



BUREY GOLD

NOTICE OF ANNUAL GENERAL MEETING

AND

**EXPLANATORY MEMORANDUM
TO SHAREHOLDERS**

A PROXY FORM IS ENCLOSED

Date of Meeting

Wednesday, 26 November 2014

Time of Meeting

2.00PM

Venue

The Business Centre, Level 1, Suite 5, 55 Salvado Road,
Subiaco, Western Australia

These documents should be read in their entirety. If shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor.

BUREY GOLD LIMITED

ACN 113 517 203

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the members of Burey Gold Limited (“Burey” or the “Company”) will be held on Wednesday, 26 November 2014 at 2.00pm WST at The Business Centre, Level 1, Suite 5, 55 Salvado Road, Subiaco, Western Australia.

The enclosed Explanatory Memorandum accompanies and forms part of this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

1. Financial Report for the Year Ended 30 June 2014

To receive and consider the financial report of the Company for the year ended 30th June 2014, together with the reports by the directors and auditors thereon.

2. Resolution 1 – Adoption of Remuneration Report

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

“To adopt the Remuneration Report as set out in the Directors' Report section of the Annual Report for the financial year ended 30 June 2014.”

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion applies and is described below

3. Resolution 2 – Re-election of K Thomson

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

“That Mr K Thomson, who retires in accordance with Clause 11.3 of the Constitution of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as a director of the Company.”

4. Resolution 3 – Re-election of M Calderwood

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

“That Mr M Calderwood, having been appointed since the last annual general meeting and who retires in accordance with Clause 11.2 of the Constitution of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as a director of the Company.”

5. Resolution 4 - Renewal of Employee Option Plan

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

“That, for the purposes of ASX Listing Rule 7.2, Exception 9 and all other purposes, the directors be and are hereby authorised to maintain the employee option plan, called “The Burey Gold Limited Employee Option Plan”, upon and subject to the terms and conditions specified in the document entitled “Rules of The Burey Gold Limited Employee Option Plan”, a summary of which is included in the Explanatory Memorandum”

Voting Exclusion applies and is described below

6. Resolution 5 – Approval of Issue of Performance Rights to Mr Eckhof

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, the issue of up to 3,500,000 Performance Rights to Mr Klaus Eckhof on the terms set out in the Explanatory Memorandum, be and is hereby approved.”

Voting Exclusion applies and is described below

7. Resolution 6 – Approval of Issue of Performance Rights to Mr Shah

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, the issue of up to 5,500,000 Performance Rights to Mr Susmit Shah on the terms set out in the Explanatory Memorandum, be and is hereby approved.”

Voting Exclusion applies and is described below

8. Resolution 7 – Approval of Issue of Performance Rights to Mr Gasson

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, the issue of up to 8,000,000 Performance Rights to Mr Mark Gasson on the terms set out in the Explanatory Memorandum, be and is hereby approved.”

Voting Exclusion applies and is described below

9. Resolution 8 – Approval of 10% Placement Facility

To consider and, if thought fit, pass the following resolution as a **special** resolution:

"That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion applies and is described below

GENERAL BUSINESS

10. To transact any other business which may lawfully be brought forward.

Voting Exclusions and Explanatory Notes

Voting restrictions apply to Resolution 1 under the Corporations Act.

A vote on Resolutions 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report;
- (b) a Closely Related Party of such a member.

However, a person (the “Voter”) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the Voter is the Chair of the Meeting and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

If you wish to appoint a member of the key management personnel (which includes each of the Directors and the Chair) as your proxy, please read the voting exclusion above and in the proxy form carefully.

Resolution 4 Voting Exclusion: The Company will disregard any votes cast on this Resolution by any director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any associate of such a person. However, the Company need not disregard a vote if it is cast by the 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 5, 6 and 7 Voting Exclusion: The Company will disregard any votes cast on Resolution 5 by Mr Eckhof, Resolution 6 by Mr Shah and Resolution 7 by Mr Gasson and any associates of those persons respectively. However, the Company need not disregard a vote if it is cast by the 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 8 Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person and any of their associates who may participate in the 10% placement facility and a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if this Resolution is passed. However, the Company need not disregard a vote if it is cost 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.

How the Chair will vote available proxies

The Chair of the Meeting intends to vote all available proxies in favour of all of the resolutions set out in the Notice. The proxy form expressly authorises the Chair to exercise undirected proxies in favour of remuneration related resolutions (Resolutions 1 and 4 through to 7).

Shareholders are encouraged to direct their proxies how to vote (as opposed to issuing an open proxy).

Default to the Chair

Any directed proxies that are not voted on a poll at the Meeting will automatically default to the Chair of the Meeting, who is required to vote those proxies as directed.

Registered Shareholders

A registered shareholder may attend the Meeting in person or may be represented thereat by proxy. In accordance with section 249L of the Corporations Act, shareholders are advised that:

- the proxy need not be a shareholder of the Company;
- each shareholder may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his discretion; and
- a shareholder who is 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. If no proportion or number is specified, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise half of the votes.

Accordingly, if you are a registered shareholder of the Company and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy in accordance with the instructions contained in the form and return it in accordance with the following:

Registered Office: LEVEL 1, SUITE 5, THE BUSINESS CENTRE
55 SALVADO ROAD
SUBIACO, WESTERN AUSTRALIA 6008

Facsimile Number: (61 8) 9380 6761

Email: proxy@bureygold.com

Postal Address: P O Box 131
SUBIACO, WESTERN AUSTRALIA 6904

The instrument appointing the proxy must be received by the Company at the address specified above at least 48 hours before the time notified for the Meeting (proxy forms can be lodged by facsimile or email).

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that ordinary shares held as at 5.00pm on 24 November 2014 will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time.

BY ORDER OF THE BOARD

S M Shah
Company Secretary
22 October 2014

GLOSSARY

10% Placement Facility has the meaning given in Section 7

10% Placement Period has the meaning given in Section 7.4

\$ means Australian dollars.

Annual General Meeting or **AGM** or **Meeting** means the meeting convened by the notice.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

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

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

Company means Burey Gold Limited (ACN 113 517 203).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Memorandum and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

BUREY GOLD LIMITED

ABN 14 113 517 203

EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of shareholders of Burey Gold Limited (“**Burey**” or the “**Company**”) in connection with the business to be conducted at the Annual General Meeting to be held on Wednesday, 26 November 2014 at 2.00pm WST at The Business Centre, Level 1, Suite 5, 55 Salvado Road, Subiaco, Western Australia.

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

2. 2014 ANNUAL REPORT

In accordance with the requirements of the Company’s Constitution and the Corporations Act, the 2014 Annual Report will be tabled at the annual general meeting. Shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Report.

Representatives from the Company’s auditors, BDO Audit (WA) Pty Ltd, will be present to take shareholders’ questions and comments about the conduct of the audit and the preparation and content of the audit report.

The Annual Report is available on the Company’s website at www.bureygold.com for you to download or read online. Alternatively you can obtain a hard copy by contacting the Company.

3. RESOLUTION 1 – Adoption of Remuneration Report

The Annual Report for the financial year ended 30 June 2014 contains a Remuneration Report, which forms part of the Directors’ Report and sets out the remuneration policy for the Company and its controlled entities, and reports the remuneration arrangements in place for executive directors, senior management and non-executive directors.

The Corporations Act 2001 requires listed companies to put an annual non-binding resolution to shareholders to adopt the Remuneration Report. In line with the legislation, this vote will be advisory only, and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when considering the Company’s remuneration policy.

If at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company’s 2015 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider the appointment of directors of the Company (Spill Resolution).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (Spill Meeting) within 90 days of the Company’s 2015 annual general meeting. All of the Directors who were in office when the Company’s 2015 Directors’ Report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

4. RESOLUTION 2 & 3 – Re-election of Directors

The Company’s Constitution requires directors who are appointed during the year to retire at the first AGM held after their appointment. Retiring directors are eligible for re-election. As Mr Calderwood was appointed during the year he retires at this annual general meeting and, being eligible, offers himself for re-election.

Mr Calderwood was appointed to the Board on 12 August 2014. Mr Calderwood has 30 years’ experience with both exploration and production companies in Australia and Africa. He served as MD and CEO of Perseus Mining Ltd from 2004 to 2012, a period which saw the junior explorer mature to an ASX100 company. He led Perseus from discovery to production at its Edikan Gold Mine in Ghana and has held key roles in several World Class gold deposits including Tarmoola in Western Australia, Kibali in DRC and Edikan in Ghana. He is currently serving as a director of the following listed companies:

Explaurum Limited (appointed 7 August 2013)
Manas Resources Limited (appointed 17 October 2007, Chairman from 1 April 2014)

Current directors, Messrs Eckhof, Shah and Thomson, support the re-election of Mr Calderwood as a director.

In accordance with the requirements of the Company's Constitution, ASX Listing Rules and the Corporations Act, one-third of the directors of the Company (other than the Managing Director) and those who were last re-elected more than three years ago retire from office at this annual general meeting of the Company and, being eligible, offer themselves for re-election.

Mr Thomson retires under this provision and, being eligible, offers himself for re-election.

Mr Thomson was appointed to the Board on 23 February 2011. Mr Thomson is a geologist with over 25 years' experience of which 11 years have been in West Africa gaining exposure to a number of countries in the sub-region, including Guinea. Mr Thomson is currently the Exploration Manager for one of Burey's largest shareholders, Perseus Mining Limited. He currently manages a workforce of more than 200 exploration staff, having been instrumental in Perseus Mining Limited's exploration success on its gold projects in Ghana and Côte d'Ivoire.

Current directors, Messrs Eckhof, Calderwood and Shah, support the re-election of Mr Thomson as a director.

5. RESOLUTION 4 – Renewal of Employee Option Plan

The Burey Gold Limited Employee Option Plan ("Plan") was established, pursuant to shareholder approval, in August 2007 and approved subsequently in November 2010. In accordance with the rules of the Plan and ASX Listing Rule 7.2, Exception 9, shareholder approval is now being sought for the maintenance of the Plan. A full copy of the Plan may be obtained by contacting the Company.

The directors believe that the future success of the Company will depend significantly on the skills and motivation of key employees. The Plan is seen as an important tool to attract, motivate and retain key employees, especially in overseas locations. It is important to note that the Plan will also enable the Company to attract top calibre staff and at the same time conserve liquid funds, which might otherwise need to be spent on remuneration.

1,230,000 options have been issued pursuant to the Plan since its inception in August 2007. No options issued under the Plan have been exercised to date. At the date of this Notice, there are no options issued under the Plan on issue.

The key features of the Plan are as follows:

1. The offer of options under the Plan is at the discretion of the Board. The Board may invite applications for options from employees of the Company or certain associated or related companies of the Company. Directors of the Company are not eligible to participate in the Plan.
2. Offers of options must specify the terms of issue.
3. Subject to satisfaction of any exercise conditions determined by and at the discretion of the Board at the time of grant, the options granted will be exercisable after the first anniversary of the date of grant but before the third anniversary ("Expiry Date") of the date of grant. The earliest permitted date for exercise of the options is brought forward in certain circumstances, for example in the event of a takeover offer or the holder's death or permanent disablement.
4. Any options not exercised at Expiry Date will lapse.
5. The options issued under the Plan will be issued free of charge and entitle the holder to purchase one ordinary share at an exercise price as the Directors deem appropriate in light of surrounding circumstances but not less than any price prescribed under the ASX Listing Rules from time to time. In any case, the exercise price shall be no less than 80% of the average market price for shares over the last five (5) trading days immediately preceding the date on which the options are issued.
6. No options may be granted if such options when aggregated with options previously issued under the Plan (or any other employee incentive scheme) would exceed 5% of the total number of issued shares in the Company.
7. The options must be accepted by the completion of the acceptance form.
8. Options may only be exercised by notice in writing (in the form prescribed by the Board) given by the optionholder to the Company.

9. If an optionholder ceases employment with the Company, options held at that time and capable of being exercised will lapse unless exercised within thirty days of cessation of employment, except where employment has ceased as a result of special circumstances such as death or disablement.
10. Options must not be assigned, transferred or otherwise dealt with except with the approval of the Board or in the case of a takeover offer or a Scheme of Arrangement.
11. The options will not be listed on ASX, although the Company will apply for the official quotation of any shares which are issued as a result of exercise of options.
12. In the event of any reconstruction of the capital of the Company, the number and exercise price of options issued under the Plan will be dealt with in accordance with ASX listing rules.
13. The Corporations Act 2001 and the ASX Listing Rules have precedence over the Terms and Conditions of the Plan. Therefore, the grant or exercise of options will not be permitted if either (or both) would contravene them.
14. The Plan may be terminated at any time by the Board, but this will not affect any accrued rights of the option holders at that time.
15. There are no participating rights or entitlements inherent in the options and the holder will not be entitled to participate in new issues of capital offered or made to the shareholders during the currency of the options unless the options are first exercised prior to any record date, subject to vesting rules.

6. RESOLUTIONS 5 – 7 – Approval for the Issue of Performance Rights

Shareholder approval is being sought for the granting of Performance Rights (“PRs”) to Chairman, Mr Klaus Eckhof, Director & Company Secretary, Mr Susmit Shah and Exploration Manager, Mr Mark Gasson (collectively the “Key Management Personnel” or “KMPs”).

A Performance Right is a right to be issued a Share upon satisfaction of specified performance conditions and the expiry of a vesting period. For the purposes of the PRs proposed under resolutions 5, 6 and 7, there will be two tranches and each tranche will have different performance criteria in order for the PRs to vest.

A total of 17 million PRs (that may convert to up to 17 million Shares) are proposed with 3,500,000 PRs’ for Mr Eckhof, 5,500,000 PRs’ for Mr Shah and 8,000,000 PRs’ for Mr Gasson.

Proposed Holder	Tranche 1 Performance Criteria - ASX market price gets to 5 cents and stays at that level for at least 20 business days.	Tranche 2 Performance Criteria - A resource of at least one million gold or gold equivalent ounces estimated on a Burey project	Total
Mark Gasson	4,000,000	4,000,000	8,000,000
Klaus Eckhof	1,750,000	1,750,000	3,500,000
Susmit Shah	2,750,000	2,750,000	5,500,000
Total	8,500,000	8,500,000	17,000,000

A summary of the key terms for the PRs’ is as follows:

- Tranche 1 - the PRs will vest and convert into Shares in the event that the Company’s Shares trade at a volume weighted average price of at least \$0.05 for a consecutive period of at least 20 business days;
- Tranche 2 – the PRs will vest and convert into Shares in the event that a mineral resource of at least one million gold or gold equivalent ounces is estimated at any Burey Group mineral project and included in a market release;
- the PRs will expire on 31 December 2017; and
- the PRs will expire if the holder ceases to be an officer of and a service provider to the Company.

At this stage, the Company is not planning to adopt a Performance Rights Plan but rather seeks shareholder approval for

the specific grant of PRs' to the KMPs'. A formal plan may be adopted for implementation in the future.

Based on the 525.4 million Shares presently on issue, the Shares issuable upon exercise of the PRs proposed to be granted to the KMPs represent a dilution of 3.1% of the issued Shares of the Company.

The Directors believe that the recently completed Giro Gold Project acquisition has the potential to become a significant asset for the Company. Mr Shah (in conjunction with the former director, Mr Ron Gajewski) has been responsible for the negotiation of the terms of the Company's investment in the Giro Gold Project. The KMPs' will also be responsible for managing the Company's investment in the Giro Gold Project in the future.

The PRs are being granted to provide Mr Eckhof and Mr Shah with an incentive for future services and as a reward for past services, with Mr Eckhof having been involved with the Company in an executive capacity since early 2012 and Mr Shah having been involved since the Company's incorporation in 2005 as a director and company secretary. From September 2014, Mr Gasson is a full time member of Burey's technical team.

Mark Gasson – Exploration Manager with responsibility across Guinea and DRC projects, coordination of all staff, contractors, planning, implementation and reporting of all exploration activities, liaison with local partners and Government authorities.

Klaus Eckhof – CEO and Managing Director until August 2013, now Chairman. Mr Eckhof's high level involvement particularly in the DRC given his history and contacts is essential in maintaining good relations with all local partners and Government bureaucrats. Mr Eckhof's involvement in capital raising will also be critical and ongoing.

Susmit Shah – Director and Company Secretary with responsibility for all company secretarial and Australian parent company legal and financial reporting obligations, as well as ongoing liaison with Mark Gasson and rest of the technical team. Treasury management at Group level.

The issue of the PRs as part of the remuneration packages of senior executives is an established practice of public listed companies and, in the case of the Company, has the benefit of conserving cash whilst providing a meaningful incentive to the KMPs'. The KMPs' will also have a vested interest in the affairs of the Company. The proposed grant of PRs to the KMPs' is appropriate in the circumstances and it is a practice that a large number of junior listed companies adopt. The current remuneration of the KMPs' (refer below) is considered modest in comparison to peers (over the past two years, in line with the difficult capital market conditions, both Mr Eckhof and Mr Shah have accepted significant reductions in their remuneration). In recognition of the Company's circumstances, the roles of the KMPs' in managing the affairs of the Company and where the Company is dependent on raising new equity capital from time to time to carry on its activities, the Board considers an award of PRs is justified.

ASX's Corporate Governance Principles and Recommendations suggest that non-executive directors generally should not receive options with performance hurdles attached or performance rights as part of their remuneration as it may lead to bias in their decision-making and compromise their objectivity. Mr Calderwood and Mr Thomson the directors with no personal interest in these resolutions take a different view and believe that proposed issue of the PRs (and the specific hurdles) aligns the interest of the proposed recipients with the interest of Shareholders generally. Any benefit that the proposed recipients realise in the future from the grant of the PRs will be contemporaneous with an increase in Shareholder value.

As noted above, Mr Eckhof was CEO and Managing Director until recently (August 2014) and whilst he's now Chairman, he continues to have a semi-executive role as the Company gets fully engaged with the newly acquired Giro Gold Project. Mr Shah is a director and company secretary and the proposed issue of the performance rights is primarily in relation to the company secretarial, accounting and finance responsibilities (refer above) that he handles. The proposed grant of PRs to Mr Eckhof, and Mr Shah is appropriate in the circumstances and it is a practice that a large number of junior listed companies adopt.

Directors' Recommendations

Mr Eckhof and Mr Shah have a vested interest in the proposed issue of the PRs' and therefore make no recommendation, however they note that the benefit, if any, from the grant of the PRs' will only flow upon satisfaction of the performance criteria noted above, which should be value accretive to Shareholders as a whole. Mr Calderwood and Mr Thomson have no personal interest in Resolutions 5, 6 and 7 and recommend that Shareholders approve these resolutions.

The Directors also consider the quantum of PRs' to be reasonable in the circumstances. In forming their recommendations, each Director considered the experience of each other Director, the current market price of Shares and the current market practices when determining the number of PRs.

The Directors are not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolutions.

Valuation of the Benefit

The value of the PRs, based on the market price of the underlying Shares at the time of preparing this Notice would be as follows:

Proposed Holder	Total PRs	\$
Mark Gasson	8,000,000	128,000
Klaus Eckhof	3,500,000	56,000
Susmit Shah	5,500,000	88,000
Total	17,000,000	272,000

KMPs' Remuneration Packages

Other than the proposed PRs to be issued, a summary of KMPs' current remuneration is as follows:

Mark Gasson – \$180,000 per annum with effect from 1 September 2014;

Klaus Eckhof – As CEO / MD, Mr Eckhof's remuneration for the 2013/2014 financial year was \$150,000. Notwithstanding the change in his role from September 2014, Mr Eckhof will remain on a monthly fee of \$10,833 until the end of November 2014 to assist, amongst other things, in the orderly transition of all Giro Gold Project activities to Burey's control. Thereafter, the Board will review his fees in light of his reduced role.

Susmit Shah – Mr Shah's director's fee is set at \$20,000 per annum plus statutory superannuation. Mr Shah's company secretarial services are provided via a related entity, Corporate Consultants Pty Ltd (CCPL). In addition to those company secretarial services, CCPL also provides all office administration, bookkeeping and accounting services to Burey's Perth based corporate office, presently for a monthly fee of \$10,000.

Directors' Existing Securities Interests

The relevant interests of the KMPs' in existing Securities of the Company (excluding the PRs the subject of Resolutions 5, 6 and 7) are set out below:

	Shares	Options	Performance Rights
Klaus Eckhof ¹	-	12,000,000	-
Susmit Shah	2,100,000	-	-
Mark Gasson	-	-	-

¹ 6m options exercisable at \$0.08 each and 6m options exercisable at \$0.12 each, with all options expiring February 2015.

Other Information

The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the PRs upon the proposed terms. No stamp duty or fringe benefit tax will be payable in respect of the grant of the PRs. No GST will be payable by the Company in respect of the grant of the PRs (or if it is then it will be recoverable as an input credit). Payroll tax at normal rates may be payable in the future by the Company, subject to the vesting of the PRs.

No funds will be raised from the issue of PRs as the PRs will be issued for nil consideration. Should the PRs convert to Shares on satisfaction of the specified performance hurdles, no consideration will be payable for the issue of the Shares;

The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	2.6 cents	1 September 2014
Lowest	0.7 cents	6 January 2014
Last	2.1 cents	21 October 2014

Shareholder approval is required under Listing Rule 10.11 for the issue of PRs to Messrs Eckhof and Shah as they are Directors and therefore a related party of the Company. The Board has considered the application of Chapter 2E of the Corporations Act and has resolved that the reasonable remuneration exception provided by section 211 of the Corporations Act is relevant in the circumstances and accordingly, the Company will not also seek approval for the issue of Performance Rights to Messrs Eckhof and Shah pursuant to section 208 of the Corporations Act.

Shareholder approval is required under Listing Rule 7.1 for the issue of PRs to Mr Gasson.

Listing rules 10.13 and 7.3 require the following information to be provided in relation to the PRs proposed to be granted to the KMPs’:

- (a) The number of PRs (and hence the maximum number of Shares) to be issued to Mr Eckhof is up to 3,500,000, to Mr Shah is up to 5,500,000 each and to Mr Gasson is up to 8,000,000.
- (b) No consideration will be payable by Messrs Eckhof, Shah and Gasson at the time of issue of the PRs or upon vesting thereof into Shares (no loans will be made by the Company in connection with the issue of these PRs or their vesting, if any, into Shares).
- (c) The PRs will be issued, in one single allotment, to the recipients as soon as practicable after the Meeting but no later than one month after the date of the Meeting in the case of Messrs Eckhof and Shah and three months after the date of the Meeting in the case of Mr Gasson (or such later date as permitted by ASX by way of a waiver from the Listing Rules).
- (d) The PRs will have an expiry date of 31 December 2017 and, subject to satisfaction of vesting criteria (detailed elsewhere in this Explanatory Memorandum), conversion of PRs to Shares may occur in that period.
- (e) In addition to the vesting conditions outlined above, the other terms and conditions of the PRs are provided in Appendix 1 of the Explanatory Memorandum.
- (f) A voting exclusion statement in respect of Resolutions 5 to 7 is included in the Notice.

7. RESOLUTION 8 – Approval of 10% Placement Capacity

ASX Listing Rule 7.1A provides that “Eligible Entities” (as defined below) may seek Shareholder approval to issue “Equity Securities” (as defined below) up to 10% of its issued share capital through placements over a 12 month period after the Meeting (‘10% Placement Facility’). The 10% Placement Facility is in addition to the Company’s 15% placement capacity under Listing Rule 7.1.

7.1 Conditions of Approval

Approval under Listing Rule 7.1A is subject to the following:

- a) shareholder approval by way of a special resolution at an annual general meeting; and
- b) the company qualifying as an eligible entity. The company is an eligible entity if the company is outside the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

Burey Gold Limited is an Eligible Entity as defined above.

7.2 Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. As at the date of this Notice the Company has one class of quoted equity securities, being its ordinary shares.

7.3 Minimum Issue Price

The minimum price at which the Equity Securities may be issued for the purposes of Listing Rule 7.1A.3 is 75% of the volume weighted average price for Equity Securities in that particular class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- b) if the Equity Securities are not issued within five (5) Trading Days of the date in paragraph (a), the date on which the Equity Securities are issued.

7.4 Date of issue (10% Placement Capacity Period)

The date by which the Equity Securities may be issued pursuant to Listing Rule 7.1A.1 is the earlier of:

- a) 12 months after the date of this Meeting; and
- b) 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).

7.5 Risks associated with the Issue

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 8 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 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.

Listing Rule 7.3A.2 requires the Company to provide a table demonstrating the potential dilution effect based on three different assumed prices of the Company's Shares and three different numbers of Shares on issue in the Company (Variable 'A' in Listing Rule 7.1 and 7.1A). For convenience, we will refer to the latter as Variable 'A'.

Table A below shows the dilution of existing Shareholdings on the basis of the current market price of Shares and the current number of Shares for Variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table (*) also shows:

- two examples where Variable 'A' has increased by 50% and 100%. The number of ordinary Shares on issue may increase as a result of issues of ordinary Shares that do not require Shareholder approval or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary Shares has decreased by 50% and increased by 100% against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.008 50% decrease in issue price	\$0.016 Issue price	\$0.032 100% increase in issue price
Current Variable 'A' 525,368,925	10% Voting Dilution	52,536,893 shares	52,536,893 shares	52,536,893 shares
	Funds Raised	\$ 420,295	\$ 840,590	\$ 1,681,181
50% increase in current Variable 'A' 788,053,388	10% Voting Dilution	78,805,339 shares	78,805,339 shares	78,805,339 shares
	Funds Raised	\$ 630,443	\$ 1,260,885	\$ 2,521,771
100% increase in current Variable 'A' 1,050,737,850	10% Voting Dilution	105,073,785 shares	105,073,785 shares	105,073,785 shares
	Funds Raised	\$ 840,590	\$ 1,681,181	\$ 3,362,361

(*) Table A has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No options are exercised into Shares before the date of the issue of Shares.
- 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%.
- 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 Facility, based on that Shareholder's holding at the date of the AGM.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of securities under the 10% Placement Facility consists only of Shares.
- The issue price of \$0.016, being the closest price of the Shares on ASX at the time of preparing this Notice.

Shareholders should note that there is a risk that:

- a) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- b) 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.

7.6 Purpose of Issue under 10% Placement Capacity

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

- exploration and development activities on its mineral interests in Guinea and the Democratic Republic of Congo as well as any new mineral projects acquired by the Company in the period ahead; and
- for ongoing future working capital purposes.

The Company may issue Shares for non-cash consideration for the acquisition of new resources assets. 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.

7.7 The Company's Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- a) the purpose of the issue;
- b) the methods of raising funds that are available to the Company including but not limited to, rights issue or other issue in which existing Shareholders can participate;
- c) the effect of the issue of the equity Securities on the control of the Company;
- d) the financial situation and solvency of the Company; and
- e) advice from corporate, legal, financial and broking advisors (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

A voting exclusion statement is included in this Notice. At the date of this Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in this Notice.

7.8 Previous Approval under ASX Listing Rule 7.1A

The Company previously obtained Shareholder approval under Listing Rule 7.1A. at the 2013 Annual General Meeting.

7.9 Equity Securities issued or expected to be issued in the 12 months prior to the Meeting

In the period following the 2013 Annual General Meeting and to the date of this Notice, the Company has issued a total of 171,149,922 Equity Securities which represented 48.32% of the total Equity Securities on issue at the commencement of that 12 month period. This information is provided for compliance with ASX Listing Rule 7.3A.6. Refer to Appendix 2 for further details.

7.10 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 must give to ASX:

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

7.11 Board Recommendation

The Board recommends that Shareholders vote in favour of this Resolution.

A voting exclusion statement is included in the Notice.

Cautionary Notes

The Directors recognise and acknowledge the importance of Shareholders making their decision on the basis of the best possible information. However, once this material for the Notice of Meeting and Explanatory Memorandum is prepared and despatched to Shareholders, the Company has no legal obligation to continuously update the content of this material nor is it practical and logistically possible to do that and inform each Shareholder individually.

By its nature, the exploration industry is subject to numerous risks and the Company's Share price is affected by a range of factors. From the time of preparing this material to the date of the Meeting, the Company's Share price may go up or down. The Company will continue to comply with its continuous disclosure obligations and make appropriate announcements to the ASX.

Shareholders are strongly encouraged to keep track of any announcements that the Company may make and of the Company's Share price up to the date of the Meeting as that information may have an effect on the calculations and the data that is provided in this Notice and the Explanatory Memorandum. If you do not understand the effect of such information, you should consult your professional advisor.

For personal use only

APPENDIX 1 - TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

- (i) Lapse: Unless the Board determines otherwise in its absolute discretion, a Performance Right will lapse on the earliest to occur of: (a) a purported transfer, assignment, mortgage, charge, disposition of or encumbrance of the Performance Right, other than with the prior written consent of the Board; (b) the holder of such Performance Right (a “**Performance Rights Holder**”) ceasing to be an employee or service provider (“**Eligible Person**”) to the Company for any reason, subject to the provisions described below; (c) a determination by the Board that a Performance Rights Holder has acted fraudulently or dishonestly or is in breach of his or her obligations to the Burey Group; (d) subject to any automatic vesting in accordance with other terms, if applicable vesting conditions have not been met in the prescribed period; or (e) the expiry date of 31 December 2017.
- (ii) Cessation of Entitlement – Death or Ill Health: Subject to any invitation’s terms and conditions, if the Performance Rights Holder ceases to be an Eligible Person due to ill health or death, then (a) if all relevant vesting conditions are met the Performance Rights may be exercised (by the personal representatives in the case of death) until they lapse in accordance with the terms of the Performance Rights; or (b) if any relevant vesting conditions have not been met, the Performance Rights will automatically lapse immediately upon the Performance Rights Holder ceasing to be an Eligible Person, unless the Board determines otherwise that all or a portion of those Performance Rights immediately vest, notwithstanding non-fulfilment of the vesting conditions.
- (iii) Cessation of Entitlement – Termination for Cause: Subject to any invitation’s terms and conditions, if the Performance Rights Holder is terminated for cause, then (a) if all relevant vesting conditions are met, the right to exercise Performance Rights is immediately suspended for a period of 10 Business Days, during which period the Board may determine to lift the suspension and allow such Performance Rights to be exercisable for a period of 20 Business Days after the holder ceases to be an Eligible Person, following which such Performance Rights will lapse (however, if the Board does not determine to lift the suspension, the Performance Rights will automatically lapse at the end of the 10 Business Day suspension); or (b) if any relevant vesting conditions have not been met, the Performance Rights will lapse on the day the holder ceases to be an Eligible Person.
- (iv) Cessation of Entitlement – Termination by Consent or Cessation of Employment for Other Reasons: Subject to any invitation’s terms and conditions, if the Performance Rights Holder ceases to be an Eligible Person (a) by their own volition; (b) by reason of redundancy; or (c) for reasons other than ill health or death, termination for cause or by consent, or redundancy, then: (A) if all relevant vesting conditions are met, the Performance Rights may be exercised for a period of 20 Business Days after the holder ceases to be an Eligible Person, following which such Performance Rights will lapse; or (B) if any relevant vesting conditions have not been met, the Performance Rights will lapse on the day the Performance Rights Holder ceases to be an Eligible Person, unless the Board determines otherwise that all or a portion of those Performance Rights immediately vest, notwithstanding non-fulfilment of the vesting condition.
- (v) Change of Control: The Board may in its absolute discretion determine that all or a portion of the unvested Performance Rights automatically vest and are automatically exercised on the occurrence of a change of control (as further defined below).
- (vi) Reorganisation: In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued shares, the number of Performance Rights to which each Performance Rights Holder is entitled will be adjusted in the manner provided for in the ASX listing rules applicable at the time the reorganisation comes into effect.
- (vii) Assignability: If the Performance Right Holder purports to transfer, assign, mortgage, charge or otherwise dispose of or encumber any Performance Rights, the Performance Rights immediately lapse. Performance Rights are transferable only to the extent necessary to allow exercise by personal in the event of death of the holder.
- (viii) Vesting:

Vesting Condition 1 – One half of the PRs vest in the event that the Company’s Shares trade at a volume weighted average price of at least \$0.05 for a consecutive period of at least 20 business days.

Vesting Condition 2 - The remaining half of the PRs will vest in the event that a mineral resource of at least one million gold or gold equivalent ounces is estimated at any Burey Group mineral project and included in a market release.

Change of Control means:

- (a) a Takeover Bid is made to acquire all Shares, a person obtains a Voting Power in the Company of more than 50%, and the Takeover Bid is or has become unconditional;
- (b) a Court has sanctioned a compromise or arrangement (other than for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other entity or entities);
- (c) a selective buy-back or capital reduction is announced in respect of the Company which would result in a person who previously had Voting Power of less than 50% in the Company obtaining Voting Power of more than 50%; or
- (d) a person otherwise lawfully acquires a Voting Power in the Company of more than 50%.

For personal use only

APPENDIX 2

The details of issues of all Equity Securities made in the 12 months preceding the date of the Meeting are as follows:

Date of issue:	9 June 2014	5 September 2014
Number issued:	53,076,921 Shares	118,073,001 Shares and 47,500,000 Options
Class:	Ordinary shares	Ordinary shares and Options
Summary of terms:	Placement	The securities comprise consideration for the acquisition of 85% of the share capital of Amani Consulting sarl, which holds 65% of the share capital of Giro Goldfields Exploration sarl, the owner of the Giro Gold Project. Refer to the Company's announcement dated 22 May 2014
Names of persons who received securities or basis on which those persons was determined:	Sophisticated and professional investors, none of whom are related parties of the Company. Mr Cong Mao Huai, one of the Amani Vendors, subscribed for and was issued 38,461,538 Shares	55,705,232 Shares to Panex Resources Inc and 62,367,769 Shares and 47,500,000 Options to the Amani Vendors.
Price:	\$0.013	\$0.023 per share (non-cash) (nil issue price for the options)
Discount to market price (if any):	Nil	N/A
Total cash consideration received:	\$690,000	Non-cash
Amount of cash consideration spent:	Nil	N/A
Use of cash consideration	The funds from the capital raising will augment the Company's working capital for use on exploration activities including at the Giro Project.	N/A
Intended use for remaining amount of cash (if any)	As above.	N/A
Current value of non- cash consideration	N/A.	\$2,479,533

For personal use only

Completed Proxy can be lodged:

BY MAIL: **Level 1, Suite 5, The Business Centre,
55 Salvado Road, Subiaco,
Western Australia 6008**
Or
**P O Box 131
Subiaco, Western Australia 6904**

BY FAX: **(61 8) 9380 6761**

BY email: **proxy@bureygold.com**

For your vote to be effective, the completed proxy form must be received by 2.00pm (Perth time),
24 November 2014

How to complete the Proxy Form**1 Appointment of a Proxy**

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

2 Votes on Items of Business

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

3 Appointment of a Second Proxy

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

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

4 Signing Instructions

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

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

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

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

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

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above no later than 48 hours before the time of the Annual General Meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

STEP 1**APPOINTMENT OF PROXY**

I/We being a member/s of **Burey Gold Limited** and entitled to attend and vote hereby appoint

The Chairman
of the Meeting
(mark with an "X")

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding your own name) you are appointing as your proxy.

Or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Burey Gold Limited to be held on 26 November 2014 and at any adjournment of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 4, 5, 6, and 7 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4, 5, 6, and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 4, 5, 6, and 7 by marking the appropriate box below under **VOTING DIRECTIONS (STEP 2)**.

STEP 2**VOTING DIRECTIONS TO YOUR PROXY**

PLEASE MARK TO INDICATE YOUR DIRECTIONS

	For	Against	Abstain*
Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-Election of Mr Mark Calderwood as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Re-Election of Mr Kevin Thomson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Renewal of Employee Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Approval of Issue of Performance Rights to Mr Eckhof	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Approval of Issue of Performance Rights to Mr Shah	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Approval of Issue of Performance Rights to Mr Gasson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 – Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGN

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

Individual or Securityholder 1

Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Dated: ___/___/2014