

# **NYOTA MINERALS LIMITED**

**ACN 060 938 552**

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## **NOTICE OF GENERAL MEETING**

**and**

## **EXPLANATORY MEMORANDUM**

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Date of Meeting: Thursday 9 July 2015

Time of Meeting: 10.00am (WST)

Place of Meeting: Suite 2, 47 Havelock Street, West Perth, Western  
Australia

This Notice of General Meeting and Explanatory Memorandum should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

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## IMPORTANT INFORMATION

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### TIME AND PLACE OF MEETING

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Notice is hereby given of the General Meeting of the Shareholders to which this Notice relates will be held at 10.00am (WST) on Thursday 9 July 2015 at Suite 2, 47 Havelock Street, West Perth, Western Australia, 6005.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in the Glossary.

### YOUR VOTE IS IMPORTANT

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

### VOTING ELIGIBILITY

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The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 7:00pm WST on Monday 7 July 2015.

### VOTING IN PERSON

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

### VOTING BY PROXY

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

#### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's Shareholders; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. **Resolution 1 – Authority to issue Shares**

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, the Shareholders approve the issue of 545,454,545 Shares in the Company to the Placees, each at an issue price of £0.00055 (0.055 pence) per Share (the **Placing Shares**) to raise £300,000 (before costs) on the terms and conditions set out in the Explanatory Memorandum."*

##### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by the Placees and any associates of the Placees and any person who might obtain a benefit except a benefit solely in the capacity of a security holder, if the resolution is passed.

However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

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

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#### 2. **Resolution 2 – Authority to issue Options**

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 27,272,727 Options (each to subscribe for one Share at an exercise price of £0.002 exercisable on or before 1 March 2017) to Vicarage Capital Ltd, or its nominee, (**Vicarage**), in consideration of acting as broker for the Capital Raising, and on the terms and conditions set out in the Explanatory Memorandum."*

##### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by the Vicarage or any associate of Vicarage.

However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

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

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### **3. Resolution 3 – Ratify a past issue of Shares**

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 75,000,000 Shares that have been issued in two equal tranches, the first on 20 February 2015 and the second on 22 April 2015, at an issue price of \$0.005 per Share (**Acquisition Shares**), to the Vendors of KEC Exploration Pty (**KEC**), on the terms and conditions set out in the Explanatory Memorandum."*

#### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by the Vendors or any associate of the Vendors.

However, the Company need not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

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

#### **BY ORDER OF THE BOARD**

Michael Langoulant

Company Secretary

DATED: 9 June 2015

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## EXPLANATORY MEMORANDUM

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### 1. Introduction

This Explanatory Memorandum has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 10.00am (WST) on Thursday 9 July 2015 at Suite 2, 47 Havelock Street, West Perth, Western Australia.

This purpose of this Explanatory Memorandum is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

The Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting. For the assistance of Shareholders, a glossary of defined terms is included at the end of the Explanatory Memorandum.

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### 2. Background

#### 2.1 Capital Raising

As announced on 28 May 2015, the Company is proposing to undertake a capital raising to raise up to £300,000 (before costs) through a placement of 545,454,545 Shares at an issue price of £0.00055 (0.055 pence) (approximately A\$600,000) (**Placement Price**) to various institutional investors who are clients of Smaller Company Capital Ltd (**SCC**) (**Placees** and in its entirety the **Capital Raising**).

SCC is an associate company of Vicarage Capital Limited (**Vicarage**) which acted as Broker to the placement. The Company has agreed to issue Vicarage 27,272,727 Options to Vicarage in consideration for acting as Broker to the Capital Raising.

The issue of the Placing Shares is subject to Shareholder approval. Resolution 1 seeks this approval.

#### 2.2 Use of Funds

The funds raised from the Capital Raising will be used to provide general working capital to the Company and to allow the Company to undertake the airborne geophysical survey and interpretation, and general data assimilation for the Ivrea nickel-copper project in Italy.

Nyota controls this project as a result of its acquisition of a 70% shareholding in KEC Exploration Pty (**KEC**). Resolution 3 seeks the ratification of the past issue of 75,000,000 Shares to the vendors of KEC (**Acquisition Shares**) that were issued in part-consideration as announced by the Company on 11 February 2015.

#### 2.3 Timetable

The timetable for completion of the Capital Raising is as follows:

|   |              |
|---|--------------|
| General Meeting                           | 9 July 2015  |
| Allotment date for the Placing Shares     | 9 July 2015  |
| Placing Shares admitted to trading on AIM | 15 July 2015 |

\*These dates are indicative only. The Directors reserve the right to vary the dates at their discretion. Should this occur then there will be a consequential effect on the anticipated date of issue and normal trading of the Shares.

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### **3. Resolution 1 – Authority to issue Shares**

#### **3.1 General**

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of 545,454,545 Shares (being the Placing Shares) each at £0.00055 (0.055 pence).

#### **3.2 Listing Rule 7.1**

Listing Rule 7.1 requires Shareholder approval for the proposed issue of the Placing Shares. Listing Rule 7.1 provides, subject to certain exceptions, that a company must not issue or agree to issue more equity securities during any 12 month period than the amount which represents 15% of the number of fully paid equity securities on issue at the commencement of that 12 month period.

The effect of Resolution 1 will be to allow the Directors to issue the Placing Shares during the period of 3 months after the Meeting (or a longer period if allowed by ASX) without using the Company's 15% placement capacity.

Resolution 1 is an ordinary resolution.

#### **3.3 Specific Information Required by Listing Rule 7.3**

Outlined below is the information required to be provided to Shareholders in accordance with ASX Listing Rule 7.3 for the purposes of obtaining shareholder approval for the issue of the Placing Shares pursuant to Listing Rule 7.1:

- (a) The maximum number of Shares the Company can issue under Resolution 1 is 545,454,545 Shares.
- (b) The Placing Shares will be issued no later than three months after the date of the Meeting (or such longer period of time as ASX may, in its discretion, allow pursuant to a waiver of Listing Rule 7.3.2).
- (c) The Placing Shares will each be issued at a price of £0.00055 (0.055 pence).
- (d) The Placing Shares will be issued to the Placees who are not related parties or associates of related parties of the Company.
- (e) The Placing Shares to be issued are fully paid ordinary shares and rank equally with the existing Shares on issue.
- (e) The funds raised from the Capital Raising will be used to provide general working capital to the Company and to enable it to execute the airborne geophysical survey and interpretation, and general data assimilation for the Ivrea nickel-copper project in Italy.
- (g) The Placing Shares will be issued on or about 9 July 2015 in one tranche.
- (h) A voting exclusion statement is included in the Notice.

**Board recommendation: The Board unanimously recommends that Shareholders vote in favour of Resolution 1.**

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## 4. Resolution 2 – Authority to issue Options

### 4.1 General

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of 27,272,727 Options ((each to subscribe for one Share at an exercise price of £0.002 exercisable on or before 1 March 2017) to Vicarage, or its nominee, in consideration of acting as broker for the Capital Raising.

These Options are to be issued pursuant to the letter agreement between Vicarage and the Company dated 18 April 2015 under which Vicarage was engaged to conduct the Capital Raising.

A summary of ASX Listing Rule 7.1 is set out in Section 3 above.

The effect of Resolution 2 will be to allow the Directors to issue the Options without utilising the Company's 15% annual placement capacity.

Resolution 2 is an ordinary resolution.

### 4.2 Specific Information Required by Listing Rule 7.3

Outlined below is the information required to be provided to Shareholders in accordance with ASX Listing Rule 7.3 for the purposes of obtaining shareholder approval for the issue of the Options pursuant to Listing Rule 7.1:

- (a) The maximum number of Options the Company can issue under Resolution 2 is 27,272,727.
- (b) The Options will be issued in one tranche no later than three months after the date of the Meeting (or such longer period of time as ASX may, in its discretion, allow pursuant to a waiver of Listing Rule 7.3.2).
- (c) The Options will be issued for nil cash consideration as they are being issued in consideration of Vicarage broking services, accordingly, no funds will be raised by the issue of Options.
- (d) The Options will be issued to Vicarage or its nominee, who are not related parties or associates of related parties of the Company.
- (e) The Options will be granted on the terms and conditions set out in the Schedule of this Explanatory Memorandum.
- (h) A voting exclusion statement is included in the Notice.

**Board recommendation: The Board unanimously recommends that Shareholders vote in favour of Resolution 2.**

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## 5. Resolution 3 – Ratify a past issue of Shares

### 5.1 General

Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the past issue of the Acquisition Shares, in part-consideration for the acquisition of 70% of KEC, to the vendors of KEC; who are not related parties or associates of related parties of the Company.

## **5.2 Listing Rule 7.4**

In accordance with Listing Rule 7.4, shareholder approval is sought to ratify the issue of the Acquisition Shares, being securities issued by the Company during the previous 12 months for which shareholder approval has not already been obtained.

Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made without approval under ASX Listing Rule 7.1, those securities shall be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1. A summary of ASX Listing Rule 7.1 is set out in Section 3 above.

The Acquisition Shares were issued within the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 3 is approved, it will have the effect of ratifying the issue of the Acquisition Shares pursuant to ASX Listing Rule 7.4 and reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without Shareholder approval.

If Resolution 3 is not passed the Company's 15% placement capacity under Listing Rule 7.1 will remain reduced by the number of Acquisition Shares.

Resolution 3 is an ordinary resolution.

## **5.3 Specific information required by Listing Rule 7.5**

Outlined below is the information required to be provided to Shareholders in accordance with ASX Listing Rule 7.5 for the purposes of obtaining shareholder approval pursuant to ASX Listing Rule 7.4 for the issue of the Acquisition Shares:

- (a) 75,000,000 Shares were issued in two equal tranches: the first on 20 February 2015 and the second on 22 April 2015.
- (b) The Acquisition Shares were issued at an issue price of A\$0.005 each.
- (c) The Acquisition Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares.
- (d) The Acquisition Shares were issued to the vendors of KEC, who are not related parties or associates of related parties of the Company.
- (f) A voting exclusion statement is included in the Notice.

**Board recommendation: The Board unanimously recommends that Shareholders vote in favour of Resolution 3.**

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## **6. Action to be taken by Shareholders**

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

### **6.1 Proxies**

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

Please note that:

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

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

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## GLOSSARY OF TERMS

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The following terms and abbreviations used in this Notice of Meeting, Explanatory Memorandum and Proxy Form have the following meanings:

|   |   |
|---|---|
| <b>\$</b>   | Australian Dollars  |
| <b>£</b>  | British Pounds  |
| <b>AIM</b>  | AIM market of the London Stock Exchange Plc   |
| <b>ASX</b>  | ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX  |
| <b>WST</b>  | Australian Western Standard Time, being the time in Perth, Western Australia  |
| <b>Board</b>  | the board of Directors  |
| <b>Broker</b>   | Vicarage Capital Limited  |
| <b>Capital Raising</b>  | the placement of 545,454,545 Shares at an issue prices of <i>£0.00055 (0.055 pence)</i> each to raise £300,000 (before costs)                               |
| <b>Chair or Chairman</b>  | the person appointed to chair the Meeting convened by this Notice   |
| <b>Company</b>  | Nyota Minerals Limited ACN 060 938 552  |
| <b>Corporations Act</b>   | the <i>Corporations Act 2001 (Cth)</i>  |
| <b>SCC</b>  | Small Company Capital Limited   |
| <b>Director</b>   | a director of the Company   |
| <b>Explanatory Memorandum</b>                                   | the explanatory memorandum attached to this Notice  |
| <b>Form of Instructions</b>                                     | the form of instructions enclosed in this Notice.   |
| <b>Listing Rules</b>  | the listing rules of ASX  |
| <b>Meeting</b>  | the general meeting of Shareholders convened by this Notice..   |
| <b>Notice or Notice of Meeting or Notice of General Meeting</b> | the notice of the Meeting which accompanies the Explanatory Memorandum  |
| <b>Option</b>   | an option to subscribe for one fully paid ordinary share in the capital of the Company at an exercise price of £0.002 exercisable on or before 1 March 2017 |
| <b>Placees</b>  | Institutional clients of SCC  |
| <b>Placement Price</b>  | <i>£0.00055 (0.055 pence)</i> each  |

|                    |   |
|--------------------|---|
| <b>Proxy Form</b>  | the proxy form attached to this Notice                    |
| <b>Resolution</b>  | a resolution contained in this Notice                     |
| <b>Section</b>     | a section contained in the Explanatory Memorandum         |
| <b>Share</b>       | a fully paid ordinary share in the capital of the Company |
| <b>Shareholder</b> | a shareholder of the Company                              |
| <b>Vicarage</b>    | Vicarage Capital Limited                                  |

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

### Schedule – Terms and Conditions of Options

The terms and conditions of the Options referred to in Resolution 2 are regulated by the Constitution, the Corporations Act, the Listing Rules and general law.

The terms and conditions of the Options are as follows:

- (a) Each Option entitles the holder to acquire one fully paid ordinary Share in the Company.
- (b) The expiry date of the Options is 5.00pm WST on 1 March 2017 (**Expiry Date**).
- (c) The exercise price of the Options is £0.002 per Option.
- (d) Each Option may be exercised at any time prior to the Expiry Date by forwarding to the Company at its principal office the exercise notice, duly completed together with payment of the sum of £0.002 per Option exercised.
- (e) The Options may be transferred by an instrument (duly stamped where necessary) in the form commonly used for transfer of Options at any time until the Expiry Date. This right is subject to any restrictions on the transfer of an Option that may be imposed by ASX in circumstances where the Company is listed on ASX.
- (f) The Options will not be quoted on ASX nor on AIM.
- (g) Option holders shall be permitted to participate in new issues of securities on the prior exercise of Options in which case the Option holders shall be afforded the period of at least nine (9) Business Days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise the Option.
- (h) Shares issued on the exercise of Options will be issued not more than ten (10) Business Days after receipt of a properly executed exercise notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued ordinary Shares of the Company in all respects. If the Company is listed on either of ASX and/or AIM it will, pursuant to the exercise of an Option, apply to either ASX and/or AIM for quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act and the Listing Rules.
- (i) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option holder will be changed to the extent necessary to comply with the relevant Listing Rules.
- (j) If there is a bonus issue of Shares to Shareholders, the number of Shares over which the Option is exercisable may be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
- (k) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities of the Company, the exercise price of the Options may be reduced in accordance with ASX Listing Rule 6.22.

**NYOTA MINERALS LIMITED**  
**ACN 060 938 552**

**INSTRUCTIONS FOR COMPLETING “APPOINTMENT OF PROXY” FORM**

1. **(Appointing a Proxy):** A Shareholder entitled to attend and cast a vote at a general meeting is entitled to appoint a proxy to attend and vote on their behalf at the meeting. If you wish to appoint the Chairman of the Meeting as your proxy, write 'chairman' in the space provided. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, you should instead write the full name of that individual or body corporate in the space provided. If you leave this section blank or your nominated proxy does not attend the meeting, the Chairman of the Meeting will be your proxy.
2. **(Appointing a Second Proxy):** If the Shareholder is entitled to cast 2 or more votes as the meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the meeting. However, where both proxies attend the meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of Shareholder’s votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fraction of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder of the Company.
3. **(Director to Vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
4. **(Signing Instructions):**
  - **(Individual):** Where the holding is in one name, the Shareholder must sign.
  - **(Joint Holding):** Where the holding is in more than one name, all of the Shareholder must sign.
  - **(Power of Attorney):** To sign under Power of Attorney, you must have already lodged the Power of Attorney with the Registry. If you have done so, 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, that person must sign. Where the company (pursuant to the Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign.
5. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the General Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy’s authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the General Meeting.

6. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- post to Nyota Minerals Limited, PO Box 368, West Perth WA 6872, marked for the attention of the Company Secretary; or
- facsimile +618 9324 2977, marked for the attention of the Company Secretary; or
- email to the Company at [info@nyotaminerals.com](mailto:info@nyotaminerals.com),

so that it is received not less than 48 hours prior to the commencement of the General Meeting.

**Proxy Forms received later than this time will be invalid.**

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## PROXY FORM

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**APPOINTMENT OF PROXY  
NYOTA MINERALS LIMITED  
ACN 060 938 552**

### GENERAL MEETING

Nyota Minerals Limited, Suite 2, 47 Havelock Street, West Perth WA 6005, Facsimile +61 8 9324 2977

I/We \_\_\_\_\_

of \_\_\_\_\_

being a shareholder/(s) of Nyota Minerals Limited (**Company**) and entitled to

\_\_\_\_\_ shares in the Company (**Shares**)

hereby appoint \_\_\_\_\_

of \_\_\_\_\_

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the general meeting of the Company to be held at Suite 2, 47 Havelock Street, West Perth, Western Australia at 10.00 am (WST) on Thursday 9 July 2015 and at any adjournment thereof in respect of \_\_\_\_\_ of my/our Shares or, failing any number being specified, **ALL** of my/our Shares.

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is [ ]%. (An additional proxy form will be supplied by the Company on request.)

If no indication is given as to how you want your proxy to vote on a Resolution, the proxy may abstain or vote at his or her discretion.

In relation to undirected proxies, the Chairman intends to vote in favour of all of the Resolutions.

I/we direct my/our proxy to vote as indicated overleaf:

| <b>RESOLUTION</b>                | <b>IN FAVOUR</b>         | <b>AGAINST</b>           | <b>ABSTAIN</b>           |
|----------------------------------|--------------------------|--------------------------|--------------------------|
| 1. Authority to issue Shares     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Authority to issue Options    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Ratify a past issue of Shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

In relation to undirected proxies, the Chairman intends to vote in favour of all of the Resolutions.

As witness my/our hand/s this \_\_\_\_\_ day of \_\_\_\_\_ 2015

**If a natural person:**

SIGNED by \_\_\_\_\_ )  
 \_\_\_\_\_ )

\_\_\_\_\_

in the presence of:

\_\_\_\_\_

Witness

\_\_\_\_\_

Name (Printed)

**If a company:**

EXECUTED by \_\_\_\_\_ )  
 in accordance with its \_\_\_\_\_ )  
 constitution \_\_\_\_\_ )

\_\_\_\_\_

Director

Director/Secretary

\_\_\_\_\_

Name (Printed)

Name (Printed)

**If by power of attorney:**

SIGNED for and on behalf of \_\_\_\_\_ )  
 by \_\_\_\_\_ )  
 under a Power of Attorney dated \_\_\_\_\_ )  
 and who declares that he/she has not received any \_\_\_\_\_ )  
 revocation of such Power of Attorney in the presence of :

\_\_\_\_\_

Signature of Attorney

\_\_\_\_\_

Signature of Witness