RUMBLE RESOURCES LIMITED
ACN 148 214 260

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at "Bentleys Boardroom", Level 1, 12 Kings Park Road, West Perth, Western Australia on Friday, 28 November 2014 at 1:30pm (WST).

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

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (08) 6555 3980.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice

RUMBLE RESOURCES LIMITED

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Rumble Resources Limited (**Company**) will be held at "Bentleys Boardroom", Level 1, 12 Kings Park Road, West Perth, Western Australia on Friday, 28 November 2014 at 1:30pm (WST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Wednesday, 26 November 2014 at 4:00pm (WST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2014, which includes the Financial Report, the Directors' Report and the Auditor's Report.

The reports referred to above are included in the 2014 Annual Report sent to those Shareholders who elected to receive a hard copy. A copy of the report is also available on the Company's website at www.rumbleresources.com.au.

2. Resolution 1 – Remuneration Report

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

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2014, on the terms and conditions in the Explanatory Memorandum."

Voting Prohibition

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

A vote may be cast by such person as a proxy if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

(a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or

(b) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-election of Director - Mr Michael Smith

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

"That Mr Michael Smith, who retires in accordance with Clause 11.3 of the Constitution and being eligible, offers himself for election, be elected as a Director."

4. Resolution 3 - Approval of 10% Placement Facility

To consider and, if thought fit, to pass as a special resolution the following:

"That in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and 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 associates or nominees of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit if this Resolution is passed, except a benefit solely in the capacity of a holder of Shares, and any associate or nominee of that person (or 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 Chair 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 4 – Ratification of prior issue of 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 100,000 Shares to Mrs Donna Michelle Harvey 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 Shares.

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 Chair 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 5 – Ratification of prior issue of 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 550,000 Shares to S3 Consortium Pty Ltd 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 Shares.

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 Chair 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 6 – Ratification of prior issue of 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 2,000,000 Shares to Canyon Resources Ltd 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 Shares.

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 Chair 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 7 – Issue of Shares to Mr Matthew Banks

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

"That, conditional upon Resolution 8 being approved, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue Shares up to the value of $30,000 to Matthew Banks (or his nominee) as Director incentive remuneration (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 any Director, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. 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.

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.

9. Resolution 8 – Approval of Employee Incentive Scheme

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 Exception 9(b) in ASX Listing Rule 7.2 and for all other purposes, Shareholders approve the Company's existing Employee Incentive Scheme and the issue of securities under that Scheme as detailed in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any Director, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any of their respective associates.

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 Chair 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.

10. Resolution 9 – Adoption of new constitution

To consider and, if thought fit, to pass as a special resolution the following:

"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the Chair for identification purposes."

BY ORDER OF THE BOARD

Bruno Seneque
Company Secretary

Dated: 22 October 2014

RUMBLE RESOURCES LIMITED

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EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at "Bentleys Boardroom", Level 1, 12 Kings Park Road, West Perth, Western Australia on Friday, 28 November 2014 at 1:30pm (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be taken by Shareholders
Section 3:	Annual Report
Section 4:	Resolution 1 – Remuneration Report
Section 5:	Resolution 2 – Re-election of Director – Mr Michael Smith
Section 6:	Resolution 3 – Approval of 10% Placement Facility
Section 7:	Resolution 4 – Ratification of prior issue of Shares
Section 8:	Resolution 5 – Ratification of prior issue of Shares
Section 9:	Resolution 6 – Ratification of prior issue of Shares
Section 10:	Resolution 7 – Issue of Shares to Mr Matthew Banks
Section 11:	Resolution 8 – Approval of Employee Incentive Scheme
Section 12:	Resolution 9 – Adoption of new constitution
Schedule 1:	Definitions
Schedule 2:	Terms and conditions of the Employee Share Plan
Schedule 3:	Terms and conditions of the Incentive Option Scheme

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

2. Action to be taken by Shareholders

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

2.1 Proxies

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

Please note that:

(a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;

(b) a proxy need not be a member of the Company; and

(c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

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

2.2 Voting Prohibition by Proxy Holders (Remuneration of Key Management Personnel)

In accordance with sections 250BD and 250R of the Corporations Act, a vote on Resolution 1 or 7 must not be cast (in any capacity) by, or on behalf of:

(a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or

(b) a Closely Related Party of such member.

However, a person described above may cast a vote on Resolution 1 or 7 if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1 or 7 and:

(c) the person is appointed as proxy by writing that specifies the way the proxy is to vote on this Resolution; or

(d) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution, but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

The Chair intends to exercise all available proxies in favour of Resolutions 1 and 7.

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2014.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

(a) discuss the Annual Report which is available online at www.rumbleresources.com;

(b) ask questions about, or comment on, the management of the Company; and

(c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

(a) the preparation and content of the Auditor's Report;

(b) the conduct of the audit;

(c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Remuneration Report

4.1 General

In accordance with the Corporations Act, the Company must put a resolution that the Remuneration Report be adopted to the vote of Shareholders at the Meeting. However, such a resolution is advisory only and does not bind the Company or the Directors.

The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

4.2 Voting consequences

If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

However, pursuant to the Corporations Act, if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings,

Shareholders will have the opportunity to remove the whole Board except the managing director.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election (**Spill Resolution**).

If more than 50% of votes are cast in favour of the Spill Resolution, the Company must convene a Shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the Directors who were in office when the Directors' Report (as included in the Company's financial report for the previous financial year) was approved, other than the managing Director, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting, those persons whose election or re-election as Directors is approved will be the Directors of the Company.

4.3 Previous voting results

The Company's Remuneration Report did not receive a Strike at the 2013 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2015 annual general meeting, this may result in the re-election of the Board.

4.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should not the following:

(a) If you appoint a member of the Key Management Personnel (other than the Chair) who remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member, as your proxy:

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

(b) If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member):

You do not need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

(c) If you appoint any other person as your proxy:

You do not need to direct your proxy how to vote on this Resolution.

The Chair intends to exercise all available proxies in favour of Resolution 1.

5. Resolution 2 – Re-election of Director – Mr Michael Smith

Clause 11.6 of the Constitution and ASX Listing Rule 14.4 provide that a director of an entity (except a managing director) must not hold office without re-election past the third annual general meeting following the director's appointment or 3 years, whichever is the longer.

Clause 11.3 of the Constitution requires that one-third of the Directors must retire at each annual general meeting (rounded down to the nearest whole number), and Clause 11.4 provides that a retiring Director is eligible for re-election.

The Company currently has 4 Directors, and accordingly, one must retire.

Under Clause 11.5, the Directors to retire at any annual general meeting must be those who have served the longest in office since their last election, but, as between persons who became Directors on the same day, those to retire must be determined by lot (unless otherwise agreed upon between those Directors).

Mr Michael Smith was appointed as a Director on 31 January 2011 and re-elected on 29 November 2011.

Pursuant to the above Clauses of the Constitution, Mr Michael Smith retires by rotation, and being eligible, seeks re-election.

Mr Smith is a director of Smith Feutrill and is a Chartered Accountant with over 26 years of experience in the accounting, business and taxation advice sectors. He is a Fellow of the Taxation Institute of Australia, a Chartered Tax Advisor and was chief executive of a division of a publicly listed national financial services consolidator for five years, overseeing significant growth in that time.

The Board (excluding Mr Smith) recommends that Shareholders vote in favour of Resolution 2.

6. Resolution 3 – Approval of 10% Placement Facility

6.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. Based on the ASX closing price on 21 October 2014, the Company has a market capitalisation of approximately $4.9 million. The Company is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c) below).

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

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

6.2 Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the company.

The Company, as at the date of the Notice, has on issue three quoted classes of Equity Securities, Shares and two classes of quoted Options.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of shares on issue 12 months before the date of issue or agreement:

(A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;

(B) plus the number of partly paid shares that became fully paid in the 12 months;

(C) plus the number of fully paid shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without Shareholder approval;

(D) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of the Notice, the Company has on issue 124,399,477 Shares and therefore has a capacity to issue:

(i) 18,659,921 Equity Securities under Listing Rule 7.1; and

(ii) subject to Shareholder approval being sought under Resolution 3 12,439,947 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c)).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or

(ii) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(**10% Placement Period**).

6.3 Listing Rule 7.1A

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

6.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided as follows:

(a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares). There is a risk that:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

(c) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice.

(d) The table also shows:

(i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

(ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		0.02 **50% decrease in Issue Price**	0.04 **Issue Price**	0.08 **100% increase in Issue Price**
Current Variable A 124,399,477 Shares	**10% Voting Dilution**	12,439,948 Shares	12,439,948 Shares	12,439,948 Shares
	Funds raised	$248,799	$497,598	$995,196
50% increase in current Variable A 186,599,215 Shares	**10% Voting Dilution**	18,659,922 Shares	18,659,922 Shares	18,659,922 Shares
	Funds raised	$373,198	$746,397	$1,492,794
100% increase in current Variable A 248,798,954 Shares	**10% Voting Dilution**	24,879,895 Shares	24,879,895 Shares	24,879,895 Shares
	Funds raised	$497,598	$995,196	$1,990,392

The table has been prepared on the following assumptions:

(i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

(ii) No Options or Convertible Notes (including any Options or Convertible Notes issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.

(iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

(v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

(vii) The issue price is $0.04, being the closing price of the Shares on ASX on 21 October 2014.

(e) The Company will only issue the Equity Securities during the 10% Placement Period.

(f) The Company may seek to issue the Equity Securities for the following purposes:

(i) non-cash consideration for the acquisition of new resources assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or

(ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards exploration of its projects and

potentially the funding for any suitable acquisition opportunities identified by the Board.

(g) The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

(h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

(i) The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

Further, if the Company is successful in acquiring new resources assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

(j) The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting held on 29 November 2013. In the 12 months preceding the date of the 2014 Annual General Meeting and as at the date of this Notice, the Company has issued 81,006,374 Equity Securities and this represents 63.35% 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 the 2014 Annual General Meeting are set out in the table below:

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**
16/12/13	1,707,316	Shares[2]	Vendors of the Fraser Range Project	Nil	Consideration: 100% acquisition of the Fraser Range Project. Current value[3] = $68,293
16/12/13	1,707,316	Unquoted Options[4]	Vendors of the Fraser Range Project	Nil	Consideration; 100% acquisition of the Fraser Range Project. Current value[3] = $76,829

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
18/12/13	1,088,352	Shares[2]	Outer-Rim Exploration Services Pty Ltd	An issue price of $0.045 per Share, representing no discount to the market price at the date of issue	$48,975 was raised, of which $48,975 has been spent. The funds were used for ground geophysical surveys on the Fraser Range projects.
18/12/13	544,176	Quoted Options[5]	Outer-Rim Exploration Services Pty Ltd	Nil	Consideration: exploration services. Current value[3] = $10,339
13/02/14	2,000,000	Shares[2]	Vendors of the Zanthus Project	Nil	Consideration: 20% interest in the Zanthus Project. Current value[3] = $80,000
28/02/14	500,500	Shares[2]	Outer-Rim Exploration Services Pty Ltd	Nil	Consideration: exploration services. Current value[3] = $20,020
28/02/14	250,250	Quoted Options[5]	Outer-Rim Exploration Services Pty Ltd	Nil	Consideration: exploration services. Current value[3] = $10,010
05/05/14	2,700,000	Shares[2]	Orbis Gold Limited	Nil	Consideration: 100% acquisition of 4 tenements in Burkina Faso. Current value[3] = $108,000
28/04/14	33,115,997	Shares[2]	Professional and sophisticated investors	An issue price of $0.045 per Share, representing a discount of 8% to the market price at the date of issue	$1,490,220 was raised, of which $170,000 has been spent. The funds were used to fund exploration on Australian mineral projects and working capital. The remaining funds will be applied to exploration on Australian mineral projects and working capital.
23/06/14	5,930,000	Shares[2]	Professional and sophisticated investors	An issue price of $0.045 per Share, representing a discount of 8% to the market price at the date of issue.	$266,850 was raised, of which $266,850 has been spent. The funds were used to fund exploration on Australian mineral projects and working capital.
25/07/14	2,000,000	Shares[2]	Canyon Resources Ltd	Nil	Consideration: 85% interest of the Derosa Project. Current value[3] = $80,000
30/07/14	19,522,997	Free attaching Quoted Options[5] on the basis of 1:2	Professional and sophisticated investors	Nil	Nil Current value[3] = $370,937
30/07/14	4,289,470	Quoted Options[5]	Brokers	Nil	Consideration: broker fees in relation to the placement completed on 14/04/14. Current value[3] = $81,500
30/07/14	2,750,000	Unquoted Options[6]	Directors as approved at the Shareholder meeting held on 28/07/14	Nil	Consideration: performance based remuneration for services provided to the Company. Current value[3] = $19,250

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
30/07/14	500,000	Shares[2]	Matthew Banks	Nil	Consideration for director fees accrued to 30/06/14. Current value[3] = $20,000
30/07/14	1,750,000	Unquoted Options[6]	Employees pursuant to the employee incentive scheme approved at the shareholder meeting held on 29/11/11	Nil	Consideration: performance based services provided to the Company. Current value[3] = $12,250
30/07/14	100,000	Shares[2]	Mrs Donna Michelle Harvey	Nil	Consideration: corporate services. Current value[3] = $4,000
14/10/14	550,000	Shares[2]	S3 Consortium Pty Ltd	Nil	Consideration: consulting fees. Current value[3] = $22,000

Notes:

1 Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.

2 Fully paid ordinary shares in the capital of the Company, ASX Code: RTR (terms are set out in the Constitution).

3 In respect of quoted Equity Securities the value is based on the closing price of the Shares ($0.04) or Options ($0.019) as the context requires on the ASX on the trading day prior to the date of this Notice. In respect of unquoted Equity Securities the value of Options is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares).

4 Options exercisable at $0.041 each on or before 13 December 2016.

5 Options exercisable at $0.08 each on or before 30 June 2015.

6 Options vesting after 12 months continuous service and exercisable at $0.08 each on or before 29 July 2018.

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

(l) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

7. Resolution 4 – Ratification of prior issue of Shares

7.1 General

On 30 July 2014, the Company issued 100,000 Shares in consideration for corporate services provided by Mrs Donna Michelle Harvey.

Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 100,000 Shares.

7.2 Listing Rule 7.4

In accordance with Listing Rule 7.1, the Company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

The effect of the Shareholders passing Resolution 4 will be to allow the Company to issue securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without obtaining prior Shareholder approval.

7.3 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 Shares:

(a) 100,000 Shares were issued on 30 July 2014;

(b) the Shares were issued at an issue price of nil as they were issued in lieu of a cash payment for corporate services provided;

(c) the 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;

(d) the Shares were issued to Mrs Donna Michelle Harvey, who is not a related party of the Company; and

(e) no funds were raised from the issue as the Shares were issued in lieu of a cash payment for corporate services provided.

8. Resolution 5 – Ratification of prior issue of Shares

8.1 General

On 14 October 2014, the Company issued 550,000 Shares in consideration for consulting services provided by S3 Consortium Pty Ltd.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 550,000 Shares.

8.2 Listing Rule 7.4

A summary of Listing Rules 7.1 and 7.4 is set out in Section 7.2 above.

The effect of the Shareholders passing Resolution 5 will be to allow the Company to issue securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without obtaining prior Shareholder approval.

8.3 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 Shares:

(a) 550,000 Shares were issued on 14 October 2014;

(b) the Shares were issued at an issue price of nil as they were issued in lieu of a cash payment for consulting services provided;

(c) the 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;

(d) the Shares were issued to S3 Consortium Pty Ltd, who is not a related party of the Company; and

(e) no funds were raised from the issue as the Shares were issued in lieu of a cash payment for corporate services provided.

9. Resolution 6 – Ratification of prior issue of Shares

9.1 General

On 25 July 2014, the Company issued 2,000,000 Shares to Canyon Resources Ltd in consideration for an 85% interest in the Derosa Project in Burkina Faso.

As announced to ASX on 25 July 2014, the Company renegotiated with its joint venture partner Canyon Resources Ltd to earn an 85% interest in the Derosa Project. Pursuant to the terms of the original joint venture agreement, the Company was entitled to earn up to a 75% interest in the Derosa Project through the expenditure of up to US$3 million on the Derosa Project prior to 31 March 2017.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 2,000,000 Shares.

9.2 Listing Rule 7.4

A summary of Listing Rules 7.1 and 7.4 is set out in Section 7.2 above.

The effect of the Shareholders passing Resolution 5 will be to allow the Company to issue securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without obtaining prior Shareholder approval.

9.3 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 Shares:

(a) 2,000,000 Shares were issued on 25 July 2014;

(b) the Shares were issued at an issue price of nil as they were issued in satisfaction of the acquisition of an 85% interest in the Derosa Project;

(c) the 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;

(d) the Shares were issued to Canyon Resources Ltd, who is not a related party of the Company; and

(e) no funds were raised from the issue as the Shares were issued for the acquisition of an 85% interest in the Derosa Project.

10. Resolution 7 – Issue of Shares to Mr Matthew Banks

10.1 Background

The Company proposes to issue Shares to Mr Banks, a director of the Company, in lieu of directors fees owing to him up, to the value of $30,000 (**Related Party Shares**). It is proposed that Mr Banks participate in Employee Share Plan in respect of director fees which the Company has agreed to pay to Mr Banks for the financial year commencing on 1 July 2014 and ending on 30 June 2015. Mr Banks is a related party of the Company by virtue of being a Director.

Under the Share Plan, the Company can make offers, subject to Shareholder approval, to participating directors to accept Shares in lieu of their director fees owing by the Company. The decision as to whether Shares or cash is offered to the participating directors is at the total discretion of the current Board.

Whilst the Board can make offers to issue Shares to participating directors; the issue of the Shares is not able to proceed until after Shareholder approval is obtained under ASX Listing Rule 10.14. ASX Listing Rule 10.14 provides that an entity must not permit a director of that entity to acquire securities under an employee incentive scheme without the approval of shareholders.

The value of the Shares issued to Mr Banks is likely to be less than $30,000 as the total value will be reduced by any applicable income tax that must be withheld by the Company.

Resolution 7 seeks Shareholder approval for the issue of the Related Party Shares to Mr Matthew Banks (or his nominee).

The Chair intends to exercise all available proxies in favour of Resolution 7.

10.2 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

(a) obtain Shareholder approval in the manner set out in section 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 Related Party Shares constitutes giving a financial benefit and Mr 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 the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Related Party Shares as the exception in section 211 of the Corporations Act applies. The Related Party Shares

are being issued in lieu of a portion of Directors' fees payable to Mr Banks and are considered reasonable remuneration in the circumstances.

As Shareholder approval is being sought under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

10.3 Specific information required by Listing Rule 10.15

Listing Rule 10.15 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 10.15:

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

(b) the maximum number of shares which may be issued is determined by the gross Directors fees of $30,000 (noting that this amount will likely be less as the amount will be reduced by any applicable income tax to be withheld) divided by the deemed issue price of the Shares calculated in accordance with paragragh (c) below. The number of Shares issued each quarter will be a function of the deemed issue price and the proportion of fees that the Company decides to satisfy through the issue of Shares;

(c) the maximum number of Shares that may be issued to Matthew Banks will be no more than 714,285 Shares (this figure is based on a deemed issue price of 4.2 cents per Share, being the closing Share price to 23 October 2014);

(d) the Shares will be issued for nil cash consideration as they will be issued in satisfaction of all or part of the Director's fees agreed to be paid by the Company to Mr Matthew Banks at quarterly intervals. The Shares will be deemed to have an issue price of the volume weighted average sale price of Shares for each quarter for the period 1 July 2014 to 30 June 2015;

(e) the Company has issued a total of 400,000 Shares pursuant to the Employee Share Plan, these Shares were issued on 19 September 2013 and were issued to an unrelated party of the Company;

(f) subject to the requirements of the Listing Rules and the determination of the Board, the Directors and their respective nominees and associates are entitled to participate in the Employee Share Scheme; and

(g) the Company will grant the Related Party Shares no later than 12 months after the date of the Meeting or such longer period of time as ASX may in its discretion allow.

10.4 Board recommendation

Matthew Banks has an interest in the Resolution 7 under which Related Party Shares will be granted and therefore believes it inappropriate to make a recommendation. The other Directors are unanimously in favour of the grant of the Related Party Shares in Resolution 7.

11. Resolution 8 – Approval of Employee Incentive Scheme

11.1 Background

The Company considers that it is desirable to maintain an Employee Incentive Scheme pursuant to which the Company can issue securities to eligible employees and consultants in order to provide them with an incentive to deliver growth and value to all Shareholders. Accordingly, the Company proposes to retain its Employee Incentive Scheme, comprising an Employee Share Plan and Incentive Option Scheme, the terms of which are set out in Schedule 2 and Schedule 3 (**Scheme**). A complete copy of the Scheme is available by contacting the Company Secretary who will provide a copy of the Scheme free of charge.

Resolution 8 seeks Shareholder approval in accordance with Exception 9(b) of Listing Rule 7.2 for the Company to issue securities under the Scheme without prior Shareholder approval and in reliance on the exception to Listing Rule 7.1.

11.2 Reasons for the Plan

The Company established the Scheme to give an additional incentive to Directors and employees of the Company to provide dedicated and ongoing commitment and effort to the Company, and for the Company to reward its Directors and employees for their efforts.

Under the Scheme, the Board may offer to eligible persons the opportunity to subscribe for such number of Shares or Options in the Company as the Board may decide and on the terms set out in the rules of the Scheme.

Listing Rule 7.1 places certain restrictions on the extent to which a listed company may issue certain securities, including options. The effect is that Shareholder approval is required before the Company may issue certain securities representing more than 15% of the capital of the Company within a 12 month period. However, certain issues are exempt from the restrictions of Listing Rule 7.1 and are effectively disregarded for the purposes of determining the number of securities which a company may issue within a 12 month period.

Exempt issues include an issue of securities to persons participating in an employee incentive scheme where shareholders have approved the issue of securities under the scheme as an exemption from Listing Rule 7.1. Under Exception 9 of Listing Rule 7.2, shareholder approval must be given in a general meeting held not more than 3 years before the date of issue when the notice of a meeting contains or is accompanied by certain prescribed information.

In order to take advantage of the exemption from Listing Rule 7.1 and allow the Company flexibility to issue securities, Shareholders are requested to approve the issue of securities under the Scheme as an exemption from Listing Rule 7.1. This approval will be effective for a period of 3 years from the date of the Meeting.

Prior Shareholder approval will be required before any Director or related party of the Company can participate in the Plan.

Since the Scheme was established and a summary of its terms were set out in the Company's 2011 annual general meeting on 29 November 2011, 400,000 Shares and 4,250,000 Options have been issued under the terms of the Scheme.

Pursuant to the Listing Rules, Shareholders must re-approve the Scheme every 3 years.

12. Resolution 9 – Adoption of new constitution

12.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 9 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**).

The Company's current Constitution was adopted on 14 January 2011. Since then, there have been a number of changes to the Corporations Act and the ASX Listing Rules. There have also been significant developments in corporate governance principles and general corporate and commercial practice for ASX listed entities. As a result the Board proposes that the Company adopt the Proposed Constitution which reflects these changes to the legislation and current market practice.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature including but not limited to:

(a) updating references to bodies or legislation which have been renamed (e.g. references to the Australian Settlement and Transfer Corporation Pty Ltd, ASTC Settlement Rules and ASTC Transfer); and

(b) expressly providing for statutory rights by mirroring these rights in provisions of the Proposed Constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Memorandum, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website (www.rumbleresources.com.au) or at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 8 6555 3980). Shareholders are invited to contact the Company if they have any queries or concerns.

A copy of the proposed Constitution is available for Shareholders to review and will be available at the Meeting. It will be marked by the Chair at the Meeting in order to identify it as the Constitution approved by Shareholders.

12.2 Summary of material proposed changes

(a) **Dividends (Article 10)**

The Proposed Constitution includes a number of changes to broaden the methods by which the Company may pay dividends to Shareholders. Most of these changes have been made to reflect recent amendments to the Corporations Act which mean companies are no longer restricted to paying dividends out of profits (the existing Constitution still contains this restriction).

Given that there may be future amendments to the Corporations Act regulating when a company may pay a dividend, the wording in the Proposed Constitution gives the Board the flexibility to determine that the Company pay a dividend provided that such determination complies with the Corporations Act.

The Proposed Constitution provides that Directors may declare or determine that a dividend is payable and fix the amount, time and method of payment. The existing Constitution only provides for a declaration of a dividend. This amendment reflects changes to the Corporations Act which now allows for dividends to be determined or declared.

The Proposed Constitution also expands the rule in the existing Constitution that the Directors have the ability to resolve that a dividend will be paid by the transfer of specific assets, including shares in another body corporate. Where the Company pays a dividend by a transfer of shares in another corporation, the Proposed Constitution says that Shareholders will be taken to have agreed to become members of that corporation.

(b) **Minimum Shareholding (Article 2.6 and schedule 4)**

Clause 6.7 of the Constitution outlines how the Company can manage shareholdings which represent an "unmarketable parcel" of shares, being a shareholding that is less than $500 based on the closing price of the Company's Shares on ASX as at the relevant time.

The Proposed Constitution is in line with the requirements for dealing with "unmarketable parcels" outlined in the Corporations Act such that where the Company elects to undertake a sale of unmarketable parcels, the Company is required to give notice to holders of an unmarketable parcel to elect to retain their shareholding before the unmarketable parcel can be dealt with by the Company.

Schedule 4 of the Proposed Constitution continues to outline in detail the process that the Company must follow for dealing with unmarketable parcels.

(c) **Fee for registration of off-market transfers (Article 4.6)**

The existing Constitution provides that a document of transfer of shares must be accompanied by evidence that any fee payable on registration of the transfer has been paid.

On 24 January 2011, ASX amended Listing Rule 8.14 with the effect that the Company may now charge a "reasonable fee" for registering paper-based transfers, sometimes referred to as "off-market transfers".

The Proposed Constitution expressly enables the Company to charge a reasonable fee when it is required to register off-market transfers from Shareholders. The fee is intended to represent the cost incurred by the Company in upgrading its fraud detection practices specific to off-market transfers.

(d) **General meetings**

(i) Use of Technology (Article 5.5)

The Proposed Constitution codifies the Corporations Act requirements by providing that a general meeting may be held at two or more venues simultaneously using any technology that gives the members as a whole a reasonable opportunity to participate. The existing Constitution is silent on the use of technology for these purposes.

(i) Class rights (Articles 2.3 and 5.6)

The existing Constitution changes the quorum and poll requirements for separate class meetings from those applicable to general meetings, by making the quorum for a meeting of a class of Shareholders two members holding or representing at least one-third of the shares in the class.

These requirements have not been retained in the Proposed Constitution. This means that the quorum requirements applying to a class meeting will be the same as a general meeting (being 2 or more members present and entitled to vote).

(ii) Polls (Article 5.10)

The Proposed Constitution clarifies who may demand a poll at a general meeting of the Company, namely, at least 5 members entitled to vote on the resolution, members with at least 5% of the votes that may be cast on the resolution, or the Chair. The existing Constitution requires only that the poll be "properly demanded".

(e) **Appointment of proxies (Articles 5.14(e)-(f))**

The Proposed Constitution provides for the chairperson to determine the validity of an instrument appointing a proxy, attorney or representative, and that an instrument appointing a proxy may be valid even if it only contains some of the information required.

(f) **Proportional takeover provisions (Article 4.5(e) and schedule 5)**

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.

The information required by section 648G of the Corporations Act is set out below.

(i) Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is

prohibited unless and until a resolution to approve the proportional off-market bid is passed.

(ii) Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

(iii) Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

(iv) Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

(A) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;

(B) assisting in preventing Shareholders from being locked in as a minority;

(C) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and

(D) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

(A) proportional takeover bids may be discouraged;

(B) lost opportunity to sell a portion of their Shares at a premium; and

(C) the likelihood of a proportional takeover bid succeeding may be reduced.

(v) Recommendation of the Board

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 9.

Schedule 1 - Definitions

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

$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 6.1.

10% Placement Period has the meaning given in Section 6.2(f).

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2014.

Article means an article of the Proposed Constitution.

ASX means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors of the Company.

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Clause means a clause of the Constitution.

Closely Related Party means:

(a) a spouse or child of the member; or

(b) has the meaning given in section 9 of the Corporations Act.

Company means Rumble Resources Limited ACN 148 214 260.

Constitution means the constitution of the Company as at the date of the Meeting.

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

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Employee Incentive Scheme or **Scheme** means the Employee Share Plan and the Incentive Option Scheme.

Employee Share Plan means the Employee Share Plan the subject of Resolution 8 and as summarised in Schedule 2.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Incentive Option Scheme means the Incentive Option Scheme the subject of Resolution 8 and as summarised in Schedule 3.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

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

Notice means this notice of annual general meeting.

Option means an option which entitles the holder to subscribe for one Share.

Proposed Constitution has the meaning given in 12.1.

Proxy Form means the proxy form attached to the Notice.

Related Party Shares has the meaning given in Section 10.1.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Strike means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

Spill Meeting has the meaning given in Section 4.2.

Spill Resolution has the meaning given in Section 4.2.

Trading Day has the same meaning as in the Listing Rules.

VWAP means volume weighted average price.

WST means Western Standard Time, being the time in Perth, Western Australia.

Schedule 2 – Terms and conditions of the Employee Share Plan

Set out below is a summary of the terms and conditions of the Employee Share Plan (**Plan**):

2. Eligibility

Participants in the Plan may be may be Directors, full-time and part-time employees of the Company or any of its subsidiaries. Participants may also include:

(a) casual employees, where:

(i) the casual employee has worked for the Company for more than one year; and

(ii) the employer regards the employee as equivalent to either full-time or part-time employees; and

(b) contractors, where the contractor has:

(i) worked for the Company for more than one year; and

(ii) received 80% or more of their income in the preceding year from the Company,

(together, the **Participants**).

3. Administration of Plan

The Board, or a duly appointed committee of the Board, is responsible for the operation of the Plan.

4. Participation

The Board determines the entitlement of Participants in the Plan, having regard to:

(a) the seniority of the Participant and the position the Participant occupies with Company or any subsidiary;

(b) the length of service of the Participant with the Company and its subsidiaries;

(c) the record of employment of the Participant with the Company and its subsidiaries;

(d) the potential contribution of the Participant to the growth and profitability of the Company and its subsidiaries; and

(e) any other matters which the Board considers relevant.

5. Invitations

The Board may issue an invitation to the Participant to participate in the Plan. The invitation will:

(a) invite applications for the number of Plan Shares specified in the invitation;

(b) specify the issue price for the Plan Shares;

(c) invite applications for a loan up to the amount payable in respect of the Plan Shares accepted by the Participant in accordance with the invitation;

(d) specify an acceptance period; and

(e) specify any other terms and conditions attaching to the Plan Shares.

The number of Plan Shares will be determined at the absolute discretion of the Board.

6. Issue price

The issue price of each Plan Share will be determined by the Board, which may be a nominal or nil issue price if so determined by the Board.

7. Plan limit

The Company must ensure that the number of Plan Shares offered by the Company under this Plan when aggregated with:

(a) the number of Plan Shares issued during the previous 5 years under the Plan (or any other employee share plan extended only to Participants); and

(b) the number of Shares that would be issued if each outstanding offer for Shares (including options to acquire unissued Shares) under any employee incentive scheme of the Company were to be exercised or accepted,

does not exceed 5% of the total number of issued Shares at the time of an offer (but disregarding any offer of Shares or option to acquire Shares that can be disregarded in accordance with Class Order 03/184).

8. Restriction on transfer

Participants may not sell or otherwise deal with a Plan Share until the expiry of the qualifying period in respect of the Plan Shares, if any, that may be imposed by the Board and set out in the invitation.

9. Quotation on ASX

The Company will apply for each Plan Share to be admitted to trading on ASX upon issue of the Plan Share.

10. Rights attaching to Plan Shares

Plan Shares will rank equally in all respects (other than with respect to any restrictions on transfer specified above or otherwise imposed by the Board) with other Shares on issue.

Schedule 3 - Terms and conditions of the Incentive Option Scheme

Set out below is a summary of the terms and conditions of the Incentive Option Scheme (**Scheme**):

1. **Eligibility**

The Board may invite full or part time employees and directors of the Company or an Associated Body Corporate of the Company to participate in the Scheme (**Eligible Employee**).

Eligible Employees do not possess any right to participate in the Scheme, as participation is solely determined by the Board.

2. Offer of Scheme Options

The Scheme will be administered by the Board which may, in its absolute discretion, offer Scheme Options to any Eligible Employee from time to time as determined by the Board and, in exercising that discretion, may have regard to some or all of the following considerations:

(a) the Eligible Employee's length of service with the Company;

(b) the contribution made by the Eligible Employee to the Company;

(c) the potential contribution of the Eligible Employee to the Company; or

(d) any other matter the Board considers relevant.

3. Number of Scheme Options

The number of Scheme Options to be offered to an Eligible Employee will be determined by the Board in its discretion and in accordance with the rules of the Scheme and applicable law.

4. Conversion

Each Scheme Option is exercisable into one Share in the Company ranking equally in all respect with the existing issued Shares in the Company.

5. Consideration

Scheme Options issued under the Scheme will be issued for no consideration.

6. Exercise price

The exercise price for Scheme Options offered under the Scheme will be determined by the Board.

7. Exercise conditions

The Board may impose conditions, including performance-related conditions, on the right of a participant to exercise Scheme Option granted under the Scheme.

8. Exercise of Scheme Options

A participant in the Scheme will be entitled to exercise their Scheme Options in respect of which the exercise conditions have been met provided the Scheme Options

have not lapsed and the exercise of the Scheme Options will not result in the Company contravening ASIC Class Order 03/184. A holder may exercise Scheme Options by delivering an exercise notice to the Company secretary along with the Scheme Options certificate, and paying the applicable exercise price of the Scheme Options multiplied by the number of Scheme Options proposed to be exercised.

Within ten Business Days of receipt of the required items, the Company will, subject to the ASX Listing Rules, issue to the participant the relevant number of Shares.

9. Cessation of employment

If the participant in the Scheme ceases to be an employee or director of, or render services to, the Company or an Associated Body Corporate for any reason (other than by death, permanent disability or permanent retirement from the workforce) prior to the lapse of the Scheme Options, and the exercise conditions attaching to the Scheme Options have been met, the participant will be entitled to exercise their Scheme Options in accordance with the Scheme for a period of up to 28 days after the date of the cessation event.

10. Death, permanent disability or retirement

If the participant in the Scheme dies, becomes permanently disabled or permanently retires from the workforce as an employee or director of the Company prior to the lapse of the Scheme Options, the participant, or the participant's legal personal representative, will be entitled to exercise their Scheme Options in accordance with the Scheme rules for the period commencing on the date of the cessation event and ending on the first to occur of the date of lapsing of the Scheme Options and the date which is six months after the date of the cessation event.

11. Lapse of Scheme Options

Scheme Options held by a participant in the Scheme will lapse immediately if:

(a) the Scheme Options have not been exercised by the date which is two years after the date of issue, or such other date as the Board determines in its discretion at the time of issue of the Scheme Options;

(b) the exercise conditions attaching to the Scheme Conditions are unable to be met; or

(c) the holder ceases to be an employee or director of the Company or an Associated Body Corporate and the deadline set out in paragraph 9 has passed.

12. Participation in Rights Issues and Bonus Issues

The Scheme Options granted under the Scheme do not give the holder any right to participate in rights issues or bonus issues unless Shares are allotted pursuant to the exercise of the relevant Scheme Options prior to the record date for determining entitlements to such issue. The number of Shares issued on the exercise of Scheme Options will be adjusted for bonus issues made prior to the exercise of the Scheme Options.

13. Reorganisation

The terms upon which the Scheme Options will be granted will not prevent the Scheme Options being reorganised as required by the ASX Listing Rules on the reorganisation of the capital of the Company.

14. Limitation on offers

If the Company makes an offer under the Scheme where:

(a) the total number of Shares to be received on exercise of Scheme Options the subject of that offer exceeds the limit set out in ASIC Class Order 03/184; or

(b) the Offer does not otherwise comply with the terms and conditions set out in ASIC Class Order 03/184,

the Company must comply with Chapter 6D of the Corporations Act at the time of that offer.

15. Trigger event

If any of the following events occur:

(a) the Company is subject to a takeover bid;

(b) the Company proposes a scheme of arrangement with its members under Part 5.1 of the Corporations Act; or

(c) a person, or group of associated persons, becomes entitled to sufficient Shares to give him or them the ability, in general meeting, to replace all or a majority of the Board, where such ability was not already held by a person associated with such a person or group of persons,

then the Board may:

(d) determine that Scheme Options may be exercised at any time from the date of such event so as to permit the holder to participate in the change of control arising from the event; or

(e) use its reasonable endeavours to procure that an offer is made to holder of Scheme Options on like terms to the terms proposed in such event.

RUMBLE RESOURCES LIMITED

ACN 148 214 260

P R O X Y F O R M

The Company Secretary
Rumble Resources Limited

By delivery:	***By post:***	***By facsimile:***
Level 1, 33 Richardson Street West Perth WA 6005	PO Box 1368 West Perth WA 6872	(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 Chair of the Meeting (mark box) ☐ **OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chair 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 1:30pm (Perth time) on Friday, 28 November 2014, at "Bentleys Boardroom", Level 1, 12 Kings Park Road, Western Australia and at any adjournment or postponement of that Meeting.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

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

CHAIR'S VOTING INTENTIONS IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair 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	Approval of 10% Placement Facility			
Resolution 4	Ratification of prior issue of Shares			
Resolution 5	Ratification of prior issue of Shares			
Resolution 6	Ratification of prior issue of Shares			

		For	Against	Abstain*
Resolution 7	Issue of Shares to Mr Matthew Banks			
Resolution 8	Approval of Employee Incentive Scheme			
Resolution 9	Adoption of new constitution			

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 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 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 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 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 (Level 1, 33 Richardson Street, West Perth, WA or Facsimile (08) 6555 3981 if faxed from within Australia (or +618 6555 3980 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the General Meeting (WST).