
KAIROS MINERALS LIMITED
ACN 006 189 331

NOTICE OF GENERAL MEETING

The general meeting of the Company will be held at BDO East Coast Partnership, Collins Square, Tower Four, Level 18, 727 Collins Street, Melbourne, Victoria on Thursday, 11 January 2018 at 11.00am (AEDST).

This Notice 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 by telephone on +61 8 9226 1141

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

Kairos Minerals Limited
ACN 006 189 331

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of shareholders of Kairos Minerals Limited (**Company**) will be held at BDO East Coast Partnership, Collins Square, Tower Four, Level 18, 727 Collins Street, Melbourne, Victoria on Thursday, 11 January 2018 at 11.00am (AEDST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form forms 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 Tuesday, 9 January 2018 at 11.00am (AEDST).

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

AGENDA

1. RESOLUTION 1 - APPROVAL OF ISSUE OF PLACEMENT OPTIONS

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 132,818,181 Options exercisable at \$0.10 per Option on or before 31 December 2020 on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by a person who participated in the Placement, or who will obtain a material benefit as a result of, the proposed issue, except a benefit solely in the capacity of a holder of Shares, and any associate of that person (or those persons).

The Company will not disregard a vote if:

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

2. RESOLUTION 2 - RATIFICATION OF PLACEMENT SHARES ISSUED UNDER LISTING RULE 7.1

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 69,253,192 Shares at an issue price of \$0.055 per Share under Listing Rule 7.1 on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the Placement or any associate of those persons.

The Company will not disregard a vote if:

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

3. RESOLUTION 3 - RATIFICATION OF PLACEMENT SHARES ISSUED UNDER LISTING RULE 7.1A

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 63,564,989 Shares at an issue price of \$0.055 per Share under Listing Rule 7.1A on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the Placement or any associate of those persons.

The Company will not disregard a vote if:

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

4. RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF 1,000,000 SHARES

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 1,000,000 Shares to Sunmaze Holdings on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Sunmaze Holdings or any of its associates.

The Company will not disregard a vote if:

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

5. RESOLUTION 5 - RATIFICATION OF PRIOR ISSUE OF 6,000,000 SHARES AND 12,000,000 OPTIONS

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 6,000,000 Shares and 12,000,000 Options to clients of Highline Capital on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of those investors of Highline Capital who participated in the issue and any of their associates.

The Company will not disregard a vote if:

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

Dated: 12 December 2017

By order of the Board



Mr Adrien Wing
Company Secretary

EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at BDO East Coast Partnership, Collins Square, Tower Four, Level 18, 727 Collins Street, Melbourne, Victoria on Thursday, 11 January 2018 at 11.00am (AEDST).

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.

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 Placement Options
Section 4	Resolutions 2 and 3 - Ratification of Placement Shares issued under Listing Rules 7.1 and 7.1A
Section 5	Resolution 4 - Ratification of prior issue of 1,000,000 Shares
Section 6	Resolution 5 - Ratification of prior issue of 6,000,000 Shares and 12,000,000 Options
Schedule 1:	Definitions
Schedule 2:	Terms and Conditions of Consideration Options and Placement Options

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

2. ACTION TO BE TAKEN BY SHAREHOLDERS

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

2.1 Proxies

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

Please note that:

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

Proxy Forms must be received by the Company no later than 11.00am (AEDST) on Tuesday, 9 January 2018, being at least 48 hours before the Meeting.

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

3. RESOLUTION 1 - APPROVAL OF ISSUE OF PLACEMENT OPTIONS

3.1 General

On 25 October 2017, the Company announced that it had received commitments from sophisticated and professional investors, clients of CPS Capital Group Pty Ltd and Patersons Securities Limited to raise approximately \$7 million (before costs) at \$0.055 per Share (**Placement**). Since the 25 October 2017 announcement, the Company accepted additional applications for a total of 132,818,181 Shares each at an issue price of \$0.055 per Share (**Placement Share**), raising a total of \$7.3 million (before costs), as announced on 22 November 2017.

The Placement Shares were issued on 22 November 2017 using the Company's existing placement capacity under Listing Rules 7.1 and 7.1A (Resolutions 2 and 3 seek Shareholder approval to ratify the prior issue of the Placement Shares)

In connection with the Placement, those sophisticated and professional investors were also offered, subject to Shareholder approval, one (1) free attaching Option for every Share subscribed for and issued. Accordingly, Resolution 1 seeks Shareholder approval for the issue of up to 132,818,181 Options (**Placement Options**) to those sophisticated and professional investors that participated in the Placement. None of the participants under the Placement were related parties or an associated of a related party of the Company.

Resolution 1 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

3.2 Listing Rule 7.1

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

The effect of passing Resolution 1 will be to allow the Company to issue the Placement Options the subject of this Resolution 1 during the period of 3 months after the Meeting (or

such longer period of time as ASX may in its discretion allow), without using the Company's 15% annual placement capacity.

3.3 Specific information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, information is provided in relation to the Placement Options as follows:

- (a) The maximum number of Options to be issued is 138,818,181.
- (b) The Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver of modification of the Listing Rules).
- (c) The Placement Options will be issued to sophisticated and professional investors, clients of CPS Capital Group Pty Ltd and Patersons Securities Limited, that participated in the Placement for nil cash consideration.
- (d) The full terms and conditions of the Placement Options are detailed in Schedule 2.
- (e) As the Placement Options are being issued for nil cash consideration, no funds will be raised from the issue. Funds raised from the exercise of the Placement Options will be used for ongoing gold exploration programs in the Pilbara and Eastern Goldfields of Western Australia, including an expanded conglomerate gold exploration program at the Company's Pilbara Gold Project.
- (f) Subject to Section 3.3(b), the allotment and issue of the Placement Options will occur as soon as practicable after the Meeting.
- (g) A voting exclusion statement is included in the Notice for Resolution 1.

3.4 Director Recommendation

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

4. RESOLUTIONS 2 AND 3 - RATIFICATION OF PLACEMENT SHARES ISSUED UNDER LISTING RULES 7.1 AND 7.1A

4.1 General

Resolutions 2 and 3 seeks to ratify the prior issue of the Placement Shares. The number of Placement Shares that were issued pursuant to the Company's capacity under Listing Rule 7.1 was 69,253,192 Shares and the number of Placement Shares that were issued pursuant to the Company's capacity under Listing Rule 7.1A was 63,564,989 Shares.

Further details of the issue of the Placement Shares are outlined in Section 3.1.

4.2 Listing Rules 7.1A and 7.4

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

Listing Rule 7.1A provides that, in addition to its 15% placement capacity under Listing Rule 7.1, the Company is entitled to issue securities up to 10% of the issued share capital through placements over a 12-month period after the Company's Annual General Meeting, without needing prior shareholder approval.

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

The effect of passing Resolutions 2 and 3 will be to allow the Company to issue securities in the future up to the 15% annual placement capacity in Listing Rule 7.1 and the 10% placement capacity in Listing Rule 7.1A, without obtaining prior Shareholder approval.

Resolutions 2 and 3 are ordinary resolutions.

The Chairman intends to exercise all available proxies in favour of Resolutions 2 and 3.

4.3 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, information is provided in relation to the prior issue as follows:

- (a) On 22 November 2017, the Company issued the Placement Shares to sophisticated and professional investors, clients of CPS Capital Group Pty Ltd and Patersons Securities Limited, who are not related parties or associates of related parties of the Company on the following basis:
 - (i) 69,253,192 Shares were issued pursuant to Listing Rule 7.1; and
 - (ii) 63,564,989 Shares were issued pursuant to Listing Rule 7.1A.
- (b) The Placement Shares were issued for \$0.055 per Share to raise \$7.3 million (before costs).
- (c) The Placement Shares were issued as fully paid ordinary shares in the Company and rank equally with the Company's current issued shares.
- (d) The Company intends to use the funds raised from the Placement for ongoing gold exploration programs in the Pilbara and Eastern Goldfields of Western Australia, including an expanded conglomerate gold exploration program at the Company's Pilbara Gold Project.
- (e) A voting exclusion statement is included in the Notice for Resolutions 2 and 3.

4.4 Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 2 and 3.

5. RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF 1,000,000 SHARES

5.1 General

Resolution 4 seeks to ratify the prior issue of 1,000,000 Shares to Sunmaze Holdings (and its associates) on 22 November 2017. The Shares were issued as consideration for tenements acquired from Sunmaze Holdings.

A summary of Listing Rules 7.1 and 7.4 is provided in Section 3.2.

The effect of passing Resolution 4 will be to allow the Company to issue securities in the future up to the 15% annual placement capacity in Listing Rule 7.1, without obtaining prior Shareholder approval.

Resolution 4 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 4.

5.2 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, information is provided in relation to the prior issue as follows:

- (a) 1,000,000 Shares were issued to Sunmaze Holdings on 22 November 2017.
- (b) The Shares were issued in consideration for tenements acquired from Sunmaze Holdings. Accordingly, no funds were raised from the issue.
- (c) Based on the closing price of Shares on 21 November 2017, being the last trading day of Shares prior to the date of issue, the Shares had a deemed issue price of \$0.084 per Share.
- (d) The Shares were issued as fully paid ordinary shares in the Company and rank equally with the Company's current issued shares.
- (e) A voting exclusion statement is included in the Notice for Resolution 4.

5.3 Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4.

6. RESOLUTION 5 - RATIFICATION OF PRIOR ISSUE OF 6,000,000 SHARES AND 12,000,000 OPTIONS

6.1 General

Resolution 5 seeks to ratify the prior issue of 6,000,000 Shares and 12,000,000 Options (**Consideration Options**) to clients of Highline Capital (and its associates) on 22 November 2017. The Shares were issued as part consideration for entering into a corporate services agreement.

A summary of Listing Rules 7.1 and 7.4 is provided in Section 3.2.

The effect of passing Resolution 5 will be to allow the Company to issue securities in the future up to the 15% annual placement capacity in Listing Rule 7.1, without obtaining prior Shareholder approval.

Resolution 5 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 5.

6.2 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, information is provided in relation to the prior issue as follows:

- (a) 6,000,000 Shares and 12,000,000 Options were issued to clients of Highline Capital on 22 November 2017.
- (b) The Shares and Options were issued as part consideration for entering into a corporate services agreement. Accordingly, no funds were raised from the issue.
- (c) Based on the closing price of Shares on 21 November 2017, being the last trading day of Shares prior to the date of issue, the Shares had a deemed issue price of \$0.084 per Share.
- (d) The Shares and Options were issued as fully paid ordinary shares in the Company and rank equally with the Company's current issued shares. The terms and conditions of the Consideration Options are detailed in Schedule 2.
- (e) A voting exclusion statement is included in the Notice for Resolution 5.

6.3 Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5.

SCHEDULE 1: DEFINITIONS

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

\$ means Australian Dollars.

AEDST means Australian Eastern Daylight Saving Time, being the time in Melbourne, Victoria

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the board of Directors.

Chairman means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

Company means Kairos Minerals Limited (ACN 006 189 331).

Consideration Options has the meaning given in Section 6.1.

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

Director means a director of the Company.

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

Highline Capital means Highline Capital Pty Ltd (ACN 621 592 032).

Listing Rules means the listing rules of ASX.

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

Notice means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

Option means an option to acquire a Share.

Placement has the meaning given in Section 3.1.

Placement Options has the meaning given in Section 3.1.

Placement Shares has the meaning given in Section 3.1.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Sunmaze Holdings means Sunmaze Holdings Pty Ltd (ACN 618 445 524).

SCHEDULE 2: TERMS AND CONDITIONS OF PLACEMENT OPTIONS

Unless specified otherwise, in this Schedule 2 each Consideration Option and Placement Option are referred to as an **Option**.

1 Exercise Price

Each:

- (a) Consideration Option shall have an exercise price of \$0.026; and
- (b) Placement Option shall have an exercise price of A\$0.10,

(Exercise Price).

2 Expiry Date

Each:

- (a) Consideration Option will expire on 31 December 2019; and
- (b) Placement Option will expire on 31 December 2020,

(Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

3 Exercise Period

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

4 Exercise of Options

The Options may only be exercised during the Exercise Period.

5 No Official Quotation of Options

The Company will not apply for official quotation of the Options.

6 Entitlement

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

7 Notice of Exercise

The Options may be exercised by giving written notice to the Company at any time during the Exercise Period. The notice **(Exercise Notice)** must:

- (a) specify the number of Options being exercised and the number of Shares to be issued;
- (b) specify whether the Shares are to be issued to the holder of the Options or a nominee; and
- (c) be accompanied by payment of the Exercise Price for each Option being exercised.

Any Exercise Notice in respect of an Option received by the Company will be deemed to be notice of the exercise of that Option as at the date of the receipt.

8 Shares Issued on Exercise

Shares issued on exercise of the Options rank equally with the then issued Shares currently on issue.

9 Official Quotation of Shares on Exercise

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

10 Timing of Issue of Shares

Within 3 Business Days after the receipt of an Exercise Notice, given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised, the Company will:

- (a) allot and issue the Shares pursuant to the exercise of the Options; and
- (b) as soon as reasonably practicable:
 - (i) and in any event within 5 Business Days after issuing the Shares, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; or
 - (ii) lodge a prospectus with ASIC that qualifies the Shares issued upon exercise of the Options for resale under section 708A(11) of the Corporations Act (which, if a notice is not lodged under paragraph (i) above, must be lodged with ASIC within 15 Business Days after issuing the Shares).

11 Participation in New Issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

However, the Company will ensure that, for the purposes of determining entitlements to any such issue, the record date will be at least 5 Business Days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

12 Adjustment for Bonus Issue of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu of, or in satisfaction of, dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

13 Adjustment for Rights Issue

If the Company makes an issue of Shares pro rata to existing Shareholders (except a bonus issue) the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E [P - (S + D)]}{N + 1}$$

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price (as defined in the ASX Listing Rules) per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.

14 Adjustments for Reorganisation

If there is any reorganisation of the issued share capital of the Company, the rights of the Option holders will, be varied to the extent necessary to comply with the Listing Rules which apply to the reorganisation at the time of the reorganisation.

15 Non-Transferable

The Options not transferable.

16 Lodgement Instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's share registry.

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KAIROS MINERALS LIMITED
ACN 006 189 331

PROXY FORM

The Company Secretary
Kairos Minerals Limited

By delivery:
Level 1, 14 Outram Street
West Perth WA 6005

By post:
Level 1, 14 Outram Street
West Perth WA 6005

By facsimile:
+61 3 9614 0550

Name of Shareholder:

Address of Shareholder:

Number of Shares entitled to vote:

Please mark to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.

Step 1 - Appoint a Proxy to Vote on Your Behalf

The Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman 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 to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Meeting of the Company to be held BDO East Coast Partnership, Collins Square, Tower Four, Level 18, 727 Collins Street, Melbourne, Victoria on Thursday, 11 January 2018 at 11.00am (AEDST) and at any adjournment or postponement of that Meeting.

Important – If the Chairman is your proxy or is appointed as your proxy by default

The Chairman intends to vote all available proxies in favour of the Resolutions. If the Chairman is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to a Resolution, you will be expressly authorising the Chairman to vote in accordance with the Chairman's voting intentions on that Resolution even if that Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel or a Closely Related Party of Key Management Personnel.

Step 2 - Instructions as to Voting on Resolutions

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Approval of issue of Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Placement Shares issued under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Placement Shares issued under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of prior issue of 1,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of prior issue of 6,000,000 Shares and 12,000,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman intends to vote all available proxies in favour of each.

In exceptional circumstances, the Chairman may change his voting intent on any Resolution, in which case an ASX announcement will be made.

Authorised signature/s

This section *must* be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director and Sole
Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

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

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received at the Perth office of the Company (1/14 Outram Street, West Perth WA 6005 or +61 3 9614 0550 if faxed or by email at amwing@nae.net.au) not less than 48 hours prior to the time of commencement of the Meeting (AEDST).
