ASX ANNOUNCEMENT
Addendum to Notice of Annual General Meeting

8 November 2017

Rumble Resources Limited (ASX:RTR) (**Company**) advises that the Company has prepared the following Addendum to the Notice of Meeting for the Annual General Meeting to be held on Thursday, 23 November 2017 at 11:00am at Bentleys, Level 3, 216 St Georges Terrace, Perth, Western Australia.

Additional Resolutions

The Addendum sets out additional resolutions to be proposed at the Annual General Meeting (Resolutions 9 to 12). On 3 November 2017, the Company announced it had received binding commitments for a capital raising of A$4,800,000, by way of the issue of 68,571,429 fully paid ordinary shares at $0.07 per share (**Placement**). Resolutions 9 and 10 relate to the issue of shares under the Placement to professional and sophisticated shareholders, and subject to shareholder approval, to Mr Michael Smith (a director). Resolution 11 relates to the issue of unlisted options to CPS Capital Group Pty Ltd (or its nominees) in consideration of lead manager and brokerage services in relation to the Placement, subject to shareholder approval.

Resolution 12 relates to 823,794 consideration shares issued in relation to the binding option agreement with Fossil Prospecting Pty Ltd as announced on 12 October 2017 (**Fossil**). Full details regarding Resolutions 9 to 12 are set out in the Explanatory Memorandum in the Addendum.

New Proxy Form

A new Proxy Form accompanies the Addendum and will be provided to all shareholders. Shareholders are advised that:

- **If you have already voted and wish to vote on Resolutions 9 to 12 or otherwise change your proxy vote**

  Please complete and return the new Proxy Form annexed to the Addendum.

- **If you have already voted and do not wish to vote on Resolutions 9 to 12 or otherwise change your vote**

  You need not take any action as the earlier submitted Proxy Form remains valid.

- **If you have not returned your proxy and wish to vote**

  Please complete and return the new Proxy Form annexed to the Addendum.

Proxy forms must be returned to the Company by no later than 11am (WST) on Tuesday, 21 November 2017. To vote in person, attend the Meeting at the time and place set out above.

For further information, please contact:

Steven Wood, Company Secretary
Telephone: + 61 8 6555 3980
Email: enquiries@rumbleresources.com.au

\- **Ends -**

About Rumble Resources Ltd
Rumble Resources Ltd is an Australian based exploration company, officially admitted to the ASX on the 1st July 2011. Rumble was established with the aim of adding significant value to its current gold and base metal assets and will continue to look at mineral acquisition opportunities both in Australia and abroad.

Rumble Resources Ltd

Suite 9, 36 Ord Street,
West Perth, WA 6005

T +61 8 6555 3980

F +61 8 6555 3981

rumbleresources.com.au

ASX RTR

Executives & Management

Mr Shane Sikora
Managing Director

Mr Brett Keillor
Technical Director

Mr Matthew Banks
Non-executive Director

Mr Michael Smith
Non-executive Director

Mr Steven Wood
Company Secretary

RUMBLE RESOURCES LIMITED

A C N 1 4 8 2 1 4 2 6 0

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Rumble Resources Limited (**Company**) hereby gives notice to Shareholders that, in relation to the Notice of Meeting dated 4 October 2017 in respect of the Annual General Meeting to be held at Bentleys, Level 3, 216 St Georges Terrace, Perth on Thursday, 23 November 2017 at 11:00am (WST) (**Meeting**), the Directors have resolved to add Resolutions 9 to 12 as set out below, and to supplement the information contained in the Explanatory Memorandum.

The numbering used in this Addendum is a continuation of the numbering used in the Notice of Meeting and the Explanatory Memorandum. The definitions used in this Addendum are as defined in the Notice and the Explanatory Memorandum, unless otherwise defined in this Addendum.

Additional Resolutions

10. Resolution 9 – Ratification of issue of Placement Shares

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the following issues of Shares:

(a) *38,994,795 Shares issued in connection with the Placement under Listing Rule 7.1; and*

(b) *28,396,634 Shares issued in connection with the Placement under Listing Rule 7.1A,*

on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person (and any associate or nominee of such a person) who participated in the issue of the securities.

However, the Company need 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 Chairperson 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.

11. Resolution 10 – Participation in Placement – Related Party

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,180,000 Shares to Mr Michael Smith (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Michael Smith (or his nominee) and any of their associates.

However, the Company will not disregard a vote if:

(a) it is cast by a person as a 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 Chairperson 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.

12. Resolution 11 – Approval to issue Broker Options

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

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 11,100,000 Broker Options to CPS Capital Group Pty Ltd (or its nominees) and otherwise on the terms and conditions set out in the Explanatory Memorandum and Schedule 6".

Voting Exclusion

The Company will disregard any votes cast on this Resolution by CPS Capital Group Pty Ltd (and its 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.

The Company will not disregard a vote if:

(a) it is cast by a person as a 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 Chairperson 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.

13. Resolution 12 – Ratification of issue of Consideration Shares

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 823,794 Shares on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person (and any associate or nominee of such a person) who participated in the issue of the securities.

However, the Company need 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 Chairperson 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

[lodged electronically without signature]

Steven Wood
Company Secretary

Dated: 8 November 2017

RUMBLE RESOURCES LIMITED

A C N 1 4 8 2 1 4 2 6 0

ADDENDUM TO THE EXPLANATORY MEMORANDUM

12. Resolution 9 – Ratification of issue of Placement Shares

12.1 General

On 3 November 2017, the Company announced that it had received binding commitments from professional and sophisticated investors for a capital raising of $4,800,000 (**Placement**), by way of the issue of 68,571,429 Shares at $0.07 each (**Placement Shares**).

Resolution 9 seeks Shareholder ratification pursuant to Listing Rule 7.4 of a total of 67,391,429 Placement Shares which will be issued by the Company within the last 12 months without obtaining prior Shareholder approval. See Resolution 10 for the approval of the issue of the remaining 1,180,000 Placement Shares.

Each of the resolutions which form part of Resolution 9 is a **separate** ordinary resolution.

The Chairperson will cast all available proxies in favour of each of the resolutions which form part of Resolution 9.

The Board unanimously recommends that Shareholders vote in favour of each of the resolutions which form part of Resolution 9.

12.2 Listing Rules 7.1 and 7.1A

Summaries of Listing Rules 7.1A and 7.1 are contained in Sections 7.1 and 9.2 respectively.

12.3 Listing Rule 7.4

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 and 7.1A (and provided that the previous issue did not breach Listings Rule 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 or 7.1A (as applicable).

38,994,795 Placement Shares will be issued within the Company's 15% annual limit permitted under Listing Rule 7.1, and 28,396,634 Placement Shares will be issued within the Company's additional 10% annual limit permitted under Listing Rule 7.1A, without the need for prior Shareholder approval.

The effect of Resolution 9 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to 15% annual placement capacity set out in Listing Rule 7.1 and the additional 10% annual placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

12.4 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the Placement Shares:

(a) 67,391,429 Placement Shares will be issued following lodgement of this Addendum;

(b) the Placement Shares will be issued at an issue price of $0.07 each;

(c) the Placement Shares will be issued to sophisticated and professional investors, none of whom is a related party of the Company;

(d) the Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;

(e) the Placement will raise a total of $4,800,000 (before costs) and the Company intends to use the funds to fast track any additional exploration subsequent to the current proposed drill program at Braeside, commencing works programmes at both the high-grade Barramine Cu-Pb-Zn-Ag Project and high-grade Earaheedy Zn Project in Western Australia, support of ongoing reviews of its current asset portfolio, due diligence on new opportunities and for general working capital; and

(f) a voting exclusion statement is included in the Notice.

13. Resolution 10 – Participation in Placement – Related Party

13.1 General

Resolution 10 seeks Shareholder approval for the ratification of the issue of the Placement Shares.

Mr Michael Smith, a Director, wishes to participate in the Placement.

The effect of Resolution 10 will be to allow Mr Smith to participate in the Placement for up to a total of 1,180,000 Placement Shares.

13.2 Chapter 2E of the Corporations Act and Listing Rule 10.11

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Mr Smith is a related party of the Company by virtue of his position as a Director.

The Directors (excluding Mr Smith) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Shares pursuant to Resolution 10 because the Shares would be issued to Mr Smith on the same

terms as the Placement Shares issued to non-related party participants in the Placement. As such, the giving of the financial benefit is considered to be on arm's length terms.

13.3 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the issue of the Shares pursuant to Resolution 10:

(a) the Shares will be issued to Mr Smith (or his nominees);

(b) the maximum number of Shares to be issued is 1,180,000 of the Placement Shares;

(c) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);

(d) the issue price will be $0.07 per Share, being the same as all other Placement Shares;

(e) the Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Placement Shares and the Company's existing Shares;

(f) the funds raised by the issue of the Shares will be used for the same purposes as all other funds raised under the Placement as set out in Section (e); and

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

13.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 10.

Resolution 10 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 10.

14. Resolution 11 – Approval to issue Broker Options

14.1 General

Resolution 11 seeks Shareholder approval for the issue of up to 11,100,000 unlisted Options, exercisable at $0.15 and expiring 2 years from the date of issue (**Broker Options**) to CPS Capital Group Pty Ltd (**CPS Capital**) (or its nominees) for the provision of lead manager and broker services in connection with the Placement.

Subject to obtaining approval for this Resolution 11, the Company has agreed to issue CPS Capital (or its nominees) the Broker Options on the terms set out in Schedule 6.

The effect of Resolution 11 will be to allow the Company to issue the Broker Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

14.2 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 11.

The Chairperson will cast all available proxies in favour of Resolution 11.

Resolution 11 is an ordinary resolution.

14.3 Listing Rule 7.1A

A summary of Listing Rule 7.1 is contained in Section 9.2.

14.4 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the potential issue of the Broker Options:

(a) the maximum number of Broker Options that may be issued is 11,100,000;

(b) the Broker Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of all the Broker Options will occur on the same date;

(c) the Broker Options will be issued for no cash consideration in satisfaction of lead manager and broker services provided by CPS Capital in connection with the Placement;

(d) the Broker Options will be issued to CPS Capital (or its nominees), none of whom will be related parties of the Company;

(e) the Broker Options will be issued on the terms and conditions set out in Schedule 6;

(f) no funds will be raised from the issue of the Broker Options as the Broker Options will be issued in consideration for services provided to the Company; and

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

15. Resolution 12– Ratification of issue of Consideration Shares

15.1 General

On 12 October 2017, the Company announced that it had entered into a binding option agreement with Fossil Prospecting Pty Ltd (**Fossil**) to acquire up to 75% of the Earaheedy Zinc Project in consideration for $50,000 of Shares in the Company.

Resolution 12 seeks Shareholder ratification pursuant to Listing Rule 7.4 of a total of 823,794 Consideration Shares, which have been issued by the Company within the last 12 months without obtaining prior Shareholder approval.

Resolution 12 is an ordinary resolution.

The Chairperson will cast all available proxies in favour of Resolution 12.

The Board unanimously recommends that Shareholders vote in favour of Resolution 12.

15.2 Listing Rules 7.1

A summary of Listing Rule 7.1 is contained in Section 9.2 respectively.

15.3 Listing Rule 7.4

A Summary of Listing Rule 7.4 is contained in Section 12.3.

823,794 Consideration Shares were issued within the Company's 15% annual limit permitted under Listing Rule 7.1, without the need for prior Shareholder approval.

The effect of Resolution 12 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

15.4 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the Consideration Shares:

(a) 823,794 Consideration Shares were issued;

(b) the Consideration Shares were issued in consideration for an option to acquire an interest in the Earaheedy Zinc Project and therefore had an issue price of nil;

(c) the Consideration Shares were issued to Fossil (or its nominee);

(d) the Consideration Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;

(e) the Consideration Shares were issued for nil cash consideration and therefore no funds were raised from their issue; and

(f) a voting exclusion statement is included in the Notice.]

16. Amendment to Resolution 4

As a result of the issue of Shares detailed in Resolutions 9 and 12, the issue of Equity Securities since 29 November 2016 detailed in Notice is amended as follows:

(a) the wording in Section 7.4(g) of the Explanation Memorandum is deleted and replaced with the following:

"The Company obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting held on 29 November 2016. In the 12 months preceding the date of this Annual General Meeting and as at the date of this Notice, the Company has issued 109,579,361 Equity Securities and this represents 44.17% of the total number of Equity Securities on issue at the commencement of that 12-month period. Details of each issue of Equity Securities by the Company during the 12 months preceding the date of this Annual General Meeting are in Schedule 2."

(b) the following information is included at the end of the table in Schedule 2 of the Notice:

Date of Issue	Number of Securities	Type of Security	Recipient of Security	Issue Price and details of any discount to Market Price[1] (if applicable)	Consideration & Use of Funds as at the date of this Notice
3/11/17	823,794	Shares[2]	Fossil Prospecting Pty Ltd	Nil	**Consideration:** issued in consideration for option to acquire Earaheedy Zinc Project **Valuation at date of issue:** $65,903 **Current value:** $68,375
Anticipated to be 9 November 2017	67,391,429	Shares[2]	Sophisticated and professional investors who participated in the placement announced 3/11/2017.	An issue price of $0.07 per Share.	**Consideration:** Cash ($4,717,400). **Proposed use of remaining funds:** the funds are intended to be applied in the same manner as described above in respect of the funds spent as at the date of this Notice.[3] The Placement was completed at a discount of 12.5% to the previous closing price of $0.08 prior to the date of announcing the capital raising. **Valuation at date of issue:** $(not yet issued) **Current value:** $(not yet issued)

Schedule 6 - Terms and conditions of Broker Options

1. Entitlement

Each Broker Option (**Option**) entitles the holder to subscribe for one Share upon exercise of the Option.

2. Exercise Price

Subject to paragraph 10, the amount payable upon exercise of each Option will be $0.15 (**Exercise Price**).

3. Expiry Date

Each Option will expire at 5.00pm (WST) on a date that is 2 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

5. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

6. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

7. Quotation

Unless determined otherwise by the Board in its absolute discretion, the Options will not be quoted on the ASX or any other recognised exchange.

8. Issue of Shares on exercise

Within 15 business days after the Exercise Date, the Company will:

(a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(c) if admitted to the official list of ASX at the time, subject to any restriction or escrow arrangements imposed by ASX or under the Scheme, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph 8(a) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

9. Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

10. Reconstruction of capital

In the event of any reconstruction (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the expiry date of the Options, all rights of the Option holder will be varied in accordance with the Listing Rules.

11. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options. However, the Company will give the holders of Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

12. Change in exercise price

There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).

13. Adjustment for bonus issues

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

(a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder would have received if the holder of the Options had exercised the Option before the record date for the bonus issue; and

(b) no change will be made to the Option exercise price.

14. Transferability

The Options are transferable with prior written consent of the Board.

RUMBLE RESOURCES LIMITED

ACN 148 214 260

P R O X Y F O R M

The Company Secretary
Rumble Resources Limited

By post:
PO Box 1368
West Perth WA 6872

By facsimile:
(08) 6555 3981

Name of Shareholder:	
Address of Shareholder:	
Number of Shares entitled to vote:	

Please mark ☒ to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the Meeting.

STEP 1 – APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being Shareholder/s of the Company hereby appoint:

The Chairperson of the Meeting (mark box) ☐ **OR** if you are **NOT** appointing the Chairperson 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

or failing the person/body corporate named, or if no person/body corporate is named, the Chairperson of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held at 11.00am (Perth time) on Thursday, 23 November 2017, at Bentleys, Level 3, 216 St Georges Terrace, Perth WA 6000 Western Australia and at any adjournment or postponement of that Meeting.

AUTHORITY FOR CHAIRPERSON TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTION

Where I/we have appointed the Chairperson as my/our proxy (or where the Chairperson becomes my/our proxy by default), I/we expressly authorise the Chairperson to exercise my/our proxy on Resolutions 1, 6, 7, 8(a)-(d) and 10 (inclusive) (except where I/we have indicated a different voting intention below) even though Resolutions 1, 6, 7, 8(a)-(d) and 10 (inclusive) are connected directly or indirectly with the remuneration of a member of the Key Management Personnel which includes the Chairperson.

CHAIR'S VOTING INTENTIONS IN RELATION TO UNDIRECTED PROXIES

The Chairperson intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances the Chairperson may change his/her voting intentions on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

STEP 2 - INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain*
Resolution 1	Remuneration Report			
Resolution 2	Re-election of Director – Mr Michael Smith			
Resolution 3	Election of Director – Mr Brett Keillor			
Resolution 4	Approval of 10% Placement Facility			

		For	Against	Abstain*
Resolution 5	Renewal of proportional takeovers provisions			
Resolution 6	Approval of Employee Incentive Scheme			
Resolution 7	Approval of potential termination benefits under the Employee Incentive Scheme			
Resolution 8(a)	Approval of issue of Incentive Options to Mr Brett Keillor			
Resolution 8(b)	Approval of issue of Incentive Options to Mr Shane Sikora			
Resolution 8(c)	Approval of issue of Incentive Options to Mr Matthew Banks			
Resolution 8(d)	Approval of issue of Incentive Options to Mr Michael Smith			
Resolution 9(a)	Ratification of issue of Placement Shares			
Resolution 9(b)	Ratification of issue of Placement Shares			
Resolution 10	Participation in Placement – Related Party			
Resolution 11	Approval to issue Broker Options			
Resolution 12	Ratification of issue of Consideration Shares			

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

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

Authorised signature/s This section ***must*** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
Sole Director/Company Secretary	Director	Director/Company Secretary

Contact Name

Contact Daytime Telephone Date

[1]Insert name and address of Shareholder [2] Insert name and address of proxy *Omit if not applicable

PROXY NOTES

A Shareholder entitled to attend and vote at the Annual General Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting. If the Shareholder is entitled to cast 2 or more votes at the Annual General Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting, the representative of the body corporate to attend the Annual General Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

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

Power of Attorney:	if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
Companies:	a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Annual General Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Perth office of the Company (Suite 9, 36 Ord Street, West Perth, WA or facsimile (08) 6555 3981 if faxed from within Australia (or +61 8 6555 3981 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Annual General Meeting (WST).