

Supplementary Notice of General Meeting and Explanatory Statement

This supplementary Notice of General Meeting and Explanatory Statement relates to the Company's General Meeting to be held in the Boardroom of Hall Chadwick at Level 40, 20 Park Street, Sydney on 10th September, 2015 commencing at 11.00 a.m. (AEST).

You should read this document in conjunction with the Company's Notice of General Meeting and Explanatory Statement dated 10 August 2015.

Supplementary Notice of General Meeting

The Company wishes, by this Supplementary Notice, to add an additional resolution 9 to its Notice of General Meeting and Explanatory Statement dated 10 August 2015.

Resolution 9: Approval for a Director to Participate in Placement

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

"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the Company to allot and issue up to 3,333,333 shares to Mr Howard Digby (or his nominee) who is a Director of the Company on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion:

Under ASX Listing Rule 14.11, the Company will disregard any votes cast on the Resolutions by Mr Howard Digby and any of his associates.

Supplementary Explanatory Statement

The Company wishes to add the following Explanatory Statement attached to its Notice of Meeting dated 10 August 2015, pertaining to additional Resolution 9 the subject of this supplementary notice:

In its Notice of Meeting dated 10 August 2015 under resolution 6 the Company is seeking to raise \$1,164,000 through the issue of 388,000,000 shares. Mr Howard Digby, a Director of the Company, seeks to participate in this placement up to 3,333,333 shares.

Background

Under Resolution 9, the Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to a Director of the Company Mr Howard Digby.

The Director has supported the Share Placement and wishes to purchase shares at the same price and terms as other subscribers to the Placement.

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ASX Listing Rule Requirements

Unless one of the exceptions under ASX Listing Rule 10.12 applies, ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities, such as the Shares proposed to be issued under Resolution 9, to a related party of the Company. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Company requires shareholder approval to issue the Shares to Mr Howard Digby as, for the purposes of ASX Listing Rule 10.11, the Director is a related party of the Company.

If Shareholder approval is obtained under Resolution 9, the Shares referred to in Resolution 9 will not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

ASX Listing Rule Disclosure Requirements

The following information is provided to members for the purpose of Listing Rule 10.13:

- (a) *The name of the person to whom the securities will be issued*

The Shares will be issued to Mr Howard Digby, who is a Director of the Company, or his nominee.

- (b) *The maximum number of securities to be issued*

The maximum number of Shares to be issued is 3,333,333 Shares to Mr Digby and/or his nominee.

- (c) *The date by which the entity will issue the securities*

Subject to Shareholder approval, the Shares will be allotted and issued no later than one month after the date of the Meeting, or such later date as may be approved by the ASX.

- (d) *The issue price of the securities*

The price at which the Shares will be issued will be \$0.003 per Share.

- (e) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*

The allottee will be Mr Howard Digby or his nominee.

- (f) *The terms of the securities*

The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

- (g) *The intended use of the funds raised*

\$10,000 will be raised in this issue as part of the Placement outlined in Resolution 6. The funds raised from the issue of the Shares will be used by the Company for general working capital for existing assets, business and administration costs (including the costs of the capital raising) and to assess further new venture opportunities.

- (h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

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Directors' Recommendation

Mr Shorrocks and Mr Robertson recommend that Shareholders vote in favour of Resolution 9. Mr Digby abstains from making a recommendation to Shareholders in respect of Resolution 9 as he is personally interested in the outcome of Resolution 9 in that he (or his nominee(s)) is the proposed purchaser of the Shares.

By Order of the Board

Guy Robertson
Company Secretary
Estrella Resources Limited
26 August 2015

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All Correspondence to:

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YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEST) Tuesday 8th September 2015**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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 in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the 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 securities are to be voted on any item by inserting the percentage or number that 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 for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEST), Tuesday 8th September 2015**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged by the following methods:

📠 **By Fax** + 61 2 9078 7661

✉ **By Mail** PO BOX R933 Royal Exchange
NSW 1225

💻 **By email** info@estrellaresources.com.au

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

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

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair 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 below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held in the Boardroom of Hall Chadwick on **Level 40, 2 Park Street, SYDNEY NSW 2000 on Thursday, 10th September 2015 at 11:00am (AEST)** and at any adjournment of that meeting, to act 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.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

	For	Against	Abstain*
Resolution 9 Approval for Director to Participate in Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed 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

Contact Name.....

Contact Daytime Telephone.....

Date / / 2015