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**AUSTIN EXPLORATION LIMITED**

**ACN 114 198 471**

**NOTICE OF GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 12:00pm (AEDT)  
**DATE:** 20 December 2016  
**PLACE:** Boardroom Pty Limited  
Level 12, Grosvenor Place  
225 George Street, Sydney NSW 2000

*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 12:00pm (AEDT) on 18 December 2016.*

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1 – ADOPTION OF INCENTIVE PERFORMANCE RIGHTS PLAN

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 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Incentive Performance Rights Plan and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any Director except one who is ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**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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#### 2. RESOLUTION 2 – ISSUE OF PERFORMANCE RIGHTS TO A RELATED PARTY – GUY GOUDY

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

*“That, subject to and conditional on the passing of Resolution 1, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 11,000,000 Related Party Performance Rights to Guy Goudy (or his nominee/s) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any Director except one who is ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**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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### 3. RESOLUTION 3 – ISSUE OF PERFORMANCE RIGHTS TO A RELATED PARTY – TIMOTHY HART

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

*“That, subject to and conditional on the passing of Resolution 1, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 11,000,000 Related Party Performance Rights to Timothy Hart (or his nominee/s) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any Director except one who is ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**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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### 4. RESOLUTION 4 – ISSUE OF PERFORMANCE RIGHTS TO A RELATED PARTY – STUART MIDDLETON

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

*“That, subject to and conditional on the passing of Resolution 1, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 3,750,000 Related Party Performance Rights to Stuart Middleton (or his nominee/s) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any Director except one who is ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person

chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**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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**5. RESOLUTION 5 – ISSUE OF PERFORMANCE RIGHTS TO A RELATED PARTY – ANDREW BLOW**

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

*“That, subject to and conditional on the passing of Resolution 1, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 2,000,000 Related Party Performance Rights to Andrew Blow (or his nominee/s) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any Director except one who is ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**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: 11 November 2016**

**By order of the Board**



**Robert Lees**  
**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 2 9299 9580.***

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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. RESOLUTION 1 – ADOPTION OF PERFORMANCE RIGHTS PLAN

Resolution 1 seeks Shareholders approval for the adoption of the employee incentive scheme titled Incentive Performance Rights Plan (**Plan**) in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

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 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolution 1 is passed, the Company will be able to issue Performance Rights under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

Shareholders should note that no Performance Rights have previously been issued under the Plan.

The objective of the Plan is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the Plan and the future issue of Performance Rights under the Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

Any future issues of Performance Rights under the Plan to a related party or a person whose relation with the company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time. For this reason, the Company is also seeking approval under Resolutions 2 to 5 for the issue of Related Party Performance Rights to Directors pursuant to the Plan.

A summary of the key terms and conditions of the Plan is set out in Schedule 2. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary (+61 2 9299 9580). Shareholders are invited to contact the Company if they have any queries or concerns.

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### 2. RESOLUTIONS 2 TO 5 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTIES

#### 2.1 General

The Company has agreed, subject to obtaining Shareholder approval, that Guy Goudy, Timothy Hart, Stuart Middleton and Andrew Blow (and/or their respective nominee/s) (**Related Parties**), be issued a total of 27,750,000 Performance Rights pursuant to the Plan (**Related Party Performance Rights**).

The purpose of the issue of the Related Party Performance Rights to the Related Parties is to further motivate and reward their respective performances in their roles as Directors of the Company.

The Class A, Class B, Class C, Class D and Class E Performance Rights relate to the key performance indicators for the Directors for the 2016 calendar year. These key performance indicators were set by the Board in February 2016.

The Company is also seeking Shareholder approval for the issue of the Class F, Class G, Class H and Class I Performance Rights which relate to the key performance indicators for the Directors for the 2017 calendar year.

Resolutions 2 to 5 are subject to the passing of Resolution 1.

A summary of the key terms and conditions of the Plan is set out in Schedule 1.

## **2.2 Chapter 2E of the Corporations Act and ASX Listing Rule 10.14**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Related Party Performance Rights constitutes giving a financial benefit and Guy Goudy, Timothy Hart, Stuart Middleton and Andrew Blow are related parties of the Company by virtue of being Directors of the Company.

As all four of the Company's Directors are benefitting from Resolutions 2 to 5 on similar terms, a quorum of Directors cannot be constituted to ascertain whether any exceptions set out in sections 210 to 216 of the Corporations Act apply in the current circumstances. Accordingly, Shareholder approval is sought for the issue of the Related Party Performance Rights to the Related Parties.

ASX Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

## **2.3 Technical information required by Chapter 2E of the Corporations Act and ASX Listing Rule 10.14**

Pursuant to and in accordance with the requirements of sections 219 of the Corporations Act and ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of Shares to the Related Parties:

- (a) the related parties are Guy Goudy, Timothy Hart, Stuart Middleton and Andrew Blow and they are related parties by virtue of being Directors of the Company;

- (b) the maximum number of Related Party Performance Rights (being the nature of the financial benefit being provided) to be issued to the Related Parties (or their nominees) is:
- (i) 11,000,000 Related Party Performance Rights to Guy Goudy (or his nominee/s), comprising of:
    - (A) 1,000,000 Class A Performance Rights;
    - (B) 1,000,000 Class B Performance Rights;
    - (C) 1,000,000 Class C Performance Rights;
    - (D) 1,000,000 Class D Performance Rights;
    - (E) 1,000,000 Class E Performance Rights;
    - (F) 1,500,000 Class F Performance Rights;
    - (G) 1,500,000 Class G Performance Rights;
    - (H) 1,500,000 Class H Performance Rights; and
    - (I) 1,500,000 Class I Performance Rights;
  - (ii) 11,000,000 Related Party Performance Rights to Timothy Hart (or his nominee/s), comprising of:
    - (A) 1,000,000 Class A Performance Rights;
    - (B) 1,000,000 Class B Performance Rights;
    - (C) 1,000,000 Class C Performance Rights;
    - (D) 1,000,000 Class D Performance Rights;
    - (E) 1,000,000 Class E Performance Rights;
    - (F) 1,500,000 Class F Performance Rights;
    - (G) 1,500,000 Class G Performance Rights;
    - (H) 1,500,000 Class H Performance Rights; and
    - (I) 1,500,000 Class I Performance Rights;
  - (iii) 3,750,000 Related Party Performance Rights to Stuart Middleton (or his nominee/s), comprising of:
    - (A) 350,000 Class A Performance Rights;
    - (B) 350,000 Class B Performance Rights;
    - (C) 350,000 Class C Performance Rights;
    - (D) 350,000 Class D Performance Rights;
    - (E) 350,000 Class E Performance Rights;



- (F) 500,000 Class F Performance Rights;
  - (G) 500,000 Class G Performance Rights;
  - (H) 500,000 Class H Performance Rights; and
  - (I) 500,000 Class I Performance Rights; and
- (iv) 2,000,000 Related Party Performance Rights to Andrew Blow (or his nominee/s), comprising of:
- (A) 500,000 Class F Performance Rights;
  - (B) 500,000 Class G Performance Rights;
  - (C) 500,000 Class H Performance Rights; and
  - (D) 500,000 Class I Performance Rights;
- (c) the Related Party Performance Rights will be issued to the Related Parties (and/or their respective nominee/s) for nil cash consideration and no cash consideration will be payable upon the vesting of the Related Party Performance Rights or the subsequent issue of Shares (if any). Accordingly, no funds will be raised from the issue or vesting of the Related Party Performance Rights;
- (d) the issue of Performance Rights pursuant to the Plan has not previously been approved. Accordingly, no Performance Right have previously been issued under the Plan to a Director, an associate of the Director, or a person whose relationship with the Company, Director or associate of the Director is, in ASX's opinion, such that approval should be obtained;
- (e) as at the date of this Notice, the Related Parties are the only people covered by ASX Listing Rule 10.14 that the Board has declared to be eligible to be issued Performance Rights under the Plan (i.e. a Director, an associate of the Director, or a person whose relationship with the Company, Director or associate of the Director is, in ASX's opinion, such that approval should be obtained);
- (f) the Related Party Performance Rights will be issued to the Related Parties no later than 12 months after the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Performance Rights will be issued on one date;
- (g) the Related Party Performance Rights will be issued on the terms and conditions set out in Schedule 2;
- (h) the value of the Related Party Performance Rights and the pricing methodology is set out in Schedule 3;
- (i) the relevant interests of the Eligible Participants in securities of the Company as at the date of this Notice are set out below:

Related Party	Shares	Options (Quoted exercisable at \$0.03 each on or before 18/09/2017)	Options (Quoted exercisable at \$0.006 each on or before 30/06/2019)
Guy Goudy	8,350,666	706,667	2,087,667
Timothy Hart	1,637,823	172,299	163,164
Stuart Middleton	500,000	Nil	Nil
Andrew Blow	Nil <sup>1</sup>	Nil	Nil

**Note:**

1. The Company is seeking Shareholder approval at its annual general meeting to be held on 21 November 2016 for the issue of 500,000 Shares to Mr Blow as a sign-on bonus.

- (j) the remuneration and emoluments from the Company to the Related Parties for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Related Party	FY 2017 (Proposed)	FY 2016
Guy Goudy	US\$24,000 Director fees US\$130,000 salary	\$300,875 <sup>1</sup>
Timothy Hart <sup>2</sup>	US\$24,000 Director fees US\$125,000 salary	\$Nil
Stuart Middleton	\$24,000 Director fees	\$25,185 <sup>4</sup>
Andrew Blow <sup>5</sup>	\$24,000 Director fees	\$Nil

**Notes:**

1. Consists of \$253,690 in salary and fees, \$2,185 in superannuation and \$45,000 in accrued performance rights for 2015.
2. Timothy Hart was appointed as a Director on 14 September 2016.
3. Consists of \$23,000 in fees and \$2,185 in superannuation.
4. Consists of Director fees' only.
5. Andrew Blow was appointed as a Director on 15 August 2016.

- (k) if the maximum number of Related Party Performance Rights granted to the Related Parties are exercised, a total of 27,750,000 Shares would be issued. This will increase the number of Shares on issue from 1,395,245,711 to 1,422,995,711 (assuming that no Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 1.94% comprising 0.77% by Guy Goudy, 0.77% by Timothy Hart, 0.26% by Stuart Middleton and 0.14% by Andrew Blow;

- (l) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.01417	20, 23 and 24 November 2015
Lowest	\$0.004	26 and 27 April 2016 5 and 6 May 2016
Last	\$0.005	4 November 2016

- (m) the Board acknowledges that the grant of Related Party Performance Rights to Messrs Stuart Middleton and Andrew Blow is contrary to Recommendation 8.2 of The Corporate Governance Principles and Recommendations (3<sup>rd</sup> Edition) as published by The ASX Corporate Governance Council. However, the Board considers the grant of Related Party Performance Rights to Messrs Stuart Middleton and Andrew Blow is reasonable in the circumstances for the reason set out in paragraph (o);
- (n) the primary purpose of the grant of the Related Party Performance Rights to the Related Parties is to provide a performance linked incentive component in the remuneration package for the Related Parties to motivate and reward the performance of the Related Parties in their respective roles as Directors;
- (o) Guy Goudy declines to make a recommendation to Shareholders in relation to Resolution 2 due to his material personal interest in the outcome of the Resolution. However, in respect of Resolutions 3 to 5 recommends that Shareholders vote in favour of those Resolutions for the following reasons
- (i) the grant of Related Party Performance Rights to the Related Parties will align the interests of the Related Parties with those of Shareholders;
  - (ii) the grant of the Related Party Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and
  - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Related Party Performance upon the terms proposed;
- (p) Timothy Hart declines to make a recommendation to Shareholders in relation to Resolution 3 due to his material personal interest in the outcome of the Resolution. However, in respect of Resolutions 2, 4 and 5 recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (o);
- (q) Stuart Middleton declines to make a recommendation to Shareholders in relation to Resolution 4 due to his material personal interest in the outcome of the Resolution. However, in respect of Resolutions 2, 3 and 5 recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (o);

- (r) Andrew Blow declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the Resolution. However, in respect of Resolutions 2 to 4 recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (o);
- (s) in forming their recommendations, each Director considered the experience of each other Related Party, the existing and proposed contribution of each Related Party to the Company and the current market practices when determining the number of Related Party Performance Rights to be issued; and
- (t) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 2 to 5.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Performance Rights to the Related Parties (and/or their respective nominee/s) as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of Related Party Performance Rights will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

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## GLOSSARY

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**\$** means Australian dollars.

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

**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 Austin Exploration Limited (ACN 114 198 471).

**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.

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

**Related Party Performance Right** means a performance rights granted pursuant to Resolutions 2 to 5 with the terms and conditions set out in Schedule 2.

**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.

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## SCHEDULE 1 – SUMMARY OF INCENTIVE PERFORMANCE RIGHTS PLAN

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The key terms of the Plan are as follows:

- (a) The Board may, from time to time, in its absolute discretion, make a written offer to any of the following:
  - (i) a Director (whether executive or non-executive) of any Group Company;
  - (ii) a full or part time employee of any Group Company;
  - (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000; or
  - (iv) a prospective participant, being a person to whom the Offer is made but who can only accept the Offer if an arrangement has been entered into that will result in the person becoming an Eligible Participant under clauses (a), (b) or (c) above,

**(Eligible Participants).**

- (b) Under the Plan the Board may grant Performance Rights to Eligible Participants with effect from the date determined by the Board, upon the terms set out in the Plan and upon such additional terms and vesting conditions as the Board determines.
- (c) The Board will advise each Eligible Participant of the following minimum information regarding the Performance Rights:
  - (i) the maximum number of Performance Rights that the Eligible Participant may apply for, or the formula for determining the number of Performance Rights that may be applied for;
  - (ii) the maximum number of Shares that the Eligible Participant is entitled to be issued on the exercise of each Performance Right or the formula for determining the maximum number of Shares;
  - (iii) any applicable vesting conditions;
  - (iv) when unvested Performance Rights will expire (**Expiry Date**);
  - (v) the date by which an offer must be accepted (**Closing Date**); and
  - (vi) any other information required by law or the ASX Listing Rules or considered by the Board to be relevant to the Performance Rights or the Shares to be issued on exercise of the Performance Rights.
- (d) Performance Rights will not be quoted on the ASX, except to the extent provided for by the Plan or unless the Offer provides otherwise.
- (e) Subject to clause (h), a Performance Right granted under the Plan will not vest and be exercisable unless the vesting conditions (if any) have been satisfied and the Board has notified the Eligible Participant of that fact.
- (f) The Board must notify an Eligible Participant in writing within 10 Business Days of becoming aware that any vesting conditions attaching to a Performance Right have been satisfied.

- (g) Subject to the Corporations Act, the ASX Listing Rules and the Plan, the Company must issue to the participant or his or her personal representative (as the case may be) the number of Shares the participant is entitled to be issued in respect of vested Performance Rights that are exercised, within 10 business days of the Performance Rights being exercised.
- (h) A Performance Right will lapse upon the earlier to occur of:
- (i) an unauthorised dealing in, or hedging of, the Performance Right occurring, as governed by the Plan;
  - (ii) a vesting condition in relation to the Performance Right is not satisfied by the due date, or becomes incapable of satisfaction, as determined by the Board in its absolute discretion, unless the Board exercises its discretion to vest the Performance Right in accordance with the Plan;
  - (iii) a vested Performance Right is not exercised within the time limit specified in the Plan;
  - (iv) in respect of unvested Performance Rights only, an Eligible Participant (or, where the participant is a nominee of the Eligible Participant, that Eligible Participant) ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Performance Right in accordance with the Plan or in its absolute discretion, resolves to allow the unvested Performance Right to remain unvested after Eligible Participant (or, where the participant is a nominee of the Eligible Participant, that Eligible Participant) ceases to be an Eligible Participant;
  - (v) in respect of vested Performance Rights only, an Eligible Participant (or, where the participant is a nominee of the Eligible Participant, that Eligible Participant) ceases to be an Eligible Participant and the Performance Right granted in respect of that person is not exercised within one (1) month (or such later date as the Board determines) of the date the person ceases to be an Eligible Participant;
  - (vi) the Board deems that a Performance Right lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant in accordance with the Plan;
  - (vii) the Company undergoes a change of control or a winding up resolution or order is made, and the Performance Right does not vest in accordance with the Plan; and
  - (viii) the Expiry Date of the Performance Right.
- (i) The Board may, in its absolute discretion, by written notice to a participant, resolve to waive any of the vesting conditions applying to the Performance Rights due to:
- (i) an Eligible Participant or, where the participant is a nominee of an Eligible Participant, that Eligible Participant, ceasing to be an Eligible Participant as a result of:
    - (A) death or total or permanent disability; or
    - (B) retirement or redundancy; or
  - (ii) an Eligible Participant or, where the participant is a nominee of an Eligible Participant, that Eligible Participant, suffering severe financial hardship;



- (iii) any other circumstance stated in the terms of the relevant Offer made to and accepted by the participant;
- (iv) a change of control occurring; or
- (v) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company,

in which case, a participant (or their personal legal representative where applicable) may exercise any vested Performance Right at any time after the Board notifies that the Performance Right has vested, failing which the Performance Right will lapse, by a signed written notice to the Board specifying the Performance Rights being exercised and providing the certificate for those Performance Rights.

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## SCHEDULE 2 – TERMS AND CONDITIONS OF RELATED PARTY PERFORMANCE RIGHTS

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The terms of the Related Party Performance Rights are set out as follows:

- (a) **(Vesting Conditions):** The Performance Rights will vest upon satisfaction of the following conditions:
- (i) **Class A Performance Rights:** upon both of the following occurring:
    - (A) the Company successfully selling its non-operated minority interest properties in Texas and Mississippi on or before 31 December 2016; and
    - (B) continuous service of the Related Party Performance Rights holder in their capacity as a Director of the Company, from the date of issue of the Related Party Performance Rights to 31 December 2016,**(Vesting Condition 1);**
  - (ii) **Class B Performance Rights:** upon both of the following occurring on or before 31 December 2016:
    - (A) the Company fully and finally repaying the ANB line of credit of US\$1,500,000 and eliminating all Company debt on or before 31 December 2016; and
    - (B) continuous service of the Related Party Performance Rights holder in their capacity as a Director of the Company, from the date of issue of the Related Party Performance Rights to 31 December 2016,**(Vesting Condition 2);**
  - (iii) **Class C Performance Rights:** upon both of the following occurring on or before 31 December 2016:
    - (A) the Company successfully raising not less than US\$1,000,000 via an equity issue on or before 31 December 2016; and
    - (B) continuous service of the Related Party Performance Rights holder in their capacity as a Director of the Company, from the date of issue of the Related Party Performance Rights to 31 December 2016,**(Vesting Condition 3);**
  - (iv) **Class D Performance Rights:** upon both of the following occurring on or before 31 December 2016:
    - (A) the Company maintaining all 15,282 acres of its Pathfinder Project in Colorado on or before 31 December 2016; and
    - (B) continuous service of the Related Party Performance Rights holder in their capacity as a Director of the Company, from the

date of issue of the Related Party Performance Rights to 31 December 2016,

**(Vesting Condition 4);**

- (v) **Class E Performance Rights:** upon both of the following occurring on or before 31 December 2016:
- (A) the Company achieving commercial production success (i.e. net revenue from oil sales exceeding the monthly operating expenses of the well) in the Pierre formation in Colorado on or before 31 December 2016; and
  - (B) continuous service of the Related Party Performance Rights holder in their capacity as a Director of the Company, from the date of issue of the Related Party Performance Rights to 31 December 2016,

**(Vesting Condition 5);**

- (vi) **Class F Performance Rights:** upon both of the following occurring:
- (A) no lost time accident or Phase 1 Environmental Incident occurring between 1 January 2017 and 31 December 2017; and
  - (B) continuous service of the Related Party Performance Rights holder in their capacity as a Director of the Company, from the date of issue of the Related Party Performance Rights to 31 December 2017,

**(Vesting Condition 6);**

- (vii) **Class G Performance Rights:** upon both of the following occurring:
- (A) the Company achieving daily production of not less than 250 Boepd for a period of not less than 30 consecutive days between 1 January 2017 and 31 December 2017; and
  - (B) continuous service of the Related Party Performance Rights holder in their capacity as a Director of the Company, from the date of issue of the Related Party Performance Rights to 31 December 2017,

**(Vesting Condition 7);**

- (viii) **Class H Performance Rights:** upon both of the following occurring:
- (A) the Company achieving a cash flow positive position for a minimum of 60 consecutive days between 1 January 2017 and 31 December 2017; and
  - (B) continuous service of the Related Party Performance Rights holder in their capacity as a Director of the Company, from the date of issue of the Related Party Performance Rights to 31 December 2017,

**(Vesting Condition 8);**

- (ix) **Class I Performance Rights:** upon both of the following occurring:
- (A) the Share price of the Company being not less than \$0.012 per day over a period of not less than 30 consecutive days between 1 January 2017 and 31 December 2017; and
  - (B) continuous service of the Related Party Performance Rights holder in their capacity as a Director of the Company, from the date of issue of the Related Party Performance Rights to 31 December 2017,

**(Vesting Condition 9);**

(each referred to as a **Vesting Condition**).

- (b) **(Notification to holder):** The Company shall notify the holder in writing when the relevant Vesting Condition have been satisfied.
- (c) **(Vesting):** The Performance Rights will vest on the date the Vesting Condition relating to that Performance Right has been satisfied.
- (d) **(Consideration):** The Performance Rights will be issued for no consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.
- (e) **(Conversion):** Upon vesting, each Performance Right will, at the election of the holder, convert into one fully paid ordinary share in the Company (**Share**).
- (f) **(Expiry Date):** Any Performance Right that has not been converted into a Share prior to the date that is 5 years from the date of issue of the Performance Right will automatically lapse.
- (g) **(Share ranking):** All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other Shares.
- (h) **(Listing of shares on ASX):** The Company will not apply for quotation of the Performance Rights on ASX. However, the Company will apply for quotation of all Shares issued pursuant to the vesting of Performance Rights on ASX within the period required by ASX.
- (i) **(Timing of issue of Shares on exercise):** Within 15 Business Days after date that the Performance Rights are exercised, the Company will:
  - (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights exercised;
  - (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 Performance Rights.

If a notice delivered under (i)(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.

- (j) **(Transfer of Performance Rights):** A Performance Rights is not transferable.
- (k) **(Participation in new issues):** There are no participating rights or entitlements inherent in the Performance Rights and t will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without exercising the Performance Right.
- (l) **(Adjustment for Reorganisation):** If, at any time, the issued capital of the Company is reorganised (including subdivision, reduction or return, all rights of a Holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (m) **(Dividend and Voting Rights):** A Performance Right does not confer on the holder an entitlement to notice of, or to vote or attend at, a meeting of Shareholders of the Company or receive dividends declared by the Company.

## SCHEDULE 3 – VALUATION OF RELATED PARTY PERFORMANCE RIGHTS

The Related Party Performance Rights to be issued to the Related Parties pursuant to Resolutions 2 to 5 have been independently valued.

Using a Monte Carlo simulation and based on the assumptions set out below, the Related Party Performance Rights were ascribed the following value:

Calculation of Performance Rights' value (Class A to H)						
Performance Right	Vesting Condition	Rights Granted	Likelihood that Vesting Condition will be met <sup>1</sup>	Number of Performance Rights expected to vest	Value per Performance Right	Expense
Class A	Vesting Condition 1	2,350,000	Achieved	2,350,000	\$0.005	\$11,750
Class B	Vesting Condition 2	2,350,000	Achieved	2,350,000	\$0.005	\$11,750
Class C	Vesting Condition 3	2,350,000	Achieved	2,350,000	\$0.005	\$11,750
Class D	Vesting Condition 4	2,350,000	High Probability	2,350,000	\$0.005	\$11,750
Class E	Vesting Condition 5	2,350,000	High Probability	2,350,000	\$0.005	\$11,750
Class F	Vesting Condition 6	4,000,000	Will Not Achieve	0	\$0.005	\$0.00
Class G	Vesting Condition 7	4,000,000	Unlikely	0	\$0.005	\$0.00
Class H	Vesting Condition 8	4,000,000	Unlikely	0	\$0.005	\$0.00
<b>TOTAL</b>		<b>23,750,000</b>		<b>11,750,000</b>		<b>\$58,750</b>

**Note:**

- For the purposes of applying the non-market Vesting Conditions to the valuation of the Related Party Performance Rights, the independent valuer has been provided with management's expectations on each of the Vesting Conditions likelihood of occurrence during the relevant periods for the Related Party Performance Rights. Those performance hurdles deemed as more likely to be met than not, are deemed to fully vest. Conversely, those performance hurdles deemed as more likely to not be met are deemed to not vest at all.

The Related Party Performance Rights are issued for no consideration, with no exercise price. Therefore, the value per Related Party Performance Right is determined based on the trading price at close on the valuation date of 18 October 2016.

As per management's assessment of the non-market Vesting Conditions, 11,750,000 Related Party Performance Rights are expected to vest. 49.5% of the Related Party Performance Rights are expected to vest given the probabilities provided by management for each Class from A – H.

<b>Calculation of Performance Rights' value (Class I)</b>					
	<b>Guy Goudy</b>	<b>Timothy Hart</b>	<b>Stuart Middleton</b>	<b>Andrew Blow</b>	<b>Total</b>
Number of Performance Rights	1,500,00	1,500,000	500,000	500,000	<b>4,000,000</b>
Fair value per Performance Right <sup>1</sup>	\$0.005	\$0.005	\$0.005	\$0.005	<b>\$0.005</b>
Vesting Condition	Vesting Condition 9	Vesting Condition 9	Vesting Condition 9	Vesting Condition 9	<b>Vesting Condition 9</b>
% Likelihood for Vesting Condition	12.57%	12.57%	12.57%	12.57%	<b>12.57%</b>
Fair value per Performance Right	\$0.0063	\$0.0063	\$0.0063	\$0.0063	<b>\$0.0063</b>
<b>TOTAL</b>	<b>\$943.04</b>	<b>\$943.04</b>	<b>\$314.35</b>	<b>\$314.35</b>	<b>\$2,514.76</b>

Note:

- Share price of AKK at close of business of 18 October 2016.

<b>Total value of Related Party Performance Rights</b>					
	<b>Guy Goudy</b>	<b>Timothy Hart</b>	<b>Stuart Middleton</b>	<b>Andrew Blow</b>	<b>Total</b>
Class A	\$5,000	\$5,000	\$1,750	\$Nil	<b>\$11,750</b>
Class B	\$5,000	\$5,000	\$1,750	\$Nil	<b>\$11,750</b>
Class C	\$5,000	\$5,000	\$1,750	\$Nil	<b>\$11,750</b>
Class D	\$5,000	\$5,000	\$1,750	\$Nil	<b>\$11,750</b>
Class E	\$5,000	\$5,000	\$1,750	\$Nil	<b>\$11,750</b>
Class F	\$0.00	\$0.00	\$0.00	\$0.00	<b>\$0.00</b>
Class G	\$0.00	\$0.00	\$0.00	\$0.00	<b>\$0.00</b>
Class H	\$0.00	\$0.00	\$0.00	\$0.00	<b>\$0.00</b>
Class I	\$943.04	\$943.04	\$314.35	\$314.35	<b>\$2,514.76</b>
<b>TOTAL</b>	<b>\$25,943.04</b>	<b>\$25,943.04</b>	<b>\$9,064.35</b>	<b>\$314.35</b>	<b>\$61,264.76</b>

Note:

The valuation noted above is not necessarily the market price that the Related Party Performance Rights could be traded at and is not automatically the market price for taxation purposes.

**All Correspondence to:**

- ✉ **By Mail:** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 12:00pm AEDT on Sunday 18 December 2016.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** [www.votingonline.com.au/akkgmdec2016](http://www.votingonline.com.au/akkgmdec2016)
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.  
If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that 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 he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **12:00pm AEDT on Sunday 18 December 2016.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** [www.votingonline.com.au/akkgmdec2016](http://www.votingonline.com.au/akkgmdec2016)
- 📠 **By Fax** +61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.



# Austin Exploration Limited

ACN 114 198 471

## Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Austin Exploration Limited** and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of **Austin Exploration Limited** to be held at **Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000 on Tuesday 20 December 2016 at 12:00pm AEDT** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

### STEP 2 VOTING DIRECTIONS

\* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
<b>Resolution 1</b>	ADOPTION OF INCENTIVE PERFORMANCE RIGHTS PLAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b>	ISSUE OF PERFORMANCE RIGHTS TO A RELATED PARTY – GUY GOUDY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b>	ISSUE OF PERFORMANCE RIGHTS TO A RELATED PARTY – TIMOTHY HART	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4</b>	ISSUE OF PERFORMANCE RIGHTS TO A RELATED PARTY – STUART MIDDLETON	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5</b>	ISSUE OF PERFORMANCE RIGHTS TO A RELATED PARTY – ANDREW BLOW	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016