



A B N 15 117 330 757

NOTICE OF GENERAL MEETING

A General Meeting of the Company will be held at Suite 1, 338 Hay Street, Subiaco, Western Australia on 9 September 2014 at 10:00 AM (WST).

This 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 (08) 6380 1003.

KIBARAN RESOURCES LIMITED

A B N 15 117 330 757

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Kibaran Resources Limited ("**Company**") will be held at Suite 1, 338 Hay Street, Subiaco, Western Australia on 9 September 2014 at 10:00 am (WST) ("**Meeting**").

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum, Schedules and the Proxy Form form part of this 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 on 7 September 2014 at 10:00 am (WST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Section 8 of the Explanatory Memorandum.

AGENDA

1. Resolution 1 – Ratification of the issue of Placement Shares

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 23,081,916 Placement Shares at an issue price of \$0.135 per Placement Share to institutional and sophisticated investors upon the terms and conditions set out in the Explanatory Memorandum accompanying the Notice."

2. Resolution 2 – Approval of Employee Share Plan

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

"That, for the purposes of Listing Rule 7.2 Exception 9(b), sections 259B(2) and 260C(4) of the Corporations Act 2001 (Cth) and for all other purposes, approval be given for the Company to adopt an employee incentive scheme titled Employee Share Plan and for the issue of Plan Shares under that plan, on the terms and conditions set out in the Explanatory Memorandum and Schedule 1."

3. Resolution 3 – Issue of Employee Shares to Andrew Spinks

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

“That, subject to the approval of Resolution 2, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to the Company to issue 2,000,000 Employee Shares to Andrew Spinks (or his nominee) under the Employee Share Plan on the terms and conditions outlined in the Explanatory Memorandum and Schedule 1, which accompany this Notice of Extraordinary General Meeting.”

4. Resolution 4 – Issue of Park Shares to John Park

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to the Company to issue 300,000 Park Shares to John Park (or his nominee) under the Park Plan, on the terms and conditions outlined in the Explanatory Memorandum and Schedule 2, which accompany this Notice of Extraordinary General Meeting.”

Dated 1 August 2014

BY ORDER OF THE BOARD

ROBERT HODBY
Company Secretary

Voting Exclusion Statement:

Resolution	Shareholders excluded from voting
<p><i>Resolution 1 – Ratification of prior issue of Placement Shares</i></p>	<p>The Company will disregard any votes on Resolution 1 by any person who participated in the Placement and any associate of those persons.</p> <p>However, the Company need not disregard a vote if:</p> <ul style="list-style-type: none"> • 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 a 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.
<p><i>Resolution 2 – Approval of the Employee Share Plan</i></p>	<p>The Company will disregard any votes on Resolution 2 by any Director of the Company (except a Director who is ineligible to participate in any employee incentive scheme of the Company) and any associates of those Directors.</p> <p>However, the Company need not disregard a vote if:</p> <ul style="list-style-type: none"> • 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 a 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. <p>Voting Prohibition Statement:</p> <p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> • the proxy is either: <ul style="list-style-type: none"> o a member of the Key Management Personnel; or o a Closely Related Party of such a member; and • the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> • the proxy is the Chair; and • the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p><i>Resolution 3 – Issue of Employee Shares To Andrew Spinks</i></p>	<p>The Company will disregard any votes on Resolution 3 by any Director of the Company (except a Director who is ineligible to participate in the Employee Share Plan) and any associates of those Directors.</p> <p>However, the Company need not disregard a vote if:</p> <ul style="list-style-type: none"> • 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 a 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. <p>Voting Prohibition Statement:</p> <p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p>

	<ul style="list-style-type: none"> • the proxy is either: <ul style="list-style-type: none"> o a member of the Key Management Personnel; or o a Closely Related Party of such a member; and • the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> • the proxy is the Chair; and • the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p><i>Resolution 4 – Issue of Park Shares To John Park</i></p>	<p>The Company will disregard any votes on Resolution 4 by any Director of the Company (except a Director who is ineligible to participate in the Park Plan) and any associates of those Directors.</p> <p>However, the Company need not disregard a vote if:</p> <ul style="list-style-type: none"> • 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 a 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. <p>Voting Prohibition Statement:</p> <p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> • the proxy is either: <ul style="list-style-type: none"> o a member of the Key Management Personnel; or o a Closely Related Party of such a member; and • the appointment does not specify the way the proxy is to vote on this Resolution. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> • the proxy is the Chair; and • the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

KIBARAN RESOURCES LIMITED

A B N 15 117 330 757

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the General Meeting to be held at Suite 1, 338 Hay Street, Subiaco, Western Australia on 9 September 2014 at 10.00am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

This 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:	Voting by proxy
Section 4:	Resolution 1 – Ratification of the issue of Placement Shares
Section 5:	Resolution 2 – Approval of the Employee Share Plan
Section 6:	Resolution 3 – Issue of Employee Shares to Andrew Spinks
Section 7:	Resolution 4 – Issue of Park Shares to John Park
Section 8:	Definitions
Schedule 1	Summary of Employee Share Plan Terms and Conditions
Schedule 2	Summary of John Park Share Plan Terms and Conditions

2. Action to be taken by Shareholders

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

3. 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 provided. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder 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.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 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 (ie 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 (ie 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 (ie 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; or
 - 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.

The Company must receive your duly completed Proxy Form by no later than 10:00am (WST) on 7 September 2014.

4. **Resolution 1 – Ratification of the issue of Placement Shares**

On 4 July 2014, the Company announced that it had completed a placement of 23,081,916 Shares to sophisticated investors to the Company (**Placement**).

On 14 July 2014, the issue of 23,081,916 Shares under the Placement was completed as follows:

- 13,849,150 Shares were issued without Shareholder approval under Listing Rule 7.1; and
- 9,232,766 Shares were issued without Shareholder approval under Listing Rule 7.1A, being the ‘additional placement capacity’ facility approved by Shareholders at the Company’s annual general meeting for the year ended 30 June 2013 (**2013 AGM**),

(together the **Placement Shares**).

As set out in the Appendix 3B dated 14 July 2014, the Company’s remaining issue capacity is as set out below:

- ASX Listing Rule 7.1 – Nil; and
- ASX Listing Rule 7.1A – Nil.

This Resolution seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 23,081,916 Placement Shares.

Purpose of Resolution 1 and Listing Rule 7.1 and 7.1A

Listing Rule 7.1 prohibits a listed entity from issuing or agreeing to issue equity securities equating to more than 15% of its ordinary securities in a 12 month period without shareholder approval (**15% Limit**), unless an exception applies.

Pursuant to Listing Rule 7.4, an issue of securities made without shareholder approval is deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 provided that the issue did not breach the 15% Limit and the Company at a general meeting subsequently approves the issue.

At the 2013 AGM, the Company obtained Shareholder approval to issue up to 10% of its ordinary securities in addition to the 15% Limit available under Listing Rule 7.1 (**Additional Placement Capacity**). Listing Rule 7.4 allows the Company

to seek subsequent ratification for any Shares issued under the Additional Placement Capacity facility. The effect of this Resolution allows the Company to issue a further 10% of its ordinary securities under the Additional Placement Capacity facility until the facility expires on 25 November 2014, being 12 months from the date the facility was approved by the Shareholders at the 2013 AGM.

Shareholder ratification for the issue of the Placement Shares is now sought pursuant to Listing Rule 7.4, to reinstate the Company's capacity to issue:

- a) up to 15% of its ordinary securities, if required, in the next 12 months, without Shareholder approval under Listing Rule 7.1; and
- b) up to a further 10% of its ordinary securities, if required between now and 25 November 2014 (being the facility expiry date), without Shareholder approval under Listing Rule 7.1A.

Notice requirements under Listing Rule 7.5

It is a requirement of Listing Rule 7.5, that a listed entity seeking subsequent Shareholder approval under Listing Rule 7.4 provide the following information to Shareholders:

- a) the total number of securities issued was 23,081,916 Placement Shares;
- b) the issue price per Placement Share was \$0.135;
- c) the terms and conditions of the Placement Shares issued are identical to the Company's existing fully paid ordinary shares;
- d) the Placement Shares were issued to clients of Taylor Collison who are sophisticated investors of the Company. None of these subscribers were or are related parties of the Company;
- e) funds raised from the Placement are being used to advance the Company's Epanko deposit at the Mahenge project in Tanzania. The expenditure will comprise a diamond drilling programme, metallurgical and pilot plant testwork, feasibility studies and application for a mining licence.

Directors' Recommendation and Reasons for Recommendation in relation to Resolution 1

The Directors recommend that Shareholders vote in favour of Resolution 1.

5. Resolution 2 – Approval of Employee Share Plan

A new employee incentive scheme entitled Employee Share Plan, forming part of the Company's employee remuneration and incentive program has been adopted by the Board (**Employee Plan**).

The Board is committed to incentivising and retaining the Company's Executive Director and other personnel in a manner which promotes alignment of their interests with Shareholder interests, whilst at the same time offering eligible participants market competitive remuneration arrangements. At the same time, the Company desires to maintain the maximum ability to raise capital in

accordance with the Listing Rules without seeking Shareholder approval. Accordingly the Board seeks Shareholder approval for adoption of the Employee Plan for the purposes of Listing Rule 7.2 (Exception 9(b)).

A summary of the Employee Plan is set out in Schedule 1.

Resolution 2 seeks Shareholder approval for the adoption of the Employee Plan in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

Listing Rules

A summary of Listing Rule 7.1 is set out in Section 4 above.

Listing Rule 7.2 Exception 9(b) provides that an issue of securities under an employee incentive scheme does not detract from the available 15% limit under Listing Rule 7.1 if the issue of securities is made under an employee incentive scheme and that employee incentive scheme was approved by shareholders no more than three years before the date of issue of the securities. The Employee Plan is regarded as an employee incentive scheme for the purpose of Listing Rule 7.2 Exception 9(b).

The Company intends that the issue of fully paid ordinary shares pursuant to the Employee Plan (**Employee Shares**) not be deducted from its capacity under Listing Rule 7.1. Accordingly, it is seeking Shareholder approval in order for the Company to be able to issue Employee Shares pursuant to the Employee Plan and have those Shares qualify under exception 9(b) to Listing Rule 7.2.

Information required for Listing Rule 7.2 Exception 9(b)

No Employee Shares have been issued under the Employee Plan and the Company has not previously sought Shareholders' approval of the Employee Plan. However, subject to the passing of Resolution 3, a total of 2,000,000 Employee Shares will be issued to Mr Andrew Spinks or his nominee under the Employee Plan.

In addition, the Company proposes issuing, after the Meeting, up to 1,500,000 Employee Shares to Mr Robert Hodby, the Company's Company Secretary (or his nominee), under the Employee Plan on the same terms and conditions as the proposed issue of Employee Shares under Resolution 3.

A summary of the Employee Share Plan is set out in Schedule 1.

The Employee Shares will rank equally with all other fully paid ordinary Shares on issue in the capital of the Company. Holders of Employee Shares issued under the Employee Plan will be entitled to exercise all voting rights attaching to the Employee Shares in accordance with the Company's Constitution. In addition, holders of Employee Shares issued under the Employee Plan will be entitled to participate in dividends declared and paid by the Company in accordance with the Company's Constitution.

Where the holder has been granted a limited recourse loan by the Company to acquire the Employee Shares, the Employee Shares may only be sold by the volition of the holder once the loan has been repaid in full (otherwise any dealing by the holder in the Employee Shares is prohibited without the prior written consent of the Company).

If the loan becomes due and payable under a limited recourse loan agreement and the holder has not repaid the amount of the loan in full within 21 days of the due date, then the holder will forfeit their interest in the Employee Shares as full consideration for the repayment of the outstanding loan balance, and the Company will sell the Employee Shares and use the proceeds to repay the moneys owing to the Company.

Copies of the Employee Plan are available for inspection at the Company's registered office and will be provided without charge to Shareholders on request.

Exemption for security over shares - section 259B(2) of the Corporations Act

To the extent the Company loans funds to a participant in the Employee Plan to pay the issue price of the Employee Shares, the Employee Shares will comprise security for repayment of the loan.

Under the terms of the Employee Plan, the Company will have a lien over any Employee Shares in respect of which a loan amount is outstanding and will be entitled to sell those Employee Shares in accordance with the terms of the Employee Plan, in order to recover any amounts owed under a loan.

Section 259B(1) of the Corporations Act prohibits a company from taking security over its own shares, except as permitted by section 259B(2) or (3). Section 259B(2) states that a company may take security over shares in itself under an employee share scheme that has been approved by a resolution passed at a general meeting of the company. Accordingly, the Board is seeking Shareholder approval for the purposes of section 259B(2) in Resolution 2 (applying also to Resolution 3).

Financial Assistance - Part 2J.3 of the Corporations Act

The provision of a loan to Eligible Employees (as defined in Schedule 1) to fund the acquisition of Employee Shares issued under the terms of the Employee Plan will constitute 'financial assistance' for the purposes of Part 2J.3 of the Corporations Act.

Section 260A of the Corporations Act states that a company may financially assist a person to acquire shares in the company only if:

- a) giving the assistance does not materially prejudice the interests of the company or its shareholders or the company's ability to pay its creditors;
- b) the assistance is approved by the shareholders under section 260B; or
- c) the assistance is exempt under section 260C.

Section 260C(4) provides that financial assistance is exempt from section 260A if it is given under an 'employee share scheme' that has been approved by a resolution passed at a general meeting of the company. The Employee Plan falls within the definition of an 'employee share scheme' for the purposes of the Corporations Act. Accordingly, the Board is seeking Shareholder approval of the Employee Plan under section 260C(4) as an exemption from section 260A of the Corporations Act in Resolution 2 (applying also to Resolution 3).

Recommendation

The Directors, other than Andrew Spinks who is prohibited from giving a recommendation in respect of Resolution 2 due to his material personal interest derived from Resolution 3 being conditional on passing Resolution 2, recommend that Shareholders vote in favour of Resolution 2.

6. Resolution 3 – Issue of Employee Shares to Andrew Spinks

Background

Andrew Spinks is the Company's Executive Director. The Board has decided to seek Shareholder approval for the issue of Employee Shares to Mr Spinks in recognition for his performance with the Company and as Director incentive remuneration.

Application of ASX Listing Rules

ASX Listing Rule 10.14 effectively provides that an entity must not permit a Director of the Company (or their associate) to acquire securities under an employee incentive scheme without approval of the holders of ordinary securities.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Employee Shares pursuant to Resolution 3, as approval is being obtained under Listing Rule 10.14. Notwithstanding that exception, approval is also being sought for the Employee Plan for the purpose of Listing Rule 7.2 exception 9(b) pursuant to Resolution 2.

ASX Listing Rule 10.15 Requirements

In accordance with the disclosure requirements of ASX Listing Rule 10.15:

- a) the Company proposes to issue Employee Shares to Mr Spinks or his nominee under the Employee Plan;
- b) the maximum number of securities to be issued to Mr Spinks (or his nominee) pursuant to Resolution 3 is 2,000,000 Employee Shares;
- c) Mr Spinks will not be permitted to deal in the Employee Shares until the later of:
 - i) the date that he repays the loan granted to him by the Company for his purchase of the Employee Shares; and
 - ii) the date which is 6 months after the issue of the Employee Shares, provided that Mr Spinks remains a Director of the Company during that time.
- d) the Company proposes to issue the Employee Shares pursuant to Resolution 3 as soon as reasonably practicable after Resolution 3 is approved by Shareholders, but in any case by no later than 12 months after the date of passage of Resolution 3;

- e) Mr Spinks is a Director of the Company;
- f) The Employee Shares will be issued at an issue price per Share equal to the VWAP of Shares over the last five (5) trading days on which sales were recorded up to and including the date of acceptance of the Employee Shares offered;
- g) a voting exclusion statement is included in the Notice of Extraordinary General Meeting;
- h) no funds will be received by the Company immediately upon the issue of the Employee Shares as Mr Spinks will receive a loan from the Company for the amount of the issue price of the Employee Shares. Such loan will be repayable in accordance with the terms of the Employee Plan (and the loan repayment date for that purpose is 5 years after the date of issue of the Employee Shares pursuant to Resolution 3);
- i) the material terms of the Employee Shares, the loan and the Employee Plan are set out in Schedule 1; and
- j) the only person referred to in Listing Rule 10.14 entitled to participate in the Employee Plan is Mr Andrew Spinks (and his nominee) and the Employee Plan has not previously been approved by Shareholders.

Financial Assistance - Part 2J.3 of the Corporations Act

The Board (excluding Andrew Spinks) has resolved to provide financial assistance to Andrew Spinks pursuant to the Employee Plan, such financial assistance to take the form of a limited recourse loan to enable Mr Spinks to acquire Employee Shares under the Employee Plan (subject to Shareholders' approval). Notwithstanding the approval being sought pursuant to section 260C(4) of the Corporations Act under Resolution 2, the Board has also resolved that the giving of this assistance pursuant to Resolution 3 does not materially prejudice the interests of the Company or its Shareholders, or the Company's ability to pay its creditors.

The reasons for the Directors' (excluding Mr Spinks) conclusions concerning the giving of financial assistance in respect of the Employee Plan are that they consider:

- a) giving the assistance is in the best interests of the Company and the Shareholders, because it increases the alignment of the interests of Mr Spinks and Shareholders and rewards Mr Spinks for the creation of Shareholder wealth, and, therefore creates incentives for Mr Spinks to strive to ensure that the Company performs for the benefit of all its Shareholders;
- b) the terms and conditions do not materially prejudice the interests of the Company and its Shareholders or the Company's ability to pay its creditors because the costs of providing the financial assistance are relatively small and are outweighed by the benefit of alignment of interest that is achieved under the Employee Plan;

- c) the restriction condition of the Employee Shares is intended to encourage Mr Spinks to remain a Director of the Company to achieve beneficial outcomes for Shareholders; and
- d) in the opinion of the Directors, the provision of financial assistance under schemes of this kind is consistent with market practice in the area of executive incentive schemes currently operated in Australia.

Chapter 2E Corporations Act

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

- a) obtain the approval of the public company's members in the manner set out in sections 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 Employee Shares constitutes giving a financial benefit and Andrew Spinks is a related party of the Company by virtue of being a Director. Shareholder approval is not required under Chapter 2E of the Corporations Act for the financial benefit covered by this Resolution 3 as the Board (other than Andrew Spinks who has a material personal interest in the Resolution) resolved that the financial benefit to be provided to Andrew Spinks (or his nominee) under the Employee Plan comes within the reasonable remuneration exemption to Chapter 2E of the Corporations Act 2001 (Cth).

Recommendation

The Directors, other than Andrew Spinks, recommend that Shareholders vote in favour of Resolution 3.

7. Resolution 4 – Issue of Park Shares to John Park

Background

John Park is a non-executive Director of the Company. The Board has decided to seek shareholder approval for the issue of Shares under the Park Plan (**Park Shares**) to Mr Park in recognition for his performance with the Company and as Director incentive remuneration.

Application of ASX Listing Rules

ASX Listing Rule 10.14 effectively provides that an entity must not permit a Director of the Company (or their associate) to acquire securities under an employee incentive scheme without approval of the holders of ordinary securities.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Park Shares pursuant to Resolution 4, as approval is being obtained under Listing Rule 10.14.

ASX Listing Rule 10.15 Requirements

In accordance with the disclosure requirements of ASX Listing Rule 10.15:

- a) the Company proposes to issue Park Shares to Mr Park or his nominee under the Park Plan;
- b) the maximum number of securities to be issued to Mr Park (or his nominee) pursuant to Resolution 4 is 300,000 Park Shares;
- c) Mr Park will not be permitted to deal in the Park Shares until the later of:
 - i) the date that he repays the loan granted to him by the Company for his purchase of the Park Shares; and
 - ii) the date which is 6 months after the issue of the Park Shares, provided that Mr Park remains a Director of the Company during that time.
- d) the Company proposes to issue the Park Shares pursuant to Resolution 4 as soon as reasonably practicable after Resolution 4 is approved by Shareholders, but in any case by no later than 12 months after the date of passage of Resolution 4;
- e) Mr Park is a non-executive Director of the Company;
- f) The Park Shares will be issued at an issue price per Park Share equal to the VWAP of the Shares over the last five (5) trading days on which sales were recorded up to and including the date of acceptance of the Park Shares offered;
- g) a voting exclusion statement is included in the Notice of Extraordinary General Meeting;
- h) no funds will be received by the Company immediately upon the issue of the Park Shares as Mr Park will receive a loan from the Company for the amount of the issue price of the Park Shares. Such loan will be repayable in accordance with the terms of the Park Plan (and the loan repayment date for that purpose is 5 years after the date of issue of the Park Shares pursuant to Resolution 4);
- i) the material terms of the Park Shares, the loan and the Park Plan are set out in Schedule 2; and
- j) Mr John Park and his nominee are the only persons entitled to participate in the Park Plan and the Park Plan has not previously been approved by Shareholders.

Financial Assistance - Part 2J.3 of the Corporations Act

The Board (excluding John Park) has resolved to provide financial assistance to John Park pursuant to the Park Plan, such financial assistance to take the form of a limited recourse loan to enable Mr Park to acquire Park Shares under the Park Plan (subject to Shareholders' approval). The Board resolved that the giving of

this assistance does not materially prejudice the interests of the Company or its Shareholders, or the Company's ability to pay its creditors.

The reasons for the Directors' (excluding Mr Park) conclusions concerning the giving of financial assistance in respect of the Park Plan are that they consider:

- a) giving the assistance is in the best interests of the Company and the Shareholders, because it increases the alignment of the interests of Mr Park and Shareholders and rewards Mr Park for the creation of Shareholder wealth, and, therefore creates incentives for Mr Park to strive to ensure that the Company performs for the benefit of all its Shareholders;
- b) the terms and conditions do not materially prejudice the interests of the Company and its Shareholders or the Company's ability to pay its creditors because the costs of providing the financial assistance are relatively small and are outweighed by the benefit of alignment of interest that is achieved under the Park Plan;
- c) the restriction condition of the Park Shares is intended to encourage Mr Park to remain a Director of the Company to achieve beneficial outcomes for Shareholders; and
- d) in the opinion of the Directors, the provision of financial assistance under schemes of this kind is consistent with market practice in the area of executive incentive schemes currently operated in Australia.

No security in respect of Park Shares

Section 259B(1) of the Corporations Act prohibits a company from taking security over its own shares, except as permitted by section 259B(2). Section 259B(2) states that a company may take security over shares in itself under an employee share scheme that has been approved by a resolution passed at a general meeting of the company.

However, as a non-executive Director (being Mr Park) is permitted to take up Park Shares under the Park Plan, this exception does not apply. As such, the Company will not hold security over the Park Shares issued to Mr Park. Instead, Mr Park will be contractually obliged to sell the Park Shares and remit the proceeds to the Company in the event that he does not repay the loan granted to him under the Park Plan.

Chapter 2E Corporations Act

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

- a) obtain the approval of the public company's members in the manner set out in sections 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 Park Shares constitutes giving a financial benefit and John Park is a related party of the Company by virtue of being a Director. Shareholder approval is not required under Chapter 2E of the Corporations Act 2001 (Cth) for the financial benefit covered by this Resolution 4 as the Board (other than John Park who has a material personal interest in the Resolution) has resolved that the financial benefit to be provided to John Park (or his nominee) under the Park Plan comes within the reasonable remuneration exemption to Chapter 2E of the Corporations Act 2001 (Cth).

Recommendation

The Directors, other than John Park, recommend that Shareholders vote in favour of Resolution 4.

8. Definitions

In this Notice:

ASIC means Australian Securities and Investments Commission.

Associated Body Corporate means:

- a) a body corporate that is a related body corporate (as defined in the Corporations Act) of the Company;
- b) a body corporate that has voting power in the Company of not less than 20%; and
- c) a body corporate in which the Company has voting power of not less than 20%.

ASX means ASX Limited ACN 009 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors.

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

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- e) a company the member controls; or
- f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Kibaran Resources Limited ACN 117 330 757.

Constitution means the Constitution of the Company.

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

Director means a director of the Company.

Employee Plan or **Employee Share Plan** means the employee incentive scheme entitled the Employee Share Plan, the terms of which are summarised in Schedule 1.

Employee Share means a Share issued under the Employee Plan.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Executive Director means a director holding salaried employment or office.

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.

Listing Rules means the listing rules of ASX.

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

Notice means this notice of meeting (including the notice of meeting, Explanatory Memorandum, Schedules and the Proxy Form).

Park Plan means the non-executive Director incentive scheme entitled the John Park Share Plan, the terms of which are summarised in Schedule 2.

Park Share means a Share issued under the Park Plan.

Placement has the meaning given in Section 4.

Placement Shares has the meaning given in Section 4.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in this Notice.

Schedule means a schedule to this Notice.

Section means a section of the Explanatory Memorandum.

Share or **Shares** means one or more fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

VWAP means the volume weighted average market price, as defined in the Listing Rules.

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

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

SCHEDULE 1 – SUMMARY OF EMPLOYEE SHARE PLAN TERMS AND CONDITIONS

The key terms of the Employee Plan are as follows:

- a) **Eligibility:** Participants in the Employee Plan may be Executive Directors, full-time and part-time employees of the Company or any Associated Body Corporate (**Participants** or **Eligible Employees**).
- b) **Administration of Employee Plan:** The Board is responsible for the operation of the Employee Plan and has a broad discretion to determine which Participants will be offered Employee Shares under the Employee Plan.
- c) **Offer:** The Board may issue an offer to a Participant to participate in the Employee Plan (**Offer**). The Offer:
 - i. will invite application for the number of Employee Shares specified in the Offer;
 - ii. will specify the issue price for the Employee Shares or the manner in which the issue price is to be calculated;
 - iii. may invite applications for a loan up to the amount payable in respect of the Employee Shares accepted by the Participant in accordance with the Offer;
 - iv. will specify any restriction conditions applying to the Employee Shares;
 - v. will specify an acceptance period; and
 - vi. specify any other terms and conditions attaching to the Employee Shares.
- d) **Issue price:** The issue price of each Employee Share will be determined by the Board in its absolute discretion, which may be a nominal or nil amount, except that where a loan is offered in relation to Employee Shares, the issue price must be not less than the VWAP at which Shares were traded on the ASX over the 5 trading days up to and including the actual date of acceptance of the Employee Shares offered under the Offer.
- e) **Restriction Conditions:** Employee Shares may be subject to restriction conditions (such as a period of employment) which must be satisfied before the Employee Shares can be sold, transferred, or encumbered at the discretion of the Participant. Employee Shares cannot be sold, transferred or encumbered at the discretion of the Participant until any loan in relation to the Employee Shares has been repaid or otherwise discharged under the Employee Plan.
- f) **Loan:** A Participant who is invited to subscribe for Employee Shares may also be invited to apply for a loan up to the amount payable in respect of the Employee Shares accepted by the Participant (**Loan**), on the following terms:
 - i. the Loan will be interest free, provided that interest at the rate equal to the benchmark interest rate for the relevant Fringe Benefits Tax year per annum will be payable in the event that a Participant is in default under the terms of the Employee Plan (**Default Interest**);

- ii. the Loan made available to a Participant shall be applied by the Company directly toward payment of the issue price of the Employee Shares;
 - iii. the Loan repayment date and the manner for making such payments shall be determined by the Board and set out in the Offer;
 - iv. a Participant must repay the Loan in full by the loan repayment date but may elect to repay the Loan amount in respect of any or all of the Employee Shares at any time prior to the loan repayment date;
 - v. the Company shall have a lien over the Employee Shares in respect of which a Loan is outstanding and the Company shall be entitled to sell those Employee Shares in accordance with the terms of the Employee Plan;
 - vi. a Loan will be non-recourse except against the Employee Shares held by the Participant to which the Loan relates; and
 - vii. the Board may, in its absolute discretion, agree to forgive a Loan made to a Participant.
- g) **Unfulfilled Restriction Condition:** Where a restriction condition in relation to Employee Shares is not satisfied by the due date, or becomes incapable of satisfaction in the opinion of the Board, the Company must, unless the restriction condition is waived by the Board and subject to the Corporations Act and the Listing Rules, either:
- i. buy back and cancel the relevant Employee Shares within 12 months of the date the restriction condition was not satisfied (or became incapable of satisfaction) under Part 2J.1 of the Corporations Act at a price equal to the cash consideration paid by the Participant for the Employee Shares (with any Loan not being treated as cash consideration but any Loan amount repayments by the Participant being treated as cash consideration); or
 - ii. arrange to sell the Employee Shares as soon as reasonably practicable either on the ASX or to an investor who falls within an exemption under section 708 of the Corporations Act provided that the sale must be at a price that is no less than 80% of the VWAP at which Shares were traded on the ASX on the 10 trading days before the sale date and apply the sale proceeds (**Sale Proceeds**) in the following priority:
 - 1. first, to pay the Company any outstanding Loan amount (including accrued Default Interest), if any, in relation to the Employee Shares and the Company's reasonable costs in selling the Employee Shares;
 - 2. second, to the extent the Sale Proceeds are sufficient, to repay the Participant any cash consideration paid by the Participant or Loan amount repayments (including any cash dividends applied to the Loan amount) made by or on behalf of the Participant; and
 - 3. lastly, any remainder to the Company to cover its costs of managing the Employee Plan.

h) **Sale of Employee Shares to repay Loan:**

- i. A Loan (plus any accrued Default Interest) shall become repayable in full where:
 1. the Participant (or, where the Participant is an associate of an Eligible Employee, the Eligible Employee) ceases to be an Eligible Employee for any reason (including death);
 2. the Participant suffers an event of insolvency;
 3. the Participant breaches any condition of the Loan or the Employee Plan; or
 4. a Restriction Condition in relation to Employee Shares subject to the Loan is not satisfied by the due date, or becomes incapable of satisfaction in the opinion of the Board (and is not waived).
 - ii. Where a Loan becomes repayable and at that time a Restriction Condition in relation to Employee Shares subject to the Loan is not satisfied, or is incapable of being satisfied in the opinion of the Board (and is not waived), the Employee Shares must be sold and the Sale Proceeds applied to repay the Loan and any accrued Default Interest in accordance with the Employee Plan.
 - iii. Where a Loan and any accrued Default Interest in relation to Employee Shares becomes repayable and at that time Restriction Conditions in relation to the Employee Shares have either been satisfied or are waived, the Company must give the Participant a 21 day period to repay the Loan and any accrued Default Interest, failing which the Company must sell the Employee Shares and apply the Sale Proceeds in accordance with the Employee Plan.
- i) **Power of Attorney:** The Participant irrevocably appoints each of the Company and each director of the Company severally as his or her attorney to do all things necessary to give effect to the sale of the Participant's Employee Shares in accordance with the Employee Plan.
- j) **Employee Plan limit:** The Company must take reasonable steps to ensure that the number of Employee Shares offered by the Company under the Employee Plan when aggregated with:
- i. the number of Shares issued during the previous 5 years under the Employee Plan (or any other employee share plan extended only to Eligible Employees); and
 - ii. the number of Shares that would be issued if each outstanding offer for Shares (including options to acquire unissued Shares) under any employee incentive scheme of the Company were to be exercised or accepted,

does not exceed 5% of the total number of Shares on issue at the time of an offer (but disregarding any offer of Shares or option to acquire Shares that can be disregarded in accordance with the relevant ASIC Class Order).

- k) **Restriction on transfer:** Except as otherwise provided in the Park Plan, Participants may not sell or otherwise deal with an Employee Share until the Loan amount in respect of that Employee Share has been repaid and any restriction conditions in relation to the Employee Shares have been satisfied or waived. The Company is authorised to impose a holding lock on the Employee Shares to implement this restriction.
- l) **Quotation on ASX:** The Company will apply for each Employee Share to be admitted to trading on ASX upon issue of the Employee Share. Quotation will be subject to the ASX Listing Rules.
- m) **Rights attaching to Employee Shares:** Each Employee Share shall be issued on the same terms and conditions as the Company's issued Shares (other than in respect of transfer restrictions imposed by the Employee Plan) and it will rank equally with all other issued Shares from the issue date except for entitlements which have a record date before the issue date.

SCHEDULE 2 – SUMMARY OF JOHN PARK SHARE PLAN TERMS AND CONDITIONS

The key terms of the Park Plan are as follows:

- a) **Eligibility:** The only eligible participant is Mr John Park, for so long as he remains a non-executive Director of the Company (**Participant** or **Eligible Participant**).
- b) **Administration of Park Plan:** The Board is responsible for the operation of the Park Plan.
- c) **Offer:** The Board may issue an offer to the Participant to participate in the Park Plan (**Offer**). The Offer:
 - i. will invite application for the number of Park Shares specified in the Offer;
 - ii. will specify the issue price for the Park Shares or the manner in which the issue price is to be calculated;
 - iii. may invite applications for a loan up to the amount payable in respect of the Park Shares accepted by the Participant in accordance with the Offer;
 - iv. will specify any restriction conditions applying to the Park Shares;
 - v. will specify an acceptance period; and
 - vi. specify any other terms and conditions attaching to the Park Shares.
- d) **Issue price:** The issue price of each Park Share will be determined by the Board in its absolute discretion, which may be a nominal or nil amount, except that where a loan is offered in relation to Park Shares, the issue price must be not less than the VWAP at which Shares were traded on the ASX over the 5 trading days up to and including the actual date of acceptance of the Park Shares offered under the Offer.
- e) **Restriction Conditions:** Park Shares may be subject to restriction conditions (such as a period of employment) which must be satisfied before the Park Shares can be sold, transferred, or encumbered at the discretion of the Participant. Park Shares cannot be sold, transferred or encumbered at the discretion of the Participant until any loan in relation to the Park Shares has been repaid or otherwise discharged under the Park Plan.
- f) **Loan:** A Participant who is invited to subscribe for Park Shares may also be invited to apply for a loan up to the amount payable in respect of the Park Shares accepted by the Participant (**Loan**), on the following terms:
 - i. the Loan will be interest free, provided that interest at the rate equal to the benchmark interest rate for the relevant Fringe Benefits Tax year per annum will be payable in the event that a Participant is in default under the terms of the Park Plan (**Default Interest**);
 - ii. the Loan made available to a Participant shall be applied by the Company directly toward payment of the issue price of the Park Shares;

- iii. the Loan repayment date and the manner for making such payments shall be determined by the Board and set out in the Offer;
 - iv. a Participant must repay the Loan in full by the loan repayment date but may elect to repay the Loan amount in respect of any or all of the Park Shares at any time prior to the loan repayment date;
 - v. a Loan will be non-recourse except against the Park Shares held by the Participant to which the Loan relates; and
 - vi. the Board may, in its absolute discretion, agree to forgive a Loan made to a Participant.
- g) **Unfulfilled Restriction Condition:** Where a restriction condition in relation to Park Shares is not satisfied by the due date, or becomes incapable of satisfaction in the opinion of the Board, the Participant must, unless the restriction condition is waived by the Board and subject to the Corporations Act and the Listing Rules, arrange to sell the Park Shares as soon as reasonably practicable either on the ASX or to an investor who falls within an exemption under section 708 of the Corporations Act provided that the sale must be at a price that is no less than 80% of the VWAP at which Shares were traded on the ASX on the 10 trading days before the sale date and apply the sale proceeds (**Sale Proceeds**) in the following priority:
- i. first, to pay the Company any outstanding Loan amount and accrued Default Interest (if any) in relation to the Park Shares;
 - ii. second, to the extent the Sale Proceeds are sufficient, to repay the Participant any cash consideration paid by the Participant or Loan amount repayments (including any cash dividends applied to the Loan amount) made by or on behalf of the Participant; and
 - iii. lastly, any remainder to the Company to cover its costs of managing the Park Plan.
- h) **Sale of Park Shares to repay Loan:**
- i. A Loan (plus any accrued Default Interest) shall become repayable in full where:
 - 1. the Participant (or, where the Participant is an associate of an Eligible Participant, the Eligible Participant) ceases to be an Eligible Participant for any reason (including death);
 - 2. the Participant suffers an event of insolvency;
 - 3. the Participant breaches any condition of the Loan or the Park Plan;
or
 - 4. a Restriction Condition in relation to Park Shares subject to the Loan is not satisfied by the due date, or becomes incapable of satisfaction in the opinion of the Board (and is not waived).
 - ii. Where a Loan becomes repayable and at that time a Restriction Condition in relation to Park Shares subject to the Loan is not satisfied, or is

incapable of being satisfied in the opinion of the Board (and is not waived), the Participant must sell the Park Shares and the Sale Proceeds must be applied to repay the Loan and any accrued Default Interest in accordance with the Park Plan.

- iii. Where a Loan and any accrued Default Interest in relation to Park Shares becomes repayable and at that time Restriction Conditions in relation to the Park Shares have either been satisfied or are waived, the Company must give the Participant a 21 day period to repay the Loan and any accrued Default Interest, failing which the Participant must sell the Park Shares and apply the Sale Proceeds in accordance with the Park Plan.
- i) **Power of Attorney:** To the maximum extent permitted by applicable laws, the Participant irrevocably appoints each of the Company and each director of the Company severally as his or her attorney to do all things necessary to give effect to the sale of the Participant's Shares in accordance with the Park Plan.
- j) **Restriction on transfer:** Except as otherwise provided in the Park Plan, Participants may not sell or otherwise deal with a Park Share until the Loan amount in respect of that Park Share has been repaid and any restriction conditions in relation to the Park Shares have been satisfied or waived. The Company is authorised to impose a holding lock on the Park Shares to implement this restriction.
- k) **Quotation on ASX:** The Company will apply for each Park Share to be admitted to trading on ASX upon issue of the Park Share. Quotation will be subject to the ASX Listing Rules.
- l) **Rights attaching to Park Shares:** Each Park Share shall be issued on the same terms and conditions as the Company's issued Shares (other than in respect of transfer restrictions imposed by the Park Plan) and it will rank equally with all other issued Shares from the issue date except for entitlements which have a record date before the issue date.

Shareholder's Name and Address

Please write your name(s) above

Please write your address above

Appointment of Proxy

I/We being a member/s of Kibaran Resources Limited and entitled to attend and vote hereby appoint:

Name of Proxy

OR the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, 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 General Meeting to be held at 10.00am (WST), on 9 September 2014 at Suite 1, 338 Hay Street, Subiaco, Western Australia, and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions on which the chair is permitted to vote.

Important for Resolutions 2 to 4

If you have not directed your proxy how to vote as your proxy in respect of Resolutions 2 to 4 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolutions 2 to 4 (except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy even though Resolutions 2 to 4 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolutions 2 to 4 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 2 to 4.

Voting on business of the General Meeting

RESOLUTIONS	FOR	AGAINST	ABSTAIN
1. Ratification of the issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the issues of Employee Shares to Andrew Spinks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of the issues of Park Shares to John Park	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular Resolution, 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.

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

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

Shareholder 1

Sole Director/Company Secretary

Dated: ___/___/2014

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Email address

Contact Telephone Number

Proxies may be lodged either by facsimile on (08) 6380 1026, by mail or delivery to the registered office of the Company at PO Box 2106, Subiaco, Western Australia, 6904. To be valid, a proxy form must be received by the Company no later than 48 hours before the time appointed for the General Meeting. For assistance in completing this form, please refer below.

INSTRUCTIONS FOR COMPLETION OF THE PROXY FORM

Shareholders Name

This is the name of the shareholder as it appears on the Company's share register. In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that ordinary shares held as at 10.00am (WST) on 7 September 2014 will be taken, for the purposes of the General Meeting, to be held by the persons who held them at that time.

Appointment of Proxy

A shareholder entitled to attend and vote at the General Meeting is entitled to appoint not more than two other persons (whether shareholders or not) as proxy or proxies to attend in the shareholder's place at the General Meeting. The proxy has the same right as the shareholder to speak and vote at the General Meeting. If you leave this section blank, the Chairman of the meeting will be your proxy to vote your shares even if you attend the General Meeting (unless you revoke your proxy before the meeting).

Vote on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the resolution/s you wish to direct your proxy to vote on. If you do so, all your shares will be voted in accordance with your direction. You can split your vote on any resolution/s by inserting the number/s of shares you wish to vote in the appropriate box/es. Please ensure you clearly mark the box in black or blue ink by placing a mark or the number of shares you are voting. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.

Appointing a Second Proxy

If a shareholder appoints two proxies, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded. The appointment of a second proxy must be done on a separate copy of the Proxy Form.

Contact Telephone

This will help us if there are any problems with your proxy form.

Signature(s)

Each shareholder must sign this form. Where the holding is in one name, the shareholder must sign. If your shares are held in joint names, all shareholders must sign in the boxes. If you are signing as an Attorney, then the Power of Attorney must have been noted by the Company or be duly stamped and accompany this form. Only duly authorised officer(s) can sign on behalf of a Company. Please sign in the boxes provided which state the office held by the signatory. Where the holder is a company with 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.

Attending the Meeting

Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.

Delivery of Proxy

To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this General Meeting, that is by 10.00 am on **Sunday 7 September 2014**, by post or facsimile to the respective addresses stipulated in this proxy form. **Proxy Forms received after this time will be invalid.**

Chairman's Voting Intentions

The Chairman intends to vote in favour of the resolutions set out in the Notice.