ESTRELLA RESOURCES LIMITED

ACN 151 155 207

NOTICE OF GENERAL MEETING

A General Meeting of the Company will be held at Boardroom of Estrella Resources Limited, Suite 506, Level 5, 50 Clarence Street, Sydney NSW 2000 on 28 December 2016 at 11am (AEDT).

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

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (02) 9078 7671.

ESTRELLA RESOURCES LIMITED
ACN 151 155 207

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Estrella Resources Limited (**Company**) will be held at Suite 506, Level 5, 50 Clarence Street, Sydney NSW 2000 on 28 December 2016 at 11am (AEDT) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form forms part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 26 December at 7pm (AEDT).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 7.

AGENDA

1. Resolution 1 – Approval of Acquisition of Mt Edwards Lithium Pty Ltd

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

*"That, subject to each of the other Resolutions being passed, for the purposes of Listing Rules 11.1.2 and 7.1, and for all other purposes, Shareholders approve the issue of up to 106,000,000 Shares (**Vendor Shares**) to the Vendors (or their nominees) as consideration for the Acquisition, and the significant change in the scale of the Company's activities resulting from the Acquisition, 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 and their nominees and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any associates of those persons.

However, the Company will not disregard a vote if:

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

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

2. Resolution 2 - Authority to issue Placement Shares

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

*"That, subject to each of the other Resolutions being passed, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Directors to issue up to 30,500,000 Shares (**Placement Shares**) each at an issue price of $0.02 (**Placement**) on the terms and conditions set out in the Explanatory Memorandum."*

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who may participate in the Placement and a person who might obtain a benefit (except a benefit solely in their capacity as holder of ordinary securities) if the Resolution is passed and any associates of those persons.

However, the Company will not disregard a vote if:

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

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

3. Resolution 3 – Appointment of Mr John Timothy Kingswood as a Director

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

"That, subject to each of the other Resolutions being passed, in accordance with Article 15.1(b) of the Constitution, and with effect from completion of the Acquisition, Mr John Timothy Kingswood be appointed as a Director."

4. Resolution 4 – Authority to issue Facilitator Shares

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

*"That, subject to each of the other Resolutions being passed, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Directors to issue up to 13,333,333 Shares (**Facilitator Shares**) to K2 (or its nominees) as a facilitator transaction fee associated with the Acquisition on the terms and conditions set out in the Explanatory Memorandum."*

Voting Exclusion

The Company will disregard any votes cast on this Resolution by K2 and its nominees and a person who might obtain a benefit (except a benefit solely in their capacity as holder of ordinary securities) if the Resolution is passed and any associates of those persons.

However, the Company will not disregard a vote if:

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

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

Dated 25 November 2016

BY ORDER OF THE BOARD



Guy Robertson
Director

ESTRELLA RESOURCES LIMITED
ACN 151 155 207

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Suite 506, Level 5, 50 Clarence Street, Sydney NSW 2000 on 28 December 2016 at 11am (AEDT).

This Explanatory Memorandum should be read in conjunction with, and forms part of, the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

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

2.1 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. Lodgment 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.

3. Resolution 1 – Approval of Acquisition of Mt Edwards Lithium Pty Ltd

3.1 Background

The Company is a mineral exploration company with interests in exploration licences prospective for copper and gold in Chile.

The Company announced on 7 November 2016 that it had entered into a binding heads of agreement (**Acquisition Agreement**) with MEL and the Vendors to acquire 100% of MEL (**Acquisition**).

MEL is an Australian proprietary company which holds 75% of the lithium rights (and associated minerals) to a group of tenements held by one of the Vendors, Apollo Phoenix Resources Pty Ltd (which holds the remaining 25% of the lithium rights) (the **Mt Edwards Lithium Project**).

The Mt Edwards Lithium Project consists of 17 mining tenements (comprising 15 granted tenements and 2 applications) covering over 138km^2 on the highly prospective Widgiemooltha Dome.

The Mt Edwards Lithium Project is located centrally within what is emerging as a highly endowed and globally significant lithium province (see Figure 1 below).

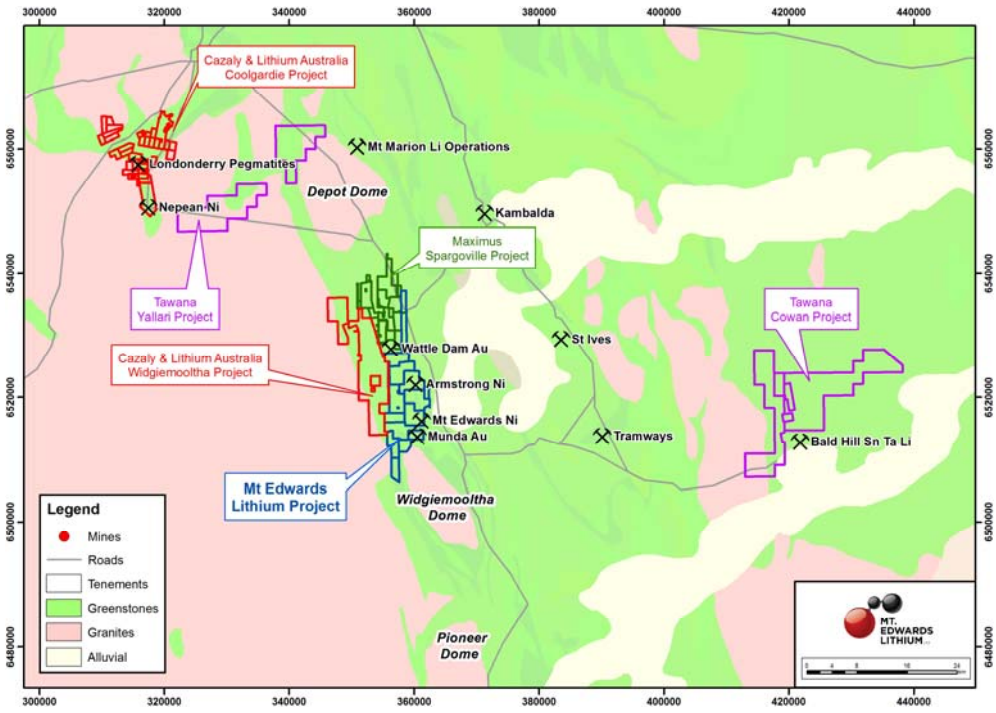


Figure 1. Location of the MELP in relation to other significant LCT pegmatite projects in the region

The Mt Edwards Lithium Project location in relation to the other significant LCT pegmatite projects in the province is as follows:

- 2km east of the recent Goldfields Lithium Alliance (GLIA) Widgiemooltha project acquisition
- 2km south of Maximus Resources' recent "high grade lithium discovery" at Spargoville
- 40km south of the Mt Marion Lithium project

- 40km SSE of the Londonderry Pegmatites and Lithium Australia's Lithium Hill project
- 60km west of the Bald Hill Sn-Ta-Li project and Tawana Resources' Cowan project
- 30km north of Pioneer Resources Limited Pioneer Dome Lithium project

MEL has discovered and sampled a number of outcropping pegmatite occurrences on the Mt Edwards Lithium Project that are highly anomalous (see Figure 2 below). A grab sample from the historic Munda gold pit returned an assay of 3.37% Li_2O. These samples were collected during a brief reconnaissance trip to the project from the pegmatites easily accessible by road. This leaves a vast majority of the pegmatites completely untested.

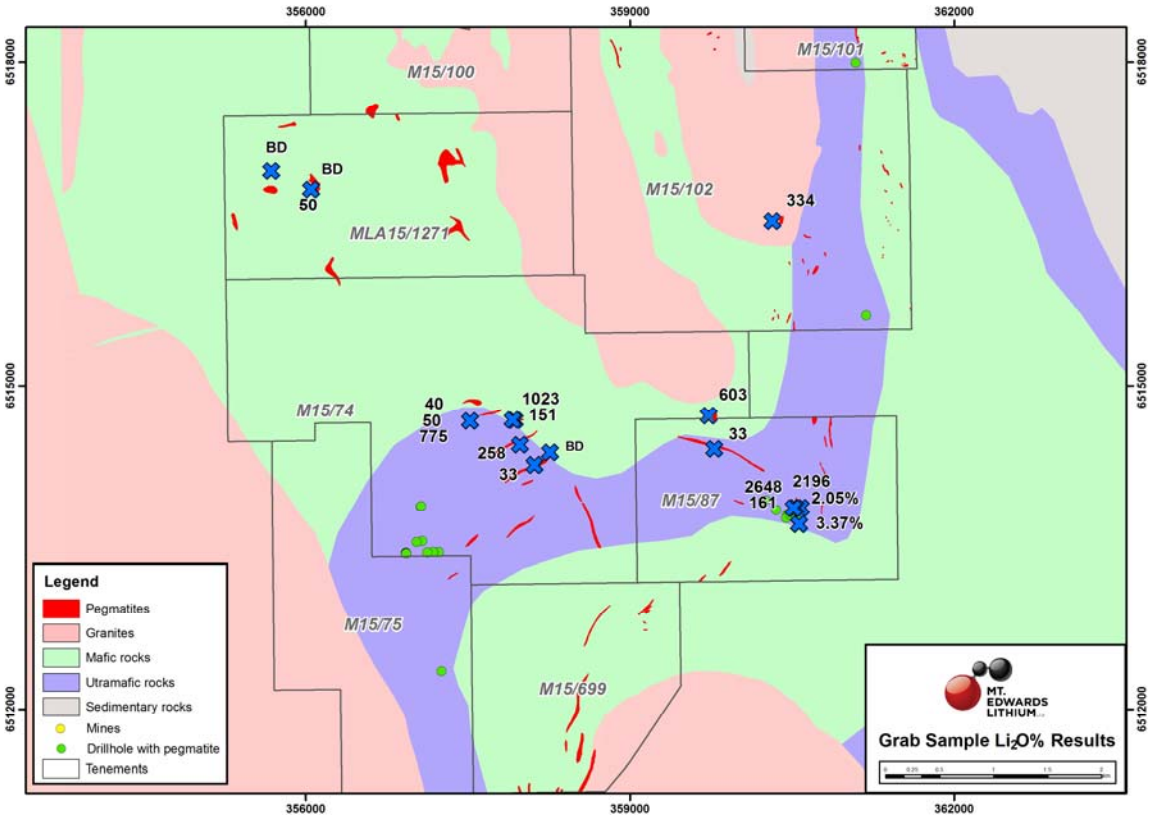


Figure 2. Area of recent sampling by Mt Edwards Lithium showing the extensive LCT pegmatite swarms and Li2O assay results. Results are in ppm unless stated otherwise. BD means Below Detection.

Table 1. Rock chip sampling details

Sample_ID	Zone	East	North	RL	B_ppm	Li_ppm	Nb_ppm	Ta_ppm	Li_2O_ppm
36739	51J	360580	6513865	377	<20	1020	140	20	2196
36740	51J	360533	6513867	375	<20	1230	70	10	2648
36741	51J	360513	6513863	375	<20	75	70	10	161
36742	51J	359779	6514410	374	<20	15	<10	<10	32
36743	51J	359727	6514722	369	<20	280	120	15	603
36744	51J	360668	6514689	370	<20	60	65	20	129
36745	51J	360654	6514740	371	<20	280	130	150	603
36746	51J	360613	6514922	372	<20	90	65	30	194
36747	51J	360601	6515107	370	<20	60	105	70	129

Sample_ID	Zone	East	North	RL	B_ppm	Li_ppm	Nb_ppm	Ta_ppm	Li_2O_ppm
36748	51J	358261	6514378	362	<20	<10	30	15	11
36749	51J	358116	6514264	362	<20	15	25	25	32
36750	51J	357981	6514448	360	<20	120	85	10	258
36751	51J	357933	6514680	355	<20	70	125	35	151
36752	51J	357915	6514683	354	<20	475	75	10	1023
36753	51J	357519	6514674	347	<20	25	15	<10	54
36754	51J	357519	6514674	347	<20	20	<10	<10	43
36755	51J	357548	6514855	347	<20	360	60	15	775
36756	51J	353908	6515772	350	<20	50	50	<10	108
36757	51J	356050	6516818	362	<20	25	30	<10	54
36758	51J	356050	6516818	362	<20	<10	<10	<10	11
36759	51J	355682	6516990	364	125	<10	<10	<10	11
36760	51J	360318	6516518	364	25	155	60	105	334
Munda Grab Sample (Bulk)	51J	360565	6513714	380					33680
Munda Grab Sample (Pink)	51J	360563	6513717	380					20490



Figure 3. Example of a pegmatite rock chip sample location

The Company has entered into an agreement with the Vendors to acquire MEL, which holds 75% of the lithium rights (and associated minerals) to the following tenements (**Tenements**).

Table 2. Tenement schedule

The Tenements are based in Western Australia and the 75% interest in the lithium (and associated minerals) rights are collectively referred to as the Mt Edwards Lithium Project.

Tenement ID	Area Km²	Grant Date
M15/698	4.2	22/12/1994
M15/75	5.7	10/11/1984
M15/699	3.4	23/12/1994
M15/87	3.6	26/07/1984
M15/74	9.3	10/11/1984
M15/101	9.6	23/07/1984
M15/99	9.8	23/07/1984
M15/653	10	28/01/1993
M15/97	6.8	23/07/1984
M15/96	8.4	23/07/1984
M15/102	9.3	4/01/1985
M15/100	9.6	23/07/1984
M15/1271	4.8	2/07/2007
E15/970	10.5	04/06/2008
E15/1505	2	5/10/2016
E15/1507	15	Application
E15/1562	16	Application

The 25% interest in the Mt Edwards Lithium Project held by Apollo will be free carried to decision to mine.

The material terms of the Acquisition are set out in Section 3.2.

The Company has undertaken a due diligence process prior to the date of this Notice and will conduct further due diligence on MEL and the Mt Edwards Lithium Project pending Completion. While this process is undertaken to identify any material risks specific to MEL and the Mt Edwards Lithium Project, it should be noted that the usual risks associated with a company with

a small market capitalization undertaking business in any industries, including the resource industry, are expected to remain after the completion of due diligence.

Shareholders and investors should also be aware that the Acquisition is conditional on a number of events (refer to Section 3.2 below). Accordingly, there is a risk that the Acquisition may not be completed.

Investing in a company involves risks of various kinds, some of which are within the realms of influence of the Company and some, arising from external factors, which may be beyond the control of the Company. A summary of the risks associated with the Acquisition and MEL and the Mt Edwards Lithium Project are outlined in Schedule 2.

Under the Acquisition Agreement, the Company has agreed to issue the Vendor Shares as consideration to the Vendors.

This Meeting has been called by the Board to seek the necessary approvals required to effect the Acquisition.

3.2 Commercial Terms

Under the Acquisition Agreement, the Company will acquire 100% ownership of MEL for total consideration of 106,000,000 Shares (the **Vendor Shares**).

Resolution 1 seeks Shareholder approval for the issue of the Vendor Shares to the Vendors (or their nominees) (refer to Section 3.10 for further details).

Completion of the Acquisition (**Completion**) under the Acquisition Agreement is subject to certain conditions which must be satisfied or waived by 31 December 2016 (unless extended by agreement between the parties). These conditions have been satisfied with the exception of the following conditions which remain outstanding at the date of this Notice:

(a) the execution of mineral rights deeds in relation to the lithium rights over the Mt Edwards Project on terms acceptable to the Company;

(b) Estrella completing its due diligence on MEL and being satisfied with the results on or before 27 November 2016;

(c) the Company obtaining all necessary shareholder approvals as are required to give effect to the Acquisition;

(d) the Company receiving firm commitments and cleared funds for the full amount of the Placement; and

(e) no breach of the warranties given by the Vendors in the Acquisition Agreement having occurred.

The Acquisition Agreement contains standard commercial warranties about MEL and its assets and limits of vendor liability that are usual for a transaction of this type. If a breach of any of these warranties come to light prior to Completion, the Company will have the right to terminate the Acquisition Agreement. The Acquisition Agreement also includes standard pre-Completion restrictions on MEL and the Vendors.

MEL has the right to nominate one director to the Board of the Company, and one of the current Directors (to be determined) will resign with effect from Completion. MEL has nominated

Mr John Timothy Kingswood (see Section 5 for further details). Mr Kingswood is a Vendor, and will receive 1,200,000 of the Vendor Shares on Completion.

The Company has agreed to appoint Mr Christopher Daws as its Chief Executive Officer with effect from Completion. Mr Daws will receive remuneration of $240,000 per annum (inclusive of statutory superannuation). Mr Daws is a Vendor, and will receive 2,800,000 of the Vendor Shares on Completion (Mr Daws' wife is also a Vendor, and she will receive a further 18,400,000 of the Vendor Shares).

Under the Acquisition Agreement, the Company has agreed to issue up to 13,333,333 Shares to K2 (or its nominees) as a facilitator transaction fee associated with the Acquisition (see Section 6).

3.3 Placement and Use of Funds

The Company intends to undertake a placement of up to 30,500,000 Shares each at an issue price of $0.02 to raise up to $610,000 (before costs) (**Placement**), to fund the Acquisition and expenditure on the assets owned by MEL and to provide on-going working capital. Resolution 2 seeks Shareholder approval for the Placement (refer to Section 4 for further details).

3.4 Effect of the Acquisition on the Company

(a) **Capital Structure**

Below is a table showing the Company's current capital structure and the possible capital structure following completion of the Acquisition and the Placement.

	Number of Shares	**Number of Options**
Balance at the date of this Notice	188,249,959	32,400,000 (1)
Vendor Shares to be issued pursuant to the Acquisition (2)	106,000,000	-
Shares to be issued pursuant to the Placement	30,500,000	-
Facilitator Shares to be issued to K2 (or its nominees) (3)	13,333,333	-
Balance following completion of the Acquisition	**338,083,292**	**32,400,000**

(1) Comprised of:

- 125,000 unlisted Options, each with an exercise price of $1.40 and expiring on 18 Dec 2016
- 126,250 unlisted options, each with an exercise price of $0.80 and expiring on 19 Dec 2016
- 375,000 unlisted options, each with an exercise price of $0.80 and expiring on 9 May 2017
- 118,750 unlisted options, each with an exercise price of $0.80 and expiring on 3 Oct 2018
- 750,000 unlisted options, each with an exercise price of $1.40 and expiring on 21 Nov 2018
- 1,375,000 unlisted options, each with an exercise price of $0.40 and expiring on 13 Nov 2019
- 187,500 unlisted options, each with an exercise price of $1.40 and expiring on 7 March 2017
- 112,500 unlisted options, each with an exercise price of $1.40 and expiry 31 May 2018

- 5,000,000 unlisted options, each with an exercise price of $0.044 and expiring on 31 May 2018
- 25,000,000 unlisted options, each with an exercise price of $0.024 and expiring on 31 March 2020.

(2) Refer to Section 3.2 for further details.

(3) Refer to Section 6 for further details.

(b) **Pro Forma Balance Sheet following the Acquisition**

A pro-forma balance sheet of the Company on completion of the Acquisition and the Placement is set out in Schedule 1.

3.5 Risk Factors

While the Company has undertaken a due diligence process (including commercial, financial, legal, technical and other risks) prior to the date of this Notice, and will conduct further due diligence on MEL and the Mt Edwards Lithium Project pending Completion, it should be noted that the usual risks associated with a company with a small market capitalization undertaking business in any industries, including the resource industry, are expected to remain after the completion of due diligence.

Shareholders and investors should also be aware that the Acquisition is conditional on a number of events (refer to Section 3.2 above). Accordingly, there is a risk that the Acquisition may not be completed.

Investing in a company involves risks of various kinds, some of which are within the realms of influence of the Company and some, arising from external factors, which may be beyond the control of the Company. A summary of the risks associated with the Acquisition and MEL and the Mt Edwards Lithium Project are outlined in Schedule 2.

3.6 Advantages of the Acquisition

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on Resolution 1:

(a) The Company will be exposed to the lithium (and related minerals) sector and Shareholders can share in the future prospects of the Mt Edwards Lithium Project.

(b) The Acquisition creates an increase in the size of the Company's existing operations and assets of the Company. This may enhance the prospects of the Company that currently has been operating without significant success, and is small in scale.

(c) The proposed changes to the Board will provide an experienced and balanced set of skills to guide the growth of the Company.

(d) The potential increase in market capitalisation of the Company following completion of the Acquisition and the associated Placement may lead to increased coverage from investment analysts, access to improved equity capital market opportunities and increased liquidity.

3.7 Disadvantages of the Acquisition

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote of Resolution 1:

(a) The Mt Edwards Lithium Project may have different risk and reward profiles to those historically attributed to the Company. The new risk profile may not suit all Shareholders.

(b) The acquisition of MEL will result in the issue of the Vendor Shares, the Placement Shares and the Facilitator Shares which will have a dilutive effect on the holdings of Shareholders.

(c) Significant future outlays of funds from the Company will be required for MEL and the Mt Edwards Lithium Project.

(d) Risk factors associated with the expansion of the Company's activities some of which are outlined in Schedule 2.

3.8 Plans for the Company if the Acquisition is not completed

If the Company does not complete the Acquisition, the Company will continue with its current activities and continue to seek, and undertake due diligence on, new opportunities for growth.

3.9 Directors' Recommendation in relation to Acquisition

Based on the information available, including the information contained in this Explanatory Memorandum the Directors recommend that Shareholders vote in favour of the Resolutions.

3.10 Shareholder Approvals

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Vendor Shares to the Vendors and pursuant to Listing Rule 11.1.2 for the significant change in the scale of the Company's activities resulting from the Acquisition.

Resolution 1 is an ordinary Resolution and is subject to each of the other Resolutions being passed.

3.11 Listing Rule 7.1

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

Given the Vendor Shares to be issued under Resolution 1 will exceed the Company's 15% threshold and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required in accordance with Listing Rule 7.1.

3.12 Listing Rule 11.1.2

Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature or scale of its activities, it must provide full details to ASX as soon as practicable and comply with the following:

(a) provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;

(b) if ASX requires, obtain the approval of holders of its shares and any requirements of ASX in relation to the notice of meeting (the notice of meeting must include a voting exclusion statement); and

(c) if ASX requires, meet the requirements of Chapters 1 and 2 of the Listing Rules as if the Company were applying for admission to the official list of ASX.

ASX has indicated to the Company that given the change in the scale of the Company's activities resulting from the Acquisition it requires the Company to obtain Shareholder approval. The Company is not required to re-comply with the admission requirements set out in Chapters 1 and 2 of the Listing Rules. A voting exclusion is included in the Notice.

3.13 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3 information regarding the issue of the Vendor Shares is provided as follows:

(a) The maximum number of Shares the Company will issue to the Vendors is 106,000,000 Shares on Completion.

(b) The Vendor Shares may be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).

(c) The Vendor Shares will be issued as consideration for the Acquisition and accordingly no funds will be raised from the issue of the Vendor Shares.

(d) The Vendor Shares will be issued to the Vendors, who are not related parties of the Company. No Vendor (whether alone, or together with any of its associates) will hold more than 20% of the Shares in the Company following completion of the Acquisition.

(e) The Shares to be issued are ordinary shares and rank equally with the Company's existing Shares.

(f) It is expected that the Vendor Shares will be issued on one date, on Completion.

(g) A voting exclusion statement is included in the Notice.

4. Resolution 2 - Authority to issue Placement Shares

4.1 General

As announced to the ASX on 7 November 2016, the Company intends to undertake a placement of 30,500,000 Shares each at an issue price of $0.02, to raise $610,000 (before costs).

The funds raised from the issue of the Placement Shares, together with the Company's cash on hand of approximately $900,000 at 30 September 2016, will be used by the Company in the exploration of the Mt Edwards Lithium Project and to provide on-going working capital.

Preliminary work – MEL has located several hundred metres of pegmatite intersections in historical drill core produced in the 1980's and 1990's which was assessed for nickel and gold but not lithium. This core will be sampled at an early stage to identify key target areas. This work will be undertaken at the same time as comprehensive mapping of the Tenement area and sampling of visible pegmatite areas. Cost approximately $100,000.

Initial Programme – following the results from the preliminary exploration work the Company will undertake a reverse circulation (RC) drilling programme of approximately 4,000 metres to confirm the key lithium deposits identified in the preliminary work. Costs including assays are estimated at $500,000.

These results will then be evaluated to determine how the mineralization can be efficiently exploited.

Given the Placement Shares to be issued under Resolution 2 will exceed the 15% threshold set out in Listing Rule 7.1 and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required under Listing Rule 7.1. A summary of Listing Rule 7.1 is provided in Section 3.11.

Resolution 2 is an ordinary resolution and is subject to each of the other Resolutions being passed.

4.2 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, information regarding the issue of the Placement Shares is provided as follows:

(a) The maximum number of Shares that the Company may issue under the Placement is 30,500,000.

(b) The Placement Shares may be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).

(c) The Placement Shares will be issued at an issue price of $0.02 per Share.

(d) The Placement Shares will be issued to sophisticated and professional investor clients of Patersons Securities Limited, none of whom will be related parties of the Company.

(e) The Placement Shares will comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.

(f) The funds raised from the issue of the Placement Shares will be used by the Company in the exploration of the Mt Edwards Lithium Project (see Section 4.1 for further details) and to provide on-going working capital.

(g) Subject to paragraph (b), the issue of the Placement Shares may occur progressively. However, it is expected that all of the Placement Shares will be issued simultaneously with Completion.

(h) A voting exclusion statement is included in the Notice.

5. Resolution 3 – Appointment of Mr John Timothy Kingswood as a Director

5.1 General

Under the Acquisition Agreement, MEL has the right to appoint one director to the Board of the Company with effect from Completion (refer to Section 3.2 for further details). MEL has nominated Mr John Timothy Kingswood as its nominee to be appointed as a non-executive Director.

Article 6.2(c) of the Constitution provides that the Company in general meeting may by ordinary resolution appoint any person as a Director.

Accordingly, Mr Kingswood seeks approval to be appointed as a Director with effect from Completion.

Resolution 3 is an ordinary resolution and is subject to each of the other Resolutions being passed.

5.2 Candidate Director's Profile – Mr John Timothy Kingswood (Resolution 3)

Mr Kingswood has 20 years mining industry experience, with significant experience in underground mining and project management.

He has been involved with some of WA's largest projects from BHP RGP3, 5 and 6 and Rio Tinto Argyle Diamond underground operations. Mr Kingswood has a strong track record of identifying potential projects and implementing effective strategies. Mr Kingswood is currently a director of Apollo Phoenix Pty Ltd (a private Western Australian based nickel and gold exploration and development company), Nimbus Mines Pty Ltd (a resource investment group) and MEL. Mr Kingswood previously served as a director of Avebury Nickel Mines Limited.

6. Resolution 4 – Authority to issue Facilitator Shares

6.1 General

As noted in the Company's announcement to ASX on 7 November 2016, the Company has agreed, subject to Shareholder approval, to issue up to 13,333,333 Shares (**Facilitator Shares**) to K2 (or its nominees) as a facilitator transaction fee associated with the Acquisition.

Shareholder approval of the issue of the Facilitator Shares means that this issue will not reduce the Company's 15% placement capacity under Listing Rule 7.1. A summary of Listing Rule 7.1 is provided in Section 3.1.

Resolution 4 is an ordinary resolution and is subject to each of the other Resolutions being passed.

6.2 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, information regarding the issue of the Facilitator Shares is provided as follows:

(a) The maximum number of Shares that the Company may issue under Resolution 4 is 13,333,333.

(b) The Facilitator Shares may be granted no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).

(c) The Facilitator Shares will be issued for nil cash consideration as they will be issued as a facilitator transaction fee associated with the Acquisition.

(d) The Facilitator Shares will be granted to K2 (or its nominees) who is not a related party of the Company.

(e) The Facilitator Shares issued will comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.

(f) It is expected that the Facilitator Shares will be issued on one date, simultaneous with Completion.

(g) A voting exclusion statement is included in the Notice.

7. Definitions

$ means Australian Dollars.

Acquisition has the meaning in Section 3.1**.**

Acquisition Agreement has the meaning in Section 3.1.

AEDT means Australian Eastern Daylight Time, being the time in Sydney, New South Wales.

Apollo means the owner of the Tenements, Apollo Phoenix Resources Pty Ltd ACN 158 977 881.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the board of Directors.

Chairman means the chairman of this Meeting.

Closely Related Party means has the meaning in section 9 of the Corporations Act.

Company or **Estrella** means Estrella Resources Limited ACN 151 155 207.

Completion has the meaning in Section 3.2.

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

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Facilitator Shares has the meaning in Resolution 4.

K2 means K2 Advisory Partners Pty Ltd ACN 610 642 361.

Listing Rules means the listing rules of ASX.

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

MEL means Mt Edwards Lithium Pty Ltd ACN 613 827 311.

Notice means this notice of meeting.

Option means an option to acquire a Share.

Placement has the meaning in Resolution 2.

Placement Shares has the meaning in Resolution 2.

Proxy Form means the proxy form attached to this Notice.

Resolution means a resolution contained in this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Tenements means the tenements set out in Table 2 in Section 3.1.

Vendors means the shareholders of MEL.

Vendor Shares has the meaning in Resolution 1.

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

Schedule 1 – Pro-forma Balance Sheet – as at 30 September 2016

	Estrella	MEL	Acquisition	Capital Raising	Consolidated
Current Assets					
Cash assets	909,326	97,985	-	573,400	1,580,711
Trade and other receivables	-	-	-		-
Total Current Assets	**909,326**	**97,985**	**-**	**573,400**	**1,580,711**
Non-Current Assets					
Deferred exploration expenditure	-	33,500	1,790,000	-	1,693,500
Total Non-Current Assets	**-**	**33,500**	**1,790,000**	**-**	**1,693,500**
Total Assets	**909,326**	**131,485**	**1,790,000**	**573,400**	**3,274,211**
Current Liabilities					
Trade and other payables	70,745	32,680	-	-	103,425
Borrowings	-	-	-	-	-
Total Current Liabilities	**70,745**	**32,680**	**-**	**-**	**103,425**
Non-Current Liabilities					
Deferred debt obligation	-	-	-	-	-
Total Non-Current Liabilities	-	-	-	-	-
Total Liabilities	**70,745**	**32,680**	**-**	**-**	**-**
Net Assets (Liabilities)	**838,581**	**98,805**	**1,790,000**	**-**	**3,170,786**
Equity					
Issued Capital	10,587,734	130,000	1,790,000	573,400	12,951,134
Reserves	1,412,429	-	-		1,412,429
Accumulated Losses	(11,161,582)	(31,195)	-		(11,192,777)
Total Equity (Deficiency)	**838,581**	**98,805**	**1,790,000**	**573,400**	**3,170,786**

Schedule 2 – Risk Factors

1. Introduction

There are a number of risks associated with the Acquisition that may have an impact on the financial returns received by Shareholders. These risks are important for Shareholders to understand.

Shareholders are already exposed to a number of risks through their existing shareholding in the Company. A number of these risks are inherent in investing in securities generally and also inherent in any mineral exploration company such as the Company and MEL.

The risk factors facing MEL, and consequently the Company, include, but are not limited to, those detailed below. The below list of risk factors ought not to be taken as exhaustive of the risks faced by MEL, and consequently, the Company. Additional risks not presently known to the Company, or if known, not considered material, may also have an adverse impact.

The Directors believe that the advantages of the Acquisition outweigh the associated extent of the risks particularly as the Company has activities other than the activities of MEL.

2. Risks specific to MEL and the Mt Edwards Lithium Project

(a) Limited operating history of MEL

MEL has limited operating history on which an evaluation of its prospects can be made.

The prospects of MEL must be considered in the light of the risks, expenses and difficulties frequently encountered by companies in their early stage of development, particularly in the mineral exploration sector, which has a high level of inherent uncertainty.

(b) Limited explorations of the Mt Edwards Lithium Project

To date there has been limited exploration on the Mt Edwards Lithium Project. See Section 3.1 for details.

(c) Nature of lithium rights (including rights being subject to other rights, eg, gold rights)

MEL's interest in the Mt Edwards Lithium Project (being 75% of the lithium rights and associated minerals to the Tenements) is contractual in nature. MEL does not have a legal interest in the Tenements. The owner of the Tenements (Apollo) may act in a manner that may affect MEL's rights under the lithium rights contracts. Further, Apollo and previous owners of the Tenements have granted other contractual rights over some of the Tenements, and MEL takes its share of the lithium rights in relation to those Tenements subject to such contractual rights. The holders of those competing contractual rights may act in a manner that may affect MEL's rights under the lithium rights contracts.

(d) Tenement title/expenditure requirements

Interests in mining tenements in Western Australia are governed by legislation and is evidenced by the granting of a lease or a licence. Each lease or license is for a fixed term and carried with it annual expenditure and reporting commitments, annual rental obligations, as well as other conditions requiring compliance. Consequently, following Completion, the Company could lose its contractual mineral rights over the Tenements if Tenement conditions are not met by Apollo

as the owner of the Tenements, or if insufficient funds are available to meet expenditure commitments as and when they arise.

The Company is aware that several of the Tenements (namely E15/970, M15/87, M15/96, M15/97, M15/99, M15/100 and M15/101) are under-expended for the most recent tenement year. The Company understands that the owner of the Tenements, Apollo, is seeking expenditure exemptions in relation to those Tenements. While the Company has no reason to believe that the exemptions will be not granted, there is a risk that the exemptions will not be granted and Apollo will lose those Tenements. If Apollo loses those Tenements, the Company may suffer significant damage through the loss of the opportunity to develop and discover mineral resources on those Tenements under the MEL mineral rights agreements.

All of the Tenements in which the Company has or may claim a contractual interest through the mineral rights agreements which MEL is or will become a party to, will be subject to applications for renewal or grant (as the case may be). The renewal or grant of the term of each Tenement is usually at the discretion of the relevant government authority. If a Tenement is not renewed or granted, the Company may suffer significant damage through the loss of the opportunity to develop and discover mineral resources on that Tenement under the MEL mineral rights agreements.

(e) **Breach of contracts applying to the Tenements**

Some of the Tenements were granted some time ago, and are subject to various contractual rights granted by previous owners of those Tenements. The Company understands that there may not have been technical compliance with all of those contractual rights in relation to:

- the transfer of some or all of the Tenements to Apollo (and/or previous owners); and
- the grant of the rights to lithium and related minerals to MEL under the MEL lithium rights agreements.

MEL intends to work with Apollo to resolve these technical breaches with the applicable counterparty following Completion. The Company believes that these technical breaches will be able to dealt with following Completion without material risk to MEL or the Company. However, if these breaches result in any of the preceding transfers of the Tenements being found to be invalid and Apollo loses the affected Tenements, the Company may suffer significant damage through the loss of the opportunity to develop and discover mineral resources on those Tenements under the MEL mineral rights agreements.

3. Mining industry risks

(a) **Exploration and Development Risks**

The Mt Edwards Lithium Project is in the very early stages of exploration and potential investors should understand that mineral exploration, development and mining are high-risk enterprises, only occasionally providing high rewards. In addition to the normal competition for prospective ground, and the high average costs of discovery of an economic deposit, factors such as demand for commodities, stock market fluctuations affecting access to new capital, sovereign risk, environmental issues, labour disruption, project financing difficulties, foreign currency fluctuations and technical problems all affect the ability of a company to profit from any discovery.

There is no assurance that exploration of the mineral interests to be acquired pursuant to the Acquisition, or any other projects that may be acquired by the Company in the future, will result

in the discovery of an economically viable mineral deposit. Even if an apparently viable mineral deposit is identified, there is no guarantee that it can be profitably exploited.

The cost of the proposed exploration programme of the Company following Completion described in Section 4.1 are based on certain estimates and assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realized in practice, which may materially and adversely affect the Company's viability.

(b) **Permits and other regulatory consents**

The Company's mining and exploration activities are dependent upon the grant and subsequent the maintenance of relevant licences, leases, permits and regulatory consents which may be withdrawn or made subject to limitations. The maintaining of the consents, obtaining renewals, or getting licences granted, typically depends on the Company's success in obtaining required approvals for its proposed activities and that its licences, leases, permits or consents will be kept in good order and renewed as and when required.

There is no assurance that such grants and renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed.

(c) **Operational Risks**

The operations of the Company following completion of the Acquisition may be affected by various factors which are beyond the control of the Company, including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration or mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment, fire, explosions and other incidents beyond the control of the Company.

These risks and hazards could also result in damage to, or destruction of, production facilities, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. While the Company currently intends to maintain insurance within ranges of coverage consistent with industry practice, no assurance can be given that the Company will be able to obtain such insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover any such claims.

(d) **Metallurgy**

Metal and/or mineral recoveries are dependent upon metallurgical process, and by its nature contain elements of significant risk, such as:

- identifying a metallurgical process through testwork to produce a saleable metal or concentrate;
- developing an economic process route to produce metal and/or concentrate; and
- changes in mineralogy in the ore deposit can result in inconsistent metal recovery, affecting the economic viability of the project.

(e) **Payment Obligations**

Under the mineral rights agreements and certain other contractual arrangements to which the Company and/or MEL is or may in the future become a party, the Company is or may become subject to payment and other obligations. Failure to meet these work commitments may render the applicable agreement liable to be terminated. Further, if any contractual obligations are not complied with when due, in addition to any other remedies that may be available to the counterparties, this could result in dilution or forfeiture of MEL's interest in the Mt Edwards Lithium Project.

(f) **Commodity Price Volatility and Foreign Exchange Risk**

In the event that the Company achieves exploration success leading to production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price risks.

Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include world demand for lithium and related minerals, forward selling by producers, and production cost levels in major metal-producing regions.

Moreover, commodity prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, the commodity as well as general global economic conditions. These factors may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

Furthermore, international prices of various commodities are denominated in United States Dollars and a portion of the Company's capital expenditure and ongoing expenditure is denominated in either United States Dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States Dollar and the Australian Dollar as determined in international markets.

(g) **Native title**

The Native Title Act recognizes and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional law and customs. There is significant uncertainty associated with Native Title in Australia and this may impact the Company's operations and its future plans.

Native Title can be extinguished by valid grants of land (such as freehold title) or waters to people other than the Native Title holders or by valid use of land or waters. Ir can also be extinguished if the indigenous group has lost its connection with the relevant land or waters. Native Title is not necessarily extinguished by the grant of mining leases, although a valid mining lease prevails over Native Title to the extent of any inconsistency for the duration of the title.

Tenements granted before 1 January 1994 are valid or validated by the Native Title Act.

For tenements to be validly granted (or renewed) after 1 January 1994, the future act regime established by the Native Title Act must be complied with.

The existence of a Native Title claim is not an indication that Native Title in fact exists on the land covered by the claim, as this is a matter ultimately determined by the Federal Court.

The Company must also comply with Aboriginal heritage legislation requirements which require heritage survey work to be undertaken ahead of the commencement of mining operations.

(h) **Environmental Risks**

The operations and proposed activities of the Company are subject to regulations concerning the environment. The government and other authorities that administer and enforce environmental laws determine these requirements. As with all exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if mine development proceeds. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws.

The cost and complexity of complying with the applicable environmental laws and regulations may prevent the Company from being able to develop potentially economically viable mineral deposits.

Although the Company believes that it is in compliance in all material respects with all applicable environmental laws and regulations, there are certain risks inherent to its activities, such as accidental spills, leakages or other unforeseen circumstances, which could subject the Company to extensive liability.

Further, the Company may require approval from the relevant authorities before it can undertake activities that are likely to impact the environment. Failure to obtain such approvals will prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations, which may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area.

There can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Company to incur significant expenses and undertake significant investments in such respect which could have a material adverse effect on the Company's business, financial condition and results of operations.

4. General Risks

(a) **Potential Acquisitions**

As part of its business strategy, the Company may make acquisitions of, or significant investments in, complementary companies or assets. Any such transactions will be accompanied by risks commonly encountered in making such acquisitions.

(b) **General economic conditions**

The operating and financial performance of MEL and the Company is influenced by a variety of general domestic and world economic and business conditions, inflation, interest rates, exchange rates, access to debt and equity capital markets, and government fiscal, monetary and regulatory policies. A prolonged deterioration in any number of the above factors may have a material adverse effect on the financial performance, financial position, cash flows, distributions, growth prospects and Share price of the Company.

(c) **Force majeure events**

Events such as acts of terrorism; an outbreak of international hostilities or natural disasters may occur within or outside Australia that have an impact on the business of MEL and the Company.

Any such force majeure events may have a negative impact on the value of an investment in Shares in the Company.

(d) **Taxation**

There is the potential for changes to Australia's tax laws. Any current rates of taxes imposed on the Company is likely to affect returns to Shareholders. An interpretation of taxation laws by the relevant tax authority that is contrary to the Company's view of those laws may increase the amount of tax to be paid. The Company obtains external expert advice on the application of tax laws to its operations.

In addition, an investment in Shares involves tax considerations which may differ for each Shareholder. Investors are encouraged to obtain professional tax advice in connection with any investment in the Company.

(e) **No guarantee of dividends**

There is no guarantee that dividends will be paid on Shares in the future as this is a matter that depends on the financial performance of the Company.

5. Investment highly speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of the Company and the value of the Company's securities. Therefore, the Company's Shares carry no guarantee with respect to the payment of dividends, returns of capital or the market value of the Shares.

ESTRELLA RESOURCES

Estrella Resources Limited | ACN 151 155 207

AGM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

[BARCODE]

[HolderNumber]

[Name/Address 1]
[Name/Address 2]
[Name/Address 3]
[Name/Address 4]
[Name/Address 5]
[Name/Address 6]

Vote by Proxy

ESR: [BARCODE] **Holder Number:** [HolderNumber]

Option A – Please choose to vote online, because:

- ✓ **Save Your Money:** This company you own a part of has to spend thousands of dollars each year in print and postage costs. Online voting will reduce this unnecessary expense.
- ✓ **It's Quick and Secure:** Voting online provides you with greater privacy over your instructions, eliminates any postal delays and removes the risk of it being potentially lost in transit.
- ✓ **Receive Vote Confirmation:** Voting online is the only method which provides you with confirmation that your vote has been processed. It also allows you to amend your vote if required.

To Access online voting you can scan the barcode to the right with your tablet or mobile device or you can enter the following link into your browser. Voting online is quick and easy to do.

https://investor.automic.com.au/#/loginsah

STEP 1: Please appoint a Proxy

Option B – Appoint a proxy, by paper:

I/We being a Shareholder entitled to attend and vote at the General Meeting of the Company, to be held at **11.00 am (AEDT) on Wednesday, 28 December 2016 at the offices of Estrella Resources Limited, Suite 506, Level 5, 50 Clarence Street, Sydney NSW 2000** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2: Voting Direction

Resolutions		For	Against	Abstain
1	Approval of Acquisition of Mt Edwards Lithium Pty Ltd	☐	☐	☐
2	Authority to issue Placement Shares	☐	☐	☐
3	Appointment of Mr John Timothy Kingswood as a Director	☐	☐	☐
4	Authority to issue Facilitator Shares	☐	☐	☐

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

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2016

Email Address _____

HOW TO COMPLETE THIS PROXY VOTING FORM

LODGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by 11.00am (AEDT) on Monday, 26 December, 2016, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Proxy Voting Forms can be lodged:

ONLINE
https://investor.automic.com.au/#/loginsah

Login to the Automic website using the holding details as shown on the Proxy Voting Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, shareholders will need their Holder Number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on front of the Proxy Voting form.

BY MAIL
Automic Registry Services
PO Box 2226
Strawberry Hills NSW 2012

BY HAND
Automic Registry Services
Level 3, 50 Holt Street, Surry Hills NSW 2010

ALL ENQUIRIES TO
Telephone: 1300 288 664 Overseas: + 61 2 9698 5414

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares 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 shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, 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.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services on 1300 288 664 or you may copy this form.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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 Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided. **By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automic.com.au.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

AUTOMIC