

PROTO RESOURCES & INVESTMENTS LIMITED
ABN 35 108 507 517

NOTICE OF ANNUAL GENERAL MEETING

**For the Annual General Meeting of the Company to be held at
11.00am WST on Friday, 29 November 2013 at
Mining Corporate Boardroom, Level 11, 216 St Georges Terrace
Perth WA 6000**

This Notice of Annual 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 (+61 8) 9480 0111

For personal use only

PROTO RESOURCES & INVESTMENTS LIMITED

ACN 149 637 016

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Proto Resources & Investments Limited (“**Company**” or “**Proto**”) will be held at 11.00am WST on Friday, 29 November 2013 at Mining Corporate Boardroom, Level 11, 216 St Georges Terrace, Perth WA 6000 (**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 Wednesday, 27 November 2013 at 11:00am (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

Resolution 1 – Adoption of Remuneration Report

To consider and if thought fit pass, with or without amendment, the following Resolution as a **non-binding resolution**:

“That for the purposes of section 250R(2) of the Act and for all other purposes, the Company be authorised to adopt the Remuneration Report contained in the Annual Financial Report”.

Short Explanation: In accordance with section 249L(2) of the Act, a resolution that the Remuneration Report be adopted must be put to the vote. The effect of section 250R(3) of the Act is that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion: The Company will disregard any votes cast on this Resolution by or on behalf of a member of the Company’s key management personnel details of whose remuneration is included in the remuneration report or any of their closely related parties (such as close family members and any controlled companies) unless:

- (a) the vote is cast as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form specifying how the proxy is to vote; and
- (b) the vote is not cast on behalf of a member of the Company’s key management personnel details of whose remuneration is included in the remuneration report or any of their closely related parties.

Resolution 2 – Election of Director – Andrew Heap

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

"That, Mr Andrew Heap, being a Director, appointed 12 August 2013, retires in accordance with clause 9.1 of the Constitution and, being eligible for re-election, is hereby re-elected as a Director."

Resolution 3 – Election of Director

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

"That, Ms Lia Darby, being a Director, retires in accordance with clause 6.1 of the Constitution and, being eligible for re-election, is hereby re-elected as a Director."

Resolution 4 - Ratification of the Issue of 69,516,730 Shares and 25,000,000 Options to BBY Nominees

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the issue of 69,516,730 Shares and 25,000,000 Options (on the terms and conditions set out in Schedule 4) to BBY Nominees Pty Ltd A.C.N. 007 001 443 on the terms and subject to the conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associate of such allottee.

However the Company need not disregard a vote if:

- (c) 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
- (d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides

Resolution 5 - Ratification of the Issue of 109,074,074 Shares and 36,800,000 Conversion Options to Bergen Global Opportunity Fund

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the issue of 109,074,074 Shares and 36,800,000 Conversion Options (of which 14,000,000 were issued on the terms and conditions set out in Schedule 2 and 22,800,000 were issued on the terms and conditions set out in Schedule 3), to Bergen Global Opportunity Fund II, LLC on the terms and subject to the conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associate of such allottee.

However the Company need 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 person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 6 - Ratification of the Issue 35,000,000 Options to Baycrest Capital, LLC

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the issue of 35,000,000 Options which were issued on the terms and conditions set out in Schedule 6, to Baycrest Capital, LLC on the terms and subject to the conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associate of such allottee.

However the Company need 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 person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 7 - Ratification of the Issue of 7,000,000 Shares to Orequest Pty Ltd

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Company ratifies the issue of 7,000,000 Shares to Orequest Pty Ltd A.C.N. 140 181 219 on the terms and subject to the conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associate of such allottee.

However the Company need 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 person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 8 – Issue of 130,469,136 Conversion Options to Bergen Global Opportunity Fund

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

"That for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Directors to issue 130,469,136 Conversion Options (on the terms and conditions set out in Schedule 5) (on a pre-Consolidation basis) to Bergen Global Opportunity Fund II, LLC on the terms and subject to the conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if this Resolution is passed, and any associates of those persons. However, the Company need 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 proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 9 – Approval For Additional Placement Capacity

To consider and if thought fit to pass, with or without amendment, the following **special resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totaling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2; and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associate of such allottee.

However the Company need 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 person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 10: Approval of Acquisition

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

"That, subject to the passing of Resolution 11, Shareholders approve the acquisition by the Company from Dourado Resources Ltd (ACN 160 217 069) of a minimum 51% interest, and a maximum 70% interest, in Dourado Resources Ltd's eight (8) Mooloogool Exploration Licenses in the Goodin-Dome Yerrida Basin area of Western Australia, further details of which are, and on the terms and subject to the conditions, set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if this Resolution is passed, and any associates of those persons. However, the Company need 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 proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 11 – Issue of 180,000,000 Shares and 60,000,000 Performance Shares to Dourado as the consideration for the Acquisition

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

"That, subject to the passing of Resolution 10, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Directors to issue 180,000,000 Shares and 60,000,000 Performance Shares to Dourado Resources Ltd (ACN 160 217 069 (on a pre-Consolidation basis) on the terms and subject to the conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if this Resolution is passed, and any associates of those persons. However, the Company need 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 proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 12 – Issue of 120,000,000 Shares and 30,000,000 Performance Shares to Orequest Pty Ltd

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

"That, subject to the passing of Resolutions 10 and 11, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Directors to issue 120,000,000 Shares and 30,000,000 Performance Shares to Orequest Pty Ltd (ACN 140 181 219) (on a pre-Consolidation basis) on the terms and subject to the conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if this Resolution is passed, and any associates of those persons. However, the Company need 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 proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 13 - Approval for the Issue of Shares and accompanying Conversion Options on Conversion under the Convertible Security.

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval and authorisation is given to the Directors to issue to Bergen Global Opportunity Fund II, LLC, upon the conversion by it of the face value of the Convertible Security which has not, as at the date of this Notice, already been converted into Shares (being \$399,982), or any part thereof:

- (a) that number of Shares (on a pre-Consolidation basis) which, when multiplied by the conversion price determined in accordance with the Convertible Securities Agreement, equals \$399,982; and*
- (b) that number of accompanying Conversion Options (on the terms and conditions set out in Schedule 9) (on a pre-Consolidation basis) determined in accordance with the formulae set out in the Convertible Securities Agreement,*

in each case on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if this Resolution is passed and any associate of those persons.

However the Company need 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 person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 14 - Approval for the Future Placement of Shares and attaching Options

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval and authorisation is given to the Directors to issue that number of Shares (on a pre-consolidation basis) as will raise up to \$1,500,000, with a one for two free attaching Option (on the terms and

conditions set out in Schedule 7), at an issue price that is at least 80% of the average market price of the Shares calculated over the last 5 days on which sales in the Shares were recorded before the date on which the issue is made and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if this Resolution is passed and any associate of those persons.

However the Company need 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 person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 15 - Approval for the Future Placement of up to 307,000,000 Shares

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval and authorisation is given to the Directors to issue up to 307,000,000 Shares (on a pre-Consolidation basis) at an issue price that is at least 80% of the average market price of the Shares calculated over the last 5 days on which sales in the Shares were recorded before the date on which the issue is made, and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if this Resolution is passed and any associate of those persons.

However the Company need 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 person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 16 – Consolidation of Capital

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

“That, for the purposes of Section 254H of the Corporations Act, Listing Rule 2.1 Condition 2 and Section 113 of the Constitution and for all other purposes, approval is given for the consolidation of the Company’s issued capital on the following basis:

- (a) every 10 Shares be consolidated into 1 Share;
 - (b) every 10 Options (including any Conversion Options on issue) be consolidated into 1 Option and the exercise price of each Option to be amended in inverse proportion to this ratio in accordance with Listing Rule 7.22.1; and
 - (c) in accordance with the Convertible Securities Agreement, the relevant Conversion Price B, the Collateral Shareholding Number and the Base Price, as those terms are defined in the Convertible Securities Agreement, will all be increased in the same proportion as the issued capital of the Company is consolidated,
- with the consolidation taking effect on a date to be announced to the ASX in accordance with the requirements of Appendix 7A of the Listing Rules, and where this consolidation results*

in a fraction of a Share or Option being held by a Shareholder or Optionholder as applicable, the Directors be authorised to round that fraction up to the nearest whole Share or Option."

Resolution 17 – Change of Company Type

To consider and, if thought fit, to pass, with or without amendment, the following **special resolution**:

"That, for the purposes of section 162 of the Corporations Act and for all other purposes, subject to the passing of Resolutions 18 and 19, approval is hereby given to allow the Company to convert from a public company limited by shares to a no liability, as detailed in the Explanatory Statement accompanying this Notice of Meeting."

Resolution 18 – Change of Company Name

To consider and, if thought fit, to pass, with or without amendment, the following **special resolution**:

"That, for the purposes of section 157 of the Corporations Act and for all other purposes, subject to the passing of Resolutions 17 and 19, approval is hereby given to allow the Company to change its name to Proto Resources & Investments NL, as detailed in the Explanatory Statement accompanying this Notice of Meeting."

Resolution 19 – Amendment to the Constitution

To consider and, if thought fit, to pass, with or without amendment, the following **special resolution**:

"That, for the purposes of section 136 of the Corporations Act and for all other purposes, subject to the passing of Resolutions 17 and 18, approval is hereby given to allow the Company to amend its constitution by:

(a) inserting a new rule 2.3 as follows:

"2.3 Objects

The Company's sole objects are mining purposes"; and

(b) deleting rule 114 and replacing it as follows:

"there is no liability on a holder of partly paid shares to contribute any further amount to the Company as a result of any call being made, however those partly paid shares will be subject to forfeiture under the Constitution in the event any such calls are made and remain unpaid",

for the reasons specified in the Explanatory Statement accompanying this Notice of Meeting."

Resolution 20 – Appointment of New Auditor

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

"That the firm RSM Bird Cameron Partners, who have consented in writing to act as auditor of the Company, be appointed as the auditor of the Company".

General

To transact any business which may be brought before the meeting in accordance with the Constitution of the Company, the Corporations Act, or otherwise.

Dated 30 October 2013

BY ORDER OF THE BOARD

KENT HUNTER
Company Secretary

For personal use only

PROTO RESOURCES & INVESTMENTS LIMITED

ACN 149 637 016

EXPLANATORY MEMORANDUM

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 Annual General Meeting to be held at Mining Corporate Boardroom, Level 11, 216 St Georges Terrace, Perth WA 6000 on Friday, 29 November 2013 at 11:00am 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 1: Receive and Consider Annual reports
- Section 2: Resolution 1 – Adoption of Remuneration Report
- Section 3: Resolution 2 – Election of Director Andrew Heap
- Section 4: Resolution 3 – Election of Director Lia Darby
- Section 5: Resolution 4 – Ratification of issue of Shares and Options to BBY Nominees
- Section 6: Resolution 5 – Ratification of issue of Shares and Conversion Options to Bergen Global Opportunity Fund
- Section 7: Resolution 6 – Ratification of issue of Options to Baycrest Capital, LLC
- Section 8: Resolution 7 – Ratification of issue of Shares to Orequest Pty Ltd
- Section 9: Resolution 8 – Approval for the issue of Conversion Options to Bergen Global Opportunity Fund
- Section 10: Resolution 9 – Approval for Additional Placement Capacity
- Section 11: Resolution 10 – Approval of Acquisition
- Section 12: Resolution 11 – Issue of Shares and Performance Shares to Dourado
- Section 13: Resolution 12 – Issue of Shares and Performance Shares to Orequest Pty Ltd
- Section 14: Resolution 13 – Approval for issue of Shares and Conversion Options on conversion under the Convertible Security
- Section 15: Resolution 14 – Approval for the future placement of Shares and Options
- Section 16: Resolution 15 – Approval for the future placement of Shares
- Section 17: Resolution 16 – Consolidation of capital
- Section 18: Resolution 17 – Change of Company type
- Section 19: Resolution 18 – Change of Company name
- Section 20: Resolution 19 – Amendment to the Constitution
- Section 21: Resolution 20 – Appointment of New Auditor

A Proxy Form is enclosed with the Notice and Explanatory Memorandum.

Action to be taken by Shareholders

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

A Proxy Form is enclosed with the Notice and Explanatory Memorandum. 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. Lodgement of a 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

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

Key Dates for Annual General Meeting

Set out below is a timetable of the key dates for the Meeting:

Cut off for lodging Proxy Form for the Meeting	Thursday, 28 November 2013 at 11:00am
Snapshot date for eligibility to vote at the Meeting	Wednesday, 27 November 2013 at 11:00am
Annual General Meeting	Friday, 29 November 2013 at 11:00am
ASX informed of Shareholder approvals, including consolidation of securities	Friday, 29 November 2013

AGENDA ITEMS

1. Receive and consider the annual reports

The first agenda item is to receive and consider the Annual Financial Report, Director's Report and Auditor's Report for the Company for the financial year ended 30 June 2013. No Resolution is required in respect of this agenda item. However, it provides Shareholders with the opportunity to ask questions of the Company's Directors and auditors in relation to the Company's results and operations for the financial year.

2. Resolution 1 - Remuneration Report

The Annual Financial Report for the financial year ended 30 June 2013 contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 249L(2) of the Corporations Act, a resolution that a Remuneration Report be adopted must be put to the vote. However, pursuant to section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and will not require the Directors or the Company to alter any arrangements detailed in the Remuneration Report, should the Resolution not be passed.

Where the Chairman is appointed as proxy for a shareholder to vote on this resolution and is not expressly directed by such shareholder to vote 'For' or 'Against' this resolution, or to 'Abstain' from voting on this resolution, the Chairman intends to vote in favour of this resolution.

3. Resolution 2 - Election Of Director – Andrew Heap

In accordance with Listing Rule 14.4 and Clause 9.1 of the Constitution, any Director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the Company.

Accordingly, as Mr Andrew Heap was appointed on 12 August 2013 pursuant to clause 11.10 of the Constitution, he now seeks re-election as a Director in accordance with clause 11.11 of the Constitution. Details regarding Andrew Heap are set out in the 2013 Annual Report.

The Directors, other than Mr Heap, recommend the re-election of Mr Andrew Heap.

4. Resolution 3 – Re-election of Ms Lia Darby

In accordance with Listing Rule 14.4 and Clause 6.1 of the Constitution, at every annual general meeting, one third of the Directors for the time being must retire from office by rotation and are eligible for re-election. The Directors to retire are those who have been in office for 3 years since

their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

Ms Lia Darby retires by rotation at this meeting and, being eligible, offers herself for re-election.

Details regarding Ms Darby are set out in the 2013 Annual Report.

The Directors, other than Ms Darby, recommend the re-election of Ms Lia Darby.

5. Resolution 4 - Ratification of Issue of Shares and Options to BBY Nominees Pty Ltd

Resolution 4 seeks Shareholder ratification of the issue of 69,516,730 Shares and 25,000,000 Options on the terms set out below.

5.1. Background to Resolution 4

On 13 May 2013 the Company issued 69,516,730 Shares at a price of \$0.001 per Share and on 24 May 2013 the Company issued 25,000,000 Options (on the terms and conditions set out in Schedule 4) to BBY Nominees Pty Ltd A.C.N. 007 001 443. The Share placement was for the purpose of increasing the working capital available to fund the operations of the Company.

Approval is now sought to ratify the issue of the 69,516,730 Shares and 25,000,000 Options to BBY Nominees.

5.2. ASX Listing Rule 7.4

Under Chapter 7 of the ASX Listing Rules, there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made without approval pursuant to ASX Listing Rule 7.1 (provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be treated as having been made with shareholder approval for the purpose of ASX Listing Rule 7.1

Approval is sought under Resolution 4 to allow the Company to ratify the issue of the 69,516,730 Shares and 25,000,000 Options (previously made by the Company without Shareholder approval in reliance on the Company's 15% placement capacity) under and for the purposes of ASX Listing Rule 7.4. The reason for an approval under ASX Listing Rule 7.4 is to reinstate the Company's capacity to issue up to 15% of its issued ordinary securities without the approval of its Shareholders in any 12 month period.

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the Share and Option issue the subject of Resolution 4 in accordance with ASX Listing Rule 7.5:

- (a) the number of securities issued by the Company was 69,516,730 Shares and 25,000,000 Options;
- (b) the Shares and Options were all issued to BBY Nominees Pty Ltd, who is not a related party of the Company;
- (c) the Shares were issued on 13 May 2013;
- (d) the Shares were all issued at a price of \$0.001 per Share;
- (e) the total consideration raised from the Share issue, of \$69,517, was applied to fund the ongoing operations of the Company;
- (f) the Shares are fully paid ordinary shares and rank equally with the existing Shares on issue;
- (g) the Options were issued on 24 May 2013;
- (h) the Options were issued for nil consideration; and
- (i) the Options were issued on the terms set out in Schedule 4 to this Notice.

5.3. Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 4. The Board believes that the ratification of the Share and Option issues the subject of Resolution 4 is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 4.

6. Resolution 5 - Ratification of Issue of Shares and Conversion Options to Bergen Global Opportunity Fund

Resolution 5 seeks Shareholder ratification of the issue of 109,074,074 Shares and 36,800,000 Conversion Options on the terms set out below.

6.1. Background to Resolution 5

In the period between 19 April 2013 and 20 August 2013, the Company issued 109,074,074 Shares and 36,800,000 Options to Bergen Global pursuant to the Convertible Securities Agreement.

Under the Convertible Securities Agreement:

- (a) Bergen Global, managed by Bergen Asset Management, LLC, is to provide the Company with up to A\$3.575 Million over the two year period commencing on the date of the Convertible Securities Agreement;
- (b) the Company was required to pay to Bergen Global a non-refundable commencement fee of

A\$108,750 (to be satisfied by the issue to Bergen Global of 21,750,000 Shares) on 26 March 2013 and a further non-refundable commencement fee of A\$108,750 (to be satisfied by the issue to Bergen Global of 37,760,417 Shares) by no later than 27 April 2013; and

(c) the Company issued to Bergen Global the Convertible Security on 26 March 2013.

The Convertible Securities Agreement provides for the issue of a further five convertible securities, provided that the face value of all issued convertible securities is not to exceed A\$3,575,000.

Under the Convertible Securities Agreement, Bergen Global may convert the Convertible Security (or part thereof) into Shares in the Company at the conversion price determined in accordance with the Convertible Securities Agreement.

Concurrently with each election which Bergen Global makes to convert the Convertible Security (or part thereof) into Shares, the Company is required to issue to Bergen Global that number of Options to acquire Shares in the Company (hereinafter called "**Conversion Options**") as is determined in accordance with the following formulae:

$40\% \times (A/B)$ where

"A" is the amount being converted; and

"B" is the conversion price applicable to the conversion.

The Conversion Options are exercisable at a price which is equal to 130% of the conversion price applicable to the conversion in respect of which the Conversion Options were issued.

As a result of elections made by Bergen Global to convert part of the Convertible Security on 16 April 2013 and 15 May 2013, the Company, in satisfaction of its obligations under the Convertible Securities Agreement, issued Bergen Global with 14,000,000 Conversion Options and 22,800,000 Conversion Options respectively.

The funding provided by Bergen Global under the Convertible Securities Agreement will be used to advance the Company's projects as outlined in section 11.7 and, if the Acquisition proceeds, the Project Licences. The exploration programs for the balance of 2013 include:

- Diamond drilling at the Lindeman's Bore Project in the Northern Territory targeting the interpreted central portion of the electromagnetic conductor; and
- Diamond drilling at the Mt Vettters Project targeting the interpreted Black Swan Komatiite Complex ("BSKC"), 5km south of the Black Swan – Silver Swan nickel sulphide ore bodies (also hosted in the BSKC)

The Company sought, and obtained Shareholder approval, to issue:

(a) the Shares to satisfy the first non-refundable commencement fee; and

(b) for the conversion of the entire face value of the Convertible Security (of \$825,000) into Shares

at the conversion price determined in accordance with the Convertible Securities Agreement, to the extent of any Shares issued within 3 months of the date of the approval,

at its general meeting on 8 May 2013.

By this Resolution 5, the Company is seeking shareholder ratification of:

- (a) the issue of 109,074,074 Shares upon the conversion by Bergen Global of \$[insert]of the face value of the Convertible Security by conversion notices dated 16 April 2013 and 16 August 2013 (which, due to their issue date, did not fall within the scope of the shareholder approval obtained on 8 May 2013); and
- (b) the issue of 36,800,000 Conversion Options as set out above.

6.2. ASX Listing Rule 7.4

Under Chapter 7 of the ASX Listing Rules, there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made without approval pursuant to ASX Listing Rule 7.1 (provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be treated as having been made with shareholder approval for the purpose of ASX Listing Rule 7.1

Approval is sought under Resolution 5 to allow the Company to ratify the issue of the 109,074,074 Shares and 36,800,000 Options (previously made by the Company without Shareholder approval in reliance on the Company's 15% placement capacity) under and for the purposes of ASX Listing Rule 7.4. The reason for an approval under ASX Listing Rule 7.4 is to reinstate the Company's capacity to issue up to 15% of its issued ordinary securities without the approval of its Shareholders in any 12 month period.

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the Share and Option issue the subject of Resolution 5 in accordance with ASX Listing Rule 7.5:

- (a) the number of securities issued by the Company was 109,074,074 Shares and 36,800,000 Conversion Options;
- (b) 35,000,000 Shares were issued on 19 April 2013;
- (c) 74,074,074 Shares were issued on 20 August 2013;
- (d) 14,000,000 of the Conversion Options were issued on 13 May 2013;
- (e) 22,800,000 of the Conversion Options were issued on 20 May 2013;

- (e) the allottee of all of the Shares and Conversion Options was Bergen Global Opportunity Fund II, LLC, who is not a related party of the Company;
- (f) the Shares were issued on conversion of a portion of the \$825,000 convertible security;
- (g) the Conversion Options were issued free of charge in satisfaction of the Company's obligations under the Convertible Securities Agreement consequent upon Bergen Global's election to convert \$127,000 of the Convertible Security into Shares on 16 April 2013 and 15 May 2013 and thus no funds were raised by the issue of these Conversion Options;
- (h) the Shares are fully paid ordinary shares and rank equally with the existing Shares on issue;
- (i) the Options were issued on the following terms:
- 14,000,000 Options were issued at an exercise price of \$0.0026 per Share exercisable at any time on or before 18 April 2017 on the terms and conditions set out in Schedule 2 to this Notice; and
 - 22,800,000 Options were issued at an exercise price of \$0.0013 per Share exercisable at any time on or before 20 May 2017 on the terms and conditions set out in Schedule 3 to this Notice.

Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 5. The Board believes that the ratification of the Share and Option issue the subject of Resolution 5 is beneficial for the Company and recommends Shareholders vote in favor of Resolution 5.

7. Resolution 6 - Ratification of Issue of Options to Baycrest Capital, LLC

Resolution 6 seeks Shareholder ratification of the issue 35,000,000 Options on the terms set out below.

7.1. Background to Resolution 6

On 13 May 2013 the Company issued 35,000,000 Options (on the terms and conditions set out in Schedule 6) to Baycrest Capital, LLC. The Options were issued pursuant to a financing agreement with the Company.

Approval is now sought to ratify the issue of the 35,000,000 Options to Baycrest Capital.

7.2. ASX Listing Rule 7.4

Under Chapter 7 of the ASX Listing Rules, there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to

conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made without approval pursuant to ASX Listing Rule 7.1 (provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be treated as having been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Approval is sought under Resolution 6 to allow the Company to ratify the issue of the 35,000,000 Options (previously made by the Company without Shareholder approval in reliance on the Company's 15% placement capacity) under and for the purposes of ASX Listing Rule 7.4. The reason for an approval under ASX Listing Rule 7.4 is to reinstate the Company's capacity to issue up to 15% of its issued ordinary securities without the approval of its Shareholders in any 12 month period.

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the Option issue the subject of Resolution 6 in accordance with ASX Listing Rule 7.5:

- (a) the number of securities issued by the Company was 35,000,000 Options;
- (b) the Options were all issued to Baycrest Capital, LLC, who is not a related party of the Company;
- (c) the Options were issued on 18 May 2013;
- (d) the Options were issued for nil consideration; and
- (e) the Options were issued on the terms set out in Schedule 6 to this Notice.

7.3. Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 6. The Board believes that the ratification of the Option issue the subject of Resolution 6 is beneficial for the Company and recommends Shareholders vote in favor of Resolution 6.

8. Resolution 7 - Ratification of Issue of Shares to Orequest Pty Ltd

Resolution 7 seeks Shareholder ratification of the issue of 7,000,000 Shares on the terms set out below.

8.1. Background to Resolution 7

On 2 July 2013 the Company issued 7,000,000 Shares to Orequest Pty Ltd for consulting services. Approval is now sought to ratify the issue of these 7,000,000 Shares to Orequest Pty Ltd.

8.2. ASX Listing Rule 7.4

Under Chapter 7 of the ASX Listing Rules, there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made without approval pursuant to ASX Listing Rule 7.1 (provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be treated as having been made with shareholder approval for the purpose of ASX Listing Rule 7.1

Approval is sought under Resolution 7 to allow the Company to ratify the issue of the 7,000,000 Shares (previously made by the Company without Shareholder approval in reliance on the Company's 15% placement capacity) under and for the purposes of ASX Listing Rule 7.4. The reason for an approval under ASX Listing Rule 7.4 is to reinstate the Company's capacity to issue up to 15% of its issued ordinary securities without the approval of its Shareholders in any 12 month period.

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the Share issue the subject of Resolution 7 in accordance with ASX Listing Rule 7.5:

- (a) the number of securities issued by the Company was 7,000,000 Shares issued pursuant to ASX Listing Rule 7.1;
- (b) the Shares were issued on 2 July 2013;
- (c) no consideration was received for the Shares, as the Shares were issued as the consideration for the performance by Orequest Pty Ltd of consulting services;
- (d) the issued Shares are fully paid ordinary shares and rank equally with the existing Shares on issue;
- (e) the allottee of all of the Shares, Orequest Pty Ltd, is not a related party of the Company.

8.3. Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 7. The Board believes that the ratification of the Share issue the subject of Resolution 7 is beneficial for the Company. The Board recommends Shareholders vote in favor of Resolution 7.

9. Resolution 8 – Approval for the issue of Conversion Options

Resolution 8 seeks approval from Shareholders for the issue of Conversion Options pursuant to the Convertible Securities Agreement.

9.1. Background to Resolution 8

As set out in section 6.1, the Company issued the Convertible Security to Bergen Global under the Convertible Securities Agreement on 26 March 2013.

Under the Convertible Securities Agreement, Bergen Global may convert the Convertible Security (or part thereof) into Shares in the Company at the conversion price determined in accordance with the Convertible Securities Agreement. Concurrently with each election which Bergen Global makes to convert the Convertible Security (or part thereof) into Shares, the Company is required to issue to Bergen that number of Conversion Options as is determined in accordance with the following formulae:

$40\% \times (A/B)$ where

“A” is the amount being converted; and

“B” is the conversion price applicable to the conversion.

The Conversion Options are exercisable at a price which is equal to 130% of the conversion price applicable to the conversion in respect of which the Conversion Options were issued.

As a result of elections made by Bergen Global to convert part of the Convertible Security on 24 June 2013, 26 June 2013, 3 July 2013, 9 July 2013 and 16 August 2013, the Company is required under the terms of the Convertible Securities Agreement to issue Bergen Global with 130,954,074 Conversion Options. If all of these Conversion Options were converted into Shares, an additional 130,954,074 Shares would be on issue in the Company, representing 5.78% of the Company's current issued share capital of 2,260,858,371.

9.2. Legal requirements

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Further, equity securities issued with approval of holders of a company's ordinary securities in accordance with Listing Rule 7.1 are not then required to be included in the 15% limit imposed by Listing Rule 7.1.

As the Conversion Options to be issued under this Resolution 8 will exceed the 15% limit in Listing Rule 7.1, when aggregated with the proposed issues which are the subject of resolutions 10, 11, 12, 13, 14 and 15 and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval for the issue of the 130,954,074 Conversion Options is sought under Listing Rule 7.1.

9.3. Technical Information Required by Listing Rule 7.3

The following information is provided in relation to Resolution 8 pursuant to and in accordance with

Listing Rule 7.3:

- (a) the maximum number of Options to be issued is 130,954,074 Conversion Options (on a pre-Consolidation basis);
- (b) the Options will be issued no later than 3 months after the date of the Meeting;
- (c) the Options will be issued all at the same time;
- (d) the Conversion Options will be issued free of charge in satisfaction of the Company's obligations under the Convertible Securities Agreement consequent upon Bergen Global's election to convert \$273,700 of the Convertible Security into Shares on 24 June 2013, 26 June 2013, 3 July 2013, 9 July 2013 and 16 August 2013 and thus no funds will be raised by the issue of these Conversion Options;
- (e) the Options will all be issued to Bergen Global Opportunity Fund II, LLC;
- (f) Bergen Global Opportunity Fund II LLC is not a related party of the Company; and
- (g) the terms and conditions of the Options are set out in Schedule 5 to this Notice.

9.4. Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 8. The Board recommends Shareholders vote in favour of Resolution 8 as the Company is required to issue the Conversion Options under the Convertible Securities Agreement. Further, these Conversion Options will not then need to be counted as part of the Company's 15% placement capital, giving the Company the flexibility in the future to issue further securities representing up to 15% of the Company's share capital without shareholder approval.

10. Special Resolution 9 – Approval for Additional Placement Capacity

Resolution 9 seeks approval from Shareholders for the additional placement capacity

10.1. General

ASX Listing Rule 7.1A provides that an eligible entity may seek Shareholder approval to allow it to issue Equity Securities up to 10% of its issued capital over a period up to 12 months after the entity's annual general meeting (10% Placement Capacity).

The Company is an eligible entity (see section 10.2).

If Shareholders approve this Resolution 9, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in Section 10.2 (below)).

The effect of this Resolution 9 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without

using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 9 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 9 for it to be passed.

10.2. ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an eligible entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the eligible entity's 15% annual placement capacity.

An eligible entity is one that, as at the date of the relevant annual general meeting:

- is not included in the S&P/ASX 300 Index; and
- has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$2,260,858.

The Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has two classes of quoted Equity Securities on issue, being the Shares (ASX Code: PRW) and Options (ASX Code: PRWO, PRWOA, PRWOB). The Company also has several classes of unquoted Options on issue.

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times B) - C$$

Where:

A = the number of Shares on issue 12 months before the date of issue or agreement:

- plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the previous 12 months;
- plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and
- less the number of Shares cancelled in the previous 12 months.

B = 10%.

C = the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4.

10.3. Technical Information Required by Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 9:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in paragraph 10.3(a)(i), the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Annual General Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of the Annual General Meeting; and
- (j) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) Risk of voting dilution

For personal use only

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 9 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice (the interests of the existing Shareholders will be further diluted by the issues the subject of resolutions 8, 10, 11, 12, 13, 14 and 15).

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable A in ASX Listing Rule 7.1A2)	Issue Price (per Share)	Dilution		
		\$0.0005 (50% decrease in current issue price)	\$0.001 (Current issue price)	\$0.002 (50% increase in current issue price)
2,260,858,371 (current)	Shares issued - 10% voting dilution	226,085,837 Shares	226,085,837 Shares	226,085,837 Shares
	Funds raised	\$113,043	\$226,086	\$452,172
3,391,287,557 (50% increase)*	Shares issued - 10% voting dilution	339,128,756 Shares	339,128,756 Shares	339,128,756 Shares
	Funds raised	\$169,564	\$339,129	\$678,258
4,521,716,742 (100% increase)*	Shares issued - 10% voting dilution	452,171,674 Shares	452,171,674 Shares	452,171,674 Shares
	Funds raised	\$226,086	\$452,172	\$904,343

*The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 2,260,858,371 Shares on issue as at 21 October 2013.
2. The issue price set out above is the closing price of the Shares on the ASX on 21 October 2013.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.

4. The Company has not issued any Equity Securities in the 12 months prior to the Annual General Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
7. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Annual General Meeting; and
- (j) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration, in which case the Company intends to use funds raised for exploration of its projects and potentially the funding for any suitable acquisition opportunities identified by the Board; or
- (j) as non-cash consideration for the acquisition of new resources assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(k) Allocation under the 10% Placement Capacity

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- the purpose of the issue;
- alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the Company's circumstances, including, but not limited to, its financial position and solvency;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(l) Previous Approval under ASX Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 30 November 2012 (Previous Approval).

The Company has issued 54,483,270 Shares pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 30 November 2012, the Company also issued a further 1,468,985,242 Shares and 713,354,560 Options which represents approximately 275.59% of the total diluted number of Equity Securities on issue in the Company on 30 November 2012, which was 791,873,129.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 10.

(m) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (j) the information required by Listing Rule 3.10.5A for release to the market.

Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 9.

11. Resolution 10 – Approval of Acquisition

Resolution 10 seeks approval from Shareholders to complete the Acquisition on the terms and subject to the conditions set out in the Terms Sheet.

11.1. Background – Investment Focus

The Company has been undertaking an exhaustive program of due diligence on new opportunities for company growth, in particular, opportunities on properties adjacent to its existing tenements. The Company has completed full due diligence on several potential opportunities, including site visits, technical investigations, legal analysis and deal negotiation, which investigations the Board considers have been sufficient to enable it to make an investment decision.

11.2. Background to the Acquisition

On 13 June 2013, the Company announced to ASX that it had entered into a binding terms sheet (**Terms Sheet**) with Dourado Resources Ltd (**Dourado**). Please refer to Section 11.4 for a summary of the important terms and conditions of the Terms Sheet (as amended in accordance with the announcement made by the Company on 7 August 2013).

The consideration payable to Dourado under the Terms Sheet for the Acquisition (which is subject to Due Diligence, Shareholder Approval at this Meeting and Proto board approval) is A\$50,000 in cash, A\$360,000 worth of Proto Shares (valued at \$0.002 per Share) and up to a further 60,000,000 Performance Shares (see section 11.4 for further information). The issue of these securities is the subject of Resolution 11 of this Notice (refer section 12 of this Explanatory Statement for further information).

Under the Term Sheet the Company will acquire a 51%-70% interest in Dourado's eight (8) Mooloogool Exploration Licences in the Goodin-Dome Yerrida Basin area of Western Australia (**Acquisition**). The Mooloogool Exploration Licences referred to above (**Project Licences**) are considered prospective for Proterozoic gold and copper-gold deposits. Only limited reconnaissance geochemical sampling has been undertaken to date and the Project Licences remain largely unexplored. The Project Licences, (1,461 square kilometres), cover deformed Proterozoic metasediments around the Goodin Dome, a large ellipsoidal granite that may have acted as a fluid source for mineralising solutions in the region. Combined with its existing portfolio of tenements at Magellan North, Mt Killara, Great Doolgunna, Casey and Station Bore, if the Acquisition is completed, Proto's tenement position in the region will total approximately 1,967 square kilometres.

If the Acquisition proceeds, initial exploration will aim to complete the reconnaissance work that was commenced by Dourado and will include surface mapping, infill and extension geochemical sampling and subject to results, follow up Aircore +/- RC drilling.

Settlement of the Acquisition will not change the Company's existing business as an acquirer, explorer and developer of mining projects.

11.3. Project Licences

Dourado holds a 100% interest in the Project Licences, as follows:

Tenements	Blocks	Area km2
E51/1185	47	141
E51/1186	69	207
E51/1213	55	165
E51/1215	60	180
E51/1325	54	162
E51/1340	70	210
E51/1341	70	210
E51/1342	62	186

At the completion of the Acquisition, Proto will hold a 51% interest in the Project Licences. In addition, if Proto expends a further \$2.5m within four years, it will earn up to a further 19% interest in the Project Licences (based on pro-rata expenditure). Proto will be required to expend a minimum of \$1.0m before earning any additional interest in the Project Licences.

11.4. Terms and Conditions of the Acquisition

If the Acquisition proceeds, under the Terms Sheet, Dourado will end up holding between 12.9% to 14.7% (including Performance Shares which will convert into Shares on the achievement of the milestones set out below) of the undiluted issued capital of Proto.

The following is a summary of the important terms and conditions of the Acquisition:

- A\$25,000 was paid by Proto to Dourado on execution of the Terms Sheet and a further A\$25,000 will be paid to Dourado at Settlement.
- Proto will issue Dourado A\$360,000 worth of **Proto** Shares (at 0.2 cents per Share) as follows:
 - 90 million Shares to be issued on Settlement;
 - 30 million Shares to be issued on the good standing of E51/1340 notwithstanding the potential refusal of an application for exemption from expenditure for the 2012-2013 year;
 - 30 million Shares to be issued on the good standing of E51/1341 notwithstanding the potential refusal of an application for exemption from expenditure for the 2012-2013 year; and
 - 30 million Shares to be issued on the good standing of E51/1342 notwithstanding the potential refusal of an application for exemption from expenditure for the 2012-2013 year, in each case, on a pre-Consolidation basis (collectively, **Initial Consideration Shares**)
- In addition, Proto will issue Dourado with the following Performance Shares (on a pre-Consolidation basis) at settlement of the Acquisition:
 - (1) 20,000,000 Milestone 1 Performance Shares, which will convert into Shares on delineation of a JORC Inferred Resources of at least 50,000 ounces of gold on the Project Licences within 5 years of

- execution of the Terms Sheet, and
- (2) 20,000,000 Milestone 2 Performance Shares, which will convert into Shares on delineation of a JORC Inferred Resources of at least 100,000 ounces of gold on the Project Licences within 5 years of execution of the Terms Sheet, and
 - (3) 20,000,000 Milestone 3 Performance Shares, which will convert into Shares on delineation of a JORC Inferred Resources of at least 150,000 ounces of gold on the Project Licences within 5 years of the execution of the Terms Sheet.

In addition to the above Shares and Performance Shares, the Company has agreed to issue to its adviser to the transaction, Orequest Pty Ltd, a further 120,000,000 Shares and 30,000,000 Performance Shares (on a pre-Consolidation basis) (see section 13 below).

- (1) 10,000,000 Milestone 1 Performance Shares, which will convert into Shares on delineation of a JORC Inferred Resources of at least 50,000 ounces of gold on the Project Licences within 5 years of execution of the Terms Sheet, and
- (2) 10,000,000 Milestone 2 Performance Shares, which will convert into Shares on delineation of a JORC Inferred Resources of at least 100,000 ounces of gold on the Project Licences within 5 years of execution of the Terms Sheet, and
- (3) 10,000,000 Milestone 3 Performance Shares, which will convert into Shares on delineation of a JORC Inferred Resources of at least 150,000 ounces of gold on the Project Licences within 5 years of the execution of the Terms Sheet.

All of these Shares and Performance Shares will subject to any period of escrow determined by ASX.

Proto and Dourado intend to negotiate a joint venture agreement to govern the ongoing exploration of the Project Licences after settlement of the Acquisition. It has been agreed that Proto will act as manager of the Joint Venture. Normal dilutes clauses will apply under the Joint Venture.

On 9 October 2013 the Company sought confirmation from ASX that the proposed issue of Performance Shares meets ASX requirements under ASX Listing Rules 6.1 and 6.2. The Company obtained approval from ASX on 21 October 2013.

11.5. Capital Raising

The Company will undertake a capital raising to progress the joint venture with Dourado over the Project Licences and existing projects where applicable. This capital raising is the subject of Resolutions 14 and 15.

11.6. Pro-forma capital structure

The capital structure of the Company upon completion of the transactions the subject of resolutions 8, 10, 11, 12, 14 and 15 will be as follows:

SHARES

Current issued share capital (on a pre-Consolidation basis)	2,260,858,371
Shares issued to Dourado and Orequest (Resolutions 11 and 12)	300,000,000
Shares issued for Capital Raising (Resolutions 14 and 15)	1,807,000,000

TOTAL SHARES	4,367,858,371
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LISTED OPTIONS

Options (various exercise prices and terms)	1,234,529,967
Options issued for Capital Raising (Resolution 14)	750,000,000
	1,984,529,967

UNLISTED OPTIONS

Unlisted Options	73,228,571
Conversion Options issued to Bergen Global (Resolution 8)	130,469,136
	203,697,707

CONVERTIBLE SECURITY

Security with a balance face value of \$399,982 (Resolution 13) (convertible into ordinary securities, and accompanying Conversion Options, in accordance with the formulas specified in section 14.1)	1
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Assumptions

1. The Shares the subject of resolution 14 (future placement) are issued at \$0.001 per Share, and this placement and the placement the subject of resolution 15 are fully subscribed.
2. No existing Options are converted into Shares and no funds advanced under the Convertible Security Agreement are converted into Shares.
3. None of the Performance Shares are converted into Shares.

11.7. Advantages of the Acquisition

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on the Resolutions relating to the Acquisitions, being Resolutions 10, 11 and 12.

Mineralisation Potential

There is potential for stratiform copper, volcanogenic massive sulphide and mesothermal/hydrothermal gold mineralisation. There also exists the possibility of greenstone hosted Archaean gold mineralisation at depth. The Plutonic Gold Mine (**Barrick Gold Corporation**, JORC Probable Reserves of 2Mt @ 6.3g/t Au for 420,000 oz of Au) is situated approximately 90 kilometres north of the Project Licences on the southern end of the Plutonic Well Greenstone belt. Examination of regional magnetics suggests the possibility that this greenstone belt may extend under cover on the eastern side of the Goodin Dome.

Recent Exploration

The Project Licences have seen very little exploration in recent years with the exception of a regional geochemical program by Dourado. Approximately 10 lines of RC drilling were undertaken over 2011 on the Diamond Well tenements by Dourado immediately to the south of the Project Licences. The lithologies encountered included intercalated siltstones, sandstones, shales and some mafic intrusives and elevated copper up to approximately 200ppm. Analysis of historical data has confirmed the presence of elevated copper associated with broadly east-west striking structures which are likely to be the controlling structures of the mineralisation identified in this drill program. Copper assays up to 709 ppm were returned from the Diamond Well tenements immediately to the south of the Project Licences.

Mooloogool

As earlier noted, there has been comparatively limited exploration on the Project Licences with the north-western, northern and north eastern margins of the Goodin Dome representing an attractive near term

target for exploration for the following reasons.

- (i) **Iron Enriched/Deformed Sediments**- It appears that the Goodin Dome may have acted as a heat source and shearing along the margins associated with possibly regional NNW striking structures may have provided the loci for copper-gold deposition.
- (ii) **Outcrop**-The abundance of outcrop in the Project Licences is likely to make the targeting/identification of prospects/drill targets somewhat easier.

Strengthened Yerrida Basin Portfolio

The Acquisition and joint venture of the Project Licences further strengthens **Proto's** presence in the region which also includes:

- The **Magellan North Project** (E53/1581) is situated immediately to the north of the Magellan Lead Mine and is considered prospective for further base metal discoveries. Airborne magnetics reveal deep seated magnetic anomalies in the basement Archaean sequence, situated immediately north of the Magellan lead deposits. The radiometric data show a potential ~NE-SW trending corridor/structure that contains most of the known base metal mineralisation.
- The **Mt Killara Project** (E53/1580) is located 10km north of the township of Wiluna Gold deposits and contains Killara Formation volcanics. The magnetics indicate a geological package of Proterozoic/Archaean units including ENE-WSW striking Proterozoic dykes. Radiometric data delineates anomalous uranium in the vicinity of the Archaean/Proterozoic unconformity.
- The **Great Doolgunna Project** (E51/1455) (**Victory Mines Limited ("Victory") 70% (ASX: VIC): Proto Resources & Investments 30%**) lies 60km southeast of the DeGrussa Cu-Au Deposit and adjoins **Great Western Exploration Limited's** (ASX: **GTE**) Doolgunna Project. Previous exploration has defined a broad polymetallic geochemical soil anomaly to the east of the tenement. Airborne magnetics show magnetic lineaments apparently striking ~NE-SW. **Victory** is required to spend A\$500,000 before **Proto** is required to contribute.
- The **Casey Project** (E51/1457) lies 55km northeast of Meekatharra and covers the portion of the southwest margin of the Yerrida Basin and comprises intercalated Proterozoic and Archaean units. The Proterozoic sequence strikes ESE-WNW and abuts Archaean granites to the west.
- The **Station Bore Project** (E69/2872) (**Victory Mines Limited 70% (ASX: VIC): Proto Resources & Investments 30%**) lies 13km southeast of the Great Doolgunna project and covers part of the Mibbeyeen drainage system. The magnetics show Proterozoic dyke units striking ~NE-SW. There is a NNW-SSE striking feature on the eastern margin of the tenement which could represent a potential unconformity/structural boundary in addition to a strong magnetic anomaly in the north. **Victory** is required to spend A\$1.0 million before **Proto** is required to contribute.

11.8. Disadvantages of the Acquisition

The Directors are of the view that the primary disadvantage relevant to a Shareholder's decision as to how to vote on the proposed Resolutions relating to the Acquisition is that the Acquisition will result in the issue of Shares to Dourado and Orequest which will have a dilutionary effect on the current holdings of Shareholders.

11.9. Plans for the Company if the Acquisition is not completed

If the Company does not complete the Acquisition, the Company will continue with its current activities on

its existing tenements and continue to undertake due diligence on new opportunities for growth.

11.10. **Competent Person**

The information in this Explanatory Memorandum that relates to Exploration Results, Mineral Resources or Ore Reserves is based on information reviewed by Tony Treasure, who is a Member of the Australasian Institute of Mining & Metallurgy. Mr Treasure has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Treasure consents to the inclusion in this Explanatory Memorandum of the matters based on his information in the form and context in which it appears.

11.11. **Background to Resolution 10**

This resolution 10 seeks Shareholder approval for the Company to complete the Acquisition on the agreed terms and conditions as per the Terms Sheet, subject to the approval of resolution 11, relating to the issue of securities to Dourado as the consideration for the Acquisition.

11.12. **Directors' Recommendation**

It is the view of the Directors that the Acquisition will give Shareholders the opportunity to participate in a potentially significant exploration, development and production program in respect of a highly prospective area. The Directors consider that the Acquisition is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution 10.

12. **Resolution 11 – Issue of Shares and Performance Shares to Dourado**

Resolution 11 seeks approval from Shareholders for the issue of the Initial Consideration Shares and 60,000,000 Performance Shares to Dourado in part satisfaction of the consideration payable to Dourado under the Terms Sheet.

12.1. **Background to Resolution 11**

As set out in section 11.2, under the Terms Sheet, the Company will acquire a 51%-70% interest in the Project Licences. A detailed description of the terms and conditions on which the Acquisition will proceed, and the advantages and disadvantages of the Acquisition, are set out in sections 11.4, 11.7 and 11.8.

Under the Terms Sheet, the total consideration to be paid to Dourado for its 51% interest in the Project Licences is AUD\$50,000 and the issue of:

- (a) the Initial Consideration Shares; and
- (b) 60,000,000 Performance Shares,

(on a pre-Consolidation basis) (refer to section 11.4 for further information).

Subject to the passing of Resolution 10, Resolution 11 seeks approval from Shareholders for the issue of the Initial Consideration Shares and the 60,000,000 Performance Shares, representing part of the consideration which is payable by the Company to Dourado for its initial 51 % in the Project Licences.

12.2. Legal requirements

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Further, equity securities issued with approval of holders of a company's ordinary securities in accordance with Listing Rule 7.1 are not then required to be included in the 15% limit imposed by Listing Rule 7.1.

The Initial Consideration Shares represent 7.96% of the Company's current issued share capital of 2,260,858,371. The 60,000,000 Performance Shares, if converted into Shares in accordance with their terms of issue, would represent a further 2.65% of the Company's current issued share capital. However, when the Shares and Performance Shares to be issued under this Resolution 11 are aggregated with the securities the subject of resolutions 8, 10, 12, 13, 14 and 15, they will exceed the 15% limit in Listing Rule 7.1 and given none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval for the issue of these Initial Consideration Shares and Performance Shares is sought under Listing Rule 7.1.

12.3. Technical Information Required by Listing Rule 7.3

The following information is provided in relation to Resolution 8 pursuant to and in accordance with Listing Rule 7.3:

- (a) the maximum number of securities to be issued is 180,000,000 Shares and 60,000,000 Performance Shares (on a pre- Consolidation basis); if these securities have not been issued before Consolidation occurs, then (post-Consolidation) the maximum number of Shares and Performance Shares which will be issued under this Resolution 11 is 18,000,000 and 6,000,000 respectively;
- (b) all of the Shares and Performance Shares will be issued no later than 3 months after the date of this Meeting – 90,000,000 Shares and 60,000,000 Performance Shares will be issued upon settlement of the Acquisition and three tranches of 30,000,000 Shares each will be issued upon confirmation of the good standing of each of E51/1340, E51/1341 and E51/1342, which confirmation has been received;
- (c) the Shares and Performance Shares will be issued for nil cash consideration as they are being issued as part of the consideration for the Acquisition. Accordingly no funds will be raised from the issue of the Shares or Performance Shares;
- (d) all of the Shares and Performance Shares will be issued to the Dourado;

- (e) Dourado is not a related parties of the Company; and
- (f) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as and ranking equally with all of the Company's existing Shares and the Performance Shares will be issued on the terms and conditions set out in Schedule 8.

12.4. Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 11. The Board recommends Shareholders vote in favour of Resolution 11 as it considers the Acquisition (for which the Shares and the Performance Shares the subject of this resolution represent part of the consideration payable by the Company) is in the best interests of the Company. Further, the approval of this resolution will mean that the Shares and Performance Shares the subject of this resolution will not need to be countered as part of the Company's 15% placement capital, giving the Company the flexibility in the future to issue further securities representing up to 15% of the Company's share capital without shareholder approval.

13. Resolution 12 – Issue of Shares and Performance Shares to Orequest

Resolution 12 seeks approval from Shareholders for the issue of 120,000,000 Shares and 30,000,000 Performance Shares to Orequest as the consideration for advisory services provided by Orequest to the Company in connection with the Acquisition.

13.1. Background to Resolution 12

As set out in section 11.2, under the Terms Sheet, the Company will acquire a 51%-70% interest in the Project Licences. A detailed description of the terms and conditions on which the Acquisition will proceed, and the advantages and disadvantages of the Acquisition, are set out in sections 11.4, 11.7 and 11.8.

In consideration of Orequest having acted as the Company's advisor in relation to the Acquisition, the Company has agreed to issue to Orequest:

- (a) 120,000,000 Shares; and
- (b) 30,000,000 Performance Shares,

(on a pre-Consolidation basis) (refer to section 11.4 for further information).

This Resolution 12 seeks approval from Shareholders for the issue of the 120,000,000 Shares and 30,000,000 Performance Shares to Orequest.

13.2. Legal requirements

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Further, equity securities issued with approval of holders of a company's ordinary securities in accordance with Listing Rule 7.1 are not then required to be included in the 15% limit imposed by Listing Rule 7.1.

The 120,000,000 Shares the subject of this Resolution 12 represent 5.31% of the Company's current issued share capital of 2,260,858,371. The 30,000,000 Performance Shares, if converted into Shares in accordance with the terms of issue, would represent a further 1.33% of the Company's current issued share capital. However, when these Shares and Performance Shares are aggregated with the securities the subject of resolutions 8, 10, 11, 13, 14 and 15, they will exceed the 15% limit in Listing Rule 7.1 and, given none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval to issue these Shares and Performance Shares is sought under Listing Rule 7.1.

13.3. Technical Information Required by Listing Rule 7.3

The following information is provided in relation to Resolution 12 pursuant to and in accordance with Listing Rule 7.3:

- (a) the maximum number of securities to be issued is 120,000,000 Shares and 30,000,000 Performance Shares (on a pre- Consolidation basis); if these Shares and Performance Shares have not been issued before Consolidation occurs, then (post-Consolidation) the maximum number of Shares and Performance Shares which will be issued under this Resolution 9 is 12,000,000 and 3,000,000 respectively;
- (b) all of the Shares and Performance Shares will be issued upon settlement of the Acquisition, which will occur no later than 3 months after the date of the Meeting;
- (c) the Shares and Performance Shares will be issued for nil cash consideration as they are being issued in consideration of Orequest having acted as the Company's advisor in relation to the Acquisition. Accordingly no funds will be raised from the issue of the Shares or Performance Shares;
- (d) all of the Shares and Performance Shares will be issued to Orequest Pty Ltd;
- (e) Orequest Pty Ltd is not a related parties of the Company; and
- (f) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as and ranking equally with the Company's existing Shares and the Performance Shares will be issued on the terms and conditions set out in Schedule 8.

13.4. Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 12. The Board recommends Shareholders vote in favour of Resolution 12 due to the directors opinion of the prospectively of the tenements. Further the approval of this Resolution means that the Shares and Performance Shares the subject of this resolution will not need to be countered as part of the

Company's 15% placement capital, giving the Company the flexibility in the future to issue further securities representing up to 15% of the Company's share capital without shareholder approval.

14. Resolution 13 - Approval for Issue of Shares and accompanying Conversion Options on Conversion of the Convertible Security

Resolution 13 seeks Shareholder approval for the issue of Shares to the value of up to \$399,982 and accompanying Conversion Options on the terms set out below.

14.1. Background to Resolution 13

As set out under section 6.1, under the Convertible Securities Agreement the Company issued the Convertible Security to Bergen Global on 26 March 2013

Under the Convertible Securities Agreement, Bergen Global may convert the Convertible Security (or part thereof) into Shares in the Company at the conversion price determined in accordance with the Convertible Securities Agreement.

At the general meeting held on 8 May 2013, the Company sought and obtained shareholder approval for the conversion of the entire face value of the Convertible Security (of \$825,000) into Shares at the conversion price determined in accordance with the Convertible Securities Agreement. In reliance on this earlier Shareholder approval, the Company issued the following Shares to Bergen Global upon conversion by it of \$400,700 of the face value of the Convertible Security:

- (a) in respect of a conversion notice dated 15 May 2013, 57,000,000 Shares were issued to Bergen Global on 20 May 2013;
- (b) in respect of a conversion notice dated 24 June 2013, 50,000,000 Shares were issued to Bergen Global on 26 June 2013;
- (c) in respect of a conversion notice dated 26 June 2013, 60,000,000 Shares were issued to Bergen Global on 2 July 2013;
- (d) in respect of a conversion notice dated 3 July 2013, 60,000,000 Shares were issued to Bergen Global on 5 July 2013; and
- (e) in respect of a conversion notice dated 9 July 2013, 82,098,765 Shares were issued to Bergen on 15 July 2013.

However this approval has now lapsed (as it only applied to Shares which were issued consequent upon such conversion within 3 months of the date of such meeting). Accordingly, the Company seeks approval for the issue of further Shares to Bergen Global should Bergen Global elect to convert the remaining face value of the Convertible Security (of \$399,982) which it has not, as at the date of this Notice, already converted into Shares.

Under the Convertible Securities Agreement, upon conversion of the face value of the Convertible Security (or any part thereof), Bergen Global is entitled to be issued with such number of Shares as is determined in accordance with the following formulae:

A/B,

where

“A” is the amount being converted; and

“B” is the conversion price, where the conversion price is, at the election of Bergen Global:

- (1) 81% of the average of 5 daily VWAP's per Share (as selected by Bergen in its sole discretion) during the 20 consecutive actual trading days immediately prior to the relevant conversion notice, rounded down to four decimal places (referred to as **Company Conversion Price A**); or
- (2) the average of the daily VWAP's per Share for the 20 consecutive actual trading days immediately prior to the execution date of the Convertible Securities Agreement (referred to as **Company Conversion Price A**),

rounded down to the nearest 1/10th of a cent, provided however that Bergen may not elect the price referred to in paragraph (2) above once it has been utilised in relation to the conversion of , in aggregate, A\$750,000 of the face value of the convertible securities issued under Convertible Securities Agreement (the **Conversion Price**).

Concurrently with each election which Bergen Global makes to convert the Convertible Security (or part thereof) into Shares, the Company is required to issue to Bergen Global that number of Conversion Options as is determined in accordance with the following formulae:

$40\% \times (A/B)$ where

“A” is the amount being converted; and

“B” is the conversion price applicable to the conversion.

The Conversion Options are exercisable at a price which is equal to 130% of the conversion price applicable to the conversion in respect of which the Conversion Options were issued.

14.2. ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which is relevant here) prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

Further, equity securities issued with approval of holders of a company's ordinary securities in accordance with Listing Rule 7.1 are not then required to be included in the 15% limit imposed by Listing Rule 7.1.

As the issue of these Shares and accompanying Conversion Options, when aggregated with the issue of the securities the subject of resolutions 8, 10, 11, 12, 14 and 15, will exceed the 15% limit in Listing Rule 7.1, shareholder approval to the issue of these Shares is sought under Listing Rule 7.1.

For the purposes of ASX Listing Rule 7.3, the following information is provided in relation to this Resolution 13:

- (a) the number of Shares (post-Consolidation) to be issued pursuant to Resolution 13 will be calculated in accordance with the following formulae (as required by the Convertible Securities Agreement):
 $\$399,982/\text{conversion price (as specified above)}$;
- (b) the number of Conversion Options (post-Consolidation) to be issued pursuant to Resolution 13 will be calculated in accordance with the following formula:
 $40\% \times (A/B)$
 where A is the amount being converted (up to a maximum of \$399,982) and B is the conversion price applicable to the conversion (as specified above);
- (c) no further funds will be raised from the issue of these securities as the Company has already been paid the purchase price for the Convertible Security, in the sum of \$575,000;
- (d) the securities the subject of Resolution 13 will be issued within three (3) months after the date of this meeting;
- (e) the Shares will be issued at a price that is at least 80% of the average market price of the Shares calculated over the last 5 days on which sales in the Shares were recorded before the date on which the issue is made;
- (f) the Shares will be issued at the conversion price (as specified above) as required by the Convertible Securities Agreement;
- (g) the dilutionary effect which the proposed issue of the Shares will have on current Shareholders will be dependent upon the actual conversion price at which Shares are issued. The table illustrated below gives an example of the dilutionary effect the future issue may have on current Shareholders (pre-Consolidation) based on possible prices at which the Share issue may take place (the actual number of Shares which will be issued will depend upon the Company's share price at the time the issues are made and cannot therefore be determined at this time):

	Issue Price		
	\$0.00162 (being 81% of \$0.002)	\$0.00081 (being 81% of the current share price (of \$0.001) as at 15 October 2013)	\$0.000405 (being 81% of \$0.005)
Shares on issue	2,260,858,371	2,260,858,371	2,260,858,371
Shares issued under Resolution 10	246,902,469	493,804,938	987,609,877

Total	2,507,760,840	2,754,663,309	3,248,468,248
Dilution	90%	82%	70%

* Assuming the Shares the subject of resolutions 10,11 and 12 only have been issued, but that no other Shares, Options or Convertible Securities have been issued and none of the existing Options or other convertible securities have been converted into Shares.

- (h) all of the securities will be issued to Bergen Global Opportunity Fund, who is not a related party of the Company, upon conversion by Bergen Global of the remaining face value of the Convertible Security, of \$399,982, or any part thereof;
- (i) the Shares to be issued will rank equally on issue with the existing fully paid ordinary Shares of the Company and the Conversion Options will be issued on the terms and subject to the conditions set out in Schedule 9; and
- (j) the securities to be issued will be issued progressively as and when Bergen Global gives a conversion notice(s) under the Convertible Security Agreement to convert any part or whole of the remaining face value of the Convertible Security pursuant to the Convertible Securities Agreement.

14.3. Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 13. The Board recommends Shareholders vote in favour of Resolution 13 as the Company is required to issue these securities under the Convertible Securities Agreement if Bergen Global elects to convert the balance face value of the Convertible Security (or any portion). Further, it will mean that the securities the subject of this resolution will not need to be counted as part of the 15% placement capacity conferred by Listing Rule 7.1, giving the Company the flexibility to issue further securities representing up to 15% of the Company's share capital without shareholder approval.

15. Resolution 14 - Approval for the Future Placement Of Shares and Options

Resolution 14 seeks Shareholder approval for the issue of Shares and Options on a pre-Consolidation basis to raise up to \$1,500,000.

15.1. Background to Resolution 14

The Company is proposing to undertake a placement to raise up to \$1,500,000, by the issue of new Shares and free attaching Options. The placement will be made to professional and sophisticated investors or to other persons to whom disclosure is not required under Chapter 6D of the Corporations Act.

As at the date of this Notice and as at the date of completion of the Acquisition, the Company's capital structure is, and will be (respectively), as follows (pre-Consolidation):

	Number (as at date of this Notice)	Number (upon completion of the Acquisition) ¹
Shares (PRW)	2,260,858,371	2,560,858,371
Performance Shares	Nil	90,000,000

Options 31 Dec 13 (PRWOA)	51,727,806	51,727,806
Options 1 Sept 14 (PRWO)	673,620,900	673,620,900
Options 26 March 17 (PRWOB)	508,881,261	508,881,261
Options unlisted	73,228,571	73,228,571

1 - Assuming the Shares the subject of resolutions 10,11 and 12 only have been issued, but that no other Shares, Options or Convertible Securities have been issued and none of the existing Options or other convertible securities have been converted into Shares.

In addition, the Company has issued the Convertible Security.

The actual number of Shares (and accompanying Options) that will be issued if this Resolution is approved will depend upon the actual price at which the Shares are issued. The Share issue price will be at least 80% of the average market price of the Shares calculated over the last 5 days on which sales in the Shares are recorded before the date on which the issue is made. The following dilution table gives an illustration of the number of Shares (pre-Consolidation) that may be issued based on possible prices at which the Share issue may take place (the actual number of Shares which will be issued will depend upon the Company's share price at the time the issues are made and cannot therefore be determined at this time).

The issue of the free attaching Options will also result in an increase in the number of Options on issue in the Company (by one half of the number of Shares which are issued). If any of these Options are subsequently exercised, that will further dilute the interests of the current Shareholders of the Company.

	Issue Price		
	\$0.0008 (being 80% of \$0.001)	\$0.00064 (being 80% of \$0.0008)	\$0.000512 (being 80% of \$0.00064)
Shares (to be issued to raise \$1,500,000)	1,875,000,000	2,343,750,000	2,929,687,500
Options (1:2 accompanying options)	937,500,000	1,171,875,000	1,464,843,750
Total Securities on Issue upon completion of the Acquisition and Placement¹			
Shares	4,435,858,371	4,904,608,371	5,490,545,871
Performance Shares	90,000,000	90,000,000	90,000,000
Options (listed and unlisted)	2,244,958,538	2,479,333,538	2,772,302,288

1 Assuming the Shares the subject of resolutions 10, 11 and 12 only have been issued, but that no other Shares, Options or Convertible Securities have been issued and none of the existing Options or other convertible securities have been converted into Shares.

On the assumption that the Company's share price is \$0.001 at the time of the issue, as set out above 1,875,000,000 Shares (on a pre-Consolidation basis) would be issued, representing 82.93% of the Company's current issued share capital and 73.22% of the Company's proposed issued share capital upon completion of the Acquisition (on the assumptions set out above). In addition, 937,500,000 free attaching Options (on a pre-Consolidation basis) would have been issued.

15.2. ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which is relevant here) prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

Further, equity securities issued with approval of holders of a company's ordinary securities in accordance with Listing Rule 7.1 are not then required to be included in the 15% limit imposed by Listing Rule 7.1.

As the issue of these Shares and free attaching Options will exceed the 15% limit in Listing Rule 7.1, Shareholder approval to the issue of these Shares is therefore required under Listing Rule 7.1.

For the purposes of ASX Listing Rule 7.3, the following information is provided in relation to Resolution 14 to allow Shareholders to assess the proposed future placement of Shares, and attaching Options, to raise up to \$1,500,000:

- (a) the maximum number of Shares (on a pre-Consolidation basis) to be issued pursuant to the placement will be determined in accordance with the following formulae:

$$\frac{\$1,500,000}{\text{Issue price, as set out in paragraph (c) below}}$$

and will not result in total funds raised exceeding \$1,500,000;

- (b) the Shares and attaching Options the subject of this Resolution 14 will be issued no later than three (3) months after the date of this Meeting;
- (c) the Shares will be issued at a price that is at least 80% of the average market price of the Shares calculated over the last 5 days on which sales in the Shares were recorded before the date on which the issue is made;
- (d) the Options will be issued for free on the basis of one Option for every two Shares subscribed for;
- (e) the allottees in respect of the securities the subject of this Resolution 14 are not as of yet, identifiable, but will be subscribers to be identified by the Company and any brokers appointed by the Company to manage the issue. The allottees will be professional or sophisticated investors or other persons to whom disclosure is not required under Chapter 6D of the Corporations Act and they will not be related parties of the Company. Under no circumstances will the Company issue shares such that any allottee would hold a relevant interest in more than 19.99% in the share capital of the Company;
- (f) the Shares to be issued will rank equally on issue with the existing fully paid ordinary Shares of the Company;

- (g) the Options issued pursuant to this Resolution 14 are to be issued under the terms set out in the Schedule 7 to this notice;
- (h) the Shares and attaching Options will be issued progressively as allottees are identified, however no Shares or Options will be issued after the date which is three (3) months after the date of the Meeting;
- (i) Funds will be raised progressively and as needed, for the purposes outlined in the estimated use of funds table below;

Project	\$
Mooloogool	400,000
Lindeman Bore	300,000
Waterloo	200,000
WA Projects	200,000
Barnes Hill	100,000
Working capital	300,000
Total	1,500,000

15.3. Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 14. The Board recommends Shareholders vote in favor of Resolution 14 as it provides additional working capital and means that the Shares the subject of this Resolution will not need to be counted as part of the Company's 15% placement capital, giving the Company the flexibility in the future to issue further securities representing up to 15% of the Company's share capital without shareholder approval.

16. Resolution 15 - Approval for the Future Placement of up to 307,000,000 Shares

Resolution 15 seeks Shareholder approval for the issue of up to 307,000,000 Shares (on a pre-Consolidation basis) on the terms set out below.

16.1. Background to Resolution 15

The Company is proposing to undertake a second placement (after completing the placement the subject of resolution 11 to raise up to \$1,500,000), by the issue of up to 307,000,000 Shares pre-consolidation (or 30,700,000 Shares post Consolidation). The placement will be made to professional and sophisticated investors or to other persons to whom disclosure is not required under Chapter 6D of the Corporations Act.

The 307,000,000 Shares the subject of this resolution 15 represent 13.58% of the Company's current issued share capital of 2,260,858,371 and will represent 11.99% of the Company's proposed issued share capital upon completion of the Acquisition of 2,560,858,371 (assuming the Shares the subject of resolutions 10, 11 and 12 only have been issued, but that no other Shares, Options or convertible securities have been issued and none of the existing Options or other convertible securities have been converted into Shares).

As the issue of these Shares, when aggregated with the issue of the securities the subject of resolutions 8, 10, 11, 12, 13 and 14, will exceed the 15% limit in Listing Rule 7.1, shareholder approval to the issue of these Shares is therefore being sought for the purpose of Listing Rule 7.1

16.2. ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which is relevant here) prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

Further, equity securities issued with approval of holders of a company's ordinary securities in accordance with Listing Rule 7.1 are not then required to be included in the 15% limit imposed by Listing Rule 7.1.

For the purposes of ASX Listing Rule 7.3, the following information is provided in relation to Resolution 15 to allow Shareholders to assess the proposed facility for the future issue of up to 307,000,000 Shares:

- (a) the maximum number of securities to be issued pursuant to this resolution is 307,000,000 Shares (pre-Consolidation);
- (b) the Shares the subject of Resolution 15 will be issued no later than three (3) months after the date of this Meeting;
- (c) the Shares will be issued at a price that is at least 80% of the average market price of the Shares calculated over the last 5 days on which sales in the Shares were recorded before the date on which the issue is made;
- (d) the allottees in respect of the placement are not, as yet, identifiable, but will be subscribers to be identified by the Company and any brokers appointed by the Company to manage the placement. The allottees will not be a related party of the Company and will fall within one of the exceptions contained in Section 708 of the Corporations Act. Under no circumstances will the Company issue Shares such that any person would hold a relevant interest of more than 19.9% in the share capital of the Company;
- (e) the Shares to be issued will rank equally on issue with the existing Shares of the Company;
- (f) the Shares will be issued progressively as allottees are identified, however no Shares will be issued after the date which is three (3) months after the date of the Meeting; and
- (g) Funds will be raised progressively and as needed, for the purposes outlined in the estimated use of funds table;

Use of funds	\$ ('000) 307 (assume issued at 100% of current price of \$0.001)	\$ ('000) 245.6 (assume issued at 80% of current share price of \$0.001)
Mooloogool	100	80
Lindeman Bore	40	32
Waterloo	40	32
WA Projects	40	32
Barnes Hill	40	32
Working capital	47	37.6

Total	307	245.6
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16.3. Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 15. The Board recommends Shareholders vote in favor of Resolution 15 as it provides additional working capital and means that the Shares the subject of this Resolution will not need to be counted as part of the Company's 15% placement capacity, giving the Company the flexibility to issue further securities representing up to 15% of the Company's share capital without shareholder approval.

17. Resolution 16 - Consolidation of Capital

Resolution 16 seeks approval from Shareholders to consolidate the number of Shares and Options on issue on a 1:10 basis.

17.1. Background to Resolution 16

The Consolidation of the Company's share capital is required to ensure that the Company's capital structure is appropriate for its market capitalization and so that it is able to be competitive in the capital markets with its peer companies.

Under Section 254H of the Corporations Act and Section 113 of the Constitution, the Company may, by a resolution passed at a general meeting of Shareholders, convert all or any of its Shares into a larger or smaller number of Shares. Listing Rule 7.22.1 provides that in a consolidation of capital, the number of Options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in inverse proportion to that ratio.

As at the date of this Notice and as at the date of completion of the Acquisition (assuming the Shares the subject of resolutions 10, 11 and 12 only have been issued, but that no other Shares, Options or convertible securities have been issued and none of the existing Options or other convertible securities have been converted into Shares), the Company's capital structure is, and will be (respectively), as follows:

	Number (as at date of this Notice)	Number (upon completion of Acquisition)
Shares (PRW)	2,260,878,371	2,560,858,371
Performance Shares	Nil	90,000,000
Options 31 Dec 13 (PRWOA)	51,727,806	51,727,806
Options 1 Sept 14 (PRWO)	673,620,900	673,620,900
Options 26 March 17 (PRWOB)	508,881,261	508,881,261
Options unlisted	73,228,571	73,228,571

In addition:

1. further Shares and Options the subject of Resolutions 8, 13, 14 and 15 are proposed to be issued;
2. the Company has issued the Convertible Security.

If this Resolution 16 is passed the number of Shares and Options on issue will be reduced on a 1:10 basis and

the exercise price of all Options will be increased in inverse proportion to that ratio.

All of the existing Options which are on issue by the Company have been issued on terms which permit them to be changed to the extent necessary to comply with the Listing Rules applying to a reconstruction of capital at the time of the reconstruction. This includes the Options the subject of resolutions 4,5,6,8,13 and 14 (see Schedules 2 to 6 inclusive and 9).

In relation to the entitlement which Bergen Global has to be issued with Shares and Conversion Options under the Convertible Securities Agreement, the Convertible Securities Agreement provides that each time a security structure event occurs (which includes a consolidation of the Company's issued capital) the relevant Conversion Price B, the relevant Collateral Shareholding Number and the Base Price (as those terms are defined in the Convertible Securities Agreement) are reduced or, as the case may be, increased in the same proportion as the issued capital of the Company is, as the case may be, consolidated, subdivided or cancelled. This ensures that the relative benefit and burden to Bergen Global and the Company of their respective economic bargains is maintained. The Convertible Securities Agreement does not provide for the adjustment of Conversion Price A as that price is the average of the three daily VWOPs per share (as selected by Bergen Global in its sole and absolute discretion) during the 20 consecutive actual trading days immediately prior to the relevant conversion notice date, and this price will therefore reflect any impact which the share consolidation has on the Company's Share price. Thus, if the Company's Share price increases as a consequence of the consolidation, the number of Shares into which the face value of the Convertible Security can be converted will be reduced. For further information in relation to Conversion Price A and Conversion Price B, see section 14.1.

Furthermore, under the Convertible Securities Agreement, the number of Conversion Options which Bergen Global is entitled to have issued to it concurrently with each conversion of the face value of the Convertible Security (or part thereof) is determined in accordance with the following formula:

$$40\% \times (A / B)$$

Where:

A is the conversion amount of that conversion; and

B is the conversion price applicable to that conversion,

with the result that if the Company's share price increases as a consequence of the consolidation, the consequential increase in the conversion price will cause a decrease in the number of Conversion Options which will issue to Bergen Global. Further, the Conversion Options exercise price is 130% of the conversion price that applies to the conversion in respect of which the Conversion Options are issued: accordingly, if the conversion price increases, that will lead to a corresponding increase in the Conversion Options exercise price.

Post-Acquisition and Consolidation, the Share capital structure of the Company will be as follows (assuming no further Shares or Options have been issued, including those the subject of resolutions 8, 9,13,14 and 15, and no existing Options or convertible securities have been converted into Shares):

	Number (post-Acquisition and Consolidation) (est)	Pre-consolidated Option exercise price	Post-consolidated Option exercise price
Shares (PRW)	256,085,837	N/A	N/A
Unlisted Performance Shares	9,000,000	N/A	N/A

Options 31 Dec 13 (PRWOA)	51,827,806	\$0.25	\$2.50
Options 1 Sept 14 (PRWO)	673,620,900	\$0.05	\$0.50
Options 26 March 17 (PRWOB)	508,881,261	\$0.0055	\$0.055
Options unlisted			
- Expiry Date 18 April 2017	14,000,000	\$0.0026	\$0.026
- Expiry Date 20 March 2017	22,800,000	\$0.0013	\$0.013
- Expiry Date 1 January 2018	35,000,000	\$0.003	\$0.03

In addition, to the extent that Shareholders have authorised the issue of any Shares and Options under Resolutions 8,9, 13, 14 and 15, the number of Shares and Options that the directors will issue pursuant to those resolutions will be reduced by 1/10th.

As from the effective date of Resolution 16 (being the date advised to the ASX), all holding statements for Shares and Options will cease to have any effect, except as evidence of entitlement to a certain number of post-Consolidation Shares and Options. After the Consolidation becomes effective, the Company will arrange for new holding statements to be issued to Shareholders and Optionholders.

17.2. Fractional Entitlements and Taxation

Not all Shareholders and Optionholders will hold that number of Shares and Options which can be evenly divided by 10. Where a fractional entitlement occurs, the Directors will round that fraction up to the nearest whole Share or Option.

It is not considered that any taxation consequences will exist for Shareholders or Optionholders arising from the Consolidation, however, Shareholders and Optionholders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company nor the Directors (or the Company's advisers) accept any responsibility for the individual taxation consequences arising from the Consolidation.

17.3. Consolidation Timetable

Event	Date
PRW announces reorganisation. PRW sends out notices for security holders' meeting.	Wednesday, 30 October 2013
↓ PRW Shareholder Meeting and announcement of results to ASX	Friday, 29 November 2013
↓ Last day for trading in pre-reorganised *securities. Note: Details of holdings will change where there is a change to the number of securities, a change to the exercise price of options, or a change to the par value (if any) of securities.	Monday, 2 December 2013
↓	

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Event	Date
<p>Trading in the reorganised *securities on a *deferred settlement basis starts.</p> <p>Note: If the reorganisation involves a return of capital, the details on ordinary share certificates may not change but the details on option certificates will change as a result of the change in the exercise price (see rule 7.22). In this case the ordinary shares will trade on an "ex return of capital" T+3 basis and the options will trade on a "deferred settlement" basis.</p>	<p style="text-align: center;">Tuesday, 3 December 2013</p> <p style="text-align: right;">(Continued)</p>
<p>Last Day for PRW to register transfers on a pre-reorganisation basis</p> <p>Note: In the case of certificated holdings, this means it is the last day for entity to accept transfers accompanied by certificates issued before the reorganisation.</p>	<p style="text-align: center;">Monday, 9 December 2013</p>
<p>↓</p> <p>If the details of holdings change as a result of the reorganisation:</p> <ul style="list-style-type: none"> • First day for entity to send notice to each security holder. • In the case of uncertificated holdings, first day for entity to register *securities on a post-reorganisation basis and first day for issue of holding statements. • In the case of certificated holdings, first day for issue of new certificates. From now on, the entity rejects transfers accompanied by a certificate that was issued before the reorganisation. <p>Note: The notice tells the security holder of the number of securities held before and after the reorganisation.</p> <p>↓</p>	<p style="text-align: center;">Tuesday, 10 December 2013</p> <p style="text-align: right;">(Continued)</p>

Event	Date
<p>If the details of holdings change as a result of the reorganisation:</p> <ul style="list-style-type: none"> • *Issue date. *Deferred settlement market ends. • Last day for *securities to be entered into the holders' security holdings. If *securities are certificated, last day for the entity to issue them and send the certificates to the holders. • Last day for entity to send notice to each security holder. <p>Note: normal (T+3) trading starts on the next business day after the issue date (i.e. day 12) provided the entity tells ASX by noon that the issue has occurred.</p> <p>'Issue' in this context denotes the making of entries in security holders' holdings so that the number of securities in their holdings reflects the effect of the carrying out of the reorganisation.</p> <p>Settlement of trades conducted on a T+3 basis and the first settlement of on-market trades conducted on a deferred settlement basis occurs 3 business days after T+3 trading starts (i.e. day 15).</p>	<p>Monday, 16 December 2013</p>
<p>Normal Trading post consolidation begins</p>	<p>Tuesday, 17 December 2013</p>

18. Special Resolution 17 – Change of Company Type

Special Resolution 17 seeks Shareholder approval for conversion of the Company from a public company limited by Shares to a no liability company.

18.1. Background to Special Resolution 17

Subject to the passing of Special Resolutions 18 and 19, Special Resolution 17 seeks Shareholder approval for the conversion of the Company from a public company limited by shares to a no liability company

The purpose of Resolutions 17, 18 and 19 is to allow a contributing share to be issued by the Company in the future, for which investors will not have a liability beyond the forfeiture of their Shares should they be unable to pay the amount of the call, when a call is made on the Shares.

The purpose of a "no liability company" is to provide a corporate vehicle for the development of a relatively high risk venture, where the investor is given the opportunity at various stages to review the investment and opt out if the investor feels he or she is putting good money after bad.

The special feature of a no liability company is that forfeiture is the only sanction for default in payment of calls, and there is no contractual right to recover calls made upon Shares from a shareholder who defaults in payment of those calls (s.112(2) of the Corporations Act).

The only companies which may take advantage of the no liability features are companies having solely mining purposes (sec 112(2) of the Corporations Act).

The Directors of the Company believe that a no liability company is an appropriate structure for the Company, whose sole purpose is mining.

The proposal under Resolutions 17,18 and 19 will not have any effect on the rights and liabilities of existing Shareholders or the Company's creditors.

18.2. Section 162 of the Corporations Act

Section 162 of the Corporations Act 2001 states that a company can change from a public company limited by shares to a no liability company by passing a special resolution resolving to change its type but only if:

- (a) the company's constitution states that its sole objects are mining purposes; and
- (b) under the constitution the company has no contractual rights to recover calls made on its shares from a shareholder who fails to pay them; and
- (c) all the company's issued shares are fully paid up.

Should Special Resolution 17 be approved the Company will lodge a copy of the Special Resolution with ASIC within 14 days.

19. Special Resolution 18 – Change of Company Name

Resolution 18 is a special resolution and seeks Shareholder approval to change the name of the Company to Proto Resources & Investments NL.

The adoption of the new name under Resolution 18 is to be approved by Shareholders under section 157(1) of the Corporations Act, which provides that if a company wishes to change its name it must pass a special resolution adopting a new name and lodge an application in the prescribed form with ASIC. The change of name will take effect on the day it is approved by ASIC.

The Company is seeking to change its name as a consequence of changing from a public company limited by shares to a public no liability company in accordance with Resolution 17.

20. Special Resolution 19 – Amendment to the Constitution

Special Resolution 19 seeks Shareholder approval to amend the Constitution, as set out below.

20.1. Background to Special Resolution 19

Subject to the passing of Special Resolutions 17 and 18, Special Resolution 19 seeks Shareholder approval to amend the Constitution, to:

- (a) reflect that the Company's sole objects are mining purposes; and
- (b) provide that the Company has no contractual rights to recover calls made on its Shares from a Shareholder who fails to pay them.

The Company does not currently have any partly paid Shares on issue.

Resolution 19 seeks Shareholder approval for the following provision to be adopted and included as Rule 2.3 of the Company's Constitution:

“2.3 Objects

The Company's sole objects are mining purposes.”

Resolution 19 also seeks Shareholder approval for the existing Rule 114 to be deleted and replaced with the following provision:

“there is no liability on a holder of partly paid shares to contribute any further amount to the Company as a result of any call being made, however those partly paid shares will be subject to forfeiture under the Constitution in the event any such calls are made and remain unpaid.”

The purpose of Resolutions 17, 18 and 19 is to allow a contributing Share to be issued in the future, for which investors will not have a liability beyond loss of their Shares should they be unable to pay the amount of the call, when a call is made on the Shares.

The purpose of a “no liability company” is to provide a corporate vehicle for the development of a relatively high risk venture, where the investor is given the opportunity at various stages to review the investment and opt out if the investor feels he or she is putting good money after bad.

The special feature of a no liability company is that forfeiture is the only sanction for default in payment of calls, and there is no contractual right to recover calls made upon shares from a shareholder who defaults in payment of those calls(s.112(2) of the Corporations Act).

The only companies which may take advantage of the no liability features are companies having solely mining purposes (sec 112(2) of the Corporations Act).

The Directors of the Company believe that a no liability company is an appropriate structure for the Company, whose sole purpose is mining.

The proposal under Resolutions 17,18 and 19 will not have any effect on the rights and liabilities of existing Shareholders or the Company's creditors.

A copy of the Company's Constitution will be made available to members upon request.

20.2. Section 136 of the Corporations Act

Section 136 of the Corporations Act states that a company may modify its constitution, or a provision of its constitution, by special resolution.

Should Special Resolution 19 be approved the Company will lodge a copy of the Special Resolution with ASIC within 14 days.

Should this resolution 19 be approved, the modification to the Company's constitution will take effect on the date this resolution is passed.

21. Resolution 20 – Appointment of New Auditor

Resolution 20 seeks Shareholder approval to appoint a new auditor, as set out below.

The Company's current auditor, Mr Chris Watts of Bentleys, has given notice to the Board of his intention to resign as auditor of the Company, pursuant to sub-section 329(5) of the Corporations Act.

Sub-section 329(5) of the Corporations Act provides that an auditor of a company may, by giving notice in writing, resign as auditor of the company if:

- (a) the auditor has, by notice in writing given to the Australian Securities and Investments Commission ("ASIC"), applied for consent to the resignation; and
- (b) the consent of the ASIC has been given.

Mr Watts has applied to ASIC for its consent to his resignation as auditor of the Company. The application for consent lodged with ASIC by Mr Watts indicates that he wishes his resignation to take effect on the date of the Company's AGM.

Resolution 20 to appoint a new auditor of the Company will only be put forward if the consent of ASIC to Mr Watts's resignation has been given at the time of the AGM.

If prior to the time of the AGM, ASIC gives its consent to the resignation of Mr Watts as the Company's auditor, his resignation will take effect from the date of the AGM. Upon Mr Watts's resignation, it will be necessary for the Company to appoint a new Company auditor pursuant to sub-section 327(B)(2) of the Corporations Act. Section 327(B)(2) provides that a company shall at each annual general meeting, if there is a vacancy in the office of auditor of the company, appoint a person, firm or company to fill the vacancy.

Ms Elizabeth Hunt, a member of the Company, has nominated the firm *RSM Bird Cameron Partners* as auditor of the Company, pursuant to sub-section 32B(1) of the Corporations Act 2001. *RSM Bird Cameron Partners* are eligible and have consented to being appointed auditor of the Company as required by sub-section 328A(2) of the Corporations Act 2001. Pursuant to sub-section 328B(3) of the Corporations Act 2001, the written notice nominating *RSM Bird Cameron Partners* as auditor is attached to this Explanatory Memorandum as an annexure.

The Board recommends the appointment of the firm *RSM Bird Cameron Partners* as the auditor of the Company.

Schedule 1 - Definitions

In this Notice and the Explanatory Memorandum:

\$ or \$A means Australian dollars.

Acquisition has the meaning given in Section 11.2.

AEDT means Australian Eastern Daylight Savings Time.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange operated by ASX, as the context requires.

Bergen Global means Bergen Global Opportunity Fund II, LLC.

Board means the board of Directors.

Business Day means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

Chair or **Chairman** means the person appointed to chair the Meeting convened by this Notice.

Company means Proto Resources & Investments Ltd (ACN 108 507 517).

Consolidation means the consolidation of Shares and Options referred to in Resolution 16.

Constitution means the constitution of the Company as at the commencement of the Meeting.

Conversion Option has the meaning given to that term in section 6.1 and being an Option issued to Bergen Global under the Convertible Securities Agreement

Convertible Securities Agreement means the agreement between the Company and Bergen Global Opportunity Fund dated 14 March 2013

Convertible Security means the secured interest-free convertible security with a face value of A\$825,000 which was issued by the Company to Bergen Global on 26 March 2013 in consideration of Bergen Global having paid to the Company the sum of A\$575,000 on the terms and conditions set out in the Convertible Securities Agreement.

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

Director means a director of the Company.

Dourado means Dourado Resources Ltd (ACN 160 217 069).

Equity Securities means a share, unit, a right to acquire a share, unit or option, an option over an issued or unissued security, a convertible security, any security that ASX decides to classify as an equity security (but

not a security ASX decides to classify as a debt security).

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Initial Consideration Shares has the meaning given in section 11.4, and being 180,000,000 Shares.

Listing Rules means the listing rules of ASX.

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

Notice means this notice of meeting.

Option means an option which entitles the holder to subscribe for one Share.

Optionholder means a holder of an Option.

Performance Share means a share in the company which is issued on the terms and conditions set out in Schedule 8.

Project Licences has the meaning given in Sections 11.2 and 11.3.

Proxy Form means the proxy form sent to Shareholders.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Terms Sheet has the meaning given in Section 11.2, and means the agreement constituted by the binding terms sheet entered into between the Company, Dourado and Orequest Pty Ltd on 29 May 2013 as amended from time to time.

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

Schedule 2 – Terms of Options issued to Bergen Global Opportunity Fund

Terms and Conditions of Options the Subject of Resolution 5:

1. Each Option entitles the holder to acquire one fully paid ordinary share in the Company.
2. The Options may be exercised at any time on or before 18 April 2017. Each Option may be exercised by forwarding to the Company at its principal office the exercise notice, duly completed together with payment of the sum of \$0.0026 (0.26 cents) per Option exercised.
3. The Options may be transferred by an instrument (duly stamped where necessary) in the form commonly used for transfer of Options at any time on or before 18 April. This right is subject to any restrictions on the transfer of an Option that may be imposed by ASX in circumstances where the Company is Listed on ASX.
4. Optionholders shall be permitted to participate in new issues of securities on the prior exercise of options in which case the Optionholders shall be afforded the period of at least nine (9) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise the Option.
5. Shares issued on the exercise of Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares issued pursuant to the exercise of an Option will rank equally with the then issued ordinary shares of the Company in all respects. If the Company is listed on ASX it will, pursuant to the exercise of an Option, apply to ASX for Quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act and the Listing Rules.
6. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
7. If there is a bonus issue to shareholders, the number of shares over which the Option is exercisable may be increased by the number of shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
8. In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Options may be reduced in accordance with Listing Rule 6.22.

Schedule 3 – Terms of Options issued to Bergen Global Opportunity Fund

Terms and Conditions of Options the Subject of Resolution 5:

1. Each Option entitles the holder to acquire one fully paid ordinary share in the Company.
2. The Options may be exercised at any time on or before 20 May 2017. Each Option may be exercised by forwarding to the Company at its principal office the exercise notice, duly completed together with payment of the sum of \$0.0013 (0.13 cents) per Option exercised.
3. The Options may be transferred by an instrument (duly stamped where necessary) in the form commonly used for transfer of Options at any time on or before 20 May 2017. This right is subject to any restrictions on the transfer of an Option that may be imposed by ASX in circumstances where the Company is Listed on ASX.
4. Optionholders shall be permitted to participate in new issues of securities on the prior exercise of options in which case the Optionholders shall be afforded the period of at least nine (9) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise the Option.
5. Shares issued on the exercise of Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares issued pursuant to the exercise of an Option will rank equally with the then issued ordinary shares of the Company in all respects. If the Company is listed on ASX it will, pursuant to the exercise of an Option, apply to ASX for Quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act and the Listing Rules.
6. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
7. If there is a bonus issue to shareholders, the number of shares over which the Option is exercisable may be increased by the number of shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
8. In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Options may be reduced in accordance with Listing Rule 6.22.

Schedule 4 - Terms of Listed Options issued to BBY Nominees Pty Ltd

Terms and Conditions of Options the Subject of Resolution 4:

1. Each Option entitles the holder to acquire one fully paid ordinary share in the Company.
2. The Options may be exercised at any time on or before 1 September 2014. Each Option may be exercised by forwarding to the Company at its principal office the exercise notice, duly completed together with payment of the sum of \$0.05 (5 cents) per Option exercised.
3. The Options may be transferred by an instrument (duly stamped where necessary) in the form commonly used for transfer of Options at any time on or before 1 September 2014. This right is subject to any restrictions on the transfer of an Option that may be imposed by ASX in circumstances where the Company is Listed on ASX.
4. Optionholders shall be permitted to participate in new issues of securities on the prior exercise of options in which case the Optionholders shall be afforded the period of at least nine (9) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise the Option.
5. Shares issued on the exercise of Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares issued pursuant to the exercise of an Option will rank equally with the then issued ordinary shares of the Company in all respects. If the Company is listed on ASX it will, pursuant to the exercise of an Option, apply to ASX for Quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act and the Listing Rules.
6. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
7. If there is a bonus issue to shareholders, the number of shares over which the Option is exercisable may be increased by the number of shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
8. In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Options may be reduced in accordance with Listing Rule 6.22.

Schedule 5 - Terms of Options issued to Bergen Global Opportunity Fund

Terms and Conditions of Options the Subject of Resolution 8 :

1. Each Option entitles the holder to acquire one fully paid ordinary share in the Company.
2. The Options may be exercised at any time until exercisable at prior to the date that is 48 months after the date of issuance. Each Option may be exercised by forwarding to the Company at its principal office the exercise notice, duly completed together with payment of the sum of \$0.001053 (0.1053 cents) per Option exercised.
3. The Options may be transferred by an instrument (duly stamped where necessary) in the form commonly used for transfer of Options at any time until 48 months after the date of issuance. This right is subject to any restrictions on the transfer of an Option that may be imposed by ASX in circumstances where the Company is Listed on ASX.
4. Optionholders shall be permitted to participate in new issues of securities on the prior exercise of options in which case the Optionholders shall be afforded the period of at least nine (9) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise the Option.
5. Shares issued on the exercise of Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares issued pursuant to the exercise of an Option will rank equally with the then issued ordinary shares of the Company in all respects. If the Company is listed on ASX it will, pursuant to the exercise of an Option, apply to ASX for Quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act and the Listing Rules.
6. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
7. If there is a bonus issue to shareholders, the number of shares over which the Option is exercisable may be increased by the number of shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
8. In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Options may be reduced in accordance with Listing Rule 6.22.

Schedule 6 - Terms of Options issued to Baycrest Capital, LLC

Terms and Conditions of Options the Subject of Resolution 6 :

9. Each Option entitles the holder to acquire one fully paid ordinary share in the Company.
10. The Options may be exercised at any time until exercisable at prior to the date that is 60 months after the date of issuance. Each Option may be exercised by forwarding to the Company at its principal office the exercise notice, duly completed together with payment of the sum of \$0.003 (0.3 cents) per Option exercised.
11. The Options may be transferred by an instrument (duly stamped where necessary) in the form commonly used for transfer of Options at any time until 60 months after the date of issuance. This right is subject to any restrictions on the transfer of an Option that may be imposed by ASX in circumstances where the Company is Listed on ASX.
12. Optionholders shall be permitted to participate in new issues of securities on the prior exercise of options in which case the Optionholders shall be afforded the period of at least nine (9) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise the Option.
13. Shares issued on the exercise of Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares issued pursuant to the exercise of an Option will rank equally with the then issued ordinary shares of the Company in all respects. If the Company is listed on ASX it will, pursuant to the exercise of an Option, apply to ASX for Quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act and the Listing Rules.
14. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
15. If there is a bonus issue to shareholders, the number of shares over which the Option is exercisable may be increased by the number of shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
16. In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Options may be reduced in accordance with Listing Rule 6.22.

Schedule 7 – Terms of Options issued as free attaching options to the placement to raise \$1,500,000

Terms and Conditions of Options the Subject of Resolution 14:

1. Each Option entitles the holder to acquire one fully paid ordinary share in the Company.
2. The Options may be exercised at any time on or before 26 March 2017. Each Option may be exercised by forwarding to the Company at its principal office the exercise notice, duly completed together with payment of the sum of \$0.0055 (0.55 cents) per Option exercised.
3. The Options may be transferred by an instrument (duly stamped where necessary) in the form commonly used for transfer of Options at any time on or before 26 March 2017. This right is subject to any restrictions on the transfer of an Option that may be imposed by ASX in circumstances where the Company is Listed on ASX.
4. Optionholders shall be permitted to participate in new issues of securities on the prior exercise of options in which case the Optionholders shall be afforded the period of at least nine (9) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise the Option.
5. Shares issued on the exercise of Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares issued pursuant to the exercise of an Option will rank equally with the then issued ordinary shares of the Company in all respects. If the Company is listed on ASX it will, pursuant to the exercise of an Option, apply to ASX for Quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act and the Listing Rules.
6. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
7. If there is a bonus issue to shareholders, the number of shares over which the Option is exercisable may be increased by the number of shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
8. In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Options may be reduced in accordance with Listing Rule 6.22.

Schedule 8- TERMS AND CONDITIONS OF PERFORMANCE SHARES

1. The Performance Shares are not transferrable.
2. The Performance Shares do not have any voting rights, and nor do they confer on the holder thereof any entitlement to receive notice of or to attend any general meeting of the Company.
3. The Performance Shares do not permit the holder to participate in any new issues of capital, such as bonus issues and entitlement issues.
4. The Performance Shares do not carry an entitlement to a dividend.
5. The Performance Shares will not be quoted on the ASX.
6. The Performance Shares do not carry an entitlement to repayment of capital, but allow for nominal participation in the surplus on a winding-up to the sum of \$0.00001 per Performance Share.
7. Each Performance Share is convertible into one ordinary fully paid share in the Company (which will rank pari passu with all ordinary fully paid shares then on issue) as follows:-
 - 7.1 **Milestone 1 Performance Shares:** on the delineation of a JORC inferred resource of at least 50,000 ounces of gold on the Exploration Tenements within five years of execution of the binding terms sheet; and
 - 7.2 **Milestone 2 Performance Shares:** on delineation of a JORC inferred resource of at least 100,000 ounces of gold on the Exploration Tenements within five years of execution of the binding terms sheet; and
 - 7.3 **Milestone 3 Performance Shares:** on the delineation of a JORC inferred resource of at least 150,000 ounces of gold on the Exploration Tenements within five years of execution of the binding terms sheet,

Where the Exploration Tenements comprise:

Tenements	Blocks	Area km2
E51/1185	47	141
E51/1186	69	207
E51/1213	55	165
E51/1215	60	180
E51/1325	54	162
E51/1340	70	210
E51/1341	70	210
E51/1342	62	186

(and includes any and all renewals, re-issuances, modifications, variations, amalgamations or subdivisions thereof and tenements substituted therefor, including any mining lease(s)), and

8. If as at the date of conversion of the Performance Shares into ordinary fully paid shares in the Company the ordinary shares of the Company are quoted on the ASX, the Company will apply to the ASX to have the shares granted quotation.

9. If there is any consolidation or subdivision of the ordinary fully paid shares of the Company prior to the conversion or redemption of the Performance Shares, the number of Performance Shares shall be reconstructed in the same manner as the ordinary shares. In the event of any other reconstruction of the authorised or issued capital of the Company, the rights attached to the Performance Shares shall be reconstructed (as appropriate) in accordance with the Listing Rules.
10. If the relevant milestone applicable to the Performance Shares is not achieved within five years of execution of the binding terms sheet, then the Performance Shares relating to the relevant milestone will be automatically redeemed by the Company for the sum of \$0.00001 per Performance Share within ten business days of non-satisfaction of the milestone.

Schedule 9 - Terms of Options issued to Bergen Global Opportunity Fund

Terms and Conditions of Options the Subject of Resolution 13:

1. Each Option entitles the holder to acquire one fully paid ordinary share in the Company.
2. The Options may be exercised at any time until exercisable at prior to the date that is 48 months after the date of issuance. Each Option may be exercised by forwarding to the Company at its principal office the exercise notice, duly completed together with payment of the sum which is equal to 130% of the Conversion Price that applied to the conversion in respect of which these Options are issued where the conversion price has been determined in accordance with the Convertible Securities Agreement.
3. The Options may be transferred by an instrument (duly stamped where necessary) in the form commonly used for transfer of Options at any time until 48 months after the date of issuance. This right is subject to any restrictions on the transfer of an Option that may be imposed by ASX in circumstances where the Company is Listed on ASX.
4. Optionholders shall be permitted to participate in new issues of securities on the prior exercise of options in which case the Optionholders shall be afforded the period of at least nine (9) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise the Option.
5. Shares issued on the exercise of Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application moneys. Shares issued pursuant to the exercise of an Option will rank equally with the then issued ordinary shares of the Company in all respects. If the Company is listed on ASX it will, pursuant to the exercise of an Option, apply to ASX for Quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act and the Listing Rules.
6. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
7. If there is a bonus issue to shareholders, the number of shares over which the Option is exercisable may be increased by the number of shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
8. In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Options may be reduced in accordance with Listing Rule 6.22.

Schedule 10 - Issue of Equity Securities since 30 November 2012

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
Issue: 10/12/12 Appendix 3B: 17/12/12	4,053,477	Shares ²	Capital 19	Nil cash consideration	Non-cash consideration Nil cash consideration paid Consulting Services Provided Current value = \$4,053
Issue: 10/12/12 Appendix 3B: 17/12/12	2,255,857	Options ³	Capital 19	Nil cash consideration	Non-cash consideration Nil cash consideration paid Consulting Services Provided Current value = \$2,256
Issue: 10/12/12 Appendix 3B: 17/12/12	16,000,000	Shares ²	Jakabella Investments	Nil cash consideration	Non-cash consideration Nil cash consideration paid Consulting Services Provided Current value = \$16,000
Issue: 13/12/12 Appendix 3B: 17/12/12	15,000,000	Shares ²	MWPR	Nil cash consideration	Non-cash consideration Nil cash consideration paid Consulting Services Provided Current value = \$15,000
Issue: 13/12/12 Appendix 3B: 17/12/12	15,000,000	Options ³	MWPR	Nil cash consideration	Non-cash consideration Nil cash consideration paid Consulting Services Provided Current value = \$15,000
Issue: 13/12/12 Appendix 3B: 17/12/12	15,000,000	Shares ²	Belloc	Nil cash consideration	Non-cash consideration Nil cash consideration paid Consulting Services Provided Current value = \$15,000
Issue: 13/12/12 Appendix 3B: 17/12/12	15,000,000	Options ³	Belloc	Nil cash consideration	Non-cash consideration Nil cash consideration paid Consulting Services Provided Current value = \$15,000
Issue: 13/12/12 Appendix 3B: 17/12/12	17,857,142	Shares ²	Placement Participants	\$0.007	Cash Amount raised: \$125,000 Value remaining = \$Nil Use of cash: project exploration expenditure on the Company's current assets
Issue: 15/1/13 Appendix	28,125,000	Shares ²	Baycrest	Nil cash	Non-cash consideration Nil cash consideration paid

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
3B: 15/1/13			Capital, LLC	consideration	Commitment shares for investment financing Current value = \$28,125
Issue: 15/1/13 Appendix 3B: 15/1/13	88,235,294	Shares ²	Baycrest Capital, LLC	Nil cash consideration	Non-cash consideration Nil cash consideration paid Collateral shares for investment financing Current value = \$88,235
Issue: 19/2/13 Appendix 3B: 15/3/13	47,057,070	Shares ²	Placement Participants	\$0.006	Cash Amount raised: \$282,342 Value remaining = \$Nil Use of cash: project exploration expenditure on the Company's current assets
Issue: 27/2/13 Appendix 3B: 15/3/13	2,942,930	Shares ²	Placement Participants	\$0.006	Cash Amount raised: \$17,658 Value remaining = \$Nil Use of cash: project exploration expenditure on the Company's current assets
Issue: 27/2/13 Appendix 3B: 15/3/13	1,667,667	Shares ²	Jane Morgan	Nil cash consideration	Non-cash consideration Nil cash consideration paid Consulting Services Provided Current value = \$1,668
Issue: 26/3/13 Appendix 3B: 26/3/13	21,750,000	Shares ²	Bergen Global Opportunity Fund	Nil cash consideration	Non-cash consideration Nil cash consideration paid Commitment shares for investment financing Current value = \$21,750
Issue: 26/3/13 Appendix 3B: 26/3/13	48,000,000	Options ⁴	Bergen Global Opportunity Fund	Nil cash consideration	Non-cash consideration Nil cash consideration paid Commencement options for investment financing Current value = \$155,542 ¹⁰
Issue: 18/4/13 Appendix 3B: 18/4/13	35,000,000	Shares ²	Bergen Global Opportunity Fund	Nil cash consideration	Non-cash consideration Nil cash consideration paid Conversion shares for investment financing Current value = \$35,000

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
Issue: 18/4/13 Appendix 3B: 19/4/13	12,500,000	Shares ²	Mining Corporate Pty Ltd	Nil cash consideration	Non-cash consideration Nil cash consideration paid Consulting Services Provided Current value = \$12,500
Issue: 18/4/13 Appendix 3B: 19/4/13	12,500,000	Shares ²	Ceaser Holdings	Nil cash consideration	Non-cash consideration Nil cash consideration paid Consulting Services Provided Current value = \$12,500
Issue: 18/4/13 Appendix 3B: 19/4/13	2,370,712	Shares ²	Ceaser Holdings	Nil cash consideration	Non-cash consideration Nil cash consideration paid Consulting Services Provided Current value = \$2,371
Issue: 18/4/13 Appendix 3B: 19/4/13	1,832,333	Shares ²	Jane Morgan	Nil cash consideration	Non-cash consideration Nil cash consideration paid Consulting Services Provided Current value = \$1,832
Issue: 18/4/13 Appendix 3B: 19/4/13	18,000,000	Shares ²	MWPR	Nil cash consideration	Non-cash consideration Nil cash consideration paid Consulting Services Provided Current value = \$18,000
Issue: 13/5/13 Appendix 3B: 13/5/13	37,760,417	Shares ²	Bergen Global Opportunity Fund	Nil cash consideration	Non-cash consideration Nil cash consideration paid Commencement Fee Shares Current value = \$37,760
Issue: 13/5/13 Appendix 3B: 13/5/13	14,000,000	Options ⁴	Bergen Global Opportunity Fund	Nil cash consideration	Non-cash consideration Nil cash consideration paid Conversion Options Current value = \$29,527 ¹⁰
Issue: 20/5/13 Appendix 3B: 20/5/13	57,000,000	Shares ²	Bergen Global Opportunity Fund	Nil cash consideration	Non-cash consideration Nil cash consideration paid Conversion shares for investment financing Current value = \$57,000
Issue: 20/5/13 Appendix 3B: 20/5/13	22,800,000	Options ³	Bergen Global Opportunity Fund	Nil cash consideration	Non-cash consideration Nil cash consideration paid Conversion Options

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
					Current value = \$55,078 ¹⁰
Issue: 13/5/13 Appendix 3B: 28/5/13	59,000,000	Shares ²	Placement Participants	\$0.002	Cash Amount raised: \$118,000 Value remaining = \$Nil Use of cash: project exploration expenditure on the Company's current assets
Issue: 13/5/13 Appendix 3B: 28/5/13	79,500,000	Options ³	Placement Participants	Nil cash consideration	Non-cash consideration Nil cash consideration paid Attaching options for placement participants Current value = \$79,500
Issue: 24/5/13 Appendix 3B: 28/5/13	20,000,000	Shares ²	MWPR	Nil cash consideration	Non-cash consideration Nil cash consideration paid Consulting Services Provided Current value = \$20,000
Issue: 24/5/13 Appendix 3B: 28/5/13	2,000,000	Shares ²	Done Dimovski	Nil cash consideration	Non-cash consideration Nil cash consideration paid Consulting Services Provided Current value = \$2,000
Issue: 24/5/13 Appendix 3B: 28/5/13	6,000,000	Shares ²	Paradise Capital	Nil cash consideration	Non-cash consideration Nil cash consideration paid Consulting Services Provided Current value = \$6,000
Issue: 24/5/13 Appendix 3B: 28/5/13	8,800,000	Shares ²	Blue Ribbon Mines	Nil cash consideration	Non-cash consideration Nil cash consideration paid Consulting Services Provided Current value = \$8,800
Issue: 24/5/13 Appendix 3B: 28/5/13	24,000,000	Shares ²	CM Equity	Nil cash consideration	Non-cash consideration Nil cash consideration paid Consulting Services Provided Current value = \$24,000
Issue: 24/5/13 Appendix 3B: 28/5/13	4,645,800	Shares ²	AXINO	Nil cash consideration	Non-cash consideration Nil cash consideration paid Consulting Services Provided Current value = \$4,646
Issue: 24/5/13 Appendix	6,666,600	Shares ²	AMWD	Nil cash	Non-cash consideration

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
3B: 28/5/13				consideration	Nil cash consideration paid Drilling Services Provided Current value = \$6,667
Issue: 24/5/13 Appendix 3B: 28/5/13	3,333,300	Options ³	AMWD	Nil cash consideration	Non-cash consideration Nil cash consideration paid Drilling Services Provided Current value = \$3,333
Issue: 24/5/13 Appendix 3B: 28/5/13	3,333,300	Options ⁴	AMWD	Nil cash consideration	Non-cash consideration Nil cash consideration paid Drilling Services Provided Current value = \$65 ¹⁰
Issue: 24/5/13 Appendix 3B: 28/5/13	35,000,000	Options ⁷	Baycrest Capital, LLC	Nil cash consideration	Non-cash consideration Nil cash consideration paid Corporate Services Provided Current value = \$57,269 ¹⁰
Issue: 26/6/13 Appendix 3B: 26/6/13	50,000,000	Shares ²	Bergen Global Opportunity Fund	Nil cash consideration	Non-cash consideration Nil cash consideration paid Conversion shares for investment financing Current value = \$50,000
Issue: 2/7/13 Appendix 3B: 2/7/13	60,000,000	Shares ²	Bergen Global Opportunity Fund	Nil cash consideration	Non-cash consideration Nil cash consideration paid Conversion shares for investment financing Current value = \$60,000
Issue: 2/7/13 Appendix 3B: 2/7/13	7,000,000	Shares ²	Orequest Pty Ltd	Nil cash consideration	Non-cash consideration Nil cash consideration paid Consulting Services Provided Current value = \$7,000
Issue: 13/5/13 Appendix 3B: 28/5/13	125,000,000	Shares ²	Placement Participants	\$0.0008	Cash Amount raised: \$100,000 Value remaining = \$Nil Use of cash: project exploration expenditure on the Company's current assets
Issue: 5/7/13 Appendix	60,000,000	Shares ²	Bergen Global Opportunity	Nil cash consideration	Non-cash consideration Nil cash consideration paid

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
3B: 5/7/13			Fund		Conversion shares for investment financing Current value = \$60,000
Issue: 15/7/13 Appendix 3B: 5/7/13	82,098,765	Shares ²	Bergen Global Opportunity Fund	Nil cash consideration	Non-cash consideration Nil cash consideration paid Conversion shares for investment financing Current value = \$82,099
Issue: 15/8/13 Appendix 3B: 11/7/13	182,658,851	Shares ²	Existing Shareholders - Entitlements issue prospectus	\$0.001	Cash Amount raised: \$182,659 Value remaining = \$Nil Use of cash: project exploration expenditure on the Company's current assets
Issue: 15/8/13 Appendix 3B: 11/7/13	182,658,851	Options ⁴	Existing Shareholders - Entitlements issue prospectus	Nil cash consideration	Non-cash consideration Nil cash consideration paid attaching options to investors in entitlement issue prospectus Current value = \$nil
Issue: 15/8/13 Appendix 3B: 11/7/13	64,889,110	Shares ²	Entitlements issue prospectus - shortfall	\$0.001	Cash Amount raised: \$64,889 Value remaining = \$Nil Use of cash: project exploration expenditure on the Company's current assets
Issue: 15/8/13 Appendix 3B: 11/7/13	64,889,110	Options ⁴	Entitlements issue prospectus - shortfall	Nil cash consideration	Non-cash consideration Nil cash consideration paid attaching options to investors in entitlement issue prospectus Current value = \$nil
Issue: 20/8/13 Appendix 3B: 20/8/13	74,074,074	Shares ²	Bergen Global Opportunity Fund	Nil cash consideration	Non-cash consideration Nil cash consideration paid Conversion shares for investment financing Current value = \$74,074
Issue: 3/9/13 Appendix 3B: 11/7/13	210,000,000	Shares ²	Entitlements issue prospectus - shortfall	\$0.001	Cash Amount raised: \$210,000 Value remaining = \$Nil Use of cash: project exploration expenditure on the Company's current assets
Issue:	210,000,000	Options ³	Entitlements issue prospectus	Nil cash	Non-cash consideration

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) ¹	Form of consideration
3/9/13 Appendix 3B: 11/7/13			- shortfall	consideration	Nil cash consideration paid attaching options to investors in entitlement issue prospectusCurrent value = \$Nil

Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: PRW (terms are set out in the Constitution).
3. Quoted Options, exercisable at \$0.05 each, on or before 1 September 2014, ASX Code: PRWO.
4. Quoted Options, exercisable at \$0.0055 each, on or before 18 April 2017, ASX Code: PRWOB.
5. Unquoted Options, exercisable at \$0.0026 each, on or before 18 April 2018.
6. Unquoted Options, exercisable at \$0.0013 each, on or before 20 May 2017.
7. Unquoted Options, exercisable at \$0.003 each, on or before 1 January 2018.
8. The cash balance of the Company on 30 November 2012 was approximately \$0.245m. The aggregate amount raised from issues of Equity Securities listed in Schedule 2 is \$1.101m. The cash balance of the Company as at the date of this Notice is approximately \$0.130m. The amount spent since 30 November 2012 to the date of this Notice has been approximately \$1.216m. These funds have been spent on [exploration activities and operating expenses of the Company].
9. In respect of options in notes 4, 5, 6 and 7, they have not been traded on the ASX and were issued for no consideration and have a current value of nil.
10. Options issued as consideration for services provided to the Company valued using the Black Scholes method.

Annexure A

Elizabeth Victoria Hunt
31 Vincent Street
MT LAWLEY WA 6050

18 October 2013

Kent Hunter
Proto Resources & Investments Limited
Suite 1901
Level 19, 109 Pitt Street
Sydney NSW 2000

Dear Mr Hunter

Nomination of Auditor

In accordance with the provisions of Section 328 of the Corporations Act 2001, I, Elizabeth Victoria Hunt, being a member of Proto Resources & Investments Limited, hereby nominate RSM Bird Cameron Partners for appointment as auditor of that Company.

Yours faithfully



Elizabeth Victoria Hunt

For personal use only

PROTO RESOURCES AND INVESTMENTS LIMITED ACN 108 507 517
PROXY FORM

The Company Secretary
Proto Resources & Investments Limited

By post :
GPO Box 2517, Perth WA 6831

HIN/SRN
Name

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 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 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 at 9.00am (AEDT time) on 29 November 2013 at Mining Corporate Boardroom, Level 11, 216 St Georges Terrace, Perth WA 6000 and at any adjournment or postponement of that Meeting.

Important- If the Chairman of the Meeting is your proxy or is appointed your proxy by default

If the Chair of the General Meeting is appointed as your proxy, or may be appointed by default, and you wish to direct your proxy how to vote as your proxy in respect of a Resolution, please place a mark in the box below. By marking this box, you acknowledge that the Chair may exercise your proxy even if he/she has an interest in the outcome of the Resolutions and that votes cast by the Chair of the meeting for those Resolutions other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the Resolution and your votes will not be counted in calculating the required majority if a poll is called on the Resolution.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your Shares are not to be counted in computing the required majority on a poll.

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	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director Andrew Heap	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director Lia Darby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of the issue of Shares and Options to BBY Nominees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of the issue of Shares and Conversion Options to Bergen Global	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of the issue of Options to Baycrest Capital, LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification of the issue of Shares to Orequest Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Issue of Conversion Options to Bergen Global	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval for Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Approval of Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	Issue of Shares and Performance Shares to Dourado	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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Resolution 12	Issue of Shares and Performance Shares to Orequest Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13	Approval for the issue of Shares and accompanying Conversion Options under Convertible Securities Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 14	Approval for the future placement of Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 15	Approval for the future placement of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 16	Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 17	Change of Company Type	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 18	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 19	Amendment to the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 20	Appointment of New Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Authorised signature/s

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

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company Secretary

Director

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 office of the Company, or by post to GPO Box 2517, Perth WA 6831 not less than 48 hours prior to the time of commencement of the Meeting (AEDT).

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