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**CELSIUS RESOURCES LIMITED****ACN 009 162 949****NOTICE OF GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 11.30am WST

**DATE:** Tuesday, 20<sup>th</sup> March 2018

**PLACE:** London House, Ground Floor, 216 St Georges Terrace, Perth

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

***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.***

***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 11.30am WST on 18 March 2018.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF 25,706,982 PLACEMENT SHARES

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 7.4 and for all other purposes, Shareholders ratify the issue of 25,706,982 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. 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.

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#### 2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF 45,929,734 PLACEMENT SHARES

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 7.4 and for all other purposes, Shareholders ratify the issue of 45,929,734 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. 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.

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#### 3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO HARTLEYS 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 7.4 and for all other purposes, Shareholders ratify the issue of 8,000,000 Options to Hartleys Limited (or their nominee) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of Hartleys Limited or any of their 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.

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#### 4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO AESIR CAPITAL 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 7.4 and for all other purposes, Shareholders ratify the issue of 8,000,000 Options to Aesir Capital Pty Ltd (or their nominee) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of Aesir Capital Pty Ltd or any of their 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.

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**5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO UNION SQUARE CAPITAL ADVISORS LLC AND CORE CONSULTANTS**

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 7.4 and for all other purposes, Shareholders ratify the issue of 6,000,000 Options to Union Square Capital Advisors LLC and Core Consultants (or their nominees) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of Union Square Capital Advisors LLC, Core Consultants, and any of their 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.

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**6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO EVAN MCGREGOR**

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 7.4 and for all other purposes, Shareholders ratify the issue of 2,500,000 Options to Evan McGregor (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of Evan McGregor or 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.

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**7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO EDWARD LEGG**

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 7.4 and for all other purposes, Shareholders ratify the issue of 2,000,000 Options to Edward Legg (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of Edward Legg or 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.

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**8. RESOLUTION 8 – APPROVAL TO ISSUE OPTIONS TO COMPANY SECRETARY – MELANIE ROSS**

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 2,000,000 Options to Melanie Ross (or her nominee) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of Melanie Ross (or her nominee) or any of their 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.

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**9. RESOLUTION 9 – APPROVAL TO ISSUE OPTIONS TO RELATED PARTY – PINE VAN WYK**

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 10.11 and for all other purposes, approval is given for the Company to issue 4,000,000 Options to Pine Van Wyk (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Van Wyk (or his nominee) or any of their 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.

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**Dated: 14 February 2018**

**By order of the Board**

**Melanie Ross**  
**Company Secretary**

### **Voting in person**

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

### **Voting by proxy**

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder 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 that 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.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6188 8181.***

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## EXPLANATORY STATEMENT

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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.

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### 1. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

#### 1.1 General

On 2 November 2017, the Company issued 71,636,636 Shares at an issue price of \$0.055 per Share to raise \$3,940,015 (**Placement**).

25,706,982 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1, and 45,929,654 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1A which was approved by Shareholders at the annual general meeting held on 30 November 2016.

Resolutions 1 and 2 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares under the Placement (**Ratification**).

#### 1.2 Resolution 1 – ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity 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.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (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 purpose of ASX Listing Rule 7.1.

By ratifying the issue the subject of Resolution 1, the Company will retain the flexibility to issue equity securities in the future 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 Resolution 2 – ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issue the subject of Resolution 2, the base figure (ie variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

#### 1.4 Technical information required by ASX Listing Rule 7.4

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

- (a) 71,636,636 Shares were issued as follows:

- (i) 25,706,982 Shares issued pursuant to ASX Listing Rule 7.1; and
- (ii) 45,929,654 Shares issued pursuant to ASX Listing Rule 7.1A;
- (b) the issue price was \$0.055 per Share under both the issue of Shares pursuant to ASX Listing Rule 7.1 and ASX Listing Rule 7.1A;
- (c) 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;
- (d) the Shares were issued to institutional and professional investors. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue are being used to fund the progression of the Opuwo Cobalt Project, including completion of resource drilling and metallurgical testwork programs, completion of a Scoping Study, exploration on newly acquired licences, and commencement of a Pre-Feasibility Study (assuming a positive Scoping Study outcome).

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## 2. RESOLUTIONS 3 TO 7 - RATIFICATION OF ISSUE OF OPTIONS TO BROKERS AND CONSULTANTS

### 2.1 General

On 12 January 2018, the Company issued to Hartleys Limited 8,000,000 unlisted Options exercisable at \$0.075 each on or before 3 years from issue, in part consideration for broking services provided in connection with the Placement (**Hartleys Options**).

On 12 January 2018, the Company issued to Aesir Capital Pty Ltd 8,000,000 unlisted Options exercisable at \$0.075 each on or before 3 years from issue, in part consideration for broking services provided in connection with the Placement (**Aesir Options**).

On 29 January 2018, the Company issued to Core Consultants 1,200,000 unlisted Options as follows:

- (a) 400,000 exercisable at \$0.175 on or before 8 December 2020;
- (b) 400,000 exercisable at \$0.205 on or before 8 December 2020;
- (c) 400,000 exercisable at \$0.225 on or before 8 December 2020,

(together, the **Unconditional Options**) for broking services provided in connection with the Placement.

On 29 January 2018 the Company issued to each of Core Consultants and Union Square Capital Advisors LLC (**USQ**), 2,400,000 unlisted Options (a total of 4,800,000 Options) (**Conditional Options**) in consideration for broking services provided in connection with the Placement. The Conditional Options vest upon the Company completing at least one binding transaction with any parties who USQ or Core Consultants introduces to the Company for the purposes of products sales to customers and/or supply chain partners, merger, JV or partnership, take-over of the Company or acquisition by the Company. The Conditional Options are exercisable on or before 8 December 2020 with the following exercise prices:

- (a) 1,600,000 Options exercisable at \$0.175;
- (b) 1,600,000 Options exercisable at \$0.205; and
- (c) 1,600,000 Options exercisable at \$0.225.

On 5 January 2018 the Company issued 2,500,000 unlisted Options to Mr Evan McGregor in consideration for investor promotion services as follows:

- (a) 1,000,000 Options exercisable at \$0.175 on or before 5 January 2021; and
- (b) 1,500,000 Options exercisable at \$0.225 on or before 5 January 2021,

(**McGregor Options**).

On 6 February 2018 the Company issued 2,000,000 unlisted Options exercisable at \$0.175 each, on or before 2 years from the date of issue to Mr Edward Legg, the Company's Project Development Manager, as part of Mr Legg's remuneration package, vesting as follows:

- (c) 1,000,000 Options vesting upon delivery of the Scoping Study for the Opuwo Cobalt Project; and
- (d) 1,000,000 Options vesting upon delivery of a Pre-Feasibility Study for the Opuwo Cobalt Project,

**(Legg Options).**

Shareholder ratification pursuant to ASX Listing Rule 7.4 is sought for the issue of:

- (a) the Hartleys Options (Resolution 3);
- (b) the Aesir Options (Resolution 4);
- (c) the Unconditional Options and the Conditional Options (Resolution 5);
- (d) the McGregor Options (Resolution 6); and
- (e) the Legg Options (Resolution 7).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in section 1.2 above.

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

## **2.2 Technical information required by ASX Listing Rule 7.4**

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

- (a) the following Options were issued:
  - (i) 8,000,000 Options were issued to Hartleys;
  - (ii) 8,000,000 Options were issued to Aesir;
  - (iii) 1,200,000 Unconditional Options and 2,400,000 Conditional Options were issued to Core Consultants;
  - (iv) 2,400,000 Conditional Options were issued to USQ;
  - (v) 2,500,000 Options were issued to Evan McGregor; and
  - (vi) 2,000,000 Options were issued to Edward Legg;
- (b) the Options were issued for nil cash consideration, for broking services provided by Hartleys, Aesir, Core Consultants and USQ, investor relation services provided by Evan McGregor, and as part of Edward Legg's remuneration package;
- (c) the Options will be issued on the terms and conditions set out in Section 2.1 above, and:
  - (i) Schedule 1 for the Hartleys Options, Aesir Options, Unconditional Options and McGregor Options;
  - (ii) Schedule 2 for the Conditional Options; and
  - (iii) Schedule 3 for the Legg Options;
- (d) the Options were issued to Hartleys, Aesir, Core Consultants, USQ, Evan McGregor, and Edward Legg, none of whom are a related party of the Company; and



- (e) no funds were raised from this issue as the Options were issued in consideration for broking, investor relation services and part of a remuneration package.

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### **3. RESOLUTION 8 – APPROVAL TO ISSUE OPTIONS TO COMPANY SECRETARY – MELANIE ROSS**

#### **3.1 General**

Resolution 8 seeks Shareholder approval for the issue of 2,000,000 Options to the Company Secretary, Ms Melanie Ross (**Ross Options**) as follows:

- (a) 1,000,000 Milestone 1 Options exercisable at \$0.175 on or before 3 years from the date of issue, vesting upon the decision to proceed to a pre-feasibility study upon completion of a scoping study; and
- (b) 1,000,000 Milestone 2 Options exercisable at \$0.175 on or before 3 years from the date of issue, vesting upon the decision to proceed to a definitive feasibility study upon completion of a pre-feasibility study.

A summary of ASX Listing Rule 7.1 is set out in section 1.2 above.

The effect of Resolution 8 will be to allow the Company to issue the Ross Options to Ms Ross 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.

#### **3.2 Technical information required by ASX Listing Rule 7.1**

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

- (a) the maximum number of Options to be issued is 2,000,000;
- (b) the Ross Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (c) the Ross Options will be issued for nil cash consideration, as part of Ms Ross' remuneration package;
- (d) the Ross Options will be issued to Melanie Ross, who is not a related party of the Company;
- (e) the Ross Options will be issued on the terms and conditions set out in section 3.1 above, and Schedule 4; and
- (f) no funds will be raised from the issue of the Ross Options as they are being issued as part of Ms Ross' remuneration package.

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### **4. RESOLUTION 9 – ISSUE OF OPTIONS TO RELATED PARTY – PINE VAN WYK**

#### **4.1 General**

The Company has agreed, subject to obtaining Shareholder approval, to issue 4,000,000 Options (**Related Party Options**) to the Company's non-executive director, Mr Pine Van Wyk (or his nominee) as follows:

- (a) 2,000,000 Milestone 1 Options exercisable at \$0.175 on or before 3 years from the date of issue, vesting upon the decision to proceed to a pre-feasibility study upon completion of a scoping study; and
- (b) 2,000,000 Milestone 2 Options exercisable at \$0.175 on or before 3 years from the date of issue, vesting upon the decision to proceed to a definitive feasibility study upon completion of a pre-feasibility study,

and otherwise on the terms and conditions set out below.

Resolution 9 seeks Shareholder approval for the grant of the Related Party Options to Mr Pine Van Wyk (or his nominee).

## **4.2 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 grant of Related Party Options constitutes giving a financial benefit and Mr Van Wyk is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Van Wyk, 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 grant of Related Party Options because the agreement to grant the Related Party Options, reached as part of the remuneration package for Mr Van Wyk, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

## **4.3 ASX 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 Related Party 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.

## **4.4 Technical Information required by ASX Listing Rule 10.13**

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 9:

- (a) the Related Party Options will be granted to Mr Pine Van Wyk (or his nominee);
- (b) the number of Related Party Options to be issued is 4,000,000;
- (c) the Related Party Options will be granted no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (d) the Related Party Options will be issued for nil cash consideration, accordingly no funds will be raised; and
- (e) the terms and conditions of the Related Party Options are set out in section 4.1 above, and Schedule 4.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Related Party Options as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Related Party Options to Mr Van Wyk (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.

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## GLOSSARY

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**\$** means Australian dollars.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

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

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**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 Celsius Resources Limited (ACN 009 162 949).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**General Meeting** or **Meeting** means the meeting convened by the 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.

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

**Option** means an option to acquire a Share.

**Optionholder** means a holder of an Option.

**Placement** means the placement undertaken by the Company on 2 November 2017, pursuant to which the Company issued 71,636,636 Shares at an issue price of \$0.055 per Share to raise \$3,940,015.

**Proxy Form** means the proxy form accompanying the Notice.

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

**Section** means a section of the Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

**WST** means Western Standard Time as observed in Perth, Western Australia.

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**SCHEDULE 1 – TERMS AND CONDITIONS OF HARTLEYS OPTIONS, AESIER OPTIONS, UNCONDITIONAL OPTIONS AND MCGREGOR OPTIONS**

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

1. No monies will be payable for the issue of the Options.
2. The exercise price of each Option will be as set out in Section 2.1 of the Explanatory Statement in this Notice.
3. Each Option will expire at 5:00 pm (WST) on the expiry date specified in Section 2.1 of the Explanatory Statement in this Notice (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4. When exercised, an Option entitles the holder to be issued one (1) Share.
5. Subject to these terms:
  - (a) Options shall be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the Option holder to exercise all or a specified number of Options held by him (**Notice of Exercise**) accompanied by an Option certificate and a cheque made payable to the Company or an electronic funds transfer for the subscription monies for the Shares; and
  - (b) an exercise of only some Options shall not affect the rights of the Option holder to the balance of the Options held by the holder.
6. The Options may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
7. The Company shall allot the resultant Shares within ten (10) Business Days of the exercise of the Option subject to receipt of cleared subscription monies.
8. A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the exercise price for each Option being exercised in cleared funds (**Exercise Date**).
9. Within ten (10) Business Days of the Exercise Date, the Company will:
  - (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
  - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
  - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under 9(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
10. Shares allotted pursuant to an exercise of Options shall rank, from the date of allotment, equally with existing fully paid ordinary shares of the Company in all respects.
11. The Options are not transferable, without the prior approval of the Company.
12. The Company will not apply for quotation of the Options on ASX.

13. In the event of any reorganisation of capital of the Company, all rights of the Option holder will be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
14. There are no participating rights or entitlements inherent in the Options and the Optionholder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
15. An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.
16. The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.

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## SCHEDULE 2 – TERMS AND CONDITIONS OF CONDITIONAL OPTIONS

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

1. The Options shall vest and are exercisable at any time on and from the Company completing at least one binding transaction with any parties who USQ or Core Consultants introduces to the Company for the purposes of products sales to customers and/or supply chain partners, merger, JV or partnership, take-over of the Company or acquisition by the Company.
2. No monies will be payable for the issue of the Options.
3. The exercise price of each Option will be:
  - (a) 1,600,000 (800,000 for USQA; 800,000 for Core Consultants) Options with an exercise price of AUD\$0.175;
  - (b) 1,600,000 (800,000 for USQA; 800,000 for Core Consultants) Options with an exercise price of AUD\$0.205;
  - (c) 1,600,000 (800,000 for USQA; 800,000 for Core Consultants) Options with an exercise price of AUD\$0.225.
4. Each Option will expire at 5:00 pm (WST) on 8 December 2020. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
5. When exercised, an Option entitles the holder to be issued one (1) Share.
6. Subject to these terms:
  - (a) Options shall be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the Option holder to exercise all or a specified number of Options held by him (**Notice of Exercise**) accompanied by an Option certificate and a cheque made payable to the Company or an electronic funds transfer for the subscription monies for the Shares; and
  - (b) an exercise of only some Options shall not affect the rights of the Option holder to the balance of the Options held by the holder.
7. The Options may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
8. A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the exercise price for each Option being exercised in cleared funds (**Exercise Date**).
9. Within ten (10) Business Days of the Exercise Date, the Company will:
  - (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
  - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
  - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under 9(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

10. Shares allotted pursuant to an exercise of Options shall rank, from the date of allotment, equally with existing fully paid ordinary shares of the Company in all respects.
11. The Options are not transferable, without the prior approval of the Company.
12. The Company will not apply for quotation of the Options on ASX.
13. In the event of any reorganisation of capital of the Company, all rights of the Option holder will be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
14. There are no participating rights or entitlements inherent in the Options and the Optionholder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
15. An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.
16. The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.



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**SCHEDULE 3 – TERMS AND CONDITIONS OF LEGG OPTIONS**

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(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (u), the amount payable upon exercise of each Option will be \$0.175 (**Exercise Price**)

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is two (2) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options shall vest and are exercisable at any time on and from:

- (i) 50% upon the delivery of the scoping study for the Opuwo Cobalt Project (**Milestone 1**); and
- (ii) 50% upon the delivery of a pre-feasibility study for the Opuwo Cobalt Project (**Milestone 2**),

until the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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

Within 15 Business Days after the later of the following:

- (i) the Exercise Date; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 20 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under 9(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

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

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**SCHEDULE 4 – TERMS AND CONDITIONS OF ROSS OPTIONS AND RELATED PARTY OPTIONS**

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(m) **Entitlement**

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

(n) **Exercise Price**

Subject to paragraph (u), the amount payable upon exercise of each Option will be \$0.175 (**Exercise Price**)

(o) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is three (3) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(p) **Exercise Period**

The Options shall vest and are exercisable at any time on and from:

(iii) 50% upon the decision to proceed to a pre-feasibility study upon completion of a scoping study (**Milestone 1**); and

(iv) 50% upon the decision to proceed to a definitive feasibility study upon completion of a pre-feasibility study (**Milestone 2**),

until the Expiry Date (**Exercise Period**).

(q) **Notice of Exercise**

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

(r) **Exercise Date**

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

(s) **Timing of issue of Shares on exercise**

Within 15 Business Days after the later of the following:

(iii) the Exercise Date; and

(iv) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 20 Business Days after the Exercise Date, the Company will:

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

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

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under 9(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(t) **Shares issued on exercise**

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

(u) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(v) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(w) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(x) **Transferability**

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

**Holder Number:**

## Vote by Proxy: CLA

Your proxy voting instruction must be received by **11.30am (WST) on 18 March 2018**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY VOTE ONLINE

## Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



### SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal:

<https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes

#### VOTING UNDER STEP 1 - APPOINTING A PROXY

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

#### DEFAULT TO THE CHAIRMAN OF THE MEETING

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

#### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

#### APPOINTMENT OF SECOND PROXY

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

#### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all of the Shareholders should sign.

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

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

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

#### CORPORATE REPRESENTATIVES

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

#### ATTENDING THE MEETING

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

#### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

CONTACT	<b>Return your completed form:</b>  <div style="display: flex; align-items: center;"> <div> <b>BY MAIL</b>            Automic Registry Services            PO Box 2226            Strawberry Hills NSW 2012         </div> </div> <div style="display: flex; align-items: center; margin-top: 20px;"> <div> <b>IN PERSON</b>            Automic Registry Services            Level 3, 50 Holt Street,            Surry Hills NSW 2010         </div> </div>	<b>Contact us – All enquiries to Automic:</b>  <div style="display: flex; align-items: center;"> <div> <b>WEBCHAT</b>  <a href="https://automic.com.au/">https://automic.com.au/</a> </div> </div> <div style="display: flex; align-items: center; margin-top: 20px;"> <div> <b>EMAIL</b>  <a href="mailto:hello@automic.com.au">hello@automic.com.au</a> </div> </div> <div style="display: flex; align-items: center; margin-top: 20px;"> <div> <b>PHONE</b>            1300 288 664 (Within Australia)            +61 2 9698 5414 (Overseas)         </div> </div>
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STEP 1: Please appoint a Proxy	<b>Complete and return this form as instructed only if you do not vote online</b> I/We being a Shareholder entitled to attend and vote at the General Meeting of Celsius Resources Limited, to be held at <b>11.30am (WST) on Tuesday, 20 March 2018 at London House, Ground Floor, 216 St Georges Terrace, Perth</b> hereby:	
	<b>Appoint the Chairman of the Meeting (Chair)</b> OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
	<b>The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.</b> Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.	
	<b>AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS</b> 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 Resolution 9 (except where I/we have indicated a different voting intention below) even though Resolution 9 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.	

STEP 2: Your Voting Direction	<b>Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
	1 Ratification of Prior Issue of 25,706,982 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	2 Ratification of Prior Issue of 45,929,734 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	3 Ratification of Prior Issue of Options to Hartleys Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	4 Ratification of Prior Issue of Options to Aesir Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	5 Ratification of Prior Issue of Options to Union Square Capital Advisors LLC and Core Consultants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	6 Ratification of Prior Issue of Options to Evan McGregor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	7 Ratification of Prior Issue of Options to Edward Legg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	8 Approval to Issue Options to Company Secretary – Melanie Ross	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	9 Approval to Issue Options to Related Party – Pine Van Wyk	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i>				

STEP 3: Sign	<b>SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED</b>		
	Individual or Securityholder 1	Securityholder 2	Securityholder 3
	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
	Sole Director and Sole Company Secretary	Director	Director / Company Secretary
	Contact Name..... Contact Daytime Telephone..... Date ____ / ____ / ____  Email Address _____ <b>By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).</b>		