RUMBLE RESOURCES LIMITED

ABN 74 148 214 260

NOTICE OF GENERAL MEETING

TIME: 11:00am WST

DATE: Monday, 28 July 2014

PLACE: ”Bentleys Boardroom”
Level 1, 12 Kings Park Road
WEST PERTH WA 6005

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 9481 0389.

CONTENTS

Notice of General Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	8
Schedule 1 – Terms and Conditions of $0.08 Options	18
Schedule 2 – Terms and Conditions of Director Options	20
Glossary	22

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders of Rumble Resources Limited which this Notice of General Meeting relates to will be held at 11:00am WST on Monday, 28 July 2014 at "Bentleys Boardroom", Level 1, 12 Kings Park Road, West Perth, Western Australia 6005.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

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 Shareholders at 5:00pm (WST) on Saturday, 26 July 2014.

VOTING IN PERSON

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

VOTING BY PROXY

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

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware of that the changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all 'directed' proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

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

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

Transfer of non-chair proxy to chair in certain circumstances

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

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

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

NOTICE OF GENERAL MEETING

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 5.00pm (WST) on Saturday, 26 July 2014.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES TO BLACKHAM RESOURCES LIMITED

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

"That, for the purposes of ASX Listing Rule 7.1 and 7.4 and for all other purposes, the Shareholders ratify the issue of 2,000,000 Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or 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 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS TO OUTER-RIM EXPLORATION SERVICES PTY LTD

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

"That, for the purposes of ASX Listing Rule 7.1 and 7.4 and for all other purposes, the Shareholders ratify the issue of 500,500 Shares and 250,250 Options on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or 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 – RATIFICATION OF PRIOR ISSUE OF SHARES TO ORBIS GOLD LIMITED

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

"That, for the purposes of ASX Listing Rule 7.1 and 7.4 and for all other purposes, the Shareholders ratify the issue of 2,700,000 Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or 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.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER PLACEMENT

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

"That, for the purposes of ASX Listing Rule 7.1 and 7.4 and for all other purposes, the Shareholders ratify the issue of 5,930,000 Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or 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.

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER PLACEMENT - LISTING RULE 7.1A

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

"That, for the purposes of ASX Listing Rule 7.1A and 7.4 and for all other purposes, the Shareholders ratify the issue of 7,700,298 Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or 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.

6. RESOLUTION 6 – APPROVAL FOR THE ISSUE OF OPTIONS UNDER PLACEMENT

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 19,522,999 Options on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if this Resolution is passed and any associate of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or 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.

7. RESOLUTION 7 – APPROVAL FOR THE ISSUE OF OPTIONS TO BROKERS

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 5,000,000 Options on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if this Resolution is passed and any associate of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or 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.

8. RESOLUTION 8 – APPROVAL FOR THE ISSUE OF DIRECTOR OPTIONS TO MR TERENCE TOPPING

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

"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,500,000 Director Options on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Mr Terence Topping and/or his nominee(s) and any of his associates. However, the Company need not disregard a vote if 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 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

9. RESOLUTION 9 – APPROVAL FOR THE ISSUE OF DIRECTOR OPTIONS TO MR MATTHEW BANKS

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

"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 750,000 Director Options on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Mr Matthew Banks and/or his nominee(s) and any of his associates. However, the Company need not disregard a vote if 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 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(c) the proxy is the Chair; and

(d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

10. RESOLUTION 10 – APPROVAL FOR THE ISSUE OF DIRECTOR OPTIONS TO MR ANDREW MCBAIN

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

"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 250,000 Director Options on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Mr Andrew McBain and/or his nominee(s) and any of his associates. However, the Company need not disregard a vote if 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 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(c) the proxy is the Chair; and

(d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

11. RESOLUTION 11 – APPROVAL FOR THE ISSUE OF DIRECTOR OPTIONS TO MR MICHAEL SMITH

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

"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 250,000 Director Options on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Mr Michael Smith and/or his nominee(s) and any of his associates. However, the Company need not disregard a vote if 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 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(c) the proxy is the Chair; and

(d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

12. RESOLUTION 12 – APPROVAL FOR THE ISSUE OF SHARES TO MR MATTHEW BANKS

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

"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 500,000 Shares in lieu of Director fees applicable to the period 1 July 2013 to 30 June 2014 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Mr Matthew Banks and/or his nominee(s) and any of his associates. However, the Company need not disregard a vote if 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 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(c) the proxy is the Chair; and

(d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

DATED: 26 JUNE 2014

BY ORDER OF THE BOARD

DAVID PALUMBO
COMPANY SECRETARY
RUMBLE RESOURCES LIMITED

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the resolutions in the Notice of Meeting.

1. RATIFICATION OF PRIOR ISSUE OF SHARES BLACKHAM RESOURCES LIMITED

1.1 Background

On 13 February 2014 the Company issued 2,000,000 Shares as consideration for an initial 20% interest in the Zanthus Project (E69/2506).

The Company issued the Shares without prior Shareholder approval out of its 15% annual placement capacity.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 and for all other purposes of the issue of those Shares.

1.2 ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, 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 securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where, pursuant to ASX Listing Rule 7.4, a company in general meeting ratifies the previous issue of securities made (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purposes of ASX Listing Rule 7.1.

By ratifying the issue of the Shares the subject of Resolution 1, the Company will retain the flexibility to issue equity securities in the future of up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

1.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

(a) 2,000,000 Shares were issued;

(b) the Shares were issued for nil cash consideration as they were issued for an initial 20% interest in the Zanthus Project (E69/2506);

(c) the Shares were issued to Blackham Resources Limited which is not a related party of the Company;

(d) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(e) no funds were raised from this issue as the Shares were issued in consideration for an initial 20% interest in the Zanthus Project (E69/2506).

1.4 Directors' recommendation

None of the Directors have a material personal interest in the subject matter of Resolution 1. The Board believes that the ratification of the issue of the Shares is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 1 as it provides the Company with the flexibility to issue, subject to the limits under the ASX Listing Rules, further securities during the next 12 months without Shareholder approval.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS TO OUTER-RIM EXPLORATION SERVICES PTY LTD

2.1 Background

On 28 February 2014 the Company issued 500,500 Shares and 250,250 Options exercisable at $0.08 each on or before 30 June 2015 in lieu of cash payment for exploration services provided by Outer-Rim Exploration Services Pty Ltd to the Company.

The Company issued the Shares and Options without prior Shareholder approval out of its 15% annual placement capacity.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares and Options.

2.2 ASX Listing Rule 7.4

A summary of ASX Listing Rule 7.1 and 7.4 is set out in section 1.2 of the Explanatory Statement.

By ratifying the issue of the Shares and Options, the subject of Resolution 2, the Company will retain the flexibility to issue equity securities in the future of up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

2.3 Specific information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the issue of the Shares and Options the subject of Resolution 2 in accordance with ASX Listing Rule 7.5:

(a) 500,500 Shares and 250,000 Options were issued;

(b) the Shares and Options were issued for nil cash consideration as they were issued in lieu of cash payment for exploration services provided to the Company;

(c) the Shares and Options were issued to Outer-Rim Exploration Services Pty Ltd, which is not a related party of the Company;

(d) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(e) the Options are exercisable at $0.08 each on or before 30 June 2015 and were otherwise issued on the terms and conditions set out in Schedule 1; and

(f) no funds were raised from the issue as the Shares and Options were issued in consideration for exploration services provided to the Company.

2.4 Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of Resolution 2. The Board believes that the ratification of the issue of the Shares and Options is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 2 as it provides the Company with the flexibility to issue, subject to the limits under the ASX Listing Rules, further securities during the next 12 months without Shareholder approval.

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES TO ORBIS GOLD LIMITED

3.1 Background

On 5 May 2014 the Company issued 2,700,000 Shares as consideration for a 100% interest in 4 tenements located in Burkina Faso.

The Company issued the Shares without prior Shareholder approval out of its 15% annual placement capacity.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

3.2 ASX Listing Rule 7.4

A summary of ASX Listing Rule 7.1 and 7.4 is set out in section 1.2 of the Explanatory Statement.

By ratifying the issue of the Shares, the subject of Resolution 3, the Company will retain the flexibility to issue equity securities in the future of up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

3.3 Specific information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the issue of the Shares the subject of Resolution 3 in accordance with ASX Listing Rule 7.5:

(a) 2,700,000 Shares were issued;

(b) the Shares were issued for nil cash consideration as they were issued for a 100% interest in 4 tenements located in Burkina Faso;

(c) the Shares were issued to Orbis Gold Limited, which is not a related party of the Company;

(d) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Shares are subject to a 12 month voluntary escrow restriction from the date of issue;

(e) no funds were raised from the issue as the Shares were issued in consideration for a 100% interest in 4 tenements located in Burkina Faso.

3.4 Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of Resolution 3. The Board believes that the ratification of the issue of the Shares is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 3 as it provides the Company with the flexibility to issue, subject to the limits under the ASX Listing Rules, further securities during the next 12 months without Shareholder approval.

4. RESOLUTIONS 4 AND 5 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER ASX LISTING RULE 7.1 AND ASX LISTING RULE 7.1A - PLACEMENT

4.1 Background

On 14 April 2014, the Company announced that it successfully completed a placement to Australian institutional and sophisticated investors through the issue of Shares at $0.045 per share together with a 1 for 2 attaching listed Options exercisable at $0.08 per share expiring on 30 June 2015 (**Placement**).

The Company issued 33,115,997 and 5,930,000 Shares on 28 April 2014 and 23 June 2014 respectively at an issue price of $0.045 per Share to raise $1,757,070 in total.

25,415,669 Shares were issued pursuant to the future placement capacity approved by Shareholders at the general meeting on 17 February 2014.

7,700,298 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1A while 5,930,000 Shares were issued pursuant to ASX Listing Rule 7.1.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.1 and 7.4 for the issue of 5,930,000 Shares. Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.1A and 7.4 for the issue of 7,700,298 Shares.

4.2 ASX Listing Rule 7.4

A summary of ASX Listing Rule 7.1 is set out in section 1.2 of the Explanatory Statement.

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue equity securities up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 29 November 2013.

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

By ratifying the issue of the Shares, the subject of Resolutions 4 and 5, the Company will retain the flexibility to issue equity securities in the future of up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 and the additional 10% annual capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

4.3 Specific information required by Listing Rule 7.5 in relation to Resolution 4

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the issued of the Shares the subject of Resolution 4 in accordance with ASX Listing Rule 7.5:

(a) 5,930,000 Shares were issued;

(b) the issue price was $0.045 each per Share;

(c) the Shares were issued to sophisticated and professional investors who are not Related Parties of the Company;

(d) the Shares were fully paid ordinary shares in the capital of the Company and rank pari-passu with the Company's current issued capital; and

(e) the funds raised from the Placement will be utilised for the Company's exploration program at the Zanthus and Big Red Nickel projects in the Fraser Range Province of Western Australia and for general working capital.

4.4 Specific information required by Listing Rule 7.5 in relation to Resolution 5

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the issue of the Shares the subject of Resolution 5 in accordance with ASX Listing Rule 7.5:

(a) 7,700,298 Shares were issued;

(b) the issue price was $0.045 each per Share;

(c) the Shares were issued to sophisticated and professional investors who are not Related Parties of the Company;

(d) the Shares were fully paid ordinary shares in the capital of the Company and rank pari-passu with the Company's current issued capital; and

(e) the funds raised from the Placement will be utilised for the Company's exploration program at the Zanthus and Big Red Nickel projects in the Fraser Range Province of Western Australia and for general working capital.

4.5 Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of Resolutions 4 and 5. The Board believes that the ratification of the issue of the Shares is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolutions 4 and 5 as it provides the Company with the flexibility to issue, subject to the limits under the ASX Listing Rules, further securities during the next 12 months without Shareholder approval.

5. RESOLUTION 6 – APPROVAL FOR THE ISSUE OF OPTIONS UNDER PLACEMENT

5.1 Background

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of 19,522,999 listed Options exercisable at $0.08 on or before 30 June 2015 to sophisticated and professional investors under the Placement.

5.2 Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in section 1.2 of the Explanatory Statement.

The effect of Resolution 6 will be to allow the Directors to issue the 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.

If Resolution 6 is not passed, the Options will be issued as soon as capacity is available under the Company's 15% annual placement capacity.

5.3 Specific information required by Listing Rule 7.3

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval for the issue of the Options under the Placement pursuant to Listing Rule 7.1:

(a) the maximum number of Options to be issued is 19,522,999;

(b) the Company proposes to issue all of the Options on the same date and as soon as possible after the date of the Meeting and in any event, no later than three months after the date of the Meeting (or such longer period of time as ASX may in its discretion allow);

(c) the issue price will be nil per Option as the Options will be issued as free attaching Options at a ratio of 1 Option for each 2 Shares subscribed for under the Placement;

(d) the Options will be exercisable at $0.08 each on or before 30 June 2015 and will be issued on the terms and conditions set out in Schedule 1;

(e) the Options will be issued to sophisticated and professional investors who participated in the Placement, none of whom are Related Parties of the Company; and

(f) no funds will be raised from the issue of the Options.

6. RESOLUTION 7 – APPROVAL FOR THE ISSUE OF OPTIONS TO BROKERS

6.1 Background

In April 2014, the Company undertook a capital raising via a Placement. As an incentive to promote strong interest and participation in the Placement, the Company has agreed to pay fees to certain stockbrokers and AFSL holders who provided services to the Company as part of the Placement (**Brokers**), with such fees including an issue of Options.

Resolution 7 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 5,000,000 Options exercisable at $0.08 on or before 30 June 2015 to the Brokers (or their nominees).

6.2 Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in section 1.2 of the Explanatory Statement.

The effect of Resolution 7 will be to allow the Directors to issue the Options to the Brokers (or their nominees) 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.

If Resolution 7 is not passed, the Options will be issued as soon as capacity is available under the Company's 15% annual placement capacity.

6.3 Specific information required by Listing Rule 7.3

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval for the issue of the Options to the Brokers pursuant to Listing Rule 7.1:

(a) the maximum number of Options to be issued to the Brokers (or their nominees) is 5,000,000;

(b) the Company proposes to issue the Options as soon as possible after the date of the Meeting and in any event, no later than three months after the date of the Meeting (or such longer period of time as ASX may in its discretion allow);

(c) the Options will be issued for nil cash consideration as they are being issued as a fee to brokers who provide services to the Company;

(d) the Options will be exercisable at $0.08 each on or before 30 June 2015 and will be issued on the terms and conditions set out in Schedule 1;

(e) none of the Brokers are Related Parties of the Company; and

(f) no funds will be raised from the issue of the Options as the Options are being issued in consideration for services to the Company.

7. RESOLUTIONS 8 TO 11 – APPROVAL FOR THE ISSUE OF DIRECTOR OPTIONS TO DIRECTORS

7.1 Background

The Company has agreed, subject to obtaining Shareholder approval, to issue 2,750,000 Director Options (**Director Options**) to Messrs Terence Topping, Matthew Banks, Andrew McBain and Michael Smith (**Related Parties**) (or their nominees) on the terms and conditions set out below.

Mr Terence Topping is an Executive Director and Mr Matthew Banks, Mr Andrew McBain and Mr Michael Smith are Non-Executive Directors of the Company.

Resolutions 8 to 11 (inclusive) seek Shareholder approval in accordance with Listing Rule 10.11 for the issue of 2,750,000 Director Options to the Related Parties (or their nominees) as follows:

Resolution	**Director**	**Number of Director Options(i)**
Resolution 8	Terence Topping	1,500,000
Resolution 9	Matthew Banks	750,000
Resolution 10	Andrew McBain	250,000
Resolution 11	Michael Smith	250,000

Note:

(i) Expiry date on or before 5.00pm WST on the date that is 4 years less one day following the date of issue at an exercise price equal to either $0.08 or 140% of the VWAP for the 5 Trading Days preceding the date of the Meeting, whichever is higher. Accordingly the exercise price is not known as at the date of this Notice. The exercise price will be announced when known, but in any case prior to the Meeting.

No funds will be raised from the issue of the Director Options. Any funds raised from exercise of the Director Options will be used for general working capital purposes. There are no significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Options upon the terms proposed. The respective Directors must contribute their own money to the Company to fund the exercise price of their respective Director Options.

7.2 Chapter 2E of the Corporations Act

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.

The issue of Director Options constitutes giving a financial benefit and Messrs Terence Topping, Matthew Banks, Andrew McBain and Michael Smith are related parties of the Company by virtue of being Directors.

Each Director (other than where that Director has a material personal interest in the outcome of a Resolution relevant to that Director) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Options to each other Director because the primary purpose of the grant of the Director Options is not to raise capital, but to form part of the respective Director's remuneration package. Under the Company's present circumstances, the Board considers that the issue of the Director Options is a cost effective and appropriate component of the Directors' remuneration packages, and is preferred over the payment of further cash consideration.

7.3 Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the grant of the Director Options involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

7.4 Specific information required by Listing Rule 10.13

Listing Rule 10.13 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 10.11:

(a) The Director Options will be issued to:

(i) Mr Terence Topping (or his nominee);

(ii) Mr Matthew Banks (or his nominee);

(iii) Mr Andrew McBain (or his nominee); and

(iv) Mr Michael Smith (or his nominee);

(b) the maximum number of Director Options to be issued is as follows:

Director	Number of Options
Terence Topping (or his nominee)	1,500,000
Matthew Banks (or his nominee)	750,000
Andrew McBain (or his nominee)	250,000
Mr Michael Smith (or his nominee)	250,000
TOTAL	**2,750,000**

(c) the Company will issue the Director Options no later than one month after the date of the Meeting or such longer period of time as ASX may in its discretion allow and it is intended that issue of the Options will occur on the same date;

(d) the Options will be issued for nil consideration. The Director Options will not vest, and may not be exercised until, the relevant Director has performed a minimum of 12 months continuous service to the Company commencing on the date the Director Options are issued; and

(e) the terms and conditions of the Director Options are set out in Schedule 2.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Director Options as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Director Options to Messrs Terence Topping, Matthew Banks, Andrew McBain and Michael Smith (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

8. RESOLUTION 12 – APPROVAL FOR THE ISSUE OF RELATED PARTY SHARES TO MR MATTHEW BANKS

8.1 Background

In the interests of preserving cash in what are difficult economic times, the Company has agreed, subject to obtaining Shareholder approval, to issue 500,000 Shares (**Related Party Shares**) to Non-Executive Director, Mr Matthew Banks, (or his nominee) in lieu of gross director fees of $30,000 for the period 1 July 2013 to 30 June 2014 on the terms and conditions set out below.

Resolution 12 seeks the Shareholder approval for the issue of the Related Party Shares to Mr Matthew Banks (or his nominee).

8.2 Chapter 2E of the Corporations Act

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.

The issue of Shares constitutes giving a financial benefit and Mr Matthew Banks, is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Banks who has a material personal interest in Resolution 12) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Related Party Shares because the primary purpose of the grant of the Related Party Shares is not to raise capital, but to form part of the respective Director's remuneration package. Under the Company's present circumstances, the Board considers that the issue of the Related Party Shares is a cost effective and appropriate component of the Directors' remuneration packages, and is preferred over the payment of further cash consideration.

8.3 Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the issue of the Related Party Shares involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

8.4 Specific information required by Listing Rule 10.13

Listing Rule 10.13 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 10.11:

(a) the Related Party Shares will be issued to Mr Matthew Banks (or his nominee);

(b) the maximum number of Related Party Shares to be issued is 500,000;

(c) the Company will issue the Related Party Shares no later than one month after the date of the Meeting or such longer period of time as ASX may in its discretion allow and it is intended that issue of the Related Party Shares will occur on the same date;

(d) the Related Party Shares will be issued for nil consideration as they are being issued in lieu of director fees for the period 1 July 2013 to 30 June 2014;

(e) the Related Party Shares will be issued on the same terms as, and rank equally with, all other Shares on issue and application will be made for their quotation on ASX.

(f) no funds will be raised by the issue of Related Party Shares although the Company's liability to Mr Matthew Banks in relation to his Director's fee for the period 1 July 2013 to 30 June 2014 will be satisfied by the issue of these Related Party Shares, thus preserving the Company's cash to that extent.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Related Party Shares as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Related Party Shares to Mr Matthew Banks (or his nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

SCHEDULE 1 – TERMS AND CONDITIONS OF $0.08 OPTIONS

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price and Expiry Date**

The Options have an exercise price of $0.08 (**Exercise Price**) and an expiry date of 30 June 2015 (**Expiry Date**).

(c) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date.

(d) **Notice of Exercise**

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

(e) **Shares issued on exercise**

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

(f) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(g) **Timing of issue of Shares**

Within 15 Business Days after the receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised the Company will allot and issue the Shares pursuant to the exercise of the Options.

(h) **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. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least six business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(i) **Adjustment for bonus issues of Shares**

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):

(i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have

received if the Optionholder had exercised the Option before the record date for the bonus issue; and

(ii) no change will be made to the Exercise Price.

(j) **Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price.

(k) **Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the Optionholders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(l) **Quotation of the Options**

The Company will apply for quotation of the Options on ASX, subject to meeting the relevant ASX requirements.

(m) **Options Transferable**

The Options are transferable.

(n) **Lodgement Instructions**

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Registry.

SCHEDULE 2 – TERMS AND CONDITIONS OF DIRECTOR OPTIONS

The Director Options entitle the holder to subscribe for Shares on the following terms and conditions:

(a) **Entitlement**

Each Director Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price and Expiry Date**

The Director Options will have an expiry date on or before 5.00pm WST on the date that is 4 years less one day following the date of issue (**Director Option Expiry Date**) at an exercise price equal to either $0.08 or 140% of the VWAP for the 5 Trading Days preceding the date of the Meeting, whichever is higher. Accordingly the exercise price is not known as at the date of this Notice. The exercise price will be announced when known, but in any case prior to the Meeting.

(c) **Vesting Conditions**

The Director Options are subject to the continuous service of the Optionholder in his capacity as a Director of the Company from the date of issue of the Director Options for a period of 12 months (**Vesting Period**). The Board may in its absolute discretion, waive satisfaction of vesting conditions either unconditionally or subject to compliance with any other exercise restriction that is less onerous than that previously fixed.

(d) **Exercise Period**

The Director Options are exercisable at any time on and from the date following the conclusion of the Vesting Period until the Expiry Date.

(e) **Notice of Exercise**

The Director Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Director Option being exercised. Any Notice of Exercise of a Director Option received by the Company will be deemed to be a notice of the exercise of that Director Option as at the date of receipt.

(f) **Shares issued on exercise**

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

(g) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Director Options.

(h) **Timing of issue of Shares**

Within 15 Business Days after the receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Director Option being exercised the Company will issue the Shares pursuant to the exercise of the Director Options.

(i) **Participation in new issues**

There are no participation rights or entitlements inherent in the Director Options and holders will not be entitled to participate in new issues of capital offered to Shareholders

during the currency of the Director Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least four business days after the issue is announced. This will give the holders of Director Options the opportunity to exercise their Director Options prior to the date for determining entitlements to participate in any such issue.

(j) **Adjustment for bonus issues of Shares**

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):

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

(ii) no change will be made to the Exercise Price.

(k) **Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price.

(l) **Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the Optionholders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(m) **Quotation of the Director Options**

The Company will not apply for quotation of the Director Options on ASX.

(n) **Options Transferable**

The Director Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(o) **Lodgement Instructions**

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Director Options with the appropriate remittance should be lodged at the Company's Registry.

GLOSSARY

In this Notice, the following terms have the following meaning unless the context otherwise requires:

$ means Australian dollars.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 724 791).

ASX Listing Rules or **Listing Rules** means the official Listing Rules of ASX.

Board means the Board of Directors of the Company.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent of the member or the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Rumble Resources Limited (ABN 74 148 214 260).

Constitution means the Company's constitution.

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

Directors mean the current directors of the Company.

Director Options has the meaning given to it in Section 7.1.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement to this Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Meeting means the meeting convened by the Notice.

Notice or **Notice of Meeting** means the notice of meeting including this Explanatory Statement.

Option means an option in respect of a Share.

Optionholder means a holder of an Option.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

Shareholder means a shareholder of the Company.

WST means Western Standard Time.

PROXY FORM

APPOINTMENT OF PROXY
RUMBLE RESOURCES LIMITED
ABN 74 148 214 260

GENERAL MEETING

I/We _____

of _____

being a member of Rumble Resources Limited entitled to attend and vote at the General Meeting, hereby appoint

_____

Name of Proxy:

OR ☐ the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at the "Bentleys Boardroom", Level 1, 12 Kings Park Road, West Perth, Western Australia 6005 at 11:00am WST on Monday, 28 July 2014, 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.

Voting on Business of the General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Ratification of Shares to Blackham Resources Limited	☐	☐	☐
Resolution 2	Ratification of Shares and Options to Outer-Rim Exploration Services Pty Ltd	☐	☐	☐
Resolution 3	Ratification of Shares to Orbis Gold Limited	☐	☐	☐
Resolution 4	Ratification of Shares under Placement	☐	☐	☐
Resolution 5	Ratification of Shares under Placement – ASX Listing Rule 7.1A	☐	☐	☐
Resolution 6	Approval for the Issue of Options Under Placement	☐	☐	☐
Resolution 7	Approval for the Issue of Options to Brokers	☐	☐	☐
Resolution 8	Approval for the Issue of Director Options to Terence Topping	☐	☐	☐
Resolution 9	Approval for the Issue of Director Options to Matthew Banks	☐	☐	☐
Resolution 10	Approval for the Issue of Director Options to Andrew McBain	☐	☐	☐
Resolution 11	Approval for the Issue of Director Options to Michael Smith	☐	☐	☐
Resolution 12	Approval for the Issue of Related Party Shares to Matthew Banks	☐	☐	☐

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 to be counted in computing the required majority on a poll.

Important for Resolution 8
If you have not directed your proxy how to vote as your proxy in respect of Resolution 8 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

☐ I/we direct the Chair to vote in accordance with his voting intentions (as set out above) on Resolution 8 (except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy even though Resolution 8 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel and acknowledge that the Chair may exercise my/our proxy even if the Chair has an interest in the outcome of Resolution 8 and that votes cast by the Chair for Resolution 8, other than as proxy holder, will be disregarded because of that interest.

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolution 8 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 8.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signature of Member(s): _____ **Date:** _____

Individual or Member 1	**Member 2**	**Member 3**
Sole Director/Company Secretary	**Director**	**Director/Company Secretary**

Contact Name: _____ **Contact Ph (daytime):** _____

E-mail Address: _____ **Consent for contact by e-mail YES** ☐ **NO** ☐

Instructions for Completing 'Appointment of Proxy' Form

1. (**Appointing a proxy**): A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.

2. (**Direction to vote**): A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.

3. (**Signing instructions**):

   - (**Individual**): Where the holding is in one name, the Shareholder must sign.
   - (**Joint holding**): Where the holding is in more than one name, all of the Shareholders should sign.
   - (**Power of attorney**): If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
   - (**Companies**): Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.

4. (**Attending the Meeting**): Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy 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.

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

   (a) post to Rumble Resources Limited, GPO Box 2517, Perth, Western Australia 6831; or

   (b) facsimile to the Company on facsimile number +61 8 9463 6103;

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

   Proxy Forms received later than this time will be invalid.