verification.

Tailings reprocessing feasibility activities on site are budgeted to require funding from the Company in the order of \$1,075,000 up to June 2018.

(iii) **Exploration**

The Company plans to undertake initial exploration and development of other identified in-situ deposits located on the tenements. Exploration will target high priority prospects such as Silver King and Waston's Lode during initial phases of exploration.

Exploration activities on site are budgeted to require funding from the Company in the order of \$1,105,000 up to June 2018.

(h) **Competent Persons Statement**

(i) Century Tailings Deposit

The Mineral Resource statement for the Century Tailings Deposit was first released by the Company to ASX on 1 March 2017 (**Announcement**). The Company confirms it is not aware of any new information or data that materially affects the information included in the Announcement and that all material assumptions and technical parameters underpinning the resource estimate continue to apply and have not materially changed.

(ii) Silver King & East Fault Block Deposits

The Mineral Resource statements for the Silver King and East Fault Block deposits were first released by the Company to ASX on 1 March 2017 (**Announcement**). The Company confirms it is not aware of any new information or data that materially affects the information included in the Announcement and that all material assumptions and technical parameters underpinning the resource estimate continue to apply and have not materially changed.

4.4 **About agricultural land holdings and cattle business**

Beyond mineral assets, the Company will acquire through the Acquisition investments in agricultural land holdings and an established cattle business known as the Lawn Hill & Riversleigh Pastoral Holding Company (**Pastoral Company**).

The Century Project mine site is surrounded by the Lawn Hill and Riversleigh pastoral stations which were acquired by the original mine owners in 1996. The acquisition of the holdings excluded the livestock, plant, equipment and chattels. In 1998 the Gulf Communities Agreement was executed providing native title approval for the development of the mine.

The Pastoral Company was incorporated in December 1998 and the pastoral leases of Lawn Hill and Riversleigh pastoral stations were subsequently transferred by the Century Project mine owners at the time to the Pastoral Company. Shares in the Pastoral Company were issued to the Waanyi people representing 49% of the Pastoral Company. Further transfers of share capital have occurred over ensuing years such that the shares in the Pastoral Company are now held 51% by the Waanyi people and 49% by Century Mining Limited (CML).

The Pastoral Company is responsible for the management of the cattle properties that combined cover an area in excess of 1.6 million acres with a potential carrying capacity of 50,000 head of cattle. The properties are situated in the Lower Gulf of Carpentaria in far North West Queensland and the traditional ownership of the land belongs to the Waanyi people.

The Pastoral Company plans to have both properties fully stocked with its own cattle. To date growth has been moderate and well within the Pastoral Company's skills set and resources. The current business plan is to accelerate the growth of the herd through the acquisition of breeders and generic growth whilst entering into sub-lease arrangements on country surplus to that required for the Pastoral Company owned cattle.

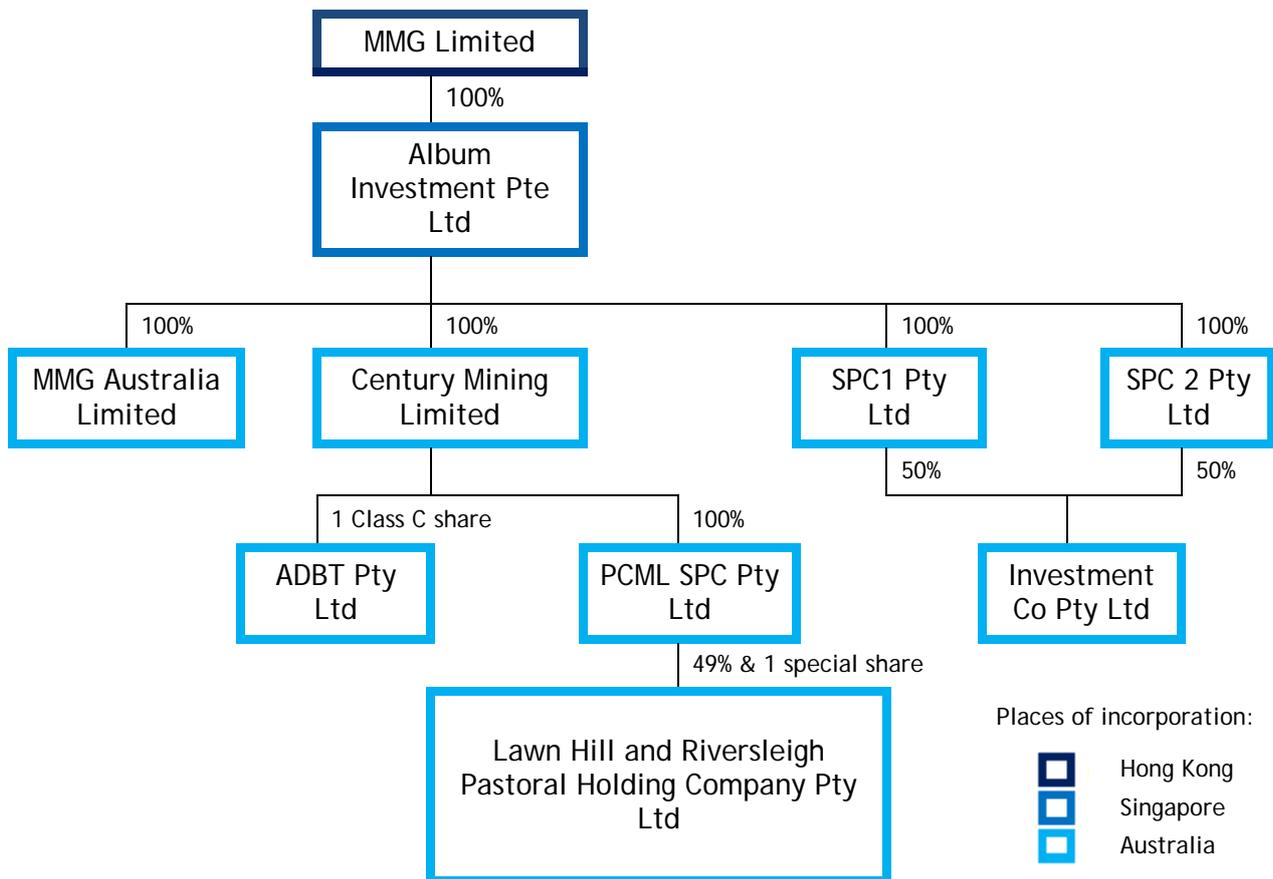
The Pastoral Company has also established training programs for indigenous youth that have received acclaim for the innovative approaches to personal development and

understanding of the social issues that plague young people growing up in the Gulf Communities.

4.5 Corporate Structure

(a) **Corporate structure prior to acquisition of the Century Project by Century Bull**

The corporate structure holding the Century Project assets and infrastructure prior to the acquisition by Century Bull is set out below:



MMG Australia Limited (**MMG Australia**) held exploration permit EPM10544, Investment Co Pty Ltd (**Investment Co**) held and continues to hold the slurry pipeline and M.V. Wunma, and Century Mining Limited (**CML**) held and continues to hold all other assets relating to the operation of the Century Project.

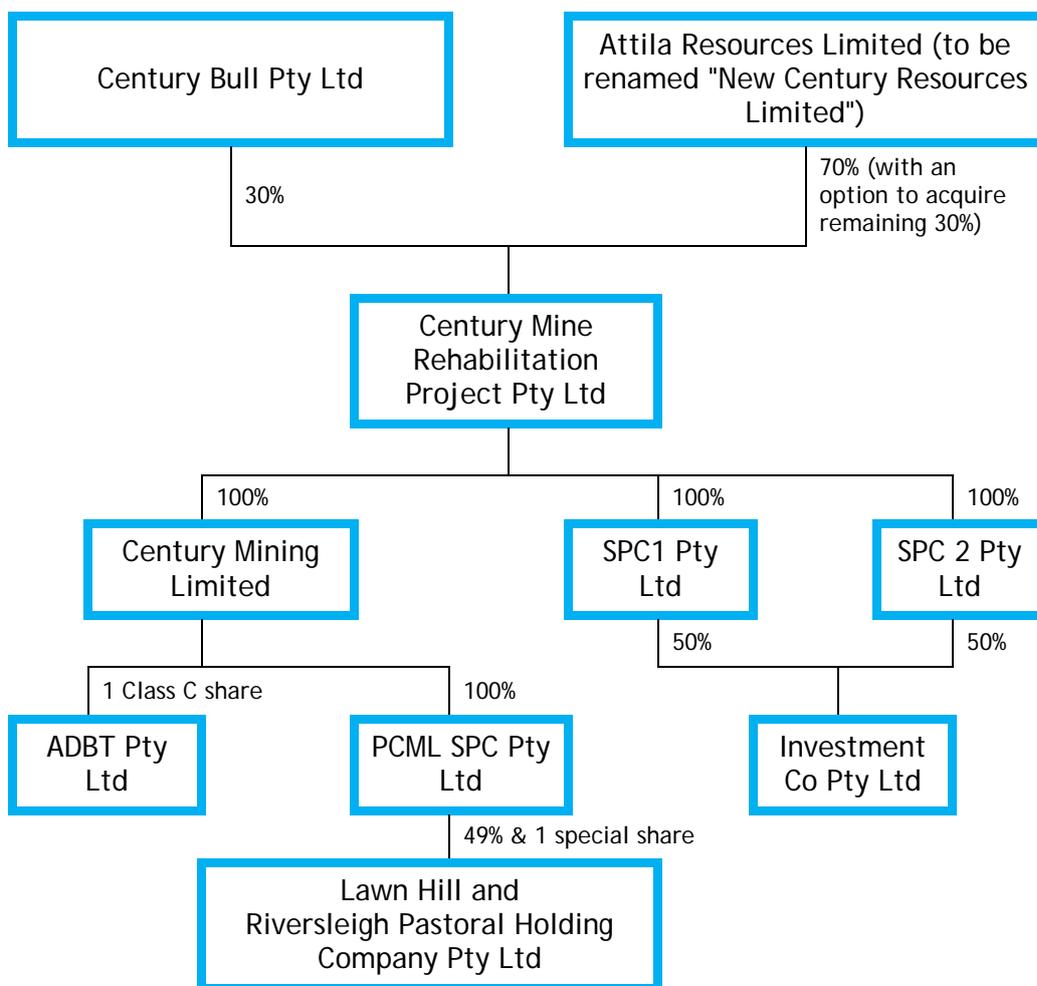
The Gulf Communities Agreement (**GCA**) is an agreement between the Waanyi, Mingginda, Gkuthaam and Kukatj peoples (**Native Title Groups**), the State of Queensland and CML dated 7 May 1997 entered into to provide native title consent for the Century Project. Further information on the GCA is outlined in Section 4.6(j)(i).

Pursuant to the GCA, CML and the Gulf Aboriginal Development Company (**GADC**) established PCML SPC Pty Ltd (**PCML**) as a special purpose vehicle to hold shares in Lawn Hill and Riversleigh Pastoral Holding Company Pty Ltd (**Pastoral Company**), which holds leases for the adjacent Lawn Hill and Riversleigh cattle stations. The GADC incorporated Waanyi SPC Pty Ltd to hold the other 51% of shares in the Pastoral Company.

ADBT Pty Ltd is the trustee of the Aboriginal Development Benefits Trust (ADBT), a charitable trust established pursuant to the GCA for the delivery of economic benefits to the Native Title Groups and other Aboriginal peoples living in communities across the Lower Gulf Region. CML and GADC are the shareholders of ADBT Pty Ltd.

(b) **Corporate structure following Settlement of Acquisition**

The corporate structure holding the Century Project assets and infrastructure immediately subsequent to Settlement of the Acquisition is set out below:



Pursuant to the Asset Sale Agreement (defined below), Century Project's minerals exploration permit (EPM10544) was transferred to CML. Investment Co holds the slurry pipeline and M.V. Wunma, and CML holds all other assets relating to the operation of the Century Project.

4.6 Material Contracts

(a) **Summary of material contracts**

Century Bull, through CMRP, has recently acquired 100% of all Century Project assets and infrastructure from MMG via the completion of the following agreements:

- (i) an agreement between Century Bull, CMRP, and MMG's wholly-owned subsidiary, Album Investment Private Limited (**Album**), to:

- (A) transfer Album's 100% equity interest in each of CML, SPC1 Pty Ltd (SPC1) and SPC2 Pty Ltd (SPC2) to CMRP; and
- (B) procure MMG's wholly-owned subsidiary MMG Management Pty Ltd (MMG Management) to make a \$12.1 million contribution to the Gulf Communities Interim Support Fund, a trust fund to be established pursuant to the GCA Trust Deed to support CML meeting its existing obligations contained in the GCA and agreed community projects for the benefit of the Lower Gulf communities,

(Share Transfer Deed). The Company is also a party to the Share Transfer Deed as guarantor of CMRP's obligations under the Share Transfer Deed in the event the Acquisition occurs;

- (ii) an agreement between MMG's wholly-owned subsidiaries, CML and MMG Australia, to transfer Century Project's exploration permit for minerals (EPM10544) from MMG Australia to CML (Asset Sale Agreement);
- (iii) a deed between MMG Australia and CML to provide CML with \$34.5 million funding support in respect of near-term operational, rehabilitation, and care and maintenance costs associated with the Century Project, to be paid in equal biannual instalments over 3 years (Funding Deed);
- (iv) an agreement between MMG Management and CML to procure the provision, for CML's benefit, of bank guarantee support for certain obligations CML is required to perform in operating the Century Project business (Bank Guarantee Support Agreement); and
- (v) various guarantee and security agreements between the Company, Century Bull, CMRP, Album, CML, MMG Management, MMG Australia, SPC1 and SPC2 to mitigate economic exposure resulting from the agreements set out above, including:
 - (A) a cross guarantee and indemnity deed;
 - (B) a specific security deed;
 - (C) a general security deed; and
 - (D) a corporate guarantee.

The Company has entered into the Acquisition Agreement with Century Bull and CMRP for the acquisition of up to 100% of the issued share capital of CMRP.

CML is also party to various native title agreements, such as the GCA, in respect of the Century Project.

Further information on the above agreements is set out below.

(b) **Share Transfer Deed**

On 28 February 2017, Album, Century Bull, CMRP and the Company entered into the Share Transfer Deed pursuant to which CMRP acquired 100% of the shares in CML, SPC1 and SPC2 from Album in consideration for the mutual exchange of promises under the Share Transfer Deed (including the entering

into of the Asset Sale Agreement, the Funding Deed and the Bank Guarantee Support Agreement).

Under the Share Transfer Deed, Century Bull and, subject to Settlement of the Acquisition, the Company guarantee to Album the due and punctual performance by CMRP of CMRP's obligations under the Share Transfer Deed.

Also pursuant to the Share Transfer Deed, Album procured MMG Management to make a \$12.1 million contribution to the Gulf Communities Interim Support Fund, a trust fund established pursuant to the GCA Trust Deed (summarised below) to support:

- (i) CML in meeting its existing obligations contained in the GCA; and
- (ii) agreed community projects for the benefit of the Lower Gulf communities.

Completion under the Share Transfer Deed took place on 28 February 2017.

(c) GCA Trust Deed

On 28 February 2017, MMG Management, CML and Equity Trustees Limited entered into the GCA Trust Deed to establish the Gulf Communities Interim Support Fund. The purpose of the CGA Trust Deed is to ensure that there are monies available to support certain obligations and discretionary payments of CML under certain existing agreements with local aboriginal communities, including the GCA, Waanyi Support Agreement, 10 Mile Waterhole Agreements and Mooring Buoy Removal Indigenous Land Use Agreement summarised in Section 4.6(j).

Pursuant to the Share Transfer Deed, Album procured MMG Management to make a \$12.1 million contribution to the Gulf Communities Interim Support Fund. Under the GCA Trust Deed, these funds are for Equity Trustees Limited, as trustee, to:

- (i) hold on trust and invest in accordance with the GCA Trust Deed; and
- (ii) release in authorised payments to satisfy requests by eligible beneficiaries, including CML, GADC, ADBT and Waayni PBC, up to the limits set in the GCA Trust Deed.

The aggregate authorised payments to be released may not exceed \$736,670 for the 2017 calendar year and or \$851,000 for the 2018 calendar year.

(d) Asset Sale Agreement

On 28 February 2017, MMG Australia and CML entered into the Asset Sale Agreement for the sale of Century Project's exploration permit (EPM10544) from MMG Australia to CML for nominal consideration of \$1.

The transfer of the exploration permit is subject to written indicative approval from the relevant minister and receipt of certain third party consents.

Completion under the Asset Sale Agreement took place on 28 February 2017.

(e) **Funding Deed**

On 28 February 2017, MMG Australia and CML entered into the Funding Deed pursuant to which MMG Australia has agreed to make the following payments to CML to provide funding support in respect of near-term operational, rehabilitation, and care and maintenance costs associated with the Century Project, subject to the completion under the Share Transfer Deed:

Date for payment	Support payment amount
Support funds start date (being the date which is 3 business days after MMG Australia receives CML's request for the commencement of support payments)	\$5,750,000
1 July 2017	\$5,750,000
5 January 2018	\$5,750,000
1 July 2018	\$5,750,000
5 January 2019	\$5,750,000
1 July 2019	\$5,750,000
TOTAL	\$34,500,000

CML must only use the support funds for permitted purposes, which include complying with environmental laws and making payments required under laws or regulations in connection with the tenements. No consideration is payable by CML under the Funding Deed.

(f) **Bank Guarantee Support Agreement**

On 28 February 2017, MMG Management entered into the Bank Guarantee Support Agreement with CML to procure the provision, for CML's benefit, of bank guarantee support for certain obligations CML is required to perform in operating the Century Project business (**Principal Obligations**). MMG Management has agreed to allow such bank guarantees to remain in place until and including 31 December 2026 (**Termination Date**).

MMG has procured bank guarantees amounting to \$193,731,600 (**Initial Bank Guarantees**) but has the right to replace the Initial Bank Guarantees with guarantees from other authorised financial institution/s (together, **Supported Bank Guarantees**).

CML must perform punctually all Principal Obligations and must use best endeavours to ensure that no demand is made under the Support Bank Guarantees.

In consideration for the procurement of the Supported Bank Guarantees, CML must pay MMG Management a fee (**Bank Guarantee Support Fee**) equal to 1.35% per annum of the sum of:

- (i) the face value of all outstanding Supported Bank Guarantees; and

- (ii) the aggregate amount outstanding under CML's indemnification obligations to MMG Management (such obligations arising in situations including the failure by CML to pay the Bank Guarantee Support Fee when due and the occurrence of an event of default under the Bank Guarantee Support Agreement),

(together, **Outstanding Sum**).

The Bank Guarantee Support Fee accrues daily from 28 February 2017 up to and including the Termination Date, and is payable quarterly in advance from 28 February 2017.

CML must ensure that, within 90 days of the end of each financial year, the Outstanding Sum is reduced by not less than an amount, in respect of a financial year, equal to 40% of the aggregate earnings before interest, tax, depreciation and amortisation of the following companies for that financial year: CML, SPC1, SPC2, PCML and Investment Co.

On the Termination Date, CML must assume or discharge MMG Management from the uncalled amount of all Supported Bank Guarantees, any accrued but unpaid interest and fees, and any other amounts outstanding under relevant transaction documents concerning the Support Bank Guarantees.

(g) **Handover Services Agreement**

On 28 February 2017, MMG Australia entered into a handover services agreement with CML pursuant to which MMG Australia undertakes to provide, or procure one of its related bodies corporate to provide, certain handover services including stakeholder relations, information technology and site separation services. Unless otherwise agreed, MMG Australia's obligations to provide the handover services cease on 30 April 2017.

(h) **Guarantee and Security Arrangements**

To mitigate the economic exposure resulting from the Asset Sale Agreement, Funding Deed and Bank Guarantee Support Agreement, the following guarantee and security arrangements have been entered into:

- (i) pursuant to a cross guarantee and indemnity deed dated 28 February 2017, each of CML, SPC1, SPC2, PCML and Investment Co (each, a **Guarantor**) guarantees to MMG Management the due and punctual payment by any Guarantor for amounts owing to MMG Management in connection with the Bank Guarantee Support Agreement, the Guarantee and Indemnity Deed, the General Security Deed, the Specific Security Deed and any other related agreement (**Guarantee and Indemnity Deed**);
- (ii) pursuant to a specific security deed dated 28 February 2017, each of CML, SPC1, SPC2, CML, Century Bull, CMRP and the Company (each, a **Grantor**) grants security interest in the Grantor's interest in all securities and related rights in CML, SPC1, SPC2, Investment Co, PCML and CMRP, to secure the payment of amounts owing by any Grantor to MMG Management in connection with the Bank Guarantee Support Agreement, the Specific Security Deed or any related security interest or guarantee or agreement (**Specific Security Deed**). The Company shall become a Grantor if the Acquisition occurs;

- (iii) pursuant to a general security deed dated 28 February 2017, each of CML, SPC1, SPC2, PCML, Investment Co, CMRP and Century Bull (each, a **General Grantor**) grants security interest in the Grantor's present and after-acquired property to secure the payment of amounts owing by any General Grantor or any related guarantor (in respect of the secured money) to MMG Management in connection with the Bank Guarantee Support Agreement, the General Security Deed or any related security interest or guarantee or agreement (**General Security Deed**); and
- (iv) pursuant to a corporate guarantee dated 28 February 2017, each of the Company, CMRP and Century Bull (each, a **Corporate Guarantor**) guarantees to each of MMG Management, MMG Australia and Album (each, a **Beneficiary**) the due and punctual payment by each principal obligor (namely:
 - (A) MMG Century, in respect of the Asset Sale Agreement, Funding Deed and Bank Guarantee Support Agreement; and
 - (B) a General Grantor and a Grantor respectively, in respect of the General Security Deed and Specific Security Deed),

of amounts owing by any principal obligor to any Beneficiary in connection with the Asset Sale Agreement, Funding Deed, Bank Guarantee Support Agreement, General Security Deed and Specific Security Deed and the due and punctual performance by each principal obligor of its obligations under such agreements (**Corporate Guarantee**). The Company shall become a Corporate Guarantor if the Acquisition occurs. Upon the acquisition by the Company of 100% of the shares of CMRP, Century Bull shall cease to be a Corporate Guarantor.

(i) **Acquisition Agreement**

In accordance with the terms of the Acquisition Agreement, the Company will acquire an interest in CMRP and the Century Project as set out below conditional upon Settlement occurring in accordance with the Acquisition Agreement.

The parties have agreed to enter into a legally binding joint venture and funding agreement on terms consistent with the Acquisition Agreement to more fully document the rights and obligations of the parties with respect to CMRP and the Century Project.

The key terms of the Acquisition Agreement are as follows:

(i) **Earn-in right**

Century Bull has agreed to transfer the Earn-in Interest Shares to the Company at Settlement for the consideration set out in Section 4.6(i)(iii) below.

(ii) **Conditions Precedent**

Completion of the Acquisition is subject to the satisfaction or waiver by the parties of the following outstanding conditions:

- (A) execution of the agreements between CMRP and MMG (or associated entities) for the acquisition of the Century Project (see Section 4.6(a)) (this condition has been satisfied);
- (B) the Company entering into an agreement with Mr Patrick Walta to be appointed Managing Director of the Company; and
- (C) the Company obtaining all necessary shareholder and regulatory approvals or waivers pursuant to the Listing Rules, Corporations Act or any other law required to allow the parties to lawfully complete the matters set out in the Acquisition Agreement.

If the conditions are not satisfied (or waived) on or before 1 July 2017 or such other date as the parties agree, then either party may terminate the Acquisition Agreement and the parties will be released from their obligations under the Acquisition Agreement.

(iii) Consideration

In exchange for the Company acquiring the Earn-in Interest Shares, the Company agrees to:

- (A) solely fund CMRP and the Century Project from Settlement through to payment of \$10,000,000 of project development costs (**Funding Obligation**);
- (B) grant 30,000,000 Consideration Options to Century Bull or its nominees; and
- (C) execute royalty deeds pursuant to which Century Bull will receive a 2% net smelter royalty from operations at the Century Project.

The Company expects all of the Consideration Options to be escrowed by ASX for a period of up to 24 months from the date of grant. Approval for the grant of the Consideration Options is the subject of Resolution 2.

During the period of satisfying the Funding Obligation, the Company must use its best endeavours to complete a bankable feasibility study and make a decision to mine.

As mentioned in Section 4.2, Messrs Cranston (existing Company director) and Walta (proposed managing director) and Carr (Century Bull director) are each a 25% shareholder of Century Bull. In the event the net smelter royalty above becomes payable by the Company, Messrs Cranston, Walta and Carr's shareholding in Century Bull entitle them to an equal share of the net smelter royalty income received by Century Bull from the Company (i.e. any net smelter royalty income is apportioned in 3 equal parts).

(iv) Call Option

Century Bull has agreed to grant a call option to the Company pursuant to which the Company may acquire the Remaining Shares (**Call Option**).

Upon satisfaction of the Funding Obligation, the Company has 6 months to exercise the Call Option for a purchase price based on a simple mechanism representing 30% of the fully diluted enterprise value of the Company, payable in cash or shares at the Company's election.

(j) Native title agreements

(i) Gulf Communities Agreement (GCA)

The GCA is an agreement between the Waanyi, Mingginda, Gkuthaarn and Kukatj Peoples (**Native Title Groups**), the State of Queensland and Century Zinc Limited (now CML) dated 7 May 1997.

The GCA was entered into to provide native title consent for the Century Project. It establishes structures for the provision of benefits to Native Title Groups, including employment, training and development programs, an environmental management regime, cultural heritage management, and an interest in the Pastoral Company, in consideration for the native title approval to the grant of the Century Project mining leases and other tenures.

The GCA was a historic agreement as it was the first agreement in Queensland negotiated under the right to negotiate provisions of the NTA.

Implementation of the GCA is administered through three committees that include representatives of each Native Title Group, CML and the State of Queensland:

- (A) the Century Employment and Training Committee (**CET Committee**);
- (B) the Century Environment Committee; and
- (C) the Century Liaison and Advisory Committee (**CLAC**).

CML also engages with the Native Title Groups through the following entities established under the GCA for the delivery of benefits to the Native Title Groups:

- (D) the Aboriginal Development Benefits Trust (**ADBT**);
- (E) the Lawn Hill and Riversleigh Pastoral Holding Company (**Pastoral Company**); and
- (F) the Gulf Aboriginal Development Company Limited (**GADC**), which represents the Native Title Groups.

The implementation of the GCA and achievement of its objectives is required to be reviewed every five years. Reviews have been undertaken at the 5, 10 and 15 year milestones of the GCA. The

15 year review report was prepared by the Centre for Social Responsibility in Mining, Sustainable Minerals Institute, the University of Queensland, in 2013.

The GCA has effect until CML fulfils its rehabilitation obligations under the GCA which will mark the end of the project life. However, many provisions of the GCA terminate sooner than the end of project life. In particular, most annual payments end on, or shortly after, the "end of the economic life of the project", which was declared to have been reached in January 2016 following the cessation of mining operations and shipments of concentrate. The CET Committee and CLAC cease to operate at the end of the economic life of the Project.

The cost to CML under the GCA in 2015 was approximately \$6 million. The ongoing cost following the end of mining at Century Project will be different as a number of substantial payment obligations cease at this point. However, payment obligations may resume or continue depending on the nature of any new activity.

At the time the GCA was entered into none of the parties contemplated a tailings reprocessing operation to commence following the cessation of mining activities at the Century zinc mine itself and a declaration of the end of the economic life of the project. The Company and CMRP will seek to renegotiate the GCA with the various counterparties. See Section 4.17(b)(iii) for further information.

4.7 Composition of the Board of Directors

It is proposed that the Board of Directors of the Company will comprise the following upon Settlement:

- (a) Mr Patrick Walta - Proposed Managing Director;
- (b) Mr Evan Cranston - Executive Director;
- (c) Mr Tolga Kumova - Proposed Corporate Director;
- (d) Mr Ernest Thomas Eadie - Proposed Non-Executive Director; and
- (e) Mr Bryn Hardcastle - Non-Executive Director.

It is proposed that current Non-Executive Director Ms Oonagh Malone will resign upon Settlement of the Acquisition. Ms Malone will remain as company secretary.

The appointment of the proposed Directors to the Board is the subject of Resolutions 4 to 6 (inclusive).

4.8 Conversion of Convertible Notes

The Company currently has on issue Convertible Notes amounting to approximately \$13.5 million (approximately \$14.3 million including interest). Shareholder approval was previously obtained for the conversion of such Convertible Notes to shares on 30 November 2015 and in February 2016, ASX granted the Company a waiver permitting the issue of the Conversion Shares to occur no later than 26 June 2017.

Of the existing Convertible Notes on issue, Kingslane Pty Ltd and its associated entities hold Convertible Notes amounting to approximately \$4.25 million (approximately

\$4.5 million with interest) and are related to the Company by virtue of being controlled by the father of Evan Cranston, an existing Director of the Company.

The Company has received conversion notices from a majority of holders of Convertible Notes for the conversion of all outstanding moneys (including interest) into Shares, subject to completion of the Acquisition by no later than 26 September 2017, and expects to receive the remaining conversion notices prior to the Meeting.

The Company is seeking Shareholder approval for the issue of the Conversion Shares under Resolutions 9 and 10 for the purpose of refreshing Shareholder approval in the event that the ASX waiver expires.

4.9 ASX waivers

The Company has applied to ASX for a waiver from:

- (a) Listing Rule 1.1 condition 12 to permit the Company to grant Options with an exercise price of no less than \$0.02 each (Resolutions 2 and 7); and
- (b) Listing Rule 2.1 condition 2 to permit the Company to issue Shares at no less than \$0.02 per Share under the Capital Raising the subject of Resolution 3.

The Company understands the grant of these waivers for similar re-compliance transactions is common and expects the waivers above will be granted by ASX in due course. If the waivers were not granted the Company will need to review and re-assess the transaction in its entirety. The Company will make an announcement with respect to the outcome of the waiver applications.

4.10 Pro forma balance sheet

A pro forma balance sheet of the Company following completion of the Acquisition contemplated by this Notice is set out in Schedule 2.

4.11 Pro forma capital structure

The pro forma capital structure of the Company following completion of the Acquisition and the Capital Raising is set out below:

Proposed Capital Structure	Shares	Unquoted Options	Amount (\$)
Existing Securities on issue	189,852,519		
Consideration Options (Resolutions 2)		30,000,000	
Capital Raising Shares (Resolutions 3 and 8)	34,333,333		\$5,150,000
Director Options (Resolution 7)		42,000,000	
Conversion Shares (Resolutions 9 and 10) ¹	71,538,905		
Employee Options ²		10,500,000	

Proposed Capital Structure	Shares	Unquoted Options	Amount (\$)
Total issued capital at re-listing ³	295,724,757	82,500,000	\$5,150,000

Notes:

1. Resolutions 9 and 10 are not Interconditional Resolutions and the Acquisition and Capital Raising may still proceed even if those Resolutions are not passed by the requisite majority.
2. The Company proposes to issue 10,500,000 unquoted Options to existing and incoming employees under the Company's employee option plan. The unquoted Options will be exercisable at \$0.25 on or before the date which is 3 years from the date of grant.
3. Assuming no further Securities are issued and no Options are exercised.

4.12 Proposed budget

The Company intends to use the funds raised under the Capital Raising, together with the Company's existing cash reserves post-Acquisition, MMG contributions (see below), revenue from the water treatment operations and rental income from the Karumba properties (see Section 4.3(f)(v)), in the period from May 2017 to May 2018 in accordance with the table below. All figures below have been rounded.

It is important to note that MMG will be making the following contributions to CMRP:

- (a) \$34.5 million in cash over three years to assist with the transition of ownership and supporting existing obligations around site upkeep and environmental maintenance and monitoring; and
- (b) \$12.1 million via a special purpose trust (the GCA Trust Deed) to be managed by an independent trustee to ensure CML meets various existing social obligations contained in the GCA (see Section 4.6(j)(i) for a description of the GCA and Section 4.6(c) for a description of the GCA Trust Deed) and agreed community and rehabilitation projects for the benefit of Lower Gulf communities.

In addition, MMG has procured and will stand behind the ongoing provision of bank guarantees of \$193.7 million to meet the Century Project financial assurance bond (lodged with the Queensland government) for up to 10 years. The Company's strategy is for the bond to be progressively replaced through operating profits by 31 December 2026.

Funds Available	Amount (\$)
Existing cash reserves of the Company ¹	2,841,000
MMG contributions	11,500,000
Water treatment operations	1,980,000
Karumba rental income	221,000
Funds raised from the Capital Raising	5,150,000
TOTAL	21,692,000

Proposed Allocation of Funds	Amount (\$)
Expenses of the Acquisition (including Capital Raising fees)	320,000
Expenditure on Kodiak Project ²	1,080,000
Expenditure on Century Project ³	
Soluble zinc recovery project	2,065,000
Tailings feasibility & drilling	1,075,000
Exploration	1,105,000
Payment of outstanding legal fees ⁴	165,000
Rehabilitation works	14,207,000
General working capital, including corporate and administrative costs ⁵	1,675,000
TOTAL	21,692,000

Notes:

1. These funds represent estimated existing cash held by the Company at or around 31 May 2017. The Company expects to incur costs within the ordinary course of its business which will diminish this amount prior to completion of the Acquisition.
2. This expenditure is intended to be committed to ongoing care and maintenance costs of the Kodiak Project. See Section 4.1 for further detail.
3. See Section 4.3(g) for further details.
4. Comprised of legal fees outstanding to Bellanhouse Legal for legal services provided in financial year 2014/2015 in connection with the Kodiak Project and other transactions the Company has assessed.
5. General working capital will be used by the Company to pay for the corporate and administration costs of the Company generally and cost overruns in forecast expenditures (if any).

The above table is a statement of current intentions as at the date of this Notice. Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments and market and general economic conditions. In light of this, the Board reserves the right to alter the way the funds are applied.

The use of further equity funding or Share placements will be considered by the Board where it is appropriate to accelerate a specific project.

It is possible that future acquisitions that may be contemplated may exceed the current or projected financial resources of the Company and it is expected that these acquisitions would be funded by project finance and/or equity issues (subject to any required Shareholder approvals).

4.13 Indicative timetable

An indicative timetable for the Acquisition and the subject of the Interconditional Resolutions is as follows:

Event	Indicative Timing*
Lodgement of Prospectus and Prospectus offers anticipated to open	Week commencing 15 May 2017
General Meeting of Shareholders ASX notified whether Shareholders' approval has been granted for the Resolutions	Wednesday, 31 May 2017
Prospectus offers close	Week commencing 5 June 2017
Issue date	Week commencing 19 June 2017
Subject to Directors' satisfaction that the conditions precedent in Acquisition Agreement are satisfied (or waived), Settlement of the Acquisition Agreement, including: <ul style="list-style-type: none">- grant of the Consideration Options pursuant to Resolution 2;- issue of Shares under the Capital Raising pursuant to Resolution 3;- grant of Director Options pursuant to Resolution 7; and- issue of Conversion Shares pursuant to Resolutions 9 and 10.	Week commencing 19 June 2017
Commencement of trading of Shares on ASX (subject to the Company re-complying with Chapters 1 and 2 of the Listing Rules and subject to ASX agreeing to reinstate the Company's Shares to quotation)	Week commencing 26 June 2017

* The Directors reserve the right to change the above indicative timetable without requiring any disclosure to Shareholders or Optionholders.

4.14 Board intentions if Settlement occurs

In the event that Settlement occurs, the funds raised from the Capital Raising will be used to:

- (a) develop the Century Tailings Deposit;
- (b) undertake rehabilitation work on the Century Project;
- (c) meet the ongoing administration costs of the Company;
- (d) pay the costs of the Capital Raising; and
- (e) otherwise contribute to the working capital of the Company.

It is intended to allocate the funds raised from the Capital Raising as set out in Section 4.12.

4.15 Advantages of the proposals in the Resolutions

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on each Interconditional Resolution:

- (a) the Acquisition represents a significant opportunity for the Company to increase the scale of its activities which should increase the number and size of the investor pool that may invest in the Company's Shares;
- (b) the Acquisition provides the Company with the opportunity to increase the value of the Company; and
- (c) the Company may be able to raise further funds at higher prices by way of share equity as a result of the Acquisition which may aid in the development of the Century Project and development of the Company.

4.16 Disadvantages of the proposals in the Resolutions

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on each Interconditional Resolution:

- (a) the Company will be changing the scale of its activities to become a company focused on development and rehabilitation works at the Century Project, as referred to above, which may not be consistent with the objectives of all Shareholders;
- (b) the Acquisition and the Capital Raising will result in the issue of Securities to Century Bull and new investors, which will have a dilutionary effect on the holdings of Shareholders;
- (c) the Century Project may not turn out to be commercially viable and thus losses may be incurred. In general terms, investments in listed mining development companies should be considered speculative; and
- (d) there are inherent risks associated with the change in scale of the Company's activities. Some of these risks are summarised in Section 4.17 below.

4.17 Risk factors

Shareholders should be aware that if the proposed Acquisition is approved, the Company will be changing the scale of its activities. Based on the information available, a non-exhaustive list of risk factors are as follows:

(a) Risks relating to the Acquisition

(i) Re-quotations of Shares on ASX

The Acquisition constitutes a significant change in the scale of the Company's activities and the Company needs to re-comply with Chapters 1 and 2 of the Listing Rules as if it were seeking admission to the Official List.

There is a risk that the Company may not be able to meet the requirements of the ASX for re-quotations of its Shares on the ASX. Should this occur, the Shares will not be able to be traded on the ASX until such time as those requirements can be met, if at all. Shareholders may be prevented from trading their Shares should the Company be suspended until such time as it does re-comply with the Listing Rules.

(ii) **Dilution risk**

The Company currently has 189,852,519 Shares on issue. On completion of the Acquisition, the Company proposes to issue up to 30,000,000 Consideration Options, up to 34,333,333 Capital Raising Shares, up to 42,000,000 Director Options and up to 71,538,905 Conversion Shares. On completion of the Acquisition and assuming all of the Shares under the Capital Raising are issued (and no exercise of Options), the existing Shareholders will retain approximately 64.2% of the issued capital of the Company and the investors under the Capital Raising will hold approximately 11.6% of the issued capital of the Company.

On completion of the Acquisition and assuming all of the Shares under the Capital Raising are issued and all of the Options are exercised, the existing Shareholders will retain approximately 50.2% of the issued capital of the Company, with Century Bull (or nominees) holding approximately 7.9%, investors under the Capital Raising holding approximately 9.1% and the directors and employees who convert Options holding approximately 13.9% of the issued capital of the Company respectively.

There is also a risk that the interests of Shareholders will be further diluted as a result of future capital raisings required in order to fund the future development of the Company.

(iii) **Contractual risk**

Pursuant to the Acquisition Agreement (summarised above) the Company has agreed to acquire the Earn-in Interest Shares subject to the fulfilment of certain conditions precedent.

The ability of the Company to achieve its stated objectives will depend on the performance by the parties of their obligations under the Acquisition Agreement. If any party defaults in the performance of their obligations, it may be necessary for the Company to approach a court to seek a legal remedy, which can be costly.

(iv) **Reinstatement to ASX's Official List**

The Company's Shares are currently suspended from trading on the ASX. In the event the Interconditional Resolutions are approved at the Meeting, it is anticipated that the Company's Securities will remain suspended until Settlement of the Acquisition Agreement and Capital Raising, re-compliance by the Company with Chapters 1 and 2 of the Listing Rules and compliance with any further conditions ASX imposes on such reinstatement. There is a risk that the Company will not be able to satisfy one or more of those requirements and that its listed securities may consequently remain suspended from quotation.

(b) **Risks specific to the Company and Industry**

(i) **Future capital requirements**

The Company presently has no operating revenue and is unlikely to generate any significant or material operating revenue unless and until the Century Project is successfully developed and production commences. The future capital requirements of the Company will depend on many factors including its business development activities. The Company believes its available cash, MMG contributions, Karumba rental income and the net proceeds of the Capital Raising should be adequate to fund its business development activities, exploration program and other Company objectives in the short term as stated in this Notice.

In order to successfully develop the Century Tailings Deposit and for production to commence, the Company will require further financing in the future, in addition to amounts raised pursuant to the Capital Raising. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the then market price (or offer price under the Capital Raising) or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities.

Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, or if planned operations do not commence or generate sufficient revenues, the Company may be required to reduce the scope of its activities and this could have a material adverse effect on the Company's activities including resulting in the tenements being subject to forfeiture, and could affect the Company's ability to continue as a going concern.

In particular, MMG has procured and will stand behind the ongoing provision of bank guarantees of \$193.7 million to meet the Century Project financial assurance bond (lodged with the Queensland government) until 31 December 2026. The Company's strategy is to recommence operations by developing the Century Tailings Deposit, with operating profits being partially used to replace the MMG backed bank guarantees by 31 December 2026, whilst simultaneously reducing the financial assurance bond as rehabilitation activities proceed. If the Company is unsuccessful with this strategy it will need to seek alternative funding to cover the bond. In those circumstances the Company's ability to continue as a going concern at that time will be materially affected.

The Company may undertake additional offerings of Shares and of securities convertible into Shares in the future. The increase in the number of Shares issued and outstanding and the possibility of sales of such shares may have a depressive effect on the price of Shares. In addition, as a result of such additional Shares, the voting power of the Company's existing Shareholders will be diluted.

(ii) **Native title and Aboriginal heritage**

The *Native Title Act 1993* (Cth) recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional laws and customs. There is significant uncertainty associated with native title in Australia and this may impact on the Company's operations and future plans.

Native title can be extinguished by valid grants of land (such as freehold title) or waters to people other than the native title holders or by valid use of land or waters. It can also be extinguished if the indigenous group has lost its connection with the relevant land or waters. Native title is not necessarily extinguished by the grant of mining leases, although a valid mining lease prevails over native title to the extent of any inconsistency for the duration of the title.

It is possible that, in relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

The Company notes that CML is a party to the GCA and other native title agreements, as summarised in Section 4.6(j). Due to this and the customary nature of these agreements, the Directors consider the risk of not reaching agreements over native title with these potential claimants to be low. The enquiries undertaken up to the date of this Notice of Meeting have not uncovered anything to indicate that native title has not been addressed in accordance with the Native Title Act.

The Company must also comply with Aboriginal heritage legislation which (inter alia) makes it an offence for a person to damage or in any way alter an Aboriginal site. There is a risk that unregistered Aboriginal sites and objects may exist in relation to tenements which the Company has an interest in or will in the future acquire such an interest, the existence of which may preclude or limit mining activities in certain areas of the tenements. Further, the disturbance of such sites and objects is likely to be an offence under the applicable legislation, exposing the Company to fines and other penalties.

The Directors consider the above risks with respect to Aboriginal heritage low due to the previous exploration and significant mining activities in the areas, the low impact of the proposed future works and the signing of multiple native title agreements with claimant groups over the Century Project to facilitate the Company's activities (please refer to Section 4.6(j)).

Issues with local communities may materially and adversely affect the Company's operations. Issues with the local communities surrounding the areas where the Company proposes to operate now or in the future may arise from the implementation of the Company's business activities. These issues may result in community protests,

road blockades and third party claims. The failure to successfully settle any local community issues could have a material and adverse effect upon the Company's business, prospects, financial condition and results of operations.

(iii) **Relations with GADC and renegotiation of the GCA**

The Company notes that CML has poor relations with the GADC, which was established by the GCA to represent and act as agent for the Native Title Groups in the administration of the GCA, with litigation being threatened and allegations of fraud being made against GADC officers. The Company understands that all Native Title Groups have nominated third party eligible bodies pursuant to the GCA, rather than GADC, to receive any monies payable by CML. Allegations of environmental breaches against CML, which have not been particularised, have also been made. Issues with the Native Title Groups may materially and adversely affect the Company's operations and the Company will need to manage ongoing relations between the parties. The failure to successfully settle any Native Title Group issues could have a material and adverse effect upon the Company's business, prospects, financial condition and results of operations.

The Company has identified that the existing GCA requires renegotiation so that the GCA has a more relevant application to the type and style of operations the Company proposes to develop, as opposed to the type and style of operations that were being undertaken by MMG, the Century Project's previous owner. As a result of MMG ceasing the shipping of concentrate from the Century zinc mine, many payments under the GCA ceased (in 2015 these payments amounted to approximately \$6 million, and most are indexed annually). Provision is available via the GCA Trust Deed to cover various payments still required under the GCA, however, there is a risk that payments for which there is no provision may resume or continue depending on the nature of any new activity the Company undertakes, and that these payments may be material depending on the Company's financial circumstances at that time. There is a risk that the Company may not be able to renegotiate the GCA, which could result in the Company's proposed development and operations being uneconomical, or, otherwise have a material financial impact on the Company in the event payments under the GCA resume or continue.

(iv) **Regulatory risks**

The Company will incur ongoing costs and obligations associated with compliance with necessary regulations. Any failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions on the Company's proposed business operations. In addition, changes in regulations could require extensive changes to the Company's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company.

(v) **Financial assurance bond**

Legislation in Queensland provides that the holders of an environmental authority may be required to provide to the Department of Environment and Heritage Protection financial assurance (as security) for compliance with the environmental authority. As already disclosed, the present financial assurance provided to the Department for the Century Project is \$193.7 million.

In April 2014, the Queensland Audit Office prepared a report on *Environmental regulation of the resources and waste industries*, which identified significant problems with the State's supervision, monitoring and enforcement of environmental conditions, and reported that the financial assurance held by the State has historically been insufficient. As a result of this report, there was increased effort by the Department to address inadequacies with the amount of financial assurance held by the State.

As part of the Company's plans to develop the Century Tailings Deposit, the Company will be required to submit new plans of operations with the Department for approval. The Department will then make a new decision on the amount of financial assurance required for the Century Project. The Department may also, at any time, change the amount of financial assurance by notice to an environmental authority holder.

Despite the Company's strategy for the development of the Century Tailings Deposit being environmentally positive, with reprocessed tailings planned to be deposited back into the original open pit, there is a risk the Department may increase the amount of financial assurance. If such an increase were material, the Company would be required to raise additional capital or find alternative sources of financing on terms that are dilutive or may involve restrictive covenants which limit the Company's operations and business strategy. Refer to 'Future capital requirements' in Section 4.17(b)(i) for further details.

(vi) **Environmental risks**

The Company's projects are subject to rules and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mineral projects, the Company's projects are expected to have a variety of environmental impacts should development proceed. Development of any of the Company's projects will be dependent on the Company satisfying environmental guidelines and, where required, being approved by government authorities.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws, but may still be subject to accidents or other unforeseen events which may compromise its environmental performance and which may have adverse financial implications.

In particular, the Company has identified potential issues with the stability of the main pit void of the now closed Century Project zinc mine, with the potential risk of pit wall failure. Any failure of the pit

wall may have adverse financial implications for the Company due to remedial work and other associated costs (but only to the extent those costs exceed the allocated funding to be received from MMG for these remedial works). The Company notes that under the Funding Deed, support funds provided by MMG Australia may be used for costs associated with the construction of a permanent waste rock buttress at the foot of the pit wall.

(vii) **Joint venture parties, agents and contractors**

Pursuant to the Acquisition Agreement (summarised above), the Company will enter into a joint venture with Century Bull regarding the Century Project. The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party. Further, the Company is unable to predict the risk of insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity. The effects of such failures may have an adverse effect on the Company's activities.

(viii) **Exploration, development, mining and processing risks**

The tailings deposit of the Century Project is at the pre-development stage, with the Company planning to undertake a definitive feasibility study into the reprocessing of the existing tailings storage facility at the Century Project. The prospects of the Company should be considered in light of the risks, expenses and difficulties frequently encountered by companies at this stage of development.

The business of mineral exploration, project development and production, by its nature, contains elements of significant risk with no guarantee of success. Ultimate and continuous success of these activities is dependent on many factors such as:

- (A) the discovery and/or acquisition of economically recoverable deposits;
- (B) access to adequate capital for project development;
- (C) design and construction of efficient development and production infrastructure within capital expenditure budgets;
- (D) securing and maintaining title to interests;
- (E) obtaining consents and approvals necessary for the conduct of mineral exploration, development and production;
- (F) access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants; and
- (G) limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, tribal and traditional ownership processes, changing government

regulations and many other factors beyond the control of the Company.

There can be no assurance that the Century Project will be brought into commercial production. There can be no assurance that any additional exploration of the tenements to be held by the Company will result in the discovery of an economic mineral deposit. Even if a mineral deposit is identified, there is no certainty that it can be economically exploited. If exploration is successful, there will be additional costs and processes involved in transitioning to the development phase.

In the event that exploration development and exploration programs prove to be unsuccessful, this could lead to a diminution in the value of the licences, a reduction in the base reserves of the Company and possible relinquishment of the licences.

Each tenement licence is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in these tenements if licence conditions are not met or insufficient funds are available to meet expenditure commitments.

(ix) **Metallurgy**

Metal and/or mineral recoveries are dependent upon the metallurgical process, and by its nature contain elements of significant risk such as:

- (A) identifying a metallurgical process through test work to produce a saleable metal and/or concentrate;
- (B) developing an economic process route to produce a metal and/or concentrate; and
- (C) changes in mineralogy in the ore deposit can result in inconsistent metal recovery, affecting the economic viability of the project.

(x) **Commodity price volatility and exchange rate risk**

The Company's ability to proceed with the development of its mineral projects and benefit from any future mining operations will depend on market factors, some of which may be beyond its control. It is anticipated that any revenues derived from mining will primarily be derived from the sale of zinc, lead, silver and phosphate. Consequently, any future earnings are likely to be closely related to the price of these commodities and the terms of any off-take agreements that the Company enters into.

The world market for minerals is subject to many variables and may fluctuate markedly. These variables include world demand for zinc, lead, silver and phosphate that may be mined commercially in the future from the Company's project areas, forward selling by producers and production cost levels in major mineral-producing regions. Minerals prices are also affected by macroeconomic factors such as general global economic conditions and expectations regarding inflation and interest rates. These factors may have an

adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities. Metals are principally sold throughout the world in US dollars. The Company's cost base will be payable in various currencies including Australian dollars and US dollars. As a result, any significant and/or sustained fluctuations in the exchange rate between the Australian dollar and the US dollar could have a materially adverse effect on the Company's operations, financial position (including revenue and profitability) and performance. The Company may undertake measures, where deemed necessary by the Board to mitigate such risks.

(xi) **Estimation of Mineral Resources and Ore Reserves**

There is a degree of uncertainty to the estimation of Mineral Resources and Ore Reserves and corresponding grades being mined or dedicated to future production. Until Mineral Resources or Ore Reserves are actually mined and processed, the quantity of Mineral Resources and Ore Reserves must be considered as estimates only. In addition, the grade of Mineral Resources and Ore Reserves may vary depending on, among other things, graphite prices. Any material change in quantity and grades of Mineral Resources, Ore Reserves, or stripping ratio may affect the economic viability of the properties. In addition, there can be no assurance that metal recoveries in small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production.

Fluctuation in the price of commodities including zinc, results of drilling, metallurgical testing and the evaluation of mine plans subsequent to the date of any mineral resource estimate may require revision of such estimate. Any material reductions in estimates of Mineral Resources and/or Ore Reserves, could have a material adverse effect on the Company's financial condition.

(xii) **Competition risk**

The markets for the commodities mined or contemplated to be mined by the Company, including zinc, are intensely competitive and the Company faces competition from other miners. Competition in these markets is based on many factors, including, among others, price, production, capacity, quality, transportation capabilities and costs, blending capability and brand name. Some of the Company's competitors may have greater production capacity as well as greater financial, marketing, distribution and other resources, and may benefit from more established brand names in the international market.

The mineral commodities industry is also characterised by technological advancements and the introduction of new production process using new technologies. Some of the Company's competitors may develop new technologies and processing methods that are more effective or less costly than those currently used or intended to be used by the Company.

Competitive activities in the markets served by the Company could have a significant impact on the prices realised for its products and can therefore have a material adverse effect on its results of

operations and financial condition. The Company's future success will depend on its ability to respond in an effective and timely manner to competitive pressure.

(xiii) **Occupational health and safety risk**

Mining activities have inherent risks and hazards. The Company is committed to providing a safe and healthy workplace and environment for its personnel, contractors and visitors. The Company will provide appropriate instructions, equipment, preventative measures, first aid information, medical facilities and training to all stakeholders through its occupational health and safety management systems. While the Company has a strong record in achieving high quality safety performance at its sites, a serious site safety incident may expose the Company to significant penalties and the Company may be liable for compensation to the injured personnel. These liabilities may not be covered by the Company's insurance policies or, if they are covered, may exceed the Company's policy limits or be subject to significant deductibles. Also, any claim under the Company's insurance policies could increase the Company's future costs of insurance. Accordingly, any liabilities for workplace accidents could have a material adverse impact on the Company's liquidity and financial results.

It is not possible to anticipate the effect on the Company's business from any changes to workplace occupational health and safety legislation. Changes to this legislation may have an adverse impact on the financial performance and/or financial position of the Company.

(xiv) **Uninsurable risks**

The Company's business is subject to a number of risks and hazards generally, including without limitation, adverse environmental conditions, industrial accidents, labour disputes, civil unrest and political instability, unusual or unexpected geological conditions, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in development, monetary losses and possible legal liability.

The Company will maintain insurance coverage that is substantially consistent with mining industry practice. However, there is no guarantee that such insurance or any future necessary coverage will be available to the Company at economically viable premiums (if at all) or that, in the event of a claim, the level of insurance carried by the Company now or in the future will be adequate, or that a liability or other claim would not materially and adversely affect the Company's business.

(c) **General risks**

(i) **Economic**

General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency

exchange rates may have an adverse effect on the Company's business activities and potential research and development programmes, as well as on their ability to fund those activities.

(ii) **Force majeure**

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company, including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(iii) **Insurance risks**

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, such insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company effected.

(iv) **Litigation risks**

The Company is subject to litigation risks. All industries, including the minerals exploration industry, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit.

Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company is or may become subject could have a material effect on its financial position, results of operations or the Company's activities.

The Company and CMRP are not currently engaged in any litigation.

(v) **Government and legal risk**

Changes in government, monetary policies, taxation and other laws can have a significant impact on the Company's assets, operations and ultimately the financial performance of the Company and its Shares. Such changes are likely to be beyond the control of the Company and may affect industry profitability as well as the Company's capacity to explore and mine.

The Company is not aware of any reviews or changes that would affect its permits. However, changes in community attitudes on matters such as taxation, competition policy and environmental issues may bring about reviews and possibly changes in government policies. There is a risk that such changes may affect the Company's development plans or its rights and obligations in respect of its permits. Any such government action may also require increased capital or operating expenditures and could prevent or delay certain operations by the Company.

(vi) **Market conditions**

Share market conditions may affect the value of the Company's quoted Securities regardless of the Company's operating

performance. Share market conditions are affected by many factors such as:

- (A) general economic outlook;
- (B) introduction of tax reform or other new legislation;
- (C) interest rates and inflation rates;
- (D) changes in investor sentiment toward particular market sectors;
- (E) the demand for, and supply of, capital; and
- (F) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and biotechnology stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return to security holders arising from the transactions the subject of this Notice or otherwise.

4.18 Taxation

The Acquisition and/or the passing of the Resolutions may give rise to income tax implications for the Company and Shareholders.

Existing Shareholders are advised to seek their own taxation advice on the effect of the Resolutions on their personal position and neither the Company, nor any existing Director or advisor to the Company accepts any responsibility for any individual Shareholder's taxation consequences on any aspect of the Acquisition or the Resolutions.

4.19 Plans for the Company if the Resolutions are not passed

If the Interconditional Resolutions are not passed and the Acquisition is not completed, the Company will continue to look for potential projects in order to continue to take the Company forward and ultimately re-list on the ASX. The Company will continue to maintain its Kodiak Project in good standing whilst assessing its options regarding the financing or sale of the Kodiak Project.

4.20 Directors' recommendation

The Directors of the Company unanimously recommend the Acquisition (and the change in scale of the Company's activities) and that Shareholders vote in favour of the Interconditional Resolutions (other than the Resolutions in which they have an interest).

5. Resolution 1 - Approval to change in scale of activities

5.1 General

Resolution 1 seeks the approval of Shareholders for a change in the scale of the Company's activities via the acquisition of up to 100% of the issued share capital of CMRP.

A detailed description of the proposed Acquisition is outlined in Section 4 above.

Resolution 1 is an ordinary resolution and is subject to the approval of each of the other Interconditional Resolutions.

The Chair will cast all available proxies in favour of Resolution 1.

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

5.2 Listing Rule 11.1

Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the scale of its activities, it must provide full details to ASX as soon as practicable and comply with the following:

- (a) provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;
- (b) if ASX requires, obtain the approval of holders of its shares and any requirements of ASX in relation to the notice of meeting; and
- (c) if ASX requires, meet the requirements of Chapters 1 and 2 of the Listing Rules as if the company were applying for admission to the Official List.

Given the significant change in the scale of the activities of the Company upon completion of the Acquisition, the Company is required to:

- (a) obtain the approval of its Shareholders for the proposed change of activities; and
- (b) re-comply with the admission requirements set out in Chapters 1 and 2 of the Listing Rules.

Details of the assets to be acquired by the Company and the proposed changes to the structure and operations of the Company are provided throughout this Explanatory Memorandum.

6. Resolution 2 - Approval to grant Consideration Options

6.1 General

Resolution 2 seeks Shareholder approval for the grant of up to 30,000,000 Consideration Options, exercisable at \$0.25 each on or before the date that is 5 years after their grant to Century Bull (or its nominees).

Proposed Managing Director of the Company, Mr Patrick Walta, is a director and shareholder of Century Bull and is a related party of the Company by virtue of the Acquisition only. Current Director of the Company, Mr Evan Cranston, is also a non-controlling shareholder of Century Bull.

Resolution 2 is an ordinary resolution and is subject to the approval of each of the other Interconditional Resolutions.

The Chair will cast all available proxies in favour of Resolution 2.

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

6.2 Listing Rule 7.1

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 2 will be to allow the Company to issue the Consideration Options to Century Bull 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.

Shareholder approval under Listing Rule 10.11 is not being sought for the issue of the Consideration Options as the Company is relying on exception 6 of Listing Rule 10.12.

The Directors expect that ASX will treat the Consideration Options the subject of Resolution 2 as restricted securities for the purpose of Chapter 9 of the Listing Rules.

6.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Consideration Options:

- (a) the maximum number of Consideration Options to be issued is 30,000,000;
- (b) the Consideration Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of all those Options will occur on the same date;
- (c) the Consideration Options will be issued for nil cash consideration as they are being issued in part consideration for the Acquisition;
- (d) the Consideration Options will be issued to Century Bull (or its nominees);
- (e) the Consideration Options will issued on the terms and conditions set out in Schedule 3; and
- (f) no funds will be raised from the issue of the Consideration Options as they are being issued in part consideration for the Acquisition.

7. Resolution 3 - Approval to issue Capital Raising Shares

7.1 General

Resolution 3 seeks Shareholder approval for the issue of up to 34,333,333 Capital Raising Shares at an issue price of \$0.15 each to raise up to \$5,150,000 (before costs) under the Capital Raising.

The Shares will be issued under a Prospectus to be issued by the Company in order to re-comply with Chapters 1 and 2 of the Listing Rules.

Resolution 3 is an ordinary resolution and is subject to the approval of each of the other Interconditional Resolutions.

The Chair will cast all available proxies in favour of Resolution 3.

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

The effect of Resolution 3 will be to allow the Company to issue the Shares pursuant to the Capital Raising 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.

7.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the Capital Raising:

- (a) the maximum number of Shares to be issued is 34,333,333 Capital Raising Shares;
- (b) the Capital Raising Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of all the Capital Raising Shares will occur on the same date;
- (c) the issue price of the Capital Raising Shares will be \$0.15 per Share;
- (d) the Capital Raising Shares are proposed to be issued to the public at the Board's discretion pursuant to a public offer by Prospectus for the purpose of Listing Rule 1.1 condition 3. Other than certain Directors for whom separate shareholder approval is being sought, none of the subscribers for the Capital Raising will be related parties of the Company;
- (e) the Capital Raising Shares proposed to be 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) the Company intends to use the funds raised from the Capital Raising towards the budgeted expenditure described at Section 4.12.

8. Resolutions 4 - 6 (inclusive) - Election of Directors - Messrs Walta, Kumova, and Eadie

Clause 6.2(c) of the Constitution allows the Company in general meeting by ordinary resolution to appoint any person as a Director.

Resolutions 4 to 6 seek the approval for the election of Mr Walta, Mr Kumova and Mr Eadie each as a Director of the Company if the Interconditional Resolutions are approved by Shareholders.

The Chair will cast all available proxies in favour of Resolutions 4 to 6.

Information on the qualifications, skills and experience of Messrs Walta, Kumova and Eadie is set out below.

8.1 Patrick Walta

Patrick Walta is a qualified metallurgist, mineral economist and board executive with experience across both technical and commercial roles within the mining and water treatment industries.

Graduating from Melbourne University with degrees in Chemical Engineering and Science, Mr Walta has gone on to complete postgraduate studies including an MBA, Masters of Science (Mineral Economics) and a Diploma of Project Management. In addition, Mr Walta is a graduate of the AICD's Company Directors Course.

Mr Walta's experience within the mining industry includes public & private company management, mineral processing, mergers and acquisitions, initial public offerings, project management, feasibility studies, exploration activities, competitive intelligence and strategic planning.

In 2009 Mr Walta co-founded the Raging Bull Group of entities, targeting acquisition and 'economic rehabilitation' of historic mine sites via extraction of remnant mineralisation. The Raging Bull Group now manages interests in several mining and water treatment assets.

Previously, Mr Walta was Executive Director of Carbine Resources Limited following the 2014 takeover of a subsidiary of the private mineral resources group Raging Bull Mining. His role at Carbine involved the development of all facets of the Mount Morgan Gold & Copper Project, as well as general management and continued business development of the Company.

Mr Walta also has a broad level of resource industry experience through Rio Tinto, Citic Pacific Mining, Cradle Resources, Primary Gold and Clean TeQ.

The Directors support the election of Mr Walta and recommend that Shareholders vote in favour of Resolution 4.

8.2 Tolga Kumova

Mr Tolga Kumova has 15 years' experience in stockbroking, corporate finance and corporate restructuring, and has specialised in initial public offerings and capital requirements of mining focused companies. He has raised in excess of \$500 million for mining ventures, varying from inception stage through to construction and development.

Mr Kumova is currently an advisor of Syrah Resources Limited, an ASX 200 mining company. Mr Kumova was a founding shareholder of Syrah Resources in 2010 and served as an Executive Director from May 2013 to October 2016, and as Managing Director from October 2014 to October 2016.

During his tenure at Syrah Resources, Mr Kumova led the business from resource stage through to full funding through to development, gaining experience negotiating offtake agreements with numerous globally recognised counterparties.

The Directors support the election of Mr Kumova and recommend that Shareholders vote in favour of Resolution 5.

8.3 Ernest Thomas Eadie

Mr Eadie is a well-credentialed mineral industry leader and explorer with broad experience in both the big end and small end of town. He was the founding Chairman

of Syrah Resources, Copper Strike and Discovery Nickel as well as a founding Director of Royalco Resources.

At Syrah, he was at the helm during acquisition, discovery and early feasibility work of the huge Balama graphite deposit in Mozambique which is due to start production in mid-2017.

Copper Strike, where he was also Managing Director for 10 years, made several significant copper/gold and lead/zinc/silver discoveries in North Queensland, and while at Discovery Nickel (later to be renamed Discovery Metals), Tom assisted with gaining control of the Boseto copper deposit in Botswana.

Prior to this, Mr Eadie was Executive General Manager of Exploration and Technology at Pasminco Limited, at the time the largest zinc producer in the world. This came after technical and later management responsibilities at Cominco and Aberfoyle in the 1980s.

Mr Eadie has a Bachelor of Science (Hons) in Geology and Geophysics from the University of British Columbia, a Master of Science in Physics (Geophysics) from the University of Toronto and a Graduate Diploma in Applied Finance and Investment from the Security Institute of Australia. He is a Fellow (and past board member) of the AusIMM and a Member of the Financial Services Institute of Australasia (FINSIA).

The Directors support the election of Mr Eadie and recommend that Shareholders vote in favour of Resolution 6.

9. Resolution 7 - Approval to grant Director Options to Eligible Directors

9.1 General

The Company has agreed, subject to obtaining Shareholder approval, to grant a total of 42,000,000 unquoted Director Options in the amounts and exercisable at the exercise prices listed below to Messrs Tolga Kumova, Ernest Thomas Eadie and Bryn Hardcastle, and Ms Oonagh Malone (Eligible Directors) or their nominees:

Eligible Director	No. of Options	Exercise Price	Expiry Date
Tolga Kumova	7,500,000	\$0.25	On or before the date that is 4 years from the date of grant
	7,500,000	\$0.50	
	7,500,000	\$0.75	
	7,500,000	\$1.00	
Ernest Thomas Eadie	2,500,000	\$0.25	On or before the date that is 3 years from the date of grant
	2,500,000	\$0.50	
Bryn Hardcastle	2,000,000	\$0.25	
	2,000,000	\$0.50	

Eligible Director	No. of Options	Exercise Price	Expiry Date
Oonagh Malone	1,500,000	\$0.25	
	1,500,000	\$0.50	

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue seeks to align the efforts of the proposed Directors and reasonably reward the efforts of the current Directors in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board also believes that incentivising with Options is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

Resolution 7 seeks Shareholder approval for the grant of the Options under the Company's Employee Share Option Plan to the Eligible Directors (or their nominees).

Resolution 7 is an ordinary resolution and is subject to the approval of each of the other Interconditional Resolutions.

The Chair will cast all available proxies in favour of Resolution 7.

9.2 Chapter 2E of the Corporations Act and Listing Rule 10.14

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) 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 Director Options constitutes giving a financial benefit and the Eligible Directors are related parties of the Company by virtue of being Directors or proposed Directors.

The Directors (other than the Eligible Directors who have a material personal interest in Resolution 7) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Director Options to the Eligible Directors (or their nominees) for the following reasons:

- (a) in respect of Messrs Kumova and Eadie, who are both proposed Directors, the agreement to issue Director Options formed part of their negotiations with the Company at a time when they were not in a position to influence decisions by the Company and is therefore considered to be made on arms' length terms; and
- (b) in respect of Mr Hardcastle and Ms Malone, the issue is considered reasonable remuneration given the Company's present circumstances, the additional work these directors have undertaken in seeking to increase shareholder value (each of whom have been acting in a non-executive capacity) and having regard to the existing below market remuneration paid to them, with Mr Hardcastle presently receiving director fees of \$24,000 per annum and

Ms Malone not receiving any fees for her directorship (and noting fees for her company secretarial duties of \$30,000 remain unchanged).

Shareholder approval is also required under Listing Rule 10.14 where an entity issues, or agrees to issue, securities to a director (or associate of a director) under an employee incentive scheme.

The effect of passing Resolution 7 will be to allow the Company to grant an aggregate total of 42,000,000 Director Options to the Eligible Directors (or their nominees) within 12 months after the Meeting (or a longer period, if permitted by ASX) without breaching Listing Rule 10.14 or using up the Company's 15% placement capacity under Listing Rule 7.1.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 or 10.11 is not required.

9.3 Technical information required by Listing Rule 10.14

Pursuant to and in accordance with the requirements of Listing Rule 10.14, the following information is provided in relation to the proposed grant of Director Options to the Eligible Directors (or their nominees):

- (a) the Director Options will be granted to the Eligible Directors, being Messrs Tolga Kumova, Ernest Thomas Eadie, and Bryn Hardcastle, and Ms Oonagh Malone;
- (b) the maximum number of Director Options to be granted to the Eligible Directors (or their nominees) is up to 42,000,000 Director Options in the following proportions:
 - (i) up to 30,000,000 Director Options to Mr Tolga Kumova (or his nominees);
 - (ii) up to 5,000,000 Director Options to Mr Ernest Thomas Eadie (or his nominees);
 - (iii) up to 4,000,000 Director Options to Mr Bryn Hardcastle (or his nominees); and
 - (iv) up to 3,000,000 Director Options to Ms Oonagh Malone (or her nominees);
- (c) the Director Options are being granted to the Eligible Directors for nil cash consideration and otherwise on the terms and conditions set out in Schedule 4. Accordingly, there are no loans being provided by the Company in relation to the Director Options;
- (d) no persons referred to in Listing Rule 10.14 have received Equity Securities under the Employee Share Option Plan since it was last approved by Shareholders on 24 November 2014;
- (e) subject to the requirements of the Listing Rules and the determination of the Board, all Directors (being persons referred to in Listing Rule 10.14) are entitled to participate in the Employee Share Option Plan; and
- (f) the Director Options will be granted no later than 12 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or

modification of the Listing Rules) and it is anticipated the Director Options will be granted on one date.

10. Resolution 8 - Participation in Capital Raising by related parties

10.1 General

Pursuant to Resolution 3 the Company is seeking Shareholder approval for the Capital Raising, being the issue of up to 34,333,333 Capital Raising Shares at an issue price of \$0.15 per Share to raise up to \$5,150,000 before costs.

The Directors wish to participate in the Capital Raising. Messrs Tolga Kumova, Ernest Thomas Eadie and Bryn Hardcastle (together, the **Related Party Participants**) each wish to participate in the Capital Raising, subject to shareholder approval being obtained.

Resolution 8 seeks Shareholder approval for the issue of up to 16,333,333 Shares to the Related Party Participants (or their nominees) arising from the participation by the Related Party Participants in the Capital Raising (**Participation**).

Resolution 8 is an ordinary resolution and is subject to the approval of each of the other Interconditional Resolutions.

The Chair will cast all available proxies in favour of Resolution 8.

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

A summary of Chapter 2E of the Corporations Act is set out in Section 9.2 above.

The Participation will result in the issue of Shares which constitutes giving a financial benefit and the Related Party Participants are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Kumova in relation to Resolution 8(a), Mr Eadie in relation to Resolution 8(b) and Mr Hardcastle in relation to Resolution 8(c), given their material personal interests in these respective Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to Related Party Participants on the same terms as Shares issued to non-related party participants in the Capital Raising and as such the giving of the financial benefit is on arm's length terms.

Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in Listing Rule 10.12 applies.

As the Participation involves the issue of Shares to related parties of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the Participation as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of Shares to the Related Party Participants (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

10.3 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the Shares will be issued to the Related Party Participants, being Messrs Tolga Kumova, Ernest Thomas Eadie and Bryn Hardcastle (or their respective nominees);
- (b) the maximum number of Capital Raising Shares to be issued to the Related Party Participants is 16,333,333 in the following proportions:
 - (i) up to 13,333,333 Shares to Mr Tolga Kumova (or his nominee);
 - (ii) up to 2,000,000 Shares to Mr Ernest Thomas Eadie (or his nominee); and
 - (iii) up to 1,000,000 Shares to Mr Bryn Hardcastle (or his nominee);
- (c) the Shares will be issued 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 Listing Rules);
- (d) the issue price will be \$0.15 per Share, being the same as all other Shares issued under the Capital Raising;
- (e) the Capital Raising 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) the funds raised will be used for the same purposes as all other funds raised under the Capital Raising as set out in Section 4.12 of this Explanatory Statement.

11. Resolution 9 - Approval of conversion of Convertible Notes

11.1 Background

The Company currently has on issue Convertible Notes amounting to approximately \$13.5 million. The Company previously obtained Shareholder approval for the issue of Shares on conversion of the Convertible Notes at its general meeting held on 9 October 2012.

At the Company's annual general meeting on 30 November 2015, Shareholders re-approved the conversion of the Convertible Notes, including minor amendments to their terms. Subsequently, in February 2016 ASX granted the Company a waiver permitting the issue of the Conversion Shares to occur no later than 26 June 2017.

The Company has received conversion notices from a majority of holders of Convertible Notes for the conversion of all outstanding moneys (including interest) into Shares, subject to completion of the Acquisition by no later than 26 September 2017, and expects to receive the remaining conversion notices prior to the Meeting. The deemed conversion price is \$0.20 per Share.

The purpose of Resolution 9 is to refresh the approval for the conversion of the Convertible Notes to unrelated parties obtained on 30 November 2015 in the event the ASX waiver expires.

Separate Shareholder approval is sought pursuant to Resolution 10 for the conversion of Convertible Notes to a related party of the Company.

Resolution 9 is an ordinary resolution but is not an Interconditional Resolution and is not subject to the approval of the Interconditional Resolutions.

The Chair will cast all available proxies in favour of Resolution 9.

The Board unanimously recommends that Shareholders vote in favour of Resolution 9.

11.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

The effect of Resolution 9 will be to allow the Company to issue the Conversion Shares 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.

11.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Conversion Shares to unrelated Convertible Noteholders:

- (a) a maximum of 49,017,398 Conversion Shares may be issued;
- (b) the Conversion Shares will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) the Conversion Shares will be issued at a deemed issue price of \$0.20 each for nil consideration, as they are to be issued on conversion of the Convertible Notes;
- (d) the Conversion Shares will be issued to the Convertible Noteholders or their nominees;
- (e) the Conversion Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the Conversion Shares will be issued on conversion of the Convertible Notes and accordingly their issue will not raise any funds. The funds raised pursuant to the issue of the Convertible Notes were applied towards the acquisition of the Company's interest in the Kodiak Project; and
- (g) it is intended that the Conversion Shares will be issued on one date at or around completion of the Acquisition.

12. Resolution 10 - Approval of conversion of Convertible Notes - Related Party

12.1 Background

A summary of the issue and terms of the Convertible Notes and previous Shareholder approval sought for the Convertible Notes is set out in Section 11.1. Of the existing Convertible Notes on issue, Convertible Notes of approximately \$4.25 million were issued to Kingslane Pty Ltd and its associates.

Kingslane Pty Ltd and its associates are controlled by the father of Evan Cranston, an existing Director of the Company.

The purpose of Resolution 10 is to obtain approval for the conversion of the Convertible Notes to Kingslane Pty Ltd, a related party of the Company.

Resolution 10 is an ordinary resolution but is not an Interconditional Resolution and is not subject to the approval of the Interconditional Resolutions.

The Chair will cast all available proxies in favour of Resolution 10.

The Board (other than Mr Cranston) unanimously recommends that Shareholders vote in favour of Resolution 10.

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

A summary of Chapter 2E of the Corporations Act is set out in Section 9.2 above and a summary of Listing Rule 10.11 is set out in Section 10.2 above.

The grant of the Shares constitutes giving a financial benefit and Kingslane Pty Ltd and its associated entities are related parties of the Company by virtue of being controlled by the father of existing Company Director, Evan Cranston.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Conversion Shares to Kingslane Pty Ltd (or its nominees) because the Shares will be issued on the same terms as the other Conversion Shares and as such the giving of the financial benefit will be on arm's length terms.

As the issue of Conversion Shares to Kingslane Pty Ltd (or its nominees) involves the issue of Shares to related parties of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of Conversion Share to related parties as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of Shares to Kingslane Pty Ltd (or its nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

12.3 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the issue of Conversion Shares to Kingslane Pty Ltd (or its nominees):

- (a) the Conversion Shares will be issued to Kingslane Pty Ltd (or its nominees);
- (b) the maximum number of Conversion Shares to be issued to Kingslane Pty Ltd (or its nominees) is 22,521,507 Shares;
- (c) the Shares will be issued 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 Listing Rules);
- (d) the Conversion Shares will be issued at a deemed issue price of \$0.20 each for nil consideration, as they are to be issued on conversion of the Convertible Notes, being the same as all other Conversion Shares to be issued;
- (e) the Conversion 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;
- (f) the Conversion Shares will be issued on conversion of the Convertible Notes and accordingly their issue will not raise any funds, nor are there any loans in relation to the issue. The funds raised pursuant to the issue of the Convertible Notes were applied towards the acquisition of the Company's interest in the Kodiak Project; and
- (g) it is intended that the Conversion Shares will be issued on one date at or around completion of the Acquisition.

13. Resolution 11 - Approval to change Company name

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 11 seeks Shareholder approval for the Company to change its name to "New Century Resources Limited".

If Resolution 11 is passed the change of name will take effect when ASIC alters the details of the Company's registration.

The proposed name has been reserved by the Company.

The Board proposes this change of name on the basis that it more accurately reflects the proposed future operations of the Company.

Resolution 11 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).

Resolution 11 is not an Interconditional Resolution and is not subject to the approval of the Interconditional Resolutions.

The Chair will cast all available proxies in favour of Resolution 11.

The Board unanimously recommends that Shareholders vote in favour of Resolution 11.

14. Resolution 12 - Ratification of prior issue of Shares

14.1 General

Resolution 12 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 3,333,333 Shares to Mr Tolga Kumova (or his nominees).

The Company undertook an interim capital raising and raised \$500,000 to assist the Company with funding the costs of the ASX re-compliance process associated with the Acquisition.

Mr Tolga Kumova is a proposed non-executive Director of the Company (see Resolution 5).

Resolution 12 is an ordinary resolution and is not an Interconditional Resolution and is not subject to the approval of the Interconditional Resolutions.

The Chair will cast all available proxies in favour of Resolution 12.

The Board unanimously recommends that Shareholders vote in favour of Resolution 12.

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

A summary of Chapter 2E of the Corporations Act is set out in Section 9.2 above and a summary of Listing Rule 10.11 is set out in Section 10.2 above.

The grant of the Shares constitutes giving a financial benefit and Mr Tolga Kumova was a related party of the Company at the time of the issue by virtue of having reasonable grounds to believe that he would become a Director.

The Directors considered that Shareholder approval pursuant to Chapter 2E of the Corporations Act was not required in respect of the issue of the Shares to Mr Kumova (or his nominees) because the Shares to issued to Mr Kumova were issued on the same terms as the Capital Raising Shares and as such the giving of the financial benefit was on arm's length terms.

The Directors also considered that Listing Rule 10.12 exception 6 applied to the issue of the Shares and consequently Shareholders' approval was not sought under Listing Rule 10.11 as Mr Kumova's participation in the placement of Shares was a term of his appointment as non-executive Director of the Company.

14.3 Listing Rule 7.4

A summary of Listing Rule 7.1 is set out in Section 6.2 above.

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

The Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

The effect of the Shareholders passing Resolution 12 will be to allow the Company to issue securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without obtaining prior Shareholder approval.

14.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the Shares:

- (a) 3,333,333 Shares were issued;
- (b) the Shares were issued at an issue price of \$0.15;
- (c) the Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Shares were issued to Mr Tolga Kumova (or his nominees), who is a related party of the Company by reason only of the Acquisition which is the reason for the issue of the shares pursuant to the placement; and
- (e) funds raised from the issue as the Shares are to be utilised to fund the transaction costs associated with the Acquisition and associated ASX re-compliance process.

Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

2012 JORC Code means the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'.

\$ or A\$ means Australian Dollars.

Acquisition means the Company's proposed acquisition of up to 100% of the issued share capital of CMRP pursuant to the Acquisition Agreement.

Acquisition Agreement means the binding agreement between the Company and Century Bull for the acquisition of up to 100% of the issued capital of CMRP by the Company.

ADBT means the Aboriginal Development Benefits Trust.

ADBT Pty Ltd means ADBT Pty Ltd ACN 082 313 433.

Album means Album Investment Private Limited (a company incorporated in Singapore).

ASIC means the Australian Securities and Investments Commission.

Asset Sale Agreement means the asset sale agreement between CML and MMG Australia dated 28 February 2017 summarised in Section 4.6(d).

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

Bank Guarantee Support Agreement means the bank guarantee support agreement between MMG Management and CML dated 28 February 2017 summarised in Section 4.6(f).

Board means the 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.

Capital Raising means the Company's proposal under Resolution 3 to raise up to \$5,150,000 via a public offer of up to 34,333,333 Shares at an issue price of \$0.15 per Share under the Prospectus.

Capital Raising Shares means the Shares proposed to be issued under the Capital Raising.

Century Bull means Century Bull Pty Ltd ACN 614 817 686.

Century Project means the Century zinc mine, Century tailings deposit and all associated infrastructure located in far north Queensland and owned by CMRP through its wholly-owned subsidiaries.

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Clause means a clause of the Constitution.

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.

CML means Century Mining Limited (formerly MMG Century Limited) ACN 006 670 300.

CMRP means Century Mine Rehabilitation Project Pty Ltd ACN 614 818 683.

Company means Attila Resources Limited (to be renamed "New Century Resources Limited") ACN 142 165 080.

Consideration Options means up to 30,000,000 unquoted Options exercisable at \$0.25 each and expiring 5 years after the date of grant, to be granted to Century Bull (or its nominees) as consideration pursuant to Resolution 2.

Constitution means the constitution of the Company as at the date of the Meeting.

Conversion Shares means the Shares to be issued upon conversion of outstanding monies due under the Convertible Notes.

Convertible Notes means the convertible notes issued by the Company, the conversion of which into Shares (including capitalised interest) is subject to Shareholder approval pursuant to Resolution 9.

Convertible Noteholders means the holders of the Convertible Notes.

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

Director means a director of the Company.

Director Options has the meaning given in Resolution 7.

Earn-in Interest Shares has the meaning given in Section 4.2.

Eligible Director has the meaning given in Section 9.1.

Employee Share Option Plan means the Company's Employee Share Option Plan established on 6 December 2010.

Equity Security has the same meaning as in the Listing Rules.

Equity Trustees Limited means Equity Trustees Limited ACN 004 031 298.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Funding Deed means the funding deed between MMG Australia and CML dated 28 February 2017 summarised in Section 4.6(e).

GCA means the Gulf Communities Agreement between the Native Title Groups, the State of Queensland and CML dated 7 May 1997 regarding native title in connection with the Century Project.

GCA Trust Deed means the trust deed between MMG Management, CML and Equity Trustees Limited dated 28 February summarised in Section 4.6(c).

Gulf Communities Interim Support Fund means the fund created under the GCA Trust Deed.

Interconditional Resolutions means Resolutions 1 to 8 (inclusive).

Investment Co means Investment Co Pty Ltd ACN 083 405 627.

Karumba Port means the concentrate dewatering and drying facility at Karumba, Queensland, which includes a fully-mechanised storage shed, ship-loading facility and port.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means 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, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Kodiak Project means the property and coking coal leases located on the Gurnee and Seymour properties in Shelby and Bibb Counties, Alabama, USA.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

MMG means MMG Limited ARBN 150 889 151 (a company incorporated in Hong Kong).

MMG Australia means MMG Australia Limited ACN 004 074 962.

MMG Management means MMG Management Pty Ltd ACN 115 312 680.

Native Title Groups means the Waayni, Mingginda, Gkuthaam and Kukatj peoples.

Notice means this notice of general meeting.

Official List means the official list of ASX.

Option means an option which entitles the holder to acquire a Share.

Optionholder means an optionholder of the Company.

Participation has the meaning given in Section 10.1.

Pastoral Company means Lawn Hill and Riversleigh Pastoral Holding Company Pty Ltd ACN 083 607 470.

PCML means PCML SPC Pty Ltd ACN 083 652 500.

Prospectus means the prospectus proposed to be issued by the Company in relation to the Capital Raising.

Proxy Form means the proxy form attached to the Notice.

Related Party Participants has the meaning given in Section 10.1.

Remaining Shares has the meaning given in Section 4.2.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

Securities mean all Equity Securities of the Company.

Security holder means a holder of one or more Securities.

Settlement means settlement under the Acquisition Agreement of the sale by Century Bull and purchase by the Company of 70% of CMRP.

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

Share Transfer Deed means the share transfer deed between Century Bull, CMRP, Album and the Company dated 28 February 2017 summarised in Section 4.6(b).

Shareholder means a shareholder of the Company.

SPC1 means SPC1 Pty Ltd ACN 083 405 538.

SPC2 means SPC2 Pty Ltd ACN 083 405 574.

US\$ means United States dollar.

WST means Western Standard Time, being the time in Perth, Western Australia.

Schedule 2 - Pro forma consolidated statement of financial position

NOTES	Reviewed 31/12/2016	Acquired subsidiaries at 28/2/2017	Acquisition of CML	Other adjustments	Pro forma	
	\$	\$	\$	\$	\$	
Current Assets						
Cash and cash equivalents	2	605,314	(11,177)	-	4,676,000	5,270,137
Trade and other receivables		106,448	-	-	-	106,448
Current financial assets	3	-	-	16,350,253	-	16,350,253
Other current assets		15,602	674,075	-	-	689,677
Total Current Assets		727,364	662,898	16,350,253	4,676,000	22,416,515
Non Current Assets						
Non current financial assets	3	1,039,442	-	145,522,249	-	146,561,691
Property, plant and equipment		14,691,232	1,800,000	-	-	16,491,232
Deferred exploration, evaluation and development expenditure	4	3,311,983	-	33,437,648	-	36,749,631
Deferred income tax assets	5	-	219,770,053	(219,770,053)	-	-
Intangible assets		3,395	-	-	-	3,395
Total Non Current Assets		19,046,052	221,570,053	(40,810,156)	-	199,805,949
TOTAL ASSETS		19,773,416	222,232,951	(24,459,903)	4,676,000	222,222,464
Current Liabilities						
Trade and other payables		364,535	218,818	-	(165,000)	418,353
Current Provisions - employee		-	269,344	-	-	269,344
Current Provisions - rehab	6	-	25,900,000	(25,900,000)	-	-
Current borrowings	7	17,381,263	-	-	(17,381,263)	-
Total Current Liabilities		17,745,798	26,388,162	(25,900,000)	(17,546,263)	687,697
Non Current Liabilities						
Non-current payables		857,718	-	-	-	857,718
Non-current provisions	6	786,135	414,356,753	(220,625,153)	-	194,517,735
Total Non Current Liabilities		1,643,853	414,356,753	(220,625,153)	-	195,375,453
TOTAL LIABILITIES		19,389,651	440,744,915	(246,525,153)	(17,546,263)	196,063,150
NET ASSETS (LIABILITIES)		383,765	(218,511,964)	222,065,250	22,222,263	26,159,314

Equity						
Issued capital	8	26,715,502	30	(30)	19,148,781	45,864,283
Reserves	9	7,699,272	63,367,785	(60,880,485)	2,024,910	12,211,482
Accumulated losses		(34,031,009)	(281,879,779)	281,879,779	1,048,572	(32,982,437)
TOTAL EQUITY ATTRIBUTABLE TO THE OWNERS OF THE COMPANY		383,765	(218,511,964)	220,999,264	22,222,263	25,093,328
Non-controlling interest	10	-	-	1,065,986	-	1,065,986
TOTAL EQUITY		383,765	(218,511,964)	222,065,250	22,222,263	26,159,314

Notes:

- The pro forma balance sheet is based on audit reviewed financial statements of the Company Group as at 31 December 2016. Adjustments are made to this to reflect balances of subsidiaries acquired by Century Bull as at 28 February 2017, revaluations of these assets and liabilities to fair market value, financial support provided by the vendor and other transactions proposed in this notice of meeting.
- Assuming:
 - issue of 34,333,333 shares under the capital raising at \$0.15 per share to raise \$5,150,000;
 - capital raising costs of \$309,000 being 6% of the funds raised; and
 - payment of legal fees outstanding of \$165,000.
- The adjustments for other financial assets reflect the following financial instruments to be acquired by the Company Group. These financial instruments have been valued based on the Net Present Value (NPV) of expected cashflows at an expected cost of capital of 15% p.a.
 - Agreed funding support payments totalling \$34,500,000 over 3 years:

Current portion	\$16,350,253
Non-current portion	\$13,531,456
NPV	\$29,881,709
 - Funding of \$193,731,600 of bank guarantee support up to 31 December 2026 less expected bank guarantee support fees:

Non-current portion	\$131,990,793
NPV	\$131,990,793
- The increase in deferred exploration, evaluation and development expenditure of \$33,437,648 is the purchase consideration for the exploration interests proposed to be acquired.
- \$219,770,053 of deferred tax assets previously recognised by CML are proposed to be derecognised by the group as they would no longer meet relevant recognition criteria.

6. \$25,900,000 of current provisions for rehabilitation and \$414,356,753 of non-current provisions for rehabilitation previously recognised by CML are proposed to be revalued to a non-current provision for rehabilitation of \$193,731,600 based on expected expenditure required as estimated by the Queensland government.
7. The current borrowings of \$17,381,263 are proposed to be fully repaid on conversion of Convertible Notes with the issue of 71,538,905 Shares at \$0.20 per Share for \$14,307,781. Previously accrued interest expenses of \$3,073,482 for these Convertible Notes have been derecognised with an adjustment to accumulated losses.
8. Assuming:
 - (a) issue of 34,333,333 Shares under the capital raising at \$0.15 per Share to raise \$5,150,000;
 - (b) capital raising costs of \$309,000 being 6% of the expected funds raised; and
 - (c) issue of 71,538,905 Shares at \$0.20 per Share for a total of \$14,307,482 on expected conversion of Convertible Notes.
9. Assuming:
 - (a) issue of 30,000,000 Consideration Options at a value of \$0.08291 per Option for a total of \$2,487,300 proposed to be recognised in the share based payment reserve; and
 - (b) issue of a total of 42,000,000 Director Options, as detailed in Schedule 4, at a total value of \$2,024,910 proposed to be recognised in the share based payment reserve.
10. The expected minority interest, being the proposed 30% remaining interest of Century Bull in acquired entities, has been valued based on the Company Group's proposed 70% initial interest being purchased through the issue of Consideration Options valued at \$2,487,300.
11. Commitments: With the proposed acquisition, the Company agrees to sole fund the project for at least \$10,000,000 of exploration and development expenditure over the first 3 years, with Century Bull free carried during this period.
12. Contingent liabilities: There are several new contingent liabilities that will be acquired by the Company Group with the proposed transactions:
 - (a) a 2% net smelter royalty is to be payable to Century Bull;
 - (b) under the guarantee and security arrangements, the Company is to guarantee payment of any additional liability that may arise or be called from the reclamation bonds funded by MMG Australia, such as liabilities that may arise from future development of mineral exploration interests acquired; and
 - (c) payment obligations required under agreements with native title holders in excess of the \$12,100,000 contributed by MMG Management to the Gulf Communities Interim Support Fund may arise if there is new mining activity.

Schedule 3 - Terms and Conditions of Consideration Options

1. **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2. **Exercise Price**

Subject to paragraph 10, the amount payable upon exercise of each Option will be \$0.25 (**Exercise Price**)

3. **Expiry Date**

Each Option will expire at 5:00 pm (WST) 5 years from the date of grant (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

5. **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

6. **Exercise Date**

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

7. **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the

Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

8. Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

9. Quotation of Shares issued on exercise

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

10. Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

11. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

12. Change in exercise price

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. Unquoted

The Company will not apply for quotation of the Options on ASX.

14. Transferability

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

Schedule 4 - Terms and Conditions of Director Options

1. Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2. Exercise Price

Subject to paragraph 10, the amount payable upon exercise of each Option will be as follows (Exercise Price):

Eligible Director	No. of Options	Exercise Price	Expiry Date
Tolga Kumova	7,500,000	\$0.25	On or before the date that is 4 years from the date of grant
	7,500,000	\$0.50	
	7,500,000	\$0.75	
	7,500,000	\$1.00	
Ernest Thomas Eadie	2,500,000	\$0.25	On or before the date that is 3 years from the date of grant
	2,500,000	\$0.50	
Bryn Hardcastle	2,000,000	\$0.25	
	2,000,000	\$0.50	
Oonagh Malone	1,500,000	\$0.25	
	1,500,000	\$0.50	

3. Expiry Date

Each Option will expire at 5:00 pm (WST) on the relevant Expiry Date. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).

5. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Notice of Exercise) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

6. Exercise Date

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

7. Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

8. Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

9. Quotation of Shares issued on exercise

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

10. Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

11. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

12. Change in exercise price

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. Unquoted

The Company will not apply for quotation of the Options on ASX.

14. Transferability

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

ATTILA RESOURCES LIMITED

ACN: 142 165 080

REGISTERED OFFICE:

SUITE 23
513 HAY STREET
SUBIACO WA 6008

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

«EFT_REFERENCE_NUMBER»



«Post_zone»
«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

Code: AYA

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

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.

«ONLINE»

SECTION A: Appointment of Proxy

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

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 General Meeting of the Company to be held at 10.00am WST on Wednesday 31 May 2017 at 513 Hay Street, Subiaco, 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. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may direct his/her vote on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain*	RESOLUTION	For	Against	Abstain*
1. Approval to change in scale of activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8a. Participation in Capital Raising by Mr Tolga Kumova	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval to grant Consideration Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8b. Participation in Capital Raising by Mr Ernest Thomas Eadie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval to issue Capital Raising Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8c. Participation in Capital Raising by Mr Bryn Hardcastle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Director - Mr Patrick Walta	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Approval of conversion of Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of Director - Mr Tolga Kumova	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Approval of conversion of Convertible Notes - Related Party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Election of Director - Mr Ernest Thomas Eadie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. Approval to change Company name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7a. Approval to grant Director Options to Mr Tolga Kumova	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Ratification of prior issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7b. Approval to grant Director Options to Mr Ernest Thomas Eadie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7c. Approval to grant Director Options to Mr Bryn Hardcastle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7d. Approval to grant Director Options to Ms Oonagh Malone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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 & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 10.00am WST on Monday 29 May 2017.

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My/Our contact details in case of enquiries are:

Name:

Number:

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1. NAME AND ADDRESS

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.

2. APPOINTMENT OF A PROXY

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.

3. DIRECTING YOUR PROXY HOW TO VOTE

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.

4. APPOINTMENT OF A SECOND PROXY

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.

To appoint a second Proxy you must:

- 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.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

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 at the registration desk on the day of the meeting. A form of this certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

Online www.securitytransfer.com.au

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Melbourne VIC 3000

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Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

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.

