



**CASSINI**  
RESOURCES LIMITED

ASX Release (CZI)  
5 November 2015

## Addendum to Notice of Annual General Meeting

Cassini Resources Limited (ASX:CZI) ("Cassini" or the "Company") encloses an addendum ("Addendum") to the Notice of Annual General Meeting dated 23 October 2015 for the Company's Annual General Meeting which is to be held at 11.00 am WST on Thursday 26 November 2015 ("Notice of Meeting").

The Directors have determined to amend the terms and conditions of the Options to be issued pursuant to Resolutions 4 to 8 (inclusive), as set out in the enclosed Addendum and, accordingly, to amend the information contained in Schedule 1 of the Notice of Meeting previously provided to Shareholders.

Resolutions 4 to 8 (inclusive) in the Notice of Meeting seek Shareholder approval for the issue of 3,500,000 Related Party Options to Richard Bevan, 3,500,000 Related Party Options to Greg Miles, 2,000,000 Related Party Options to Michael Young, 1,000,000 Related Party Options to John Hronsky and 1,000,000 Related Party Options to Phil Warren as an incentive based remuneration package.

The amended full terms and conditions of the Related Party Options are set out in the Addendum which amend the exercise price from:

- "150% of the 10-day volume weighted average Share price on the closing date prior to the date of issue"; to
- "the higher of \$0.067 or 150% of the 10 day volume weighted average Share price on the closing date prior to the date of issue."

Cassini confirms that there have been no changes to the proxy form previously despatched to shareholders, and this proxy form is attached to the Addendum for shareholders reference. Existing shareholders that have already lodged their proxy forms in respect of the Notice of Meeting are advised that they will be contacted by the Company to check if they wish to amend their proxy form as a result of the Addendum, and will otherwise remain valid.

The enclosed Addendum has been despatched to all shareholders today.

Cassini confirms that the details of the Annual General Meeting are as follows:

TIME: 11.00 am (WST)  
DATE: Thursday 26 November 2015  
PLACE: AMEC, 6 Ord Street, West Perth WA 6005

For further information, please contact:

**Richard Bevan**  
Managing Director  
Cassini Resources Limited  
Telephone: +61 8 6164 8900  
E-mail: [admin@cassiniresources.com.au](mailto:admin@cassiniresources.com.au)

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# CASSINI RESOURCES LIMITED

ACN 149 789 337

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## ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

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Cassini Resources Limited (ACN 149 789 337) (**Company**), hereby gives notice to shareholders of the Company that, in relation to the Notice of Annual General Meeting dated 23 October 2015 (**Notice of Meeting**) in respect of a general meeting of members to be held at 11.00am (WST) on 26 November 2015 at 6 Ord Street, West Perth, Western Australia (**Meeting**), the Directors have determined to amend the terms and conditions of Options to be issued pursuant to Resolutions 4 to 8 (inclusive), as set out below and, accordingly, to amend the information contained in Schedule 1 of the Notice of Meeting provided to Shareholders as set out in this Addendum to the Notice of Meeting.

Definitions in the Notice of Meeting have the same meaning in this Addendum to the Notice of Meeting unless otherwise updated in this Addendum to the Notice of Meeting.

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### GENERAL

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Resolutions 4 to 8 (inclusive) seek Shareholder approval for the issue of 3,500,000 Related Party Options to Richard Bevan, 3,500,000 Related Party Options to Greg Miles, 2,000,000 Related Party Options to Michael Young, 1,000,000 Related Party Options to John Hronsky and 1,000,000 Related Party Options to Phil Warren as an incentive based remuneration package.

The amended full terms and conditions of the Related Party Options are set out below which amend the exercise price from "150% of the 10-day volume weighted average Share price on the closing date prior to the date of issue" to "*the higher of \$0.067 or 150% of the 10 day volume weighted average Share price on the closing date prior to the date of issue.*"

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### SCHEDULE 1 – TERMS AND CONDITIONS OF RELATED PARTY OPTIONS

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**Schedule 1 of the original Notice of Meeting is deleted and replaced with the following:**

The terms and conditions of the Related Party Options for which approval is sought under Resolutions 4 - 8 are as follows:

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be the higher of \$0.067 per Share and 150% of the 10-day volume weighted average Share price on the closing date prior to the date of issue (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is four (4) years after 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 are exercisable at any time on or prior to 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 Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (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 (g)(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) **Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) **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.

(k) **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.

(l) **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.

(m) **Unquoted**

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

(n) **Transferability**

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

**DATED 5 NOVEMBER 2015**

**BY ORDER OF THE BOARD**



**STEVEN WOOD  
COMPANY SECRETARY**

**Enquiries:** Shareholders should contact the Company Secretary on +61 8 9322 7600 if they have any queries in respect of the matters set out in this Addendum to Notice of Meeting.

## PROXY FORM

CASSINI RESOURCES LIMITED ACN 149 789 337

### Annual General Meeting

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR:  the Chair of the Meeting as my/our 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, at the Meeting to be held at 11.00 AM (WST), on Thursday 26 November 2015 at AMEC, 6 Ord Street, West Perth WA 6005, and at any adjournment thereof.

#### 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 4 to 9 (inclusive) (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 4 to 9 (inclusive) are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

#### CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

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

#### VOTING ON BUSINESS OF THE MEETING

	FOR	AGAINST	ABSTAIN
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director – Michael Young	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Director – Greg Miles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Issue of Options to Richard Bevan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Issue of Options to Greg Miles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Issue of Options to Michael Young	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Issue of Options to Jon Hronsky	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Issue of Options to Phil Warren	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Adoption of Incentive Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**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.

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

#### Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: \_\_\_\_\_

Contact name: \_\_\_\_\_

Contact phone (daytime): \_\_\_\_\_

E-mail address: \_\_\_\_\_

Consent for contact by e-mail in relation to this Proxy Form: YES  NO

## Instructions for Completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
  - **(Individual):** Where the holding is in one name, the Shareholder must sign.
  - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to Cassini Resources Limited, 945 Wellington Street, West Perth, WA 6005; or
  - (b) facsimile to the Company on facsimile number +61 8 9322 7602,

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

**Proxy Forms received later than this time will be invalid.**