



BYRONENERGY LIMITED

ABN 88 113 436 141

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that the Extraordinary General Meeting of members of Byron Energy Limited ("Byron or the Company") will be held at the Christie Conference Centre, Shang Room, Mezzanine Level (M), 3 Spring Street, Sydney NSW 2000 on Monday 8 September 2014 at 10:30am (Sydney time).

AGENDA

Ordinary Business

Resolutions 1A, 1B and 1C - Approval to Issue Shares to Directors or Their Controlled Entities (Loan Conversion)

To consider and, if thought fit to pass, the following resolutions as separate **ordinary resolutions**:

- A. *"That, for the purposes of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 153,846 Fully Paid Ordinary Shares at an issue price of A\$0.65 per Share to Geogeny Pty Ltd (ABN 17 051 905 894), a company controlled by Mr Maynard Smith, a Director of the Company, on the terms and conditions set out in the Explanatory Statement."*
- B. *"That, for the purposes of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 2,769,231 Fully Paid Ordinary Shares at an issue price of A\$0.65 per Share to Veruse Pty Ltd (ABN 69 003 884 446), a company controlled by Mr Douglas (Doug) Battersby, a Director of the Company, on the terms and conditions set out in the Explanatory Statement."*
- C. *"That, for the purposes of Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 153,846 Fully Paid Ordinary Shares at an issue price of A\$0.65 per Share to Mr Charles Sands, a Director of the Company, on the terms and conditions set out in the Explanatory Statement."*

Resolution 2 - Approval to Issue Shares to a Director or His Controlled Entity (Placement)

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 Company be authorised to issue 154,000 Fully Paid Ordinary Shares at an issue price of A\$0.65 per Share to Clapsy Pty Ltd (ABN 27 083 056 919), an entity controlled by Mr Paul Young on the terms and conditions set out in the Explanatory Statement."

Resolution 3 - Approval and Ratification of the Issue of Shares

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

"That for the purposes of Listing Rule 7.4 and for all other purposes, approval and ratification is given to the issue and allotment of 12,793,770 Fully Paid Ordinary Shares on the terms and conditions set out in the Explanatory Statement."

Resolution 4 – Approval to Issue up to 15,000,000 Shares

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

"That for the purpose of Listing Rule 7.1 and all other purposes, approval is given for the Company to issue up to 15,000,000 Fully Paid Ordinary Shares in the capital of the Company within three months from the date of approval of this Resolution at a price equal to at least 80% of the volume weighted average price of the Company's Shares over the last five (5) days on which sales are recorded before the issue is made."

Voting Exclusion Statement

For the purposes of the Corporations Act and Listing Rule 14.11, the following voting exclusion statements apply to the Resolutions. The Company will disregard any votes on the following Resolutions cast by or on behalf of the following persons:

Resolution	Excluded Party(ies)
Resolution 1A	Geogeny Pty Ltd and any of its Associates.
Resolution 1B	Veruse Pty Ltd and any of its Associates.
Resolution 1C	Mr Charles Sands and any of his Associates.
Resolution 2	<i>Clapsy Pty Ltd</i> and any of its Associates.
Resolution 3	A person who participated in the share issues the subject of Resolution 3 and any of their Associates.
Resolution 4	A person who may participate in the proposed issue of securities and any person who might benefit from the issue of securities under Resolution 4, except a benefit solely in the capacity of a holder of ordinary shares if the resolution is passed, and any of their Associates

However, the Company need not disregard a vote on Resolutions 1 to 4 if it is cast by:

- o the person as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form; or
- o 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.

By order of the Board



Nick Filipovic, Company Secretary

7 August 2014

Explanatory Statement to Shareholders to accompany Notice of the Extraordinary General Meeting

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Extraordinary General Meeting to be held at the Christie Conference Centre, Shang Room, Mezzanine Level (M), 3 Spring Street Sydney NSW 2000 on Monday 8 September 2014 at 10:30am (Sydney time).

The purpose of this Explanatory Statement is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in this Notice of the Extraordinary General Meeting.

Your Vote is Important

The business of the Extraordinary General Meeting affects your shareholding and your vote is important.

Voting in Person

To vote in person, attend the Extraordinary General Meeting on the date and at the place set out above.

Proxy Voting and Undirected Proxies

Members may appoint a proxy to attend the meeting and vote on their behalf. To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post (in the reply paid envelope) to Byron Energy Limited, C/- Boardroom Pty Ltd, GPO Box 3993, SYDNEY NSW 2001 Australia;
- (b) in person to Byron Energy Limited, C/- Boardroom Pty Ltd Boardroom Pty Ltd, Level 7, 207 Kent Street SYDNEY NSW 2000;
- (c) facsimile to Byron Energy Limited C/- Boardroom Pty Ltd on facsimile number + 61 2 9290 9655,

so that it is received not later than 10.30am (Sydney time) on Saturday 6 September 2014.

Proxy forms received later than this time will be invalid.

1 Resolutions 1A, 1B and 1C – Approval to Issue Shares to Directors or Their Controlled Entities (Loan Conversion)

1.1 Background

In announcements to the ASX, dated 12 June 2014 and 20 June 2014 respectively, Byron advised that Mr Maynard Smith (*through Geogeny Pty Ltd*), Mr Doug Battersby (*through Veruse Pty Ltd*) and Charles Sands (current Directors and also substantial shareholders of Byron), agreed to lend Byron A\$2.0 million in total by way of an unsecured convertible loan. In the 20 June 2014 announcement to the ASX, Byron advised that the Directors indicated their intention to convert their loans to the Company into ordinary shares in the Company. On 6 August 2014 the Company received a conversion notice from Messrs Battersby, Smith and Sands to convert their loans to the Company to 3,076,923 ordinary shares in the Company ("Conversion Shares"), subject to approval by shareholders. The conversion, if approved, will be at A\$0.65 per Conversion Share, the same price as the issue price under the placement completed on 26 June 2014 ("the Placement"), in accordance with the terms of the Unsecured Loan Agreement released to the market on 12 June 2014.

1.2 Listing Rule 10.11

Listing Rule 10.11 requires a listed company to obtain Shareholders' approval by ordinary resolution prior to the issue of securities to a related party. Mr Maynard Smith, Mr Doug Battersby and Mr Charles Sands are related parties of Byron because they are Directors of Byron. In the event that shareholder approval to Resolutions 1A, 1B and 1C is obtained under Listing Rule 10.11, further Shareholder approval to Resolutions 1A, 1B and 1C is not required under Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

1.3 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Conversion Shares to Mr Doug Battersby, Mr Maynard Smith and Charles Sands or their controlled entities:

- (a) the Conversion Shares will be issued to Mr Maynard Smith, Mr Doug Battersby and Mr Charles Sands or their controlled entities as noted above;
- (b) the maximum number of Conversion Shares to be issued to Mr Maynard Smith, Mr Doug Battersby and Mr Charles Sands or their controlled entities is 3,076,923 at a deemed issue price of A\$0.65;
- (c) the Conversion Shares will be allotted and issued on a date which will be no later than one month after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) the Conversion Shares are fully paid ordinary shares in the capital of Byron and will rank equally with Byron's current issued shares;
- (e) the Conversion Shares will have a deemed issue price of A\$0.65. The application monies for the Conversion Shares will be satisfied by offsetting the outstanding principal amount of the existing director loans. Accordingly, no funds will be raised from the issue of the Conversion Shares, however Mr Maynard Smith, Mr Doug Battersby and Mr Charles Sands' loans will be extinguished.

1.4 Recommendations of Directors

The Directors (with Mr Maynard Smith abstaining in respect of Resolution 1A, Mr Doug Battersby abstaining in respect of Resolution 1B and Mr Charles Sands abstaining in respect of Resolution 1C) recommend that Shareholders vote in favour of Resolutions 1A, 1B and 1C.

Resolution 2 – Approval to Issue Shares to a Director or His Controlled Entity (Placement)

2.1 Background

On 20 June 2014, Byron advised that Clapsy Pty Ltd ABN 27 083 056 919, a company controlled by Mr Paul Young, a Director of the Company, had committed to subscribe for 154,000 fully paid ordinary shares in the Company, at an issue price of A\$0.65 per share ("Placement Shares").

2.2 Listing Rule 10.11

Listing Rule 10.11 requires a listed company to obtain Shareholder approval by ordinary resolution prior to the issue of securities to a related party. Mr Paul Young is related party of Byron because he is a Director of Byron. In the event that Shareholder approval to Resolution 2 is obtained under Listing Rule 10.11, further Shareholder approval to Resolution 2 is not required under Listing Rule 7.1 (see Listing Rule 7.2, Exception 14).

2.3 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with the requirements of Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Placement Shares to Mr Paul Young or his controlled entity:

- (a) the Placement Shares will be issued to Mr Paul Young or his controlled entity as noted above;
- (b) the maximum number of Placement Shares to be issued to Mr Paul Young or his controlled entity is 154,000 at an issue price of A\$0.65 per Placement Share;
- (c) the Placement Shares will be allotted and issued on a date which will be no later than one month after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) the Placement Shares are fully paid ordinary shares in the capital of Byron and will rank equally with Byron's current issued Shares; and
- (e) the proceeds of the placement will be mainly used for working capital purposes.

2.4 Recommendations of Directors

The Directors (with Mr Paul Young abstaining in respect of Resolution 2) recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 – Approval and Ratification of the Issue of Shares

3.1 Background

As announced on 20 June 2014, the Company undertook a share placement to sophisticated and professional investors to raise approximately A\$6.5 million ("First Placement"). Under the First Placement, the Company issued 9,916,847 Fully Paid Ordinary Shares at A\$0.65 per share. In addition 154,000 are to be issued to Mr Paul Young, subject to shareholders approving Resolution 2 above, taking the total Fully Paid Ordinary Shares issued under the First Placement to 10,070,847

As announced on 11 July 2014, the Company undertook a further placement to sophisticated and professional investors to raise approximately a further A\$1.87 million ("Second Placement"). Under the Second Placement, the Company issued 2,876,923 Fully paid Ordinary Shares at A\$0.65 per share.

The proceeds of the First Placement and the Second Placement were mainly used to fund the drilling of the Byron Energy SM 6 #1 bypass wells (Byron Energy SM 6 #1 BP01 and Byron Energy SM 6 #1 BP02).

3.2 Listing Rule 7.4

Under Listing Rule 7.4, Shareholders may approve the issue of securities made within the limitation of Listing Rule 7.1. By obtaining the approval of Shareholders under Listing Rule 7.4, the Company will retain the flexibility to issue up to 15% of its issued capital, if required, in the next 12 months without the need to obtain prior shareholder approval.

3.3 Technical information required by Listing Rule 7.5

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders:

- the total number of shares issued under the First Placement (excluding the shares issued to Mr Paul Young and the subject of Resolution 2) and Second Placement was 12,793,770 at an issue price of A\$0.65 per share;
- the shares issued under the First Placement and Second Placement are fully paid ordinary shares in the capital of Byron and will rank equally with Byron's current issued Shares;
- the table below lists the name of each allottee:

Allottees
Abingdon Nominees Pty Ltd ATF Abingdon Nominees Investment Trust
ACN 144 657 018 Pty Ltd
Allegro Capital Nominees Pty Ltd <Allegro Capital Account>
Beirne Trading Pty Ltd
Beulah Community Ltd
Cockleshells Aust Pty Ltd <Cockleshells Superfund A/C>
Darryl Somerville ATF <Somervam Super fund>
Discovery Investments Pty Ltd
Drumalbyn Investments Pty Ltd <Tom Sendro Super Fund A/C>
Edward P. Glavin
Elke Linton
Emancipate Pty Ltd <Biesse Family Trust>
Engelbert Investments Pty Ltd <P & K Super Fund A/C>
Farinway Pty Ltd <Farinway S/F A/C>
Fischers Family Fund Pty Ltd
Five Fingers Super Pty Ltd <Hand Family Super Fund A/C>
Foligno Pty Ltd
Freshmo Investments Pty. Ltd.
Gemeri Nominees Pty Ltd
Gyton Pty Ltd ATF <Gyton Pty Ltd Super Fund A/C>
Hancroft Pty Ltd
Hattongrove Pty Ltd <Geoffrey Voller Priv S/F A/C>
Hugh Anthony Abbott
Ian Bruce Kirkham and Rosemary Ann Yeo <ATF> Queenscliff7 Superannuation Fund7
James J Ischia and Kathlyn D Ischia ATF Ischia Fam S/F
JFR & AM Love

Kevin Applegate / Bonita Banks
Klip Pty Ltd <Beirne Super Fund A/C>
Linrell Nominees Pty Ltd <Linrell Family A/C>
Linwierik Super Pty Ltd <Linton Super Fund A/C>
M E J C Pty Ltd <MEJ Clarke Family A/C>
Maclans Services Pty Ltd <Maclans Super Fund A/C>
McBratney Services Pty Ltd
Michael Craft Pty Ltd <Superannuation Fund Account>
Modewarre Holdings (Te Wierik Family Trust A/C)
Mr Andrew John Plympton Mrs Patricia Plympton <Plympton Exec Super A/C>
Mr Ashley Vincent Edgar + Ms Terri Lea Bainbridge <Edgar Family Super Fund A/C>
Mr David Webster & Mrs Janine Florence Webster (The D & J Webster Super Fund A/C)
Mr Matthew William Hand
Mr Paul Bilston + Mrs Susan Marguerite Bilston < Bilston Family S/F A/C>
Mr Steve Barker <Barker Investment A/C>
Mr William Reifers <Wh&Pk Reifers Revocable A/C>
Norfolk Enchants Pty Ltd <Trojan Retirement Fund A/C>
Orbit Capital Pty Ltd
Pajiti Pty. Ltd. <ATF> Pajiti Trust
Perryville Investments Pty Ltd <The Shepherd Super Fund A/C>
PW and VJ Cooper Pty Limited <PW & JV Cooper Superannuation Fund>
Rangeworthy Pty Ltd <The Edgley Family A/C>
Robert C & Florence Kirkwood
Ronald W Kirkwood
Singular Energy Pty Ltd <Singular Petroleum A/C>
SJones Enterprises P/L ATF <The Stuart Jones Family Trust>
Smithley Investments Pty Ltd <GR & FM Smith Family A/C>
Smithley Super Pty Ltd <Smith Super Fund A/C>
Sonenco (No 200) Pty Ltd AFT Carriers Insurance Superannuation Fund
Stuart Andrew Pty Ltd <Campaspe Family A/C>
Suntaneous Pty Ltd <GB Clients Emp S/F A/C>
Tintern (Vic) Pty Ltd <A&P Miller Family Trust>
Wayburn Holdings Pty Ltd
York House Pty Ltd <No 2 A/C>
Scott Kirkham
Pounamu Capital Pty Ltd
D A Casey and Associates Pty Ltd <David Casey Family A/C>
Pine Street Pty Ltd <Pine Street Super Fund A/C>
The Trust Company (Superannuation) Limited ,AMG Super – James Lawrence>
Roper & West Pty Ltd
Alexandria Elizabeth Washington
Peter Phillip Feros
Lorena West
Depofo Pty Ltd <Ordinary A/C>
Agrico PL <Palm Super A/C>
Pethol (Vic) Pty Ltd - <macy No 5 Super Fund A/C>

- (d) the funds raised under the First Placement and Second Placement were mainly used to fund the drilling of the Byron Energy SM 6 #1 bypass wells (Byron Energy SM 6 #1 BP01 and Byron Energy SM 6 #1 BP02).

3.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 – Approval to Issue up to 15,000,000 Shares

4.1 Background

As foreshadowed by the Company, funds in addition to those raised under placement announced on 20 June 2014 will be required in order for the Company to be able to fund its planned exploration and development projects. Accordingly, the Company wishes to retain the flexibility to raise funds on short notice by obtaining pre-approval from shareholders to issue up to 15,000,000 Fully Paid Ordinary Shares within 3 months of approval.

4.2 Listing Rule 7.1

ASX Listing Rule 7.1 effectively allows a company to issue up to 15% of its capital without seeking Shareholder approval in a 12 month period. However, issues in excess of the 15% in 12 months require shareholder approval.

There is provision in Listing Rule 7.1 for shareholders to effectively give advance approval for issue of shares for 3 months without using up the 15% capacity. Resolution 4 seeks Shareholder approval under Listing Rule 7.1 for the issue of up to 15,000,000 Fully Paid Ordinary Shares within 3 months of the date of approval of Resolution 4, without using up any of the 15% capacity. By obtaining Shareholder approval, the Company will retain the flexibility to issue up to 15% of its issued capital without Shareholder approval for 12 months in addition to issuing up to 15,000,000 Fully Paid Ordinary Shares if market conditions are favourable.

4.3 Technical Information required by Listing Rule 7.3

In accordance with Listing Rule 7.3 the following information is provided in respect of Resolution 4:

- (a) the maximum number of Shares that will be issued under this Resolution is 15,000,000;
- (b) the Shares will be issued and allotted within 3 months of the date of the meeting, or adjournment of the meeting, at which Resolution 4 is approved, allottees will not include related parties;
- (c) the Company intends to issue the new Shares at a price equal to at least 80% of the volume weighted average price of Shares calculated over the 5 trading days on which sales of Shares are recorded before the day on which the new Shares are to be issued;
- (d) the identity of allottee(s) has not yet been determined. The identity of the allottee(s) will be determined at the discretion of the Company, in consultation with any broker or other intermediary the Company may engage to assist in placing the shares, or both;
- (e) the Fully Paid Ordinary Shares issued will rank equally in all respects with existing Fully Paid Ordinary Shares;
- (f) the funds raised are intended to be used by the Company to fund its exploration and development programs; and
- (g) Shares will be allotted progressively.

4.4 Recommendation

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

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am (AEST) on Saturday 6 September 2014.**

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:

- 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.
- 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 **10:30am (AEST) on Saturday 6 September 2014.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

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 **Byron Energy 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 Extraordinary General Meeting of the Company to be held at **Christie Conference Centre, Shang Room, Mezzanine Level (M), 3 Spring Street Sydney NSW 2000 on Monday 8 September 2014 at 10:30am (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.

At the date of the Notice of Meeting, the Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business. In exceptional circumstances, the Chair of the Meeting's intentions with respect to voting undirected proxies may change.

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 1A Approval to Issue Shares to Directors or Their Controlled Entities (Loan Conversion) – Mr Maynard Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1B Approval to Issue Shares to Directors or Their Controlled Entities (Loan Conversion) – Mr Douglas Battersby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1C Approval to Issue Shares to Directors or Their Controlled Entities (Loan Conversion) – Mr Charles Sands	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval to Issue Shares to a Director or his Controlled Entities (Placement) – Mr Paul Young	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval and Ratification of the Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval to Issue up to 15,000,000 Shares	<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 / / 2014