

22 January 2016

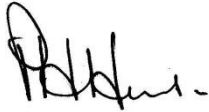
Australian Securities Exchange
Level 5, 20 Bridge Street
SYDNEY NSW 2000

ASX ANNOUNCEMENT

NOTICE OF GENERAL MEETING & PROXY FORM

Please find attached a Notice of General Meeting and Proxy Form which has been despatched to shareholders today.

On behalf of the board



Peter Hunt
Company Secretary

For personal use only



STONEWALL
RESOURCES

STONEWALL RESOURCES LIMITED

ACN 131 758 177

NOTICE OF GENERAL MEETING

TIME: 12:00pm AEDT
DATE: Tuesday 23rd February 2016
PLACE: RACV Club Victoria
501 Bourke Street
Melbourne VIC 3000

**THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY.
PLEASE READ IT CAREFULLY.**

If you are unable to attend the General Meeting, please complete the Proxy Form enclosed and return it in accordance with the instructions set out on that form. If you are in any doubt as to how to vote, you should consult your financial or legal adviser as soon as possible. Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on (+61 8) 7324 6000.

For personal use only

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Stonewall Resources Limited (the **Company**) will be held at:

Venue: RACV Club Victoria
501 Bourke Street
Melbourne VIC 3000

Date: Tuesday 23rd February 2016

Time: 12:00pm AEDT

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting.

The Directors have determined pursuant to Regulations 7.11.37 and 7.11.38 of the Corporations Act 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 7.00 pm (AEDT) on Sunday 21st February 2016.

AGENDA

Resolutions

RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF 155,555,556 SHARES TO A SOPHISTICATED INVESTOR

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

“That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 155,555,556 fully paid ordinary shares to a sophisticated investor on the terms and conditions set out in the Explanatory Statement.”

RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF 10,000,000 UNLISTED OPTIONS TO A SOPHISTICATED INVESTOR

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

“That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 10,000,000 unlisted options to a sophisticated investor on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement – Resolutions 1 - 2

The Company will disregard any votes cast by a person who participated in the issue of equity securities (and any associate of that person) 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 associate of that person). However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 3 – ISSUE OF 52,631,579 SHARES TO A SOPHISTICATED INVESTOR

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

“That for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of 52,631,579 fully paid ordinary shares to a sophisticated investor on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement – Resolution 3

The Company will disregard any votes cast by a person who is to receive securities (and any associate of that person) 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 associate of that person). However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 4 – ISSUE OF 68,421,053 SHARES TO A SOPHISTICATED INVESTOR (RELATED PARTY)

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

“That for the purposes of the ASX Listing Rules, including ASX Listing Rule 10.11 and Chapter 2E of the *Corporations Act 2001* (Cth), and for all other purposes, Shareholders approve the allotment and issue of 68,421,053 ordinary fully paid shares in the Company to an Tasman Funds Management Ltd and/or its nominees, being an institutional investor, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion Statement – Resolution 4

The Company will disregard any votes cast by a person who is to receive securities in relation to the entity (and any associate of that person) 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 associate of that person). However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of General Meeting and should be read in conjunction with it.

Proxies

Please note that:

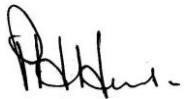
- (a) A shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) A proxy need not be a member of the Company;
- (c) A shareholder may appoint a body corporate or an individual as its proxy;
- (d) A body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders 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. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorizing him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the General Meeting or handed in at the General Meeting when registering as a corporate representative.

Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Act 2001 (Cth), the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 7.00pm AEDT on Sunday 21st February 2016. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the General Meeting.

By Order of the Board of Directors



Peter Hunt
Company Secretary
22nd January 2016

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at a General Meeting of the Company to be held on Tuesday, 23rd February 2016 at 12.00 pm (AEDT).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolution in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting.

RESOLUTION 1 – Ratification of Prior Issue of 155,555,556 Shares to a Sophisticated Investor

1.1 General

On 18 November 2015, the Company issued 155,555,556 ordinary Shares at an issue price of \$0.009 per share to raise a total of \$1,400,000.

As announced to the ASX on 18 November 2015, the shares were issued to a sophisticated investor.

The Company engaged the services of a licensed securities dealer to manage the placement and agreed to pay the dealer a fee of 7% (exclusive of goods and services tax) on the amount raised under the placement.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those 155,555,556 Shares (**Ratification**).

1.2 ASX Listing Rule 7.1

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

1.3 ASX Listing Rule 7.4

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

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

1.4 Technical information required by ASX Listing Rule 7.4

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

- (a) 155,555,556 Shares were issued;
- (b) At an issue price of \$0.009 per Share;
- (c) The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- (d) The Shares were allotted and issued to a client of the licensed dealer, who is a sophisticated investor. This subscriber is not a related party of the Company; and
- (e) The funds raised from this issue were used to assist the Company in meeting its repayment commitments related to convertible securities.
-

RESOLUTION 2 – Ratification of Prior Issue of 10,000,000 Unlisted Options to a Sophisticated Investor

2.1 General

As announced on 14 January 2016, the Company issued to a sophisticated investor 10,000,000 unlisted options at an exercise price of \$0.015 each expiring 3 years from the grant date.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 10,000,000 unlisted options (**Ratification**).

A summary of ASX Listing Rule 7.1 is set out in Section 1.2 above.

A summary of ASX Listing Rule 7.4 is set out in Section 1.3 above.

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

2.2 Technical information required by ASX Listing Rule 7.4

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

- (a) 10,000,000 unlisted options were granted with an expiry date of 3 January 2019;
 - (b) The exercise price for the options is \$0.015 per Share;
 - (c) The Unlisted Options can be exercised to fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
 - (d) The Unlisted Options were granted to a sophisticated investor. This subscriber is not a related party of the Company; and
 - (e) The Unlisted Options were granted pursuant to the re-structure of an existing funding arrangement with Beatle Rock Pty Ltd. No funds were generated from the granting of the unlisted options.
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RESOLUTION 3 – Issue of 52,631,579 Shares to a sophisticated investor

3.1 General

As part of a recapitalisation process, the Company has the opportunity to issue a total of 52,631,579 ordinary fully paid shares at an issue price of \$0.0095 per share to raise a total of \$500,000.

Resolution 3 seeks shareholder approval for the allotment and issue of 52,631,579 Shares to High Gift Investments Pty Ltd and/or its nominees (**High Gift**).

The Company engaged the services of a licensed securities dealer to manage the placement of 52,631,579 Shares to High Gift and agreed to pay the dealer a fee of 7% (exclusive of goods and services tax).

A summary of ASX Listing Rule 7.1 is set out in Section 1.2 above.

ASX Listing Rule 7.3.2 provides that if Shareholder approval is obtained to an issue of shares pursuant to ASX Listing Rule 7.1, a company will have a period of 3 months after its general meeting where Shareholder approval is obtained (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1 to issue the shares.

The effect of Resolution 3 will be to allow the Directors to issue to High Gift 52,631,579 Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX).

3.2 Technical information required by ASX Listing Rule 7.3

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

- (a) 52,631,579 Shares will be issued;
- (b) the Shares will be issued to High Gift, (who is not a related party of the Company).
- (c) the Shares will be issued no later than 3 months after the date of the General Meeting (or such later date permitted by any ASX waiver or modification of the Listing Rules) and it is intended that allotment will occur on the same date;
- (d) the shares will be issued at a price of \$0.0095 each to raise a total of \$500,000;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) The funds raised from this issue were used to:
 - a. assist the Company with its working capital requirements including those of its South African subsidiary, Stonewall Mining Pty Ltd; and
 - b. assist the Company in meeting its repayment commitments related to convertible securities.

RESOLUTION 4 – Issue of 68,421,053 Shares to a Sophisticated Investor (Related Party)

4.1 General

As part of a recapitalisation process, the Company has the opportunity to issue a total of 68,421,053 ordinary fully paid shares at an issue price of \$0.0095 per share to raise a total of \$650,000.

Resolution 4 seeks shareholder approval for the allotment and issue of 68,421,053 Shares to Tasman Funds Management Ltd and/or its nominees (**Tasman**).

The Company engaged the services of a licensed securities dealer to manage the placement of 68,421,053 Shares to Tasman and agreed to pay the dealer a fee of 7% (exclusive of goods and services tax).

The effect of Resolution 4 will be to allow the Directors to issue to Tasman 68,421,053 Shares during the period of 1 month after the Meeting (or a longer period, if allowed by ASX).

1.1 Chapter 2E of the Corporations Act

Chapter 2E of the *Corporations Act 2001* (Cth) (**Corporations Act**) regulates the provision of financial benefits to related parties by a public company.

Under Chapter 2E of the Corporations Act, a public company cannot give a "financial benefit" to a "related party" unless one of the exceptions set out in sections 210 to 216 of the Corporations Act apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Section 208 of the Corporations Act provides that for a public company to give a financial benefit to a related party of that company, the public company must:

- (a) obtain approval of members in the way set out in Section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months after the approval.

A “financial benefit” is defined in the Corporations Act in broad terms and includes a public company issuing securities.

For the purpose of this meeting, a “related party” includes an entity that “controls” a public company.

Under the Corporations Act, an entity has “control” over another entity if the first entity has capacity to determine the outcome of decisions about the second entity’s financial and operating policies. In determining this capacity, the following must be taken into account:

- (a) the practical influence the first entity can exert (rather than the rights it can enforce); and
- (b) any practice or pattern of behaviour affecting the second entity’s financial or operating policies.

For the avoidance of doubt, the Directors are seeking Shareholder approval for the purposes of Chapter 2E of the Corporations Act in respect of 68,421,053 Shares to be issued to Tasman pursuant to Resolution 4.

4.2 ASX Listing Rule 10.11

ASX 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 ASX Listing Rule 10.12 applies.

It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply.

ASX Listing Rule 19.12 defines the term “related party” to mean the same as under the Corporations Act. Tasman is a related party of the Company by virtue of having a director who is also a director and shareholder of Tasman. Additionally, Tasman is a substantial shareholder of the Company.

Accordingly, for the avoidance of doubt, the Directors are seeking Shareholder for the purposes of ASX Listing Rule 10.11 for the issue of 68,421,053 Shares to Tasman pursuant to Resolution 4.

ASX Listing Rule 10.13.3 provides that the notice of meeting must (inter alia) state the date by which the entity will issue the securities and that the securities must be issued no later than 1 month after the date of the meeting or such later date as may be permitted by any ASX waiver or modification of the ASX Listing Rules.

Pursuant to ASX Listing Rule 10.13.3, the Shares the subject of Resolution 4 must be issued within 1 month from the date of the Shareholder approval.

4.3 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the issue of the Related Party Securities:

- a) 68,421,053 Shares will be issued to Tasman;
- b) the Shares will be issued within 1 month after the date of the General Meeting (or such later date permitted by any ASX waiver or modification of the Listing Rules) and it is intended that allotment will occur on the same date;
- c) the Shares issued to Tasman will be issued at a price of \$0.0095 each, thus raising a total of \$650,000;
- d) the Shares issued to Tasman 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

- e) the funds will be used to assist with the general working capital requirements of the Company including those of its South African subsidiaries.
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Enquiries

Shareholders are encouraged to contact the Company Secretary on (+61 8) 7324 6000 if they have any queries in respect to the matters set out in these documents.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Company to which this Notice of Meeting relates will be held at 12.00 pm AEDT on Tuesday, 23rd February 2016 at:

RACV Club Victoria
501 Bourke Street
Melbourne VIC 3000

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

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

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

- 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 General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must call 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 on 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.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 12:00pm (AEDT) on Sunday, 21 February 2016.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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 your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **12:00pm (AEDT) on Sunday, 21 February 2016.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Stonewall Resources Limited

ACN 131 758 177

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Stonewall Resources Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

[Empty box for proxy name]

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at the **RACV Club Victoria, 501 Bourke Street, Melbourne VIC 3000 on Tuesday, 23 February, 2016 at 12.00pm (AEDT)** and at any adjournment of that meeting, to act 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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratification of prior Issue of 155,555,556 Shares to a Sophisticated Investor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of prior Issue of 10,000,000 Unlisted Options to a Sophisticated Investor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of 52,631,579 Shares to a Sophisticated Investor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of 68,421,053 Shares to a Sophisticated Investor (related party)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

[Signature box for Individual or Securityholder 1]

Sole Director and Sole Company Secretary

Securityholder 2

[Signature box for Securityholder 2]

Director

Securityholder 3

[Signature box for Securityholder 3]

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016