



# **Notice of General Meeting and Explanatory Statement**

*A General Meeting of*

## ***CELAMIN HOLDINGS NL***

*ACN 139 255 771*

*Will be held at  
10.00am (AEDST) on Wednesday, 14 February 2018*

*At*

*Collins Square Business Centre  
Level 6, Tower 2, 727 Collins Street, Melbourne, Vic 3000*

This Notice of General Meeting and Explanatory Statement 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 advisor without delay

# CELAMIN HOLDINGS NL

ACN 139 255 771

Registered office: Level 4, 100 Albert Road, South Melbourne, Victoria 3205

## NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of shareholders of Celamin Holdings NL (the "Company") will be held at Collins Square Business Centre, Level 6, Tower 2, 727 Collins Street, Melbourne, Victoria, 3000 at 10.00am (AEDST) on Wednesday, 14 February 2018.

### AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

### RESOLUTIONS

#### Resolutions Interdependent:

Resolutions 1, 2, 3 and 4 are interdependent with the result that each of these Resolutions must be passed by the requisite majorities in order for the Placement and other matters contemplated by this Notice of Meeting to be completed.

#### Resolution 1: Approval of issue of 1,720,000,000 Shares to African Lion 3 Limited and its Associates

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

*"Subject to the passing of Resolutions 2, 3 and 4, that for the purposes of Listing Rule 10.11 and for all other purposes, shareholder approval is given to the issue of 1,720,000,000 Shares to African Lion 3 Limited and its Associates (AFL3), a substantial shareholder of the Company, on the terms and conditions set out in the Explanatory Statement."*

#### **Voting Exclusion – Resolution 1**

A vote in respect of Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) African Lion 3 Limited;
- (b) any person who may obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the Resolution is passed; or
- (c) any of their respective Associates.

However, a person described above may cast a vote on Resolution 1 as proxy if the vote is not cast on behalf of a person described in subparagraphs (a), (b) or (c) above and either:

- (d) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; or
- (e) the person if the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on Resolution 1.

The Chairman will vote undirected proxies in favour of Resolution 1.

## **Resolution 2: Approval of issue of 1,320,000,000 Shares to Polo Resources Limited**

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

*“Subject to the passing of Resolutions 1, 3 and 4, that for the purposes of Listing Rule 10.11 and for all other purposes, shareholder approval is given to the issue of 1,320,000,000 Shares to Polo Resources Limited (**Polo**), a substantial shareholder of the Company, on the terms and conditions set out in the Explanatory Statement.”*

### **Voting Exclusion – Resolution 2**

*A vote in respect of Resolution 2 must not be cast (in any capacity) by or on behalf of any of the following persons:*

- (a) Polo Resources Limited;*
- (b) any person who may obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the Resolution is passed; or*
- (c) any of their respective Associates.*

*However, a person described above may cast a vote on Resolution 2 as proxy if the vote is not cast on behalf of a person described in subparagraphs (a), (b) or (c) above and either:*

- (d) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 2; or*
- (e) the person if the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on Resolution 2.*

*The Chairman will vote undirected proxies in favour of Resolution 2.*

## **Resolution 3: Approval to issue Shares to Directors**

Resolutions 3(a), 3(b) and 3(c)

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

Resolution 3(a)

*Subject to the passing of Resolutions 1, 2 and 4, that for the purpose of Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue Mr Martin Broome (or his nominee), a Director of the Company, 300,000,000 fully paid ordinary shares on the terms and conditions set out in the accompanying Explanatory Statement.*

Resolution 3(b)

*Subject to the passing of Resolutions 1, 2 and 4, that for the purpose of Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue Mr Nicholas Clift (or his nominee), a Director of the Company, 40,000,000 fully paid ordinary shares on the terms and conditions set out in the accompanying Explanatory Statement.*

Resolution 3(c)

*Subject to the passing of Resolutions 1, 2 and 4, that for the purpose of Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue Ms Sue-Ann Higgins (or her nominee), a Director of the Company, 80,000,000 fully paid ordinary shares on the terms and conditions set out in the accompanying Explanatory Statement.*

### **Voting Exclusion – Resolutions 3(a), 3(b) and 3(c)**

*A vote in respect of Resolutions 3(a), 3(b) and 3(c) must not be cast (in any capacity) by or on behalf of any of the following persons:*

- (a) Mr Martin Broome, Mr Nicholas Clift, Mr Tim Markwell, and Ms Sue-Ann Higgins (or their nominees);*
- (b) a member of the Key Management Personnel; or*

(c) a Closely Related Party of such member.

However, a person described above may cast a vote as proxy if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (d) the person does so as a proxy appointed by writing that specifies how the proxy is to vote; or
- (e) the person is the Chairman and the appointment of the Chairman as proxy:
  - i. does not specify the way the proxy is to vote; and
  - ii. expressly authorises the Chairman to exercise the proxy even if a resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

The Chairman will vote undirected proxies in favour of Resolutions 3(a), 3(b) and 3(c).

#### **Resolution 4: Approval of Issue of 2,347,000,000 Shares to Sophisticated Investors**

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

*“Subject to the passing of Resolutions 1, 2 and 3, that for the purposes of ASX Listing Rule 7.1 and for all other purposes, the shareholders of the Company approve the proposed issue of 2,347,000,000 Shares to sophisticated and institutional investors on the basis as set out in the Explanatory Statement.”*

#### **Voting Exclusion – Resolution 4**

A vote in respect of Resolution 4 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) any person who may participate in the proposed issue;
- (b) any person who may obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the Resolution is passed; or
- (c) any of their respective Associates.

However, a person described above may cast a vote on Resolution 4 as proxy if the vote is not cast on behalf of a person described in subparagraphs (a), (b) or (c) above and either:

- (d) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 4; or
- (e) the person if the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on Resolution 4.

The Chairman will vote undirected proxies in favour of Resolution 4.

#### **Resolution 5: Ratification of prior issue of Shares - Placement**

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

*“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the allotment and prior issue of 400,000,000 Shares to sophisticated investors on or about 9 January 2018 as set out in the Explanatory Statement.”*

#### **Voting Exclusion – Resolution 5**

A vote in respect of Resolution 5 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) sophisticated or professional investors who participated in the proposed issue;
- (b) any person who may obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the Resolution is passed; or
- (c) any of their respective Associates.

However, a person described above may cast a vote on Resolution 5 as proxy if the vote is not cast on behalf of a person described in subparagraphs (a), (b) or (c) above and either:

- (d) *the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 5; or*
- (e) *the person if the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on Resolution 5.*

*The Chairman will vote undirected proxies in favour of Resolution 5.*

## **Resolution 6: Approval of Proposed Issue of Shares to Directors**

Resolutions 6(a), 6(b), 6(c) and 6(d)

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

Resolution 6(a)

*That for the purpose of Listing Rule 10.11 and for all other purposes, pursuant to an ASX waiver granted, shareholder approval is given for the Company to issue Mr Martin Broome (or his nominee), a Director of the Company, up to 120,000,000 fully paid ordinary shares in the event Mr Broome decides to take shares in lieu of a physical cash payment in relation to up to 100% of directors fees for the period 1 January 2018 to 30 June 2018, and on the basis as set out in the accompanying Explanatory Statement.*

Resolution 6(b)

*That for the purpose of Listing Rule 10.11 and for all other purposes, pursuant to an ASX waiver granted, shareholder approval is given for the Company to issue Mr Nicholas Clift (or his nominee), a Director of the Company, up to 47,631,360 fully paid ordinary shares in the event Mr Clift decides to take shares in lieu of a physical cash payment in relation to up to 100% of directors fees for the period 1 January 2018 to 30 June 2018, and on the basis as set out in the accompanying Explanatory Statement.*

Resolution 6(c)

*That for the purpose of Listing Rule 10.11 and for all other purposes, pursuant to an ASX waiver granted, shareholder approval is given for the Company to issue Mr Tim Markwell (or his nominee), a Director of the Company, up to 80,000,000 fully paid ordinary shares in the event Mr Markwell decides to take shares in lieu of a physical cash payment in relation to up to 100% of directors fees for the period 1 January 2018 to 30 June 2018, and on the basis as set out in the accompanying Explanatory Statement.*

Resolution 6(d)

*That for the purpose of Listing Rule 10.11 and for all other purposes, pursuant to an ASX waiver granted, shareholder approval is given for the Company to issue Ms Sue-Ann Higgins (or her nominee), a Director of the Company, up to 80,000,000 fully paid ordinary shares in the event Ms Higgins decides to take shares in lieu of a physical cash payment in relation to up to 100% of directors fees for the period 1 January 2018 to 30 June 2018, and on the basis as set out in the accompanying Explanatory Statement.*

### **Voting Exclusion – Resolutions 6(a), 6(b), 6(c) and 6(d)**

*A vote in respect of Resolution 6 must not be cast (in any capacity) by or on behalf of any of the following persons:*

- (a) *Mr Martin Broome, Mr Nicholas Clift, Mr Tim Markwell, and Ms Sue-Ann Higgins (or their nominees);*
- (b) *a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or*
- (c) *a Closely Related Party of such member.*

*However, a person described above may cast a vote as proxy if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:*

- (d) *the person does so as a proxy appointed by writing that specifies how the proxy is to vote; or*
- (e) *the person is the Chairman and the appointment of the Chairman as proxy;*
- (f) *does not specify the way the proxy is to vote; and*
- (g) *expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or*

*indirectly with the remuneration of the Key Management Personnel.*

*The Chairman will vote undirected proxies in favour of Resolutions 6(a), 6(b), 6(c) and 6(d).*

**Resolution 7: Approval to issue Shares and Options to Substantial Holder**

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

*“That for the purposes of Listing Rule 10.11, and for all other purposes, shareholder approval is given to the issue of 12,200,000 Shares and 6,100,000 0.2 cent Options to African Lion 3 Limited, a substantial shareholder of the Company, as nominee of Mike Brook, on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion – Resolution 7**

*A vote in respect of Resolution 7 must not be cast (in any capacity) by or on behalf of any of the following persons:*

- (a) African Lion 3 Limited;*
- (b) any person who may obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the Resolution is passed; or*
- (c) any of their respective Associates.*

*However, a person described above may cast a vote on Resolution 7 as proxy if the vote is not cast on behalf of a person described in subparagraphs (a), (b) or (c) above and either:*

- (d) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 7; or*
- (e) the person if the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on Resolution 7.*

*The Chairman will vote undirected proxies in favour of Resolution 7.*

**By order of the Board**



Melanie Leydin  
Company Secretary  
Melbourne  
10 January 2018

**CELAMIN HOLDINGS LIMITED**  
ABN 82 139 255 771

**EXPLANATORY STATEMENT**

This Explanatory Statement accompanies and forms part of the Notice of General Meeting dated 10 January 2018. The purpose of this Explanatory Statement is to provide Members with information that is reasonable and required by Members in order to decide how to vote on the resolutions set out in the Notice of Meeting. The Directors recommend that you read this Explanatory Statement, together with the Notice of Meeting, in its entirety, before making your decision on how to vote on the resolutions.

**PART A: BACKGROUND TO THE RESOLUTIONS**

Up until March 2015, the Company had been focused on the exploration and development of the Chaketma Phosphate Project in Tunisia. The Chaketma Phosphate Project in Tunisia, is operated by a joint venture company, Chaketma Phosphate SA (**CPSA**), in which the Company's wholly-owned subsidiary, Celamin Limited, held a 51% interest and its Tunisian partner, Tunisian Mining Services (**TMS**) held a 49% interest.

On 3 March 2015 the Company was advised that Celamin Limited's shares in CPSA had been transferred to TMS on 13 February 2015. Celamin requested a voluntary trading halt on its shares from trading on ASX on 4 March 2015. The shares have been suspended from trading on ASX since that time.

Celamin Limited remains in dispute with TMS regarding ownership and control of CPSA and is pursuing various legal processes to resolve this situation (**Dispute**), including international arbitration (**Arbitration**) by a sole arbitrator (**Arbitrator**) appointed by the International Court of Arbitration of the International Chamber of Commerce (**ICC**).

As announced to ASX on 1 December 2017, the Arbitrator has issued a final award in favour of Celamin Limited ordering TMS to return Celamin Limited's 51% shareholding in CPSA and to pay damages and costs in excess of US\$4 million.

To date, TMS has not complied with the Final Award and Celamin Limited will now seek enforcement of the Final Award in Tunisia by way of application to the Tunisian Court of Appeal and may institute other legal proceedings to protect its interests during the enforcement process.

Since the Dispute first surfaced the Company instituted a cash conservation program until its resolution, which includes deferral of all non-executive director fee payments, reduction in staffing, including the managing director, and minimisation of administration, office and other corporate expenditure payments.

As announced in its ASX Release dated 10 January 2018, the Company has received placement applications for the placement of 6,207,000,000 Shares at an issue price of 0.025 cents per Share raising AUD\$1,551,750 as follows (**Placement**):

<b>Applicant(s)</b>	<b>Shares</b>	<b>Amount Raised</b>
Sophisticated Investors	2,747,000,000	\$686,750
African Lion 3 Limited and its Associates	1,720,000,000	\$430,000
Polo Resources Limited	1,320,000,000	\$330,000
Directors and their Associates	420,000,000	\$105,000
<b>Total</b>	<b>6,207,000,000</b>	<b>\$1,551,750</b>

The Placement is to be undertaken in two tranches as follows:

- (a) the **First Tranche** being the issue of 400,000,000 Shares to sophisticated investors pursuant to the Company's 15% placement capacity under Listing Rule 7.1, to raise AUD\$100,000 which was completed on 9 January 2018; and
- (b) the **Second Tranche** being the issue of:
  - (i) 1,720,000,000 Shares to African Lion 3 Limited and its Associates for which Shareholder approval is being sought pursuant to Resolutions 1;

- (ii) 1,320,000,000 Shares to Polo Resources Limited for which Shareholder approval is being sought pursuant to Resolution 2;
- (iii) 420,000,000 to Directors and/or their Associates for which Shareholder approval is being sought pursuant to Resolution 3; and
- (iii) 2,347,000,000 Shares to sophisticated investors for which Shareholder approval is being sought pursuant to Resolution 4.

Resolutions 1, 2, 3 and 4 are interdependent, with the result that each of these Resolutions must be passed by the requisite majorities in order for the Placement to be completed.

Further:

- Resolution 5 seeks ratification of the prior issue of the First Tranche Shares pursuant to Listing Rule 7.4;
- Resolution 6 seeks shareholder approval for the future issue of Shares to Directors in lieu of directors' fees to be accrued from 1 January 2018 to 30 June 2018; and
- Resolution 7 seeks shareholder approval for the issue of Shares and Options to AFL3 as nominee of and in satisfaction of fees for services owing to Mike Brook.

The funds raised from the Placement will be used to pursue enforcement of the Final Award, to fund legal actions in Tunisia and for general working capital purposes.

The effect of the issue of Shares in accordance with approval sought by the Resolutions to be put to the General Meeting, is set out in Schedule 1, which includes tables showing the share capital, substantial holders and relevant interests of Directors in securities of the Company both prior to the Placement and following the issue of Shares, assuming all Resolutions are passed.



## **PART B: RESOLUTIONS**

### **Resolution 1: Approval of Issue of 1,720,000,000 Shares to African Lion 3 Limited and its Associates**

#### **1.1 Background**

As set out in Part A of this Explanatory Statement, the Company has received placement applications from African Lion 3 Limited and an Associate (**AFL3**) for the placement of 1,720,000,000 Shares at an issue price of 0.025 cents per Share raising AUD\$430,000.

AFL3 is currently a substantial shareholder of the Company holding 952,270,803 Shares in the Company, representing 34.76% of the issued share capital of the Company.

In the event that shareholder approval is obtained for all Resolutions to be put to this meeting, AFL3's total holding will increase to 2,684,470,803 Shares representing 28.91% of the issued share capital of the Company.

Schedule 2 to this Explanatory Statement provides further detail on the share capital, substantial holders and relevant interests of Directors in securities of the Company both prior to the Placement and following the issue of Shares, assuming all Resolutions are passed.

#### **1.2 ASX Listing Rule Requirements**

ASX Listing Rule 10.11 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities to any of the following without the approval of holders of ordinary securities:

- (i) a related party; or
- (ii) a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained.

As a substantial holder of the Company, AFL3 is deemed by ASX to be a person within the meaning of paragraph (ii) above.

#### **1.3 Information required by Listing Rule 10.13**

- (a) *Name of the person to whom the entity will issue the securities*  
The Shares and New Options will be issued to African Lion 3 Limited (Company Number 80393) of CIM Fund Services Limited, 33 Edith Cavell Street, Port Louis, Republic of Mauritius and Lion Selection Group Limited, Level 2, 175 Flinders Lane, Melbourne VIC 3000.
- (b) *The maximum number of securities to be issued*  
1,720,000,000 Shares
- (c) *The date by which the entity will issue the securities*  
Subject to Shareholder approval, the Shares will be issued no later than one month after the date of the Meeting.
- (d) *The relationship between the Company and AFL3 that requires the approval to be obtained*  
AFL3 is a substantial shareholder of the Company as described in paragraph 1.1 above.
- (e) *Issue price of securities*  
The Shares will be issued at 0.025 cents.
- (f) *Terms of the securities*  
The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (g) *The use or intended use of the funds raised*  
The funds raised will be used to fund the enforcement and legal actions in Tunisia and for general working capital purposes.

(h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

## 1.4 Recommendation of Directors

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

## Resolution 2: Approval of Issue of 1,320,000,000 Shares to Polo Resources Limited

### 2.1 Background

As set out in Part A of this Explanatory Statement, the Company has received a placement application from Polo Resources Limited (**Polo**) for the placement of 1,320,000,000 Shares at an issue price of 0.025 cents per Share, raising AUD\$330,000.

Polo is currently a substantial shareholder of the Company holding 925,997,147 Shares in the Company, representing 33.80% of the issued share capital of the Company.

In the event that shareholder approval is obtained for all Resolutions to be put to this meeting, Polo's total holding will increase to 2,245,997,147 Shares representing 24.19% of the issued share capital of the Company.

Schedule 2 to this Explanatory Statement provides further detail on the share capital, substantial holders and relevant interests of Directors in securities of the Company both prior to the Placement and following the issue of Shares and New Options, assuming all Resolutions are passed.

### 2.2 ASX Listing Rule Requirements

ASX Listing Rule 10.11 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities to any of the following without the approval of holders of ordinary securities:

- (i) a related party; or
- (ii) a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained.

As a substantial holder of the Company, Polo is deemed by ASX to be a person within the meaning of paragraph (ii) above.

### 2.3 Information required by Listing Rule 10.13

(a) *Name of the person to whom the entity will issue the securities*

The Shares will be issued to Polo Resources Limited (Registered Number 1406187) of Craigmuir Chambers, Road Town, Tortola, British Virgin Islands VG 1110.

(b) *The maximum number of securities to be issued*

1,320,000,000 Shares

(c) *The date by which the entity will issue the securities*

Subject to Shareholder approval, the Shares will be issued no later than one month after the date of the Meeting.

(d) *The relationship between the Company and Polo that requires the approval to be obtained*

Polo is a substantial shareholder of the Company as described in paragraph 2.1 above.

(e) *Issue price of securities*

The Shares will be issued at 0.025 cents.

(f) *Terms of the securities*

The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(g) *The use or intended use of the funds raised*

The funds raised will be used to fund the enforcement and legal actions in Tunisia and for general working capital purposes.

(h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

## 2.4 Recommendation of Directors

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

## Resolution 3: Approval to issue Shares to Directors

### 3.1 Background

Resolutions 3(a), 3(b) and 3(c) seek shareholder approval for the purpose of Listing Rule 10.11 and all other purposes for the issue of up to 420,000,000 Shares to Directors at an issue price of 0.025 cents per Share, raising AUD\$105,000.

The relevant interests of the Directors in Shares of the Company and the potential future voting power of each Director based on the issue of Shares in lieu of Directors fees pursuant to Resolutions 3(a), 3(b), 3(c) and 3(d) are set out below:

Related Party	Shares currently held	% Voting power prior to the Placement	Shares to be issued under Resolutions 3(a), 3(b), 3(c), and 3(d)*	% increase in voting power *	% Voting power after Placement*
Mr Martin Broome	73,000,000	2.66%	300,000,000	0.81%	4.16%
Mr Nicholas Clift	23,088,757	0.84%	40,000,000	0.26%	0.70%
Ms Sue-Ann Higgins	43,840,340	1.60%	80,000,000	0.49%	1.38%
<b>TOTAL</b>	<b>139,929,097</b>	<b>5.10%</b>	<b>420,000,000</b>	<b>1.56%</b>	<b>6.24%</b>

*\*Note: These figures are based on the number of shares that will be issued under Resolutions 3(a), 3(b), 3(c), and 3(d) and assumes that all other Resolutions, excluding Resolutions 6(a), 6(b), 6(c), and 6(d) are approved by shareholders at the General Meeting.*

The Company's annual report for any period during which the Shares are issued to the Directors (or their nominees) pursuant to Resolutions 3(a), 3(b) and 3(c) shall disclose the details of the number of Shares that were issued to them, including the percentage of the Company's issued capital represented by those shares.

### 3.2 Listing Rule Requirements

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the company. Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shares and New Options to the Directors as approval is being obtained under ASX Listing Rule 10.11.

ASX Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under ASX Listing Rule 10.11. For the purposes of ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 3(a), 3(b) and 3(c):

- (a) the related parties are Mr Martin Broome, Mr Nicholas Clift and Ms Sue-Ann Higgins and they are related parties by virtue of being Directors of the Company;
- (b) the maximum number of Shares to be issued by the Company is 420,000,000, Shares under Resolutions 3(a), 3(b) and 3(c) comprising:
  - (i) 300,000,000 fully paid ordinary shares to Mr Martin Broome (or his nominee) - Resolution 3(a);
  - (ii) 40,000,000 fully paid ordinary shares to Mr Nicholas Clift (or his nominee) - Resolution 3(b); and
  - (iii) 80,000,000 fully paid ordinary shares to Ms Sue-Ann Higgins (or her nominee) - Resolution 3(c).

- (c) the Shares will be issued not later than one month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that the allotment will occur on the same date;
- (d) the Shares will be issued at an issue price of 0.025 cents per Share; and
- (e) the total amount raised upon issue of the Shares will be \$105,000.

### **3.3 Voting Exclusion**

A voting exclusion statement is included in the Notice of Meeting of which this Explanatory Statement forms part.

### **3.4 Recommendation of Directors**

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

## **Resolution 4: Approval of Issue of 2,347,000,000 Shares to Sophisticated Investors**

### **4.1 Background**

Resolution 4 seeks Shareholder approval for the issue of 2,347,000,000 Shares at an issue price of 0.025 cents per Share to sophisticated investors at an issue price of 0.025 cents per Share, raising \$586,750.

### **4.2 ASX Listing Rule Requirements**

ASX Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of shareholders.

Resolution 4 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of up to 2,347,000,000 Shares to sophisticated investors. The effect of such approval is that any such Shares will not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

The following information is provided in accordance with ASX Listing Rule 7.3

- (a) *The maximum number of securities the entity is to issue*  
The maximum number of Shares to be issued is 2,347,000,000 Shares.
- (b) *The date by which the entity will issue the securities*  
Subject to Shareholder approval, the Shares will be issued no later than one month after the date of the Meeting.
- (c) *Issue price of securities*  
The Shares will be issued at 0.025 cents per share.
- (d) *Terms of the securities*  
The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (e) *Names of the persons to whom the entity will issue the securities (if known) or the basis on which those persons will be identified or selected*  
The allottees of the Shares and New Options are sophisticated or professional investors who are not related parties of the Company and include clients of Patersons Securities Limited.
- (f) *The intended use of the funds raised*  
The funds raised will be used to fund the enforcement and legal actions in Tunisia and for general working capital purposes.
- (g) *The issue date or a statement that the issue will occur progressively*

The proposed settlement date for the Second Tranche of the Placement is 13 February 2018.

(h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

#### 4.3 Recommendation of Directors

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

### Resolution 5: Ratification of prior issue of Shares - Placement

#### 5.1 Background

As announced in its ASX Release dated 10 January 2018, the Company has received placement applications from the parties described in Part A of this Explanatory Memorandum to raise \$1,551,750 (**Placement**). The Placement is to be undertaken in two tranches with the First Tranche comprising the issue of 400,000,000 Shares pursuant to the Company's 15% placement capacity under Listing Rule 7.1 to raise AUD\$100,000 being completed on 9 January 2018.

Resolution 10 seeks shareholder approval and ratification of issue of the First Tranche of Shares under the Placement.

#### 5.2 ASX Listing Rule Requirements

ASX Listing Rule 7.1 permits a company to issue securities representing no more than 15% of the issued capital of that company in any 12 month period without shareholder approval. The Company issued 400,000,000 Shares under the First Tranche of the Placement within the 15% capacity permitted under ASX Listing Rule 7.1.

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 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 this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual capacity set out in ASX Listing Rule 7.1.

The following information is provided in accordance with ASX Listing Rule 7.5

(a) *The number of securities issued*

400,000,000 Shares were issued.

(b) *The price at which the securities were issued*

The Shares were issued at a price of 0.025 cents per Share.

(c) *The terms of the securities*

The Shares are 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 names of the persons to whom the entity issued the securities or the basis on which those persons were determined*

The issue was made to sophisticated or professional investors who are not related parties of the Company.

(e) *The use or intended use of the funds raised*

The funds raised will be used to fund the arbitration and legal actions in Tunisia and for general working capital purposes.

(f) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

#### 5.3 Recommendation of Directors

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

## Resolution 6: Approval to the future issue of Shares to Directors

### 6.1 Background

Resolutions 6(a), 6(b), 6(c) and 6(d) seek shareholder approval for the purpose of Listing Rule 10.11 and all other purposes for the future issue of Shares to Directors as consideration for directors' fees payable to them for the period 1 January 2018 to 30 June 2018.

The Directors seek shareholder approval on this resolution in the event that they decide to take shares in lieu of the Company making a physical cash payment for future Directors fees owed, in order to preserve the Company's cash for funding enforcement of the arbitration award, other legal actions in Tunisia and for general working capital purposes.

The issue price of the Shares will be as follows:

- (a) For each month when the fees are due and payable while the Company's Shares remain suspended from trading on ASX, the issue price will be the higher of 0.025 cents, being the issue price of Shares to be issued under the Placement as described Part A of this Explanatory Statement, or the issue price per share under any subsequent capital raising conducted by the Company prior to the 30 June 2018 (**Placement Price**); and
- (b) In the event that the Company's Shares commence trading on ASX for any full month prior to 30 June 2018, the issue price will be determined by reference to the monthly VWAP of ordinary shares each month when the fees are due and payable, subject to a floor price equal to the Placement Price per share.

The Shares will be issued no later than 16 July 2018.

It is the view of Directors that the proposed issue of Shares pursuant to Resolutions 6(a), 6(b), 6(c) and 6(d) falls within the exception under section 211 of the Corporations Act (reasonable remuneration) given the circumstances of the Company and the position held by the Directors. Accordingly, the Directors are not seeking shareholder approval under section 208 of the Corporations Act, although shareholder approval must be obtained pursuant to ASX Listing Rule 10.11.

The following is a table of the Directors' fees payable for the period from 1 January 2018 to 30 June 2018 and the number of Shares that may be issued to each of the Directors of the Company if approval pursuant to Resolutions 6(a), 6(b), 6(c) and 6(d) is provided and the Directors elect to take Shares in lieu of all of such fees:

Director	Director's Fees 1 January 2018 to 30 June 2018	No of Shares to be issued*
Martin Broome	\$30,000	120,000,000
Nicholas Clift	\$20,000	47,631,360
Tim Markwell	\$20,000	80,000,000
Sue-Ann Higgins	\$20,000	80,000,000

The relevant interests of the Directors in Shares of the Company and the potential future voting power of each Director based on the issue of Shares in lieu of Directors fees pursuant to Resolutions 6(a), 6(b), 6(c) and 6(d) are set out below:

Related Party	Shares held assuming Maximum Shares issued under Resolutions 3(a), 3(b) and 3(c)*	% Voting power prior to the issue of Shares under Resolution 6	Maximum Shares potentially issued under Resolutions 6(a), 6(b), 6(c), and 6(d)*	% increase in voting power for individual dilution*	% Voting power*

Mr Martin Broome	373,000,000	4.16%	120,000,000	1.29%	5.31%
Mr Nicholas Clift	63,088,757	0.70%	47,631,360	0.51%	1.19%
Mr Tim Markwell	40,666,667	0.45%	80,000,000	0.86%	1.30%
Ms Sue-Ann Higgins	123,840,340	1.38%	80,000,000	0.86%	2.20%
<b>TOTAL</b>	<b>600,595,764</b>	<b>6.69%</b>	<b>327,631,360</b>	<b>3.52%</b>	<b>10.00%</b>

*\*Note: These figures are based on the maximum number of shares that may be issued under Resolutions 3(a), 3(b) and 3(c) and it has been assumed that the floor issue price of 0.025 cents is the deemed issue price. In the event that the Company's Shares are re-quoted on ASX and in certain circumstances whereby the preceding months VWAP traded on the ASX is materially greater than 0.025 cents the absolute cumulative number of shares in aggregate to be issued over any full month prior to 30 June 2018 and their corresponding voting power may be materially less than that outlined in the table. The table also assumes that all other Resolutions, are approved by shareholders at the General Meeting.*

The Company's annual report for any period during which the shares are issued to the Directors (or their nominees) pursuant to Resolutions 6(a), 6(b), 6(c) and 6(d) shall disclose the details of the number of shares that were issued to them, including the percentage of the Company's issued capital represented by those shares.

## 6.2 Listing Rule Requirements

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the company. Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shares to the Directors as approval is being obtained under ASX Listing Rule 10.11.

ASX Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under ASX Listing Rule 10.11. For the purposes of ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 6(a), 6(b), 6(c) and 6(d):

- (a) the related parties are Mr Martin Broome, Mr Nicholas Clift, Mr Tim Markwell and Ms Sue-Ann Higgins and they are related parties by virtue of being Directors of the Company;
- (b) the maximum number of Shares to be issued by the Company will be determined by dividing the monthly directors' fees payable by:
  - (i) The Placement Price (as defined in 6.1 above), prior to re-quotations of the Company's Shares on ASX; or
  - (ii) the monthly VWAP (subject to a floor price of the Placement Price per Share), in the event of re-quotations of the Company's Shares on ASX for any full month prior to 30 June 2018;
- (c) the Company has requested an ASX waiver from the requirement that the Shares be issued within one month after the date of the General Meeting. The ASX waiver has been granted, and allotment will occur no later than 16 July 2018;
- (d) any fractions of Shares resulting from the calculation will be rounded down to the nearest whole number;
- (e) the Shares will be issued as satisfaction for monthly fees of up to \$15,000 payable for the period from 1 January 2018 to 30 June 2018; and
- (f) there will not be any funds raised through the issue of the Shares, but the Company will be able to reduce its liabilities by up to \$90,000 for the period from 1 January 2018 to 30 June 2018.

## 6.3 Grant of Waiver for ASX Listing Rule 10.13.3 and 10.13.5

The Company has been granted a waiver from ASX Listing Rules 10.13.3 and 10.13.5 to the extent necessary to permit the Company's notice of general meeting to approve the issue of up to 327,631,360 fully paid ordinary shares in total to Martin Broome, Nicholas Clift, Tim Markwell and Sue-Ann Higgins (the "Directors") in lieu of AUD\$90,000 worth of directors fees ("Directors Fees" and "Remuneration Shares") to state that the Remuneration Shares will be issued more than 1 month after the date of the shareholders' meeting ("Meeting"), and not to include an issue price, subject to the following conditions:

- 1.1. The Remuneration Shares are issued no later than 16 July 2018 and otherwise on the same terms as approved by shareholders at the Meeting.
- 1.2. The Notice states that the price of Remuneration Shares issued in lieu of Directors Fees will be:
  - 1.2.1. For each month when the fees are due and payable while the Company's Shares remain suspended from trading on ASX, the issue price will be the higher of 0.025

cents or the issue price per share under any subsequent capital raising conducted by the Company prior to the 30 June 2018 ("Placement Price"); and

- 1.2.2. In the event that the Company's Shares commence trading on ASX for any full month prior to 30 June 2018, the issue price will be determined by reference to the monthly VWAP of ordinary shares each month when the fees are due and payable, subject to a floor price of 0.025 cents per share.

(the "Applicable Issue Price").

- 1.3. The Notice states that the number of Remuneration Shares to be issued will be calculated by dividing the amount of Directors Fees by the Applicable Issue Price.
- 1.4. For any annual reporting period during which any of the Remuneration Shares have been issued or remain to be issued, the Company's annual report must set out in detail the number of Remuneration Shares issued in that annual reporting period, the number of Remuneration Shares that remain to be issued, and the amount of debt those Remuneration Shares represent.
- 1.5. The Notice contains the full terms and conditions of the Remuneration Shares and the terms of this waiver.

#### **6.4 Voting Exclusion**

A voting exclusion statement is included in the Notice of Meeting of which this Explanatory Statement forms part.

#### **6.5 Recommendation of Directors**

The Directors of the Company believe that Resolution 6 is in the best interests of the Company in order to reduce the liabilities of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

### **Resolution 7: Approval to issue Shares and Options to Substantial Holder**

#### **7.1 Background**

Resolution 7 seeks shareholder approval for the issue of 12,200,000 Shares and 6,100,000 New Options (on the terms and conditions set out in Schedule 1) to African Lion 3 Limited (**AFL3**), a substantial shareholder of the Company, as nominee of Mike Brook. Mike Brook was engaged by the Company as Executive Manager – Business Development for the period from 1 February 2017 to 9 June 2017.

Following approval at the General Meeting held on 6 July 2017, 11,666,667 Shares and 5,833,334 New Options were issued to AFL3 as nominee of Mike Brook, which were intended to be in full satisfaction of all fees owing to Mike Brook for the period from 1 February 2017 to 9 June 2017. In calculating the fees owing at that time, the Company omitted to include an invoice for \$36,600 such fees. Resolution 7 seeks shareholder approval for the issue of Shares and New Options in satisfaction of this final invoice on the same terms and conditions approved at the 6 July 2017 General Meeting.

AFL3 is currently a substantial shareholder of the Company holding 952,270,803 Shares in the Company, representing 34.76% of the issued share capital of the Company.

In the event that shareholder approval is obtained for all Resolutions to be put to this meeting, AFL3's total holding will increase to 2,684,470,803 Shares representing 28.91% of the issued share capital of the Company.

Schedule 2 to this Explanatory Statement provides further detail on the share capital, substantial holders and relevant interests of Directors in securities of the Company both prior to the Placement and following the issue of Shares and New Options, assuming all Resolutions are passed.

#### **7.2 ASX Listing Rule Requirements**

ASX Listing Rule 10.11 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities to any of the following without the approval of holders of ordinary securities:

- (i) a related party; or



- (ii) a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained.

As a substantial holder of the Company, AFL3 is deemed by ASX to be a person within the meaning of paragraph (ii) above.

### **7.3 Information required by Listing Rule 10.13**

- (a) *Name of the person to whom the entity will issue the securities*  
The Shares will be issued to African Lion 3 Limited (Company Number 80393) of CIM Fund Services Limited, 33 Edith Cavell Street, Port Louis, Republic of Mauritius.
- (b) *The maximum number of securities to be issued*  
12,200,000 Shares and 6,100,000 New Options
- (c) *The date by which the entity will issue the securities*  
Subject to Shareholder approval, the Shares and New Options will be issued no later than one month after the date of the Meeting.
- (d) *The relationship between the Company and AFL3 that requires the approval to be obtained*  
AFL3 is a substantial shareholder of the Company as described in paragraph 10.1 above.
- (e) *Issue price of securities*  
The Shares will be issued at 0.3 cents. No consideration will be paid for the issue of the New Options.
- (f) *Terms of the securities*  
The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.  
The New Options will be issued on the terms and conditions set out in Schedule 1 to this Explanatory Statement.
- (g) *The use or intended use of the funds raised*  
No funds will be raised by the issue of the Shares and the New Options, however, the Company's liabilities will be reduced by AUD\$36,600.
- (h) *Voting Exclusion*  
A voting exclusion statement forms part of this Notice.

### **7.4 Recommendation of Directors**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

## SCHEDULE 1

### Terms and Conditions of New Options

The terms and conditions of the New Options are as follows:

- The New Options are exercisable at any time prior to 5.00pm (AEST) on the Option Expiry date, being 11 July 2020.
- Any New Options not exercised on or before the Option Expiry Date will automatically lapse.
- Each New Option entitles the holder to subscribe for one Share upon payment of 0.2 cents (\$0.002) per New Option.
- The New Options may be exercisable wholly or in part by completing an application form for Shares delivered to the Company's Share Registry, accompanied by payment of 0.2 cents per New Option and received by it any time on or before 5.00pm (AEST) on the Option Expiry date.
- The Company does not propose to make application to have the Options listed for Official Quotation while the Company's Shares remain suspended from trading on ASX, however, the Company may choose to do so in the future after the Company's Shares recommence trading on ASX and provided requirements for Official Quotation of the New Options are met.
- Shares issued on the exercise of the New Options will rank pari-passu with existing Shares.
- The Company will, in accordance with Listing Rule 2.8, make application to have Shares allotted pursuant to an exercise of New Options listed for Official Quotation. In the event that the Company's Shares remain suspended from trading on ASX, the Company will make application to have Shares allotted pursuant to an exercise of New Options listed for Official Quotation as soon as the suspension ceases and the Company's Shares recommence trading on ASX.
- There will be no participating entitlements inherent in the New Options to participate in new issues of capital which may be offered to Shareholders during the currency of the New Options.
- In the event the Company proceeds with a pro rate issue (except a bonus issue) of Shares to the holders of Shares after the date of issue of the New Options, the exercise price of the New Options will be adjusted in accordance with the formula set out in Listing Rule 6.22.2.
- In the event of any re-organisation (including reconstructions, consolidations, subdivision, and reduction of capital) of the issued capital of the Company, the New Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
- The New Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant New Options.

## SCHEDULE 2

The effect of the issue of Shares and New Options in accordance with approval sought by the Resolutions to be put to the General Meeting, is set out below. The tables show the share capital, substantial holders and relevant interests of Directors in securities of the Company both prior to the Placement (sections (a) and (b)) and following the issue of Shares and New Options, assuming all Resolutions are passed (sections (c) and (d)).

### Share Capital and Substantial Holders

Prior to the issue of the First Tranche of the Placement:

(a) The share capital of the Company was as follows:

Class	
Fully Paid Ordinary Shares	2,739,298,854

(b) The substantial shareholders of the Company and the interests of Directors in securities of the Company was as follows:

Shareholder	Shares	Percentage
Polo Investments Limited	925,997,147	33.80%
African Lion 3 Limited and Associates	952,270,803	34.76%
Nic Clift	23,088,757	0.84%
Martin Broome	73,000,000	2.66%
Tim Markwell	40,666,667	1.48%
Sue-Ann Higgins	43,840,340	1.60%

In the event that all Resolutions included in the attached Notice of General Meeting are approved and Shares and New Options issued in accordance with those Resolutions:

(c) the share capital of the Company will be as follows:

Class	
Fully Paid Ordinary Shares	9,286,130,214
Options	879,163,437

(d) The substantial shareholders of the Company and the interests of Directors in securities of the Company will be as follows:

Shareholder	Shares	Percentage
African Lion 3 Limited and Associates	2,684,470,803	28.91%
Polo Investments Limited	2,245,997,147	24.19%
Martin Broome	493,000,000	5.31%
Sue-Ann Higgins	203,840,340	2.20%
Tim Markwell	120,666,667	1.30%
Nic Clift	110,720,117	1.19%

**Note:** The tables in (c) and (d) are based on the maximum number of shares that may be issued under Resolutions 3 and 6 and for the purpose of Resolutions 6 a floor issue price of 0.025 cents per shares has been assumed as the deemed issue price.

## PROXY AND VOTING INSTRUCTIONS

1. For the purposes of the Corporations Act, the Company has determined that all securities of the Company recorded on the Company's register as at 7.00pm (AEDST) on the date 48 hours before the date of the General Meeting will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time.
2. The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and forms part of this Notice of Meeting.
3. A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
4. If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that resolution as they think fit.
5. If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
6. Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf.
7. If a proxy form is returned but the nominated proxy does not attend the meeting, or does not vote on the resolution, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions.
8. Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the resolutions proposed in this Notice.
9. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person excluded from voting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or where it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.
10. A proxy form accompanies this document. If required it should be completed, signed and returned to the Company's registered office or Advanced Share Registry Ltd in accordance with the instructions set out in the proxy form by no later than 10.00 am (AEDST) on Monday 12<sup>th</sup> February 2018.

## GLOSSARY

The following terms have the following meanings in this Notice of General Meeting and Explanatory Statement:

“**ASIC**” means the Australian Securities and Investments Commission.

“**Associates**” has the meaning given by Sections 10 to 17 of the Corporations Act.

“**ASX**” means ASX Limited or the Australian Securities Exchange, as the context requires.

“**ASX Listing Rules**” means the listing rules of the ASX.

“**AEST**” means Australian Eastern Savings Time.

“**AEDST**” means Australian Eastern Daylight Savings Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors.

“**Business Day**” means a day (not being a Saturday or Sunday) on which Australian banks (as defined in section 9 of the Corporations Act) are open for general banking business in the capital city of the State.

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

- (i) a spouse or child of the member;
- (ii) a child of the member's spouse;
- (iii) a dependent of the member or the member's spouse;
- (iv) 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;
- (v) a company the member controls; or
- (vi) a person prescribed by the Corporations Regulations 2001 (Cth).

“**Company**” means Celamin Holdings NL ABN 82 139 255 771.

“**Constitution**” means the Constitution of the Company

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company.

“**Explanatory Statement**” means the explanatory statement accompanying the Notice of Meeting.

“**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.

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

“**New Options**” means 0.2 cent options on the terms and conditions set out in Schedule 1 to this Explanatory Statement.

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement.

“**Proxy Form**” means the proxy form accompanying the Notice of Meeting.

“**Resolutions**” mean the resolutions set out in the Notice of Meeting, or any one of them as the context requires.



“**Share**” or “**Shares**” means fully paid ordinary share or shares in the capital of the Company.

“**Shareholder**” means a holder of a Share.

“**State**” means the State of Victoria in the Commonwealth of Australia.

“**VWAP**” means the volume weighted average price of the Shares for a specified time period during which the Shares were traded on the ASX.

**LODGE YOUR PROXY APPOINTMENT ONLINE**


	<b>ONLINE PROXY APPOINTMENT</b> www.advancedshare.com.au/investor-login
	<b>MOBILE DEVICE PROXY APPOINTMENT</b> Lodge your proxy by scanning the QR code below, and enter your registered postcode. It is a fast, convenient and a secure way to lodge your vote.

**2018 GENERAL MEETING PROXY FORM**

I/We being shareholder(s) of Celamin Holdings NL and entitled to attend and vote hereby:

**APPOINT A PROXY**

The Chairman of the meeting **OR**

 **PLEASE NOTE:** If you leave the section blank, the Chairman of the Meeting will be your proxy.

**STEP 1**

If no individual(s) or body corporate(s) is named, the Chairman 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 General Meeting of the Company to be held at **Collins Square Business Centre, Level 6, Tower 2, 727 Collins Street, Melbourne, VIC 3000 on Wednesday, 14 February 2018 at 10.00am (AEDST)** and at any adjournment or postponement of that Meeting.

**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.

**VOTING DIRECTIONS**

**Agenda Items**

		For	Against	Abstain*			For	Against	Abstain*
<b>1</b>	Approval of issue of 1,720,000,000 Shares to African Lion 3 Limited and its Associates	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>5</b>	Ratification of prior issue of Shares – Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2</b>	Approval of issue of 1,320,000,000 Shares to Polo Resources Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>6(a)</b>	Approval of Proposed Issue of Shares to Directors – Mr Martin Broome (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3(a)</b>	Approval to issue Shares to Directors – Mr Martin Broome (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>6(b)</b>	Approval of Proposed Issue of Shares to Directors – Mr Nicholas Clift (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3(b)</b>	Approval to issue Shares to Directors – Mr Nicholas Clift (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>6(c)</b>	Approval of Proposed Issue of Shares to Directors – Mr Tim Markwell (or his nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3(c)</b>	Approval to issue Shares to Directors – Ms Sue-Ann Higgins (or her nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>6(d)</b>	Approval of Proposed Issue of Shares to Directors – Ms Sue-Ann Higgins (or her nominee)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>4</b>	Approval of Issue of 2,347,000,000 Shares to Sophisticated Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>7</b>	Approval to issue Shares and Options to Substantial Holder	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 2**

 \* If you mark the Abstain box for a particular Item, 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.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual) <input type="text"/>	Joint Shareholder 2 (Individual) <input type="text"/>	Joint Shareholder 3 (Individual) <input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

**STEP 3**

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

### CHANGE OF ADDRESS

Your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

### APPOINTMENT OF A PROXY

If you wish to appoint the Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman will be your proxy.

### DEFAULT TO THE CHAIRMAN OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not vote on a poll in accordance with your directions or does not attend the Meeting, then the proxy appointment will automatically default to the Chairman of the Meeting, who is required to vote the proxies as directed.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in 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 a given item, your proxy may vote as they choose to the extent they are able. If you mark more than one box on an item, your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

#### Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10:00am (AEDST) on 12 February 2018, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



#### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 9262 3723



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033