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**GONDWANA RESOURCES LIMITED  
ACN 008 915 311**

**NOTICE OF GENERAL MEETING**

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**TIME:** 11.30 am (WST)  
**DATE:** Monday 11 August 2014  
**PLACE:** The Celtic Club, 48 Ord Street, West Perth WA 6005

**The Board of Directors consider the resolutions  
are not in the best interests of the company or shareholders as a whole  
and recommend that shareholders vote**

**AGAINST ALL**

**the resolutions at this shareholders' meeting.**

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company on (+61 8) 9364 7414.

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## CHAIRMAN'S LETTER TO SHAREHOLDERS

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Dear Fellow Shareholder,

This document is to inform you that a General Meeting of the members of Gondwana Resources Limited is to take place at 11.30am (WST) on Monday 11 August 2014 at the Celtic Club, 48 Ord Street, West Perth, WA.

This meeting is being held as one shareholder, Ochre Industries Pty Ltd (**Ochre**), being a shareholder who holds at least 5% of the voting power in the Company, is seeking to remove the Company's entire Board of Directors and replace the Board with its own nominees.

If the eight Resolutions proposed by Ochre are successful, then all of the Company's directors will be Ochre's nominees.

**Your Board recommends that you vote against each of the Resolutions as we consider that the Resolutions are not in the best interests of the Company or the Shareholders as a whole.**

Your Company is valuable: its present assets include gold reserves and resources at Parker Range; interests in a suite of tenements prospective for uranium, rare earths, copper, molybdenum and nickel; and, importantly, the potential for a substantial royalty stream from any production of iron ore and other minerals from Atlas Iron Limited's Corunna Downs project<sup>1</sup>.

### **Reject the Resolutions because:**

1. Ochre is opportunistically seeking to take control of your Company and its assets at a time of share price weakness being experienced by the mineral exploration sector as a whole. If Ochre were successful in having these resolutions passed, it would take control of the Company's Board without paying shareholders an appropriate premium for control.
2. Ochre's motives in seeking to replace the Company's Board are unclear: Ochre has made an off-market takeover offer for all of the ordinary shares in the Company (**Offer**) and, in the event the Offer is successful, Ochre could unilaterally replace the Board.
3. If Ochre's resolutions are passed,
  - there is no guarantee that Ochre will proceed with its Offer as it will have already gained control of the Company's Board and will be entitled to withdraw its Offer as a defeating condition of the Offer has been breached<sup>2</sup>; or
  - if Ochre does proceed with its Offer, it may not have the incentive to improve the terms of the Offer, for example by increasing the price to reflect the true value of the Company's assets and a premium for control or by removing its conditions.

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<sup>1</sup> Refer to announcements made by Atlas Iron Limited (ASX: AGO) on 9 May 2014.

<sup>2</sup> Refer to Section 1.4 of the Explanatory Memorandum accompanying this Notice.

4. It is highly unusual for a bidder with a takeover offer current to attempt to cause a board spill. A change of control by means of a board spill, particularly during the currency of a takeover offer, is neither fair nor acceptable to shareholders.
5. The adequacy or otherwise of Ochre's Offer will be addressed in the Company's target's statement which will be issued in response to the Offer shortly, and will include your Board's recommendations.
6. Shareholders will be aware that, by Ochre applying to the Takeovers Panel in respect of the Company's previously announced pro rata entitlement issue, the Company's plans to raise capital have been frustrated. Ochre has also sought changes to the recently-issued notice of annual general meeting which resulted in the Company to postponing the meeting at which resolutions were to be put which seek shareholder approval to raise further capital. The Board believes these actions are part of a strategy by Ochre to restrict the Company's ability to raise funds to carry on its business, rendering it more vulnerable to an opportunistic attempt to gain control. This is clearly not in shareholders' interests.
7. As stated in the Company's 2013 Annual Report (issued on 31 March 2014) and in Section 1.3 of the attached Explanatory Memorandum, your Board has a clear plan for the future. Neither Ochre nor its nominees for the board have articulated their future plans for the Company other than a general statement of intentions set out in Ochre's bidder's statement. Refer to section 1.4 for further details.

Ochre holds approximately 15.93% of the Company's shares. Your Board considers that Ochre's proposition of holding three board seats out of three (if all Resolutions are carried) is simply inappropriate and unacceptable from a corporate governance perspective and is clearly not in the interests of shareholders other than Ochre.

If you are unable to attend the meeting, you are strongly encouraged to complete and return the enclosed Proxy Form to the Company as instructed on your enclosed Proxy Form so that your Proxy Form is received not less than 48 hours prior to commencement of the Meeting.

Together, we can protect the interests of all shareholders. I seek your support at the forthcoming General Meeting to reject all of the Resolutions being put to the General Meeting at Ochre's request.

Yours sincerely,

A handwritten signature in dark ink, appearing to read 'Warren Beckwith', with a long, sweeping horizontal stroke extending to the right.

**Warren Beckwith**  
**Chairman**

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## **IMPORTANT INFORMATION**

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### **TIME AND PLACE OF MEETING**

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Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.30am (WST) on Monday, 11 August 2014 at:

The Celtic Club  
48 Ord Street, West Perth  
Western Australia

### **YOUR VOTE IS IMPORTANT**

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

### **VOTING ELIGIBILITY**

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The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 11.30am (WST) on Saturday, 9 August 2014.

### **VOTING IN PERSON**

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

### **VOTING BY PROXY**

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

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

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

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

### ***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**:

- 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); and
- 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; and
- 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
- 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).

### ***Transfer of non-chair proxy to chair in certain circumstances***

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

- 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; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - 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.

For proxies without voting instructions that are exercisable by the chair, the chair intends to vote those proxies against all of the proposed resolutions.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1 – REMOVAL OF DIRECTOR – WARREN BECKWITH

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

*"To remove Warren Beckwith as a director of Gondwana Resources Limited ACN 008 915 311 effective as at the close of the Meeting."*

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#### 2. RESOLUTION 2 – REMOVAL OF DIRECTOR – STEVEN PYNT

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

*"To remove Steven Pynt as a director of Gondwana Resources Limited ACN 008 915 311 effective as at the close of the Meeting."*

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#### 3. RESOLUTION 3 – REMOVAL OF DIRECTOR – PAUL GOODSALL

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

*"To remove Paul Goodsall as a director of Gondwana Resources Limited ACN 008 915 311 effective as at the close of the Meeting."*

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#### 4. RESOLUTION 4 – REMOVAL OF DIRECTOR – JOLYON SINCLAIR

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

*"To remove Jolyon Sinclair as a director of Gondwana Resources Limited ACN 008 915 311 effective as at the close of the Meeting."*

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#### 5. RESOLUTION 5 – REMOVAL OF DIRECTOR – ALL OTHER APPOINTED DIRECTORS

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

*"That all other persons who are directors of Gondwana Resources Limited ACN 008 915 311 as at the time of the start of the meeting be removed as directors effective as at the close of the Meeting."*

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#### 6. RESOLUTION 6 – APPOINTMENT OF DIRECTOR – VAZRICK HOVANESSIAN

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

*"That Vazrick Hovanessian, having consented to act, be elected as a director of Gondwana Resources Limited ACN 008 915 311 effective as at the close of the Meeting."*

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**7. RESOLUTION 7 – APPOINTMENT OF DIRECTOR – MARK REILLY**

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

*"That Mark Reilly, having consented to act, be elected as a director of Gondwana Resources Limited ACN 008 915 311 effective as at the close of the Meeting."*

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**8. RESOLUTION 8 – APPOINTMENT OF DIRECTOR – BRIAN MCMASTER**

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

*"That Brian McMaster, having consented to act, be elected as a director of Gondwana Resources Limited ACN 008 915 311 effective as at the close of the Meeting."*

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**DATED: 2 JULY 2014**

**BY ORDER OF THE BOARD**



**WARREN BECKWITH  
DIRECTOR**

**IMPORTANT**

- Resolutions 1 to 8 have been proposed by Ochre Industries Pty Ltd pursuant to section 249D of the Corporations Act.
- The Resolutions have NOT been endorsed by and are NOT supported by the Board of Directors.
- The Directors have explained their recommendations on the Resolutions in the Explanatory Statement attached to this Notice of Meeting.
- Shareholders are urged to read the Explanatory Statement carefully prior to voting or submitting their Proxy Forms.



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## EXPLANATORY STATEMENT

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

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### 1. BACKGROUND

#### 1.1 Section 249D and section 203D notice

On 12 June 2014, Gondwana Resources Limited (**Gondwana** or the **Company**) received a notice from Ochre Industries Pty Ltd notifying the Company that as a shareholder it request that the Board convene a General Meeting in accordance with section 249D of the Corporations Act (**Requisition**).

The requisitioning shareholder, Ochre Industries Pty Ltd, (**Requisitioning Shareholder** or **Ochre**) holds 5% or more of the issued shares in the capital of the Company.

The Requisition requested the Directors of the Company to convene a general meeting of the Company to consider and vote on the matters the subject of Resolutions 1 to 8.

Accordingly, the Directors have called and arranged to hold the General Meeting convened by this Notice pursuant to the Requisition and in accordance with section 249D of the Corporations Act.

Furthermore, pursuant to section 203D of the Corporations Act, a public company may by resolution remove a director from office regardless of any provision in that company's constitution or any agreement between the director and the company.

#### 1.2 Member Statement

As at the date of this Notice, Ochre has not provided to the Company a member statement in relation to the matters the subject of Resolutions 1 to 8 (**Member Statement**).

#### 1.3 Gondwana Strategy

In order to conserve funds and prioritise projects, the Company has an active programme for disposing of or farming out non-core tenements. This will permit greater focus on key projects and a more active investigation of potential new projects. Recent announcements by the Company of its sale or joint venture of non-core tenements to Platypus Resources Limited (**Platypus**) and Atlas Operations Pty Ltd demonstrate early success with this strategy that, based on public announcements by these companies, has created the potential for future valuable royalty streams and/or carried interests.

During 2013, the Company announced the finalisation of the sale of the Corunna Downs and other Pilbara tenements to Atlas Iron Limited (**Atlas**). The Company has retained a \$1.13/t royalty on the production of iron ore and other minerals which, in the light of Atlas' recent announcements (dated 9 May 2014) in respect of a Mineral Resource and significant exploration targets at Corunna Downs, is considered a valuable asset by Gondwana's directors.

The Company also announced in December 2013 the farm-out of its Gobbo's copper/ molybdenum prospect and Cyclops nickel/copper prospect in the Pilbara to Platypus. Platypus has described the Gobbo's prospect as its highest

priority asset. The Company retains a carried interest in this tenement as well as a royalty on production of all minerals.

The Company also announced on 1 July 2014 that it had entered into an agreement with Atlas Operations Pty Ltd, a subsidiary of Atlas Iron Limited, to sell the whole of its 90% interest in exploration licence E45/4110 (referred to as the Panorama Prospect) for \$200,000. The Company has retained a royalty of 1% of the gross revenue from the production of iron ore and other minerals from this tenement.

The directors are presently considering a recommencement of mining studies on the Parker Range Gold Project with a view to a joint venture or other arrangement that may potentially lead to an early start to production.

Active discussions are also in progress with potential partners or buyers for the Company's exploration tenements at Parker Range that do not form part of the gold project, as well as another exploration tenement in the East Pilbara.

As uranium prices are showing signs of recovery, the Company is planning to increase exploration activity on its prospective Gascoyne uranium tenements, subject to funding. This includes a first-pass field program at the newly-identified rare earths prospect at Mick Well/Ted Well.

As previously stated, the Company's strategy is to focus on key projects coupled with an active investigation of potential new projects. To drive this strategy, the Company has engaged Craig Moulton, an experienced exploration and mining professional, with an impressive record in geological and management positions with Cliffs Natural Resources and the Rio Tinto Group. The Board is confident of success under Craig's technical and commercial guidance.

The Company's current strategy may change significantly if Resolutions 1 to 8 are passed.

#### **1.4 Ochre Industries Pty Ltd Strategy**

Neither Ochre, nor its proposed nominees, has provided any statement as to its strategic or operational objectives for the future of the Company, other than stating that Ochre will undertake a review of the operations, tenements and other assets of the Company should Ochre acquire control of the Company pursuant to its Offer, as set out in Ochre's bidder's statement.

On 29 April 2014, shortly after increasing its shareholding in the Company to 17.65%, Ochre made an application to the Takeovers Panel (**Panel**) which had the effect of frustrating the Company's pro rata entitlement offer to Shareholders announced on 15 April 2014. Ochre also wrote to the Company objecting to the Company's recently issued notice of annual general meeting which included a resolution seeking shareholder approval for the Company to raise further capital. The notice was withdrawn and the Company requested Ochre's agreement to combine the annual general meeting with this Meeting (which has been called at Ochre's request). This request was declined by Ochre.

On 19 June 2014, the Company received a bidder's statement in respect of Ochre's Offer. The Directors have noted that the Offer is highly conditional and have advised shareholders to take no action in respect of the Offer until the Company has issued its target's statement containing the directors' recommendations.

The Company announced on 1 July 2014 that it had entered into an agreement with Atlas Operations Pty Ltd, a subsidiary of Atlas Iron Limited, to sell the whole of its 90% interest in exploration licence E45/4110 (referred to as the Panorama Prospect) for \$200,000. Entry into the agreement triggers a defeating condition

under Ochre's Offer. As at the date of this Notice, Ochre has notified the Company that it reserves the right to rely on or waive the condition as it sees fit.

The Board believes that all of Ochre's recent actions are part of a broader strategy by Ochre to seek to restrict the Company's ability to raise funds. This is clearly not acting in all shareholders' interests.

The removal of the current Directors will result in significant loss and cost to the Company in terms of continuity, corporate knowledge, connections and termination payments.

## **1.5 Board Response to the Requisition**

Your Directors oppose Resolutions 1 to 8, intend to vote against all the Resolutions in respect of their own shareholdings, and recommend that Shareholders vote against all of the Resolutions.

### **THE BOARD OF DIRECTORS OPPOSE ALL OF THE RESOLUTIONS FOR THE FOLLOWING REASONS:**

#### **CHANGE OF CONTROL OF YOUR COMPANY**

If successful, Ochre will gain control of the Company, with three of the three Board members being new Ochre-nominated appointments, namely; Messrs Vazrick Hovanessian, Mark Reilly and Brian McMaster. Under this scenario, Ochre will have opportunistically gained control of the Board at a time of share price weakness being experienced by the mineral exploration sector without paying an appropriate premium for control to shareholders.

#### **POOR CORPORATE GOVERNANCE**

Under the Resolutions proposed by Ochre, the Company would have three directors, all of whom will be Ochre's nominees. There will be no independent directors or directors nominated by the majority of shareholders. On this basis, Ochre, a 15.93% shareholder, will be able to direct the affairs of the Company in a way that may disadvantage the remaining 84.07% of shareholders. This is unacceptable from a corporate governance perspective.

In addition, no information has been provided to the Company

- to demonstrate that Ochre's nominees to the Board have held directorships or had management experience with listed mining companies, or
- to enable the Company to comply with "ASX Corporate Governance Council Corporate Governance Principles and Recommendations" which state that listed entities should provide shareholders with material information relevant to a decision on whether or not to elect a director.

#### **UNCERTAINTY**

As Ochre has provided no clear plans for the Company other than a general statement of intentions set out in its bidder's statement (as set out in Section 1.4 above), uncertainty about Ochre's motives and intentions will prevail if Ochre succeeds with the Resolutions.

There will also be a loss of corporate knowledge and valuable connections built by the present Board. If Mr Beckwith is removed, a period of uncertainty will ensue whilst a search is undertaken for a new Managing Director.

If Resolutions 6 to 8 (Appointment of Directors) are unsuccessful and at least two of Resolutions 1 to 4 (Removal of Directors) are successful, then the Company will only have two directors and its securities may be immediately placed into a trading halt and possible suspension from trading by the ASX, until a new director is appointed. The Company would also be in technical breach of the Corporations Act until a third director is appointed.

**THE BOARD OF DIRECTORS OPPOSE ALL OF THE RESOLUTIONS  
AND URGE SHAREHOLDERS TO VOTE AGAINST ALL OF THE RESOLUTIONS**

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## **2. RESOLUTION 1 TO 5 – REMOVAL OF DIRECTORS**

### **2.1 General**

Under section 203D of the Corporations Act, a company may by resolution remove a director from office.

The Requisitioning Shareholder has given notice of its intention to move Resolutions 1 to 5 for the removal of the existing Managing Director, Mr Warren Beckwith and the remaining existing Board members Messrs Steven Pynt, Paul Goodsall and Jolyon Sinclair (**Existing Directors**) and all other persons who are directors of the Company as at the time of the start of this Meeting from their office as Directors of the Company.

### **2.2 Existing Directors**

If Resolutions 1 to 4 are successful, the Existing Directors will be removed from their office as Directors of the Company.

#### **Mr Warren Beckwith Chairman and Managing Director**

Warren is a Chartered Accountant with many years' experience as a partner in international firms within Australia and overseas and is currently chairman of Westralian Group Pty Ltd, which is engaged in corporate advisory services and investment in Australia and Hong Kong. He is a Fellow of the Institute of Chartered Accountants in Australia, Fellow of the Hong Kong Institute of Certified Public Accountants and Fellow of the Australian Institute of Company Directors. Warren has held directorships or executive positions in listed companies in Australia and Hong Kong for many years and is currently a director of China Properties Group Limited (Hong Kong-listed) and the Brockman Mining Limited (listed in Hong Kong and ASX) group of companies.

#### **Mr Steven Pynt Non-Executive Director**

Steven is the Chief Executive Officer of a major retail franchising company. Previously he was a commercial lawyer in private practice for many years. In addition to completing his law degree in 1980, Steven has completed a Bachelor of Business majoring in Accounting, an MBA and a Master of Taxation Studies. Steven has had long experience as company director and is Chairman of Global Health Limited, Ephraim Resources Limited and Richfield International Limited (all ASX-listed companies).

**Mr Paul Goodsall**  
**Non-Executive Director and Company Secretary**

Paul is a Chartered Accountant with 26 years' experience, including as a director and CEO, in merchant banking specialising in commercial and resource project financing in Australia, the United States, Africa and Fiji. During this period he has been responsible for the appraisal and development of numerous mineral developments in both Australia and overseas. In recent years he has held the role of Commercial Manager for a number of public companies, concentrating on marketing, company development and financial activities. He has held the position of director or company secretary of several public companies.

**Mr Jolyon Sinclair**  
**Non-Executive Director**

Jol has over 15 years in asset finance, venture capital and business development. He holds a Bachelor of Arts degree from Latrobe University. He has held National Sales and Marketing roles for publicly listed IT companies before creating a venture capital and asset finance company that specialises in the mining and telecommunications industries. He is also currently a director of a company in the construction industry.

## **2.3 Removal of Existing Directors**

If any of the Resolutions in favour of the removal of the Existing Directors are passed, those removals will take effect immediately.

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## **3. RESOLUTIONS 6 TO 8 – APPOINTMENT OF DIRECTORS**

### **3.1 General**

Clause 13.3 of the Constitution provides that the Company may elect a person as a Director by resolution passed in general meeting. No person other than a Director seeking re-election shall be eligible for election to the office of Director at any general meeting unless the person or some Shareholder intending to propose his or her nomination has, at least 30 business days before the meeting, left at the registered office a notice in writing duly signed by the nominee giving his or her consent to the nomination and signifying his or her candidature for the office or the intention of the Shareholder to propose the person. Notice of every candidature for election as a Director needs to be given to each Shareholder with or as part of the notice of the meeting at which the election is to take place. As such, the notices of nomination and consent to act for each of Ochre's proposed directors are set out in Schedule 1 to this Notice.

The Requisition proposes the appointment of the additional Directors, Messrs Vazrick Hovanessian, Mark Reilly and Brian McMaster (**Proposed Directors**).

### **3.2 Member Statement**

As at the date of this Notice, the Requisitioning Shareholder has not prepared a Member Statement.

### **3.3 Appointment of Proposed Directors**

Subject to the passing of the Resolutions in favour of the appointment of the Proposed Directors, those appointments will take effect immediately.

The Company confirms that it has received valid consents to act in relation to the Proposed Directors (Schedule 1).

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## GLOSSARY

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**\$** means Australian dollars.

**ASX** means ASX Limited.

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

**Board** means the board of directors of the Company at the date of this Notice.

**Chair** means the chair of the Meeting.

**Company** or **Gondwana** means Gondwana Resources Limited (ACN 008 915 311).

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

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

**Directors** means the current directors of the Company.

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

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

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

**Offer** or **Ochre's Offer** means Ochre's offer in relation to its off-market takeover bid for all of the ordinary shares in the Company made pursuant to the Ochre's bidder's statement dated 19 June 2014.

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

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

**Section** means a section of the Explanatory Statement.

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

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

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

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**SCHEDULE 1 – NOTICES OF NOMINATION AND CONSENT TO ACT  
FOR THE PROPOSED DIRECTORS**

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## NOTICE OF NOMINATION OF DIRECTOR

IN ACCORDANCE WITH CLAUSE 13.3 OF THE GONDWANA RESOURCES LIMITED  
CONSTITUTION

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The Directors  
Gondwana Resources Limited  
230 Rokeby Road  
SUBIACO Western Australia 6008

TO: GONDWANA RESOURCES LIMITED ABN 72 008 915 311 (the **Company**)

Ochre Industries Pty Limited ABN 71 162 416 408, a wholly owned subsidiary of Ochre Group Holdings Limited ABN 69 008 877 745, being a shareholder of the Company, nominates the following candidate for election to the office of as director of the Company in accordance with clause 13.3 of the Company's constitution:

1. Vazrick Hovanessian (the **Proposed Director**).

The Proposed Director has consented to his nomination by Ochre Industries Pty Limited for election to the office of director of the Company and signified his candidature for the office.

Dated: **12** June 2014

Executed by **Ochre Industries Pty Ltd**  
**ACN 162 416 408** in accordance with  
Section 127 of the *Corporations Act*  
2001

Signature of director

Name of director (print)

Signature of director/company secretary  
(Please delete as applicable)

Name of director/company secretary (print)



## CONSENT TO NOMINATION AND TO ACT AS A DIRECTOR

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The Directors  
Gondwana Resources Limited  
230 Rokeby Road  
SUBIACO Western Australia 6008

TO: GONDWANA RESOURCES LIMITED ABN 72 008 915 311 (the **Company**)

1. Consent to nomination to the office of director

For the purpose of clause 13.3 of the Company's constitution, I confirm my consent to my nomination by Ochre Industries Pty Limited as a director of Gondwana Resources Limited ABN 72 008 915 311 of 230 Rokeby Road, Subiaco, Western Australia 6008, and signify my candidature for the office.

2. Consent to act as director

In compliance with section 201D of the *Corporations Act 2001* (Cth) (**Corporations Act**), I confirm my consent to act as a director of Company.

3. Personal details

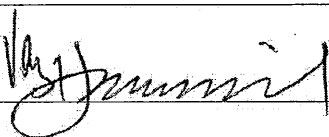
In compliance with sections 205B and 205C of the Corporations Act I give notice of the following personal details:

Present given and family names	Vazrick Hovanessian
All former given and family names	Nil
Date and place of birth	15 November 1954, Soleyman Iran, Islamic Republic Of
Usual residential address	8 Fern Street, Pymble, NSW, 2073

Dated

6<sup>th</sup> June 2014

Signed



Name

Vazrick Hovanessian

## NOTICE OF NOMINATION OF DIRECTOR

IN ACCORDANCE WITH CLAUSE 13.3 OF THE GONDWANA RESOURCES LIMITED  
CONSTITUTION

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The Directors  
Gondwana Resources Limited  
230 Rokeby Road  
SUBLACO Western Australia 6008

TO: GONDWANA RESOURCES LIMITED ABN 72 008 915 311 (the **Company**)

Ochre Industries Pty Limited ABN 71 162 416 408, a wholly owned subsidiary of Ochre Group Holdings Limited ABN 69 008 877 745, being a shareholder of the Company, nominates the following candidate for election to the office of as director of the Company in accordance with clause 13.3 of the Company's constitution:

1. Mark David Reilly (the **Proposed Director**).

The Proposed Director has consented to his nomination by Ochre Industries Pty Limited for election to the office of director of the Company and signified his candidature for the office.

Dated: 12 June 2014

Executed by Ochre Industries Pty Ltd  
ACN 162 416 408 in accordance with  
Section 127 of the *Corporations Act*  
2001

Signature of director

NATHAN FEATHERBY

Name of director (print)

Signature of director/company secretary  
(Please delete as applicable)

VAZRICK HOVANESSIAN

Name of director/company secretary (print)

## CONSENT TO NOMINATION AND TO ACT AS A DIRECTOR

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The Directors  
Gondwana Resources Limited  
230 Rokeby Road  
SUBIACO Western Australia 6008

TO: GONDWANA RESOURCES LIMITED ABN 72 008 915 311 (the **Company**)

1. Consent to nomination to the office of director

For the purpose of clause 13.3 of the Company's constitution, I confirm my consent to my nomination by Ochre Industries Pty Limited as a director of Gondwana Resources Limited ABN 72 008 915 311 of 230 Rokeby Road, Subiaco, Western Australia 6008, and signify my candidature for the office.

2. Consent to act as director

In compliance with section 201D of the *Corporations Act 2001* (Cth) (**Corporations Act**), I confirm my consent to act as a director of Company.

3. Personal details

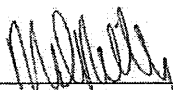
In compliance with sections 205B and 205C of the Corporations Act I give notice of the following personal details:

Present given and family names	Mark David Reilly
All former given and family names	Nil
Date and place of birth	12 August 1970, Perth, WA
Usual residential address	6 Moorakyne Avenue, Malvern, VIC 3144

Dated

10/6/14

Signed



Name

Mark David Reilly

## NOTICE OF NOMINATION OF DIRECTOR

IN ACCORDANCE WITH CLAUSE 13.3 OF THE GONDWANA RESOURCES LIMITED  
CONSTITUTION

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The Directors  
Gondwana Resources Limited  
230 Rokeby Road  
SUBIACO Western Australia 6008

TO: GONDWANA RESOURCES LIMITED ABN 72 008 915 311 (the **Company**)

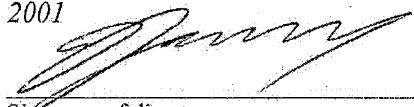
Ochre Industries Pty Limited ABN 71 162 416 408, a wholly owned subsidiary of Ochre Group Holdings Limited ABN 69 008 877 745, being a shareholder of the Company, nominates the following candidate for election to the office of as director of the Company in accordance with clause 13.3 of the Company's constitution:

1. Brian Keith McMaster (the **Proposed Director**).

The Proposed Director has consented to his nomination by Ochre Industries Pty Limited for election to the office of director of the Company and signified his candidature for the office.

Dated: 12 June 2014

Executed by Ochre Industries Pty Ltd  
ACN 162 416 408 in accordance with  
Section 127 of the *Corporations Act*  
2001



Signature of director

NATHAN FEATHERBY

Name of director (print)



Signature of director/company secretary  
(Please delete as applicable)

VAZ HOVAKIMIAN

Name of director/company secretary (print)

## CONSENT TO NOMINATION AND TO ACT AS A DIRECTOR

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The Directors  
Gondwana Resources Limited  
230 Rokeby Road  
SUBIACO Western Australia 6008

TO: GONDWANA RESOURCES LIMITED ABN 72 008 915 311 (the **Company**)

1. Consent to nomination to the office of director

For the purpose of clause 13.3 of the Company's constitution, I confirm my consent to my nomination by Ochre Industries Pty Limited as a director of Gondwana Resources Limited ABN 72 008 915 311 of 230 Rokeby Road, Subiaco, Western Australia 6008, and signify my candidature for the office.

2. Consent to act as director

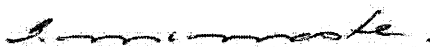
In compliance with section 201D of the *Corporations Act 2001* (Cth) (**Corporations Act**), I confirm my consent to act as a director of Company.

3. Personal details

In compliance with sections 205B and 205C of the Corporations Act I give notice of the following personal details:

Present given and family names	Brian Keith McMaster
All former given and family names	Nil
Date and place of birth	23 March 1971, Hobart TAS
Usual residential address	5A Agett Road, Claremont, WA, 6010

Dated 9 June 2014

Signed 

Name Brian Keith McMaster

## PROXY FORM

**GONDWANA RESOURCES LIMITED**  
**ACN 008 915 311**

### GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

**OR:** ☐ the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 11:30am (WST), on Monday, 11 August 2014 at The Celtic Club, 48 Ord Street, West Perth WA, and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

#### Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Removal of Director – Warren Beckwith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Removal of Director – Steven Pynt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Removal of Director – Paul Goodsall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Removal of Director – Jolyon Sinclair	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Removal of Director – All Other Appointed Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Appointment of Director – Vazrick Hovanessian	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Appointment of Director – Mark Reilly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Appointment of Director – Brian McMaster	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

If two proxies are being appointed, the proportion of voting rights this proxy represents is: \_\_\_\_\_ %

#### Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

Contact name:

Contact ph (daytime):

E-mail address:

Consent for contact by e-mail in  
relation to this Proxy Form:

YES ☐ NO ☐

## Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(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 should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to Gondwana Resources Limited, PO Box 1819, Applecross, Western Australia 6953; or
  - (b) facsimile to the Company on facsimile number +61 8 9346 9101;

so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**

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