



A B N 15 117 330 757

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## NOTICE OF GENERAL MEETING

**A General Meeting of the Company will be held at Suite 4, Level 9, 341 George Street, Sydney, New South Wales on 12 February 2013 at 10:00 AM (AEDT).**

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*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 (02) 9299 9690.**



## GENERAL MEETING OF SHAREHOLDERS

10 January 2013

On behalf of the Board, I have pleasure in inviting you to a General Meeting of the members of the Company.

The General Meeting will be held at Suite 4, Level 9, 341 George Street, Sydney on Tuesday 12 February 2013, commencing at 10:00am (AEDT).

This meeting has been called to approve the issue of options to Mr John Park, a recently appointed Director of the Company, and Mr Grant Pierce, a recently appointed Tanzanian based technical advisor.

Each of Mr Park and Mr Pierce were offered options as an incentive to the join the Company as an addition to their remuneration packages and the Company is now seeking shareholder approval to issue these options, having previously withdrawn these resolutions from consideration at the Company's recent Annual General Meeting.

The Directors have refrained from making a recommendation in relation to the Resolution 1 as there may be a perceived conflict in providing a recommendation on a fellow Director's remuneration. The Board recommends Shareholders vote in favour of Resolution 2 as it allows the Company to remunerate the Company's consultants whilst conserving the cash reserves of the Company.

The formal Notice of Meeting is attached. Please read this carefully.

If you are unable or unwilling to attend the General Meeting, the Directors urge you to vote on all the resolutions by completing and returning the accompanying Proxy Form directly to the Company in the manner set out in that Proxy Form. The Company must receive your duly completed Proxy Form by no later than 10:00am (Sydney time) on 10 February 2013.

Yours sincerely

A handwritten signature in black ink, appearing to read 'S. O'Loughlin', is written over a light blue horizontal line.

Simon O'Loughlin  
Chairman

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# KIBARAN RESOURCES LIMITED

## A B N 15 117 330 757

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### NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Kibaran Resources Limited ("**Kibaran**" or "**Company**") will be held at Suite 4, Level 9, 341 George Street, Sydney, New South Wales on 12 February 2013 at 10:00 am (AEDT) ("**Meeting**").

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum 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 10 February 2013 at 7:00 pm (AEDT).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Section 5 of the Explanatory Memorandum.

#### AGENDA

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##### 1. Resolution 1 – Approval of issue of Options 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 Listing Rule 10.11 of the ASX Listing Rules, Chapter 2E of the Corporations Act and for all other purposes, approval is given for the Company to issue and allot up to 500,000 options to Mr John Park or his nominee upon the terms and conditions set out in the Explanatory Memorandum accompanying the Notice."*

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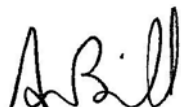
##### 2. Resolution 2 – Approval of issue of Options to Grant Pierce

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

*"That, for the purposes of Listing Rule 7.1 of the ASX Listing Rules and for all other purposes, approval is given for the Company to issue and allot 300,000 options to Mr Grant Pierce or his nominee, upon the terms and conditions set out in the Explanatory Memorandum accompanying the Notice."*

Dated 10 January 2013

**BY ORDER OF THE BOARD**



**ANDREW BURSILL**  
Company Secretary

**Voting Exclusion Statement:**

<b>Resolution</b>	<b>Shareholders excluded from voting</b>
<p><i>Resolution 1 - Approval of issue of options to John Park</i></p>	<p>The Company will disregard any votes on Resolution 1 by:</p> <ul style="list-style-type: none"> <li>• John Park, the person who is to receive securities in relation to the Company under this Resolution; and</li> <li>• an associate of John Park.</li> </ul> <p>However, the Company need not disregard a vote if:</p> <ul style="list-style-type: none"> <li>• 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</li> <li>• 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.</li> </ul>
<p><i>Resolution 2 - Approval of issue of options to Grant Pierce</i></p>	<p>The Company will disregard any votes on Resolution 2 by:</p> <ul style="list-style-type: none"> <li>• Grant Pierce, and any other 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</li> <li>• an associate of Grant Pierce, or an associate of any other person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.</li> </ul> <p>However, the Company need not disregard a vote if:</p> <ul style="list-style-type: none"> <li>• 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</li> <li>• 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.</li> </ul>

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# KIBARAN RESOURCES LIMITED

**A B N 15 117 330 757**

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## EXPLANATORY MEMORANDUM

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### 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 4, Level 9, 341 George Street, Sydney, New South Wales on 12 February 2013 at 10.00am (AEDT).

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:	Resolution 1 – Approval of issue of options to John Park
Section 4:	Additional Information for Resolution 1 and Resolution 2
Section 5:	Resolution 2 – Approval of issue of options to Grant Pierce
Section 6:	Definitions

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### 2. Action to be taken by Shareholders

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

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.

The Company must receive your duly completed Proxy Form by no later than 10:00am (AEDT) on 10 February 2013.

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### 3. Resolution 1 – Approval of issue of Non- Executive Options to John Park

Resolution 1 seeks the approval of Shareholders to issue and allot a total of 500,000 options to John Park, a Director of the Company.

It is proposed that Mr John Park or his nominee, will receive 500,000 options to incentivise his future performance as a Director of the Company.

Mr Park has not been issued with options in the past as he is a newly appointed Director, having been appointed to the Board on 7 September 2012.

The proposed issue of options to Mr Park will give him a financial benefit within the ambit of Chapter 2E of the Corporations Act.

For the purposes of ASX Listing Rule 10.13 and Chapter 2E of the Corporations Act, the following disclosure is made in respect of the options proposed to be granted to Mr Park or his nominee, subject to the passing of Resolution 1:

- a) The Company proposes to issue options to Mr Park or his nominee.
- b) The maximum number of securities to be issued to Mr Park pursuant to Resolution 1 is 500,000 options.
- c) The Company proposes to issue the options pursuant to Resolution 1 as soon as reasonably practicable after Resolution 1 is approved by Shareholders, but in any case no later than one (1) month after the date of passage of Resolution 1.
- d) The options will be issued for no cash consideration and the material terms of the options are contained within the summary of Additional Information for Resolution 1 set out below in Paragraph 4 below.
- e) There will be no funds raised by the issue of the options under Resolution 1. Any proceeds received by the Company from the exercise of the options will be used to provide additional working capital to the Company.
- f) In accordance with Listing Rule 10.13.6, the Company will disregard any votes cast on Resolution 1 by:
  - Mr Park or his nominees; and
  - Any associate of Mr Park or his nominees.

However, the Company will not disregard a vote if:

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

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

The Directors have refrained from making a recommendation in relation to Resolution 1 as there may be a perceived conflict in providing a recommendation on a fellow Director's remuneration.

### **Additional Information for Resolution 1**

The material terms and conditions for the options proposed to be issued under Resolution 1 are contained within the within the summary of Additional Information for Resolution 1 and Resolution 2 in Paragraph 4 below.

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## **4. Additional Information for Resolution 1 and Resolution 2**

### **(i) Terms and Conditions of Options**

The material terms and conditions for the options proposed to be issued under Resolution 1 and Resolution 2 are as follows:

- Subject to the terms and conditions below, each option will entitle the holder (**Holder**) to subscribe for one (1) Share at the calculated exercise price (**Exercise Price**). The Exercise Price will be calculated as the price that is 45% above the VWAP of the Shares over the last five (5) trading days on which sales were recorded immediately preceding the date upon which the options were issued, with the result to be rounded up to the nearest whole cent.

By way of example, if the abovementioned VWAP was \$0.10, the Exercise Price of the options would be \$0.15, being \$0.145 rounded up to the nearest cent.

- The options that are the subject of Resolution 1 and Resolution 2 will vest immediately upon allotment.
- The options proposed to be issued under Resolution 1 and Resolution 2 will expire within 30 days of the cessation of the respective appointments of Mr John Park or Mr Grant Pierce, if such cessation occurs within the first twelve (12) months of their respective appointments.
- The options will expire four (4) years after the date of the issue of the options (each an **Expiry Date**). Options not exercised on or before their respective Expiry Date will automatically lapse.
- If permitted by the Board, options may be issued to a nominee of the relevant allottee that is acceptable to the Board.
- The options are not transferable except with the prior written consent of the Board.
- Shares issued and allotted pursuant to the exercise of options will rank equally in all respects with the then existing Shares and will be subject to the provisions of the Constitution.
- Subject to the following paragraphs, an option does not confer the right to participate in new issues of securities by the Company without first exercising that option. However, the Company will ensure that for the purpose of determining entitlements to any such issue, the Company will notify the Holders

of options of the details of the new issue by the relevant date for the particular issue as determined in accordance with the Listing Rules.

- Adjustments to the number of Shares underlying each option and/or the Exercise Price will be made in accordance with the requirements of the Listing Rules to take account of changes to the capital structure of the Company by way of pro-rata bonus and cash issues.
- The terms of the options do not prevent the options being reconstructed as required by the Listing Rules on a reconstruction of the Company's issued capital. The rights of a Holder of an option may be changed to the extent necessary to comply with those Listing Rules that apply to a reorganisation of capital at the time of the reorganisation.
- In the event of any reconstructions of the Company's issued capital, options will be treated in the following manner:
  - (i) in the event of a consolidation of the Shares, the number of options will be consolidated in the same ratio as the Shares and the Exercise Price will be amended in inverse proportion to that ratio;
  - (ii) in the event of a subdivision of the Shares, the number of options will be subdivided in the same ratio as the Shares and the Exercise Price will be amended in inverse proportion to that ratio;
  - (iii) in the event of a pro-rata cancellation of Shares, the number of options will be reduced in the same ratio as the Shares and the Exercise Price will be amended in inverse proportion to that ratio; and
  - (iv) in the event of any other reconstruction of the issued capital of the Company, the number of options or the Exercise Price or both will be reconstructed (as appropriate) in a manner which will not result in any benefits being conferred on the Holders of the options which are not conferred on Shareholders.
- The Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued and allotted on the exercise of a option, but gives no assurance or undertaking that such quotation will be granted or maintained. However, the Company will not be applying for the quotation of any options, once issued.
- If the Company is liquidated, all unexercised options will lapse.
- In the instance that a Change in Control Event occurs in respect of the Shares of the Company, all options will expire 30 days after the Change in Control.
- For the purposes of the above clause a "**Change in Control Event**" means:
  - (i) the occurrence of:
    - (A) the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of 50.1% or more of the Shares; and



- (B) that takeover bid has become unconditional (except any condition in relation to the cancellation or exercise of the options); or
- (ii) the announcement by the Company that:
  - (A) shareholders of the Company have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either:
    - (1) cancelled; or
    - (2) transferred to a third party; and
  - (B) the Court, by order, approves the proposed scheme of arrangement.

## **(ii) Valuation of Options**

The options that are the subject of Resolution 1 and Resolution 2 have an assessed valuation of \$39,608 (using a price per option of \$0.0496, being the mid-point of valuation of options as provided in the valuation report prepared by Stantons International Securities (**SIS**), based on the assessed fair value of the options as calculated in the SIS Report. It is noted that SIS has valued the options to be in a range of values between \$0.0422 to \$0.0756 per option, based on volatilities ranging from 85% to 200%.

The fair value of the options has been independently determined using a Black-Scholes option pricing model that takes into account the Exercise Price, the term of the option, the impact of dilution, the Share price at grant date, the expected volatility of the underlying Share, the expected dividend yield and the risk free rate for the term of the option.

The model inputs for the calculation of the range of values of these options include:

- i. Options are granted for no consideration, have a maximum life of approximately four (4) years, with all options vesting immediately;
- ii. Expected Grant Date: The Company proposes to issue the options pursuant to Resolution 1 as soon as reasonably practicable after Resolution 1 is approved by Shareholders, but in any case no later than one (1) months after the date of passage of Resolution 1.
- iii. Expected Grant Date: The Company proposes to issue the options pursuant to Resolution 2 as soon as reasonably practicable after Resolution 2 is approved by Shareholders, but in any case no later than three (3) months after the date of passage of Resolution 2.
- iv. Exercise Price: the price is 45% above the VWAP of the Shares over the last five (5) trading days on which sales were recorded immediately preceding the date upon which options were issued, with the result to be rounded up to the nearest whole cent.
- v. Expiry Date: The options will expire four (4) years after the date of the issue of the options.

- vi. ASX quoted Share price at valuation date: \$0.10;
- vii. Expected Price Volatility of the Shares: 100%;
- viii. Expected Dividend Yield: nil; and
- ix. Risk-Free Interest Rate: 2.62%.

It is noted that the valuation has included a discount of 20% on the basis that the options will not be quoted on the ASX.

### **(iii) Director Remuneration**

#### **a. Remuneration 30 June 2012**

Mr Park commenced Directorship with the Company on 12 September 2012 and received no remuneration for the year ending 30 June 2012.

#### **b. Remuneration 30 June 2013**

The remuneration of John Park for the year ending 30 June 2013 is expected to be (for clarity that this is before the proposed options, being the subject of Resolution 1 as follows:

2013	SHORT-TERM		POST-EMPLOYMENT		SHARE-BASED		Total \$
	Salary & Fees (accrued and unpaid) \$	Non-monetary \$	Super-annuation \$	Retirement benefits \$	Shares \$	Options \$	
<b>Non-Executive Directors</b>							
John Park (1)	32,438	-	-	-	-	-	32,438

*(1) Mr Park commenced Directorship with the Company on 7 September 2012, his Non-Executive fee of \$40,000 per annum has been pro-rated to reflect his commencement date.*

**(iv) Director Interests Held in Company**

After the passing of Resolution 1 and Resolution 2 there being given effect, John Park's interests in Shares and options will be as follows:

Security Holder	PRIOR TO PASSING RESOLUTIONS 1 - 2			POST PASSING RESOLUTIONS 1 - 2		
	Ordinary Shares	Unlisted Options	Total holding (prior to passing of Resolutions 1 - 2)	Ordinary Shares	Unlisted Options	Fully diluted holding assuming all options exercised (post passing of Resolutions 1 - 2)
<b>John Park</b>	100,000	-	100,000	100,000	500,000	0.75%
<b>Advisor</b>	-	-	-	-	300,000	0.37%
<b>Others</b>	66,976,404	12,200,000	79,176,404	66,976,404	12,200,000	98.88%
<b>TOTAL</b>	<b>67,076,404</b>	<b>12,200,000</b>	<b>79,276,404</b>	<b>67,076,404</b>	<b>13,000,000</b>	<b>100%</b>

The table below sets out the dilutionary affect that, subject to obtaining the necessary Shareholder approvals for the options proposed to be issued under Resolution 1 and Resolution 2 will have.

Security Holder	PRIOR TO PASSING RESOLUTIONS 1 - 2					POST PASSING RESOLUTIONS 1 - 2					
	Listed Ordinary Shares	Unlisted Options	Voting power pre passing resolutions 1-2 (assuming no exercise of options)	No. of shares if all options exercised	Fully diluted holding assuming all options exercised	Listed Ordinary Shares	Unlisted Options	Total holding (post passing of Resolutions 1-2)	Voting power post passing resolutions 1-2 (assuming no exercise of options)	No. of shares if all options exercised	Fully diluted holding assuming all options exercised
<b>John Park</b>	100,000	-	0.15%	100,000	0.13%	100,000	500,000	600,000	0.15%	600,000	0.75%
<b>Advisor</b>	-	-	0.00%	0	0.00%	-	300,000	300,000	0.00%	300,000	0.37%
<b>Others</b>	66,976,404	12,200,000	99.85%	79,176,404	99.87%	66,976,404	12,200,000	79,176,404	99.85%	79,176,404	98.88%
<b>TOTAL</b>	<b>67,076,404</b>	<b>12,200,000</b>	<b>100.00%</b>	<b>79,276,404</b>	<b>100%</b>	<b>67,076,404</b>	<b>13,000,000</b>	<b>80,076,404</b>	<b>100.00%</b>	<b>80,076,404</b>	<b>100%</b>

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## 5. Resolution 2 – Approval of issue of Options to Grant Pierce

Resolution 2 seeks the approval of Shareholders to issue and allot a total of 300,000 options to Mr Grant Pierce.

It is proposed that Mr Pierce or his nominee, will receive 300,000 options as non-cash consideration for services rendered in relation to ongoing support and assistance with the Company's ongoing exploration activities in Tanzania.

For the purposes of ASX Listing Rule 7.3, the following disclosure is made in respect of the options proposed to be granted to Mr Pierce or his nominee, subject to the passing of Resolution 2:

- a) The Company proposes to issue options to Mr Pierce or his nominee.
- b) The maximum number of securities to be issued to Mr Pierce pursuant to Resolution 2 is 300,000 options.
- c) The Company proposes to issue the options pursuant to Resolution 2 as soon as reasonably practicable after Resolution 2 is approved by Shareholders, but in any case no later than three (3) months after the date of passage of Resolution 2.
- d) The exercise price is 45% above the VWAP of the Shares over the last five (5) trading days on which sales were recorded immediately preceding the date upon which options will be issued, with the result to be rounded up to the nearest whole cent.
- e) The options will be issued for no cash consideration and the material terms of the options are contained within the summary of Additional Information for Resolution 2 set out in Paragraph 4 above.
- f) There will be no funds raised by the issue of the options under Resolution 2. Any proceeds received by the Company from the exercise of the options will be used to provide additional working capital to the Company.
- g) In accordance with Listing Rule 7.3, the Company will disregard any votes cast on Resolution 2 by:
  - Grant Pierce, and any other 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
  - an associate of Grant Pierce, or an associate of any other person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company will not disregard a vote if:

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

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

**Directors' Recommendation and Reasons for Recommendation in relation to Resolution 2**

The Board recommends Shareholders vote in favour of Resolution 2 as it allows the Company to remunerate the Company's consultants whilst conserving the cash reserves of the Company.

## 6. Definitions

In this Explanatory Memorandum and Notice:

**Kibaran** and **Company** means Kibaran Resources Limited ACN 117 330 757.

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

**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.

**Constitution** means the Constitution of the Company.

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

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

**AEDT** means Australian Eastern Daylight Time, being the time in Sydney, New South Wales.

**Explanatory Memorandum** means the explanatory memorandum attached to the Notice.

**Equity Securities** has the meaning given to that term in Listing Rule 19.

**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.

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report of the Company contained in the directors' report.

**Resolution** means a resolution contained in this Notice.

**Schedule** means a schedule to this Notice.

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

**Shareholder** means a shareholder of the Company.

**Trading Day** has the meaning given to that term in Listing Rule 19.

**VWAP** means the volume weighted average price.

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







By mail:  
 Kibaran Resources Limited  
 C/- Link Market Services Limited  
 Locked Bag A14  
 Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 2 8280 7111


**X99999999999**

## SHAREHOLDER VOTING FORM

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

**STEP 1**
**APPOINT A PROXY**


 the Chairman  
 of the Meeting  
 (mark box)

OR if you are NOT appointing the Chairman 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

 or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the General Meeting of the Company to be held at **10:00am on Tuesday, 12 February 2013, at Suite 4, Level 9, 341 George Street, Sydney, New South Wales** and at any adjournment or postponement of the meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

 Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an 
**STEP 2**
**VOTING DIRECTIONS**
**Resolution 1**

Approval of issue of Options to John Park

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Resolution 2**

Approval of issue of Options to Grant Pierce

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**STEP 3**
**SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED**

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

 This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

**KNL PRX201**


## HOW TO COMPLETE THIS PROXY FORM

### Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

### Votes on Items of Business - Proxy Appointment

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

### Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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.
- (b) return both forms together.

### Signing Instructions

You must sign this form as follows in the spaces provided:

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

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

## Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Sunday, 10 February 2013**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



**ONLINE**

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

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



**by mail:**

Kibaran Resources Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



**by fax:**

+61 2 9287 0309



**by hand:**

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.

If you would like to attend and vote at the General Meeting, please bring this form with you.  
This will assist in registering your attendance.