

Blaze International Limited

ACN 074 728 019

Notice of General Meeting

Explanatory Statement

and

Proxy Form

**9:00 am (WST) on Wednesday 3 June 2015
Celtic Club, 48 Ord Street, West Perth, Western Australia**

BLAZE INTERNATIONAL LIMITED

ACN 074 728 019

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Members of Blaze International Limited (**BLZ** or the **Company**) will be held on Wednesday, 3 June 2015 commencing at 9:00 am (WST) at the Celtic Club, 48 Ord Street, West Perth, Western Australia.

The Explanatory Statement that accompanies and forms part of this Notice of General Meeting describes in more detail the matters to be considered. Terms used in this Notice have the meaning given to them in the "Definitions" section contained in the Explanatory Statement.

AGENDA

BUSINESS OF THE MEETING

Resolution 1 - Consolidation of Capital

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

"That, pursuant to section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that every 250 Shares be consolidated into 1 Share, and, where this Consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction down to the nearest whole Share."

Resolution 2 – Capital Raising

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

"That, pursuant to Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 10,000,000 ordinary fully paid ordinary shares on a post-consolidation basis at a minimum issue price per Share which is at least 80% of the average market price of ordinary Shares trading on ASX over the last 5 days on which sales in the securities were recorded before the day on which the issue was made (or if there is a prospectus or offer information statement relating to the issue, over the last 5 days on which sales in the securities were recorded before the date the prospectus or offer information statement is signed), on the terms and conditions set out in the Explanatory Statement accompanying this Notice of General Meeting."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Entitlements

For the purposes of determining voting entitlements at the General Meeting, Shares will be taken to be held by persons who are registered as holding Shares at 9:00 am (WST) on 1 June 2015. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the general meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of General Meeting.

BY ORDER OF THE BOARD

Norman Grafton
Company Secretary

4 May 2015

EXPLANATORY STATEMENT

INTRODUCTION

This Explanatory Statement has been prepared for the information of members of BLAZE INTERNATIONAL LIMITED in connection with the business to be conducted at the General Meeting of Members to be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia, on Wednesday, 3 June 2015 2015 at 9:00 am (WST).

This Explanatory Statement forms part of, and should be read in conjunction with, the accompanying Notice of General Meeting.

Shareholders should note that all the Directors approved the proposal to put the resolution to shareholders as outlined in the Notice of General Meeting and to prepare this Explanatory Statement.

RESOLUTION 1 - CONSOLIDATION OF CAPITAL

1.1 Background

Resolution 1 seeks Shareholder approval to consolidate the number of Shares on issue on a 1 for 250 basis (Consolidation).

The purpose of the Consolidation is to implement a more appropriate capital structure for the Company.

1.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

The ASX Listing Rules also require that the number of Options on issue be consolidated in the same ratio as the ordinary capital and the exercise price amended in inverse proportion to that ratio. The Company currently has no Options on issue.

1.3 Fractional entitlements

Not all security holders will hold that number of Shares which can be evenly divided by 250. Where a fractional entitlement occurs, the Company will round that fraction down to the nearest whole security.

1.4 Taxation

It is not considered that any taxation implications will exist for security holders arising from the Consolidation. However, security holders are advised to seek their own tax advice on the effect of the Consolidation and the Company, the Directors and their advisers do not accept any responsibility for the individual taxation implications arising from the Consolidation.

1.5 Holding statements

From the date of the Consolidation all holding statements for previously quoted Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Shares proposed to be quoted to be issued to holders of those Shares.

It is the responsibility of each security holder to check the number of Shares held prior to disposal.

1.6 Effect on capital structure

The effect which the Consolidation will have on the capital structure of the Company is a reduction in the number of issued fully paid ordinary shares from 4,387,993,044 to 17,551,972.

1.7 Indicative timetable

If this Resolution is passed, the Consolidation of capital is proposed to take effect pursuant to the timetable below:

Action	Date
Company announces Consolidation and sends out Notice of Meeting.	4 May 2015
Company tells ASX that Shareholders have approved the Consolidation.	3 June 2015
Last day for pre-Consolidation trading.	4 June 2015
Post-Consolidation trading starts on a deferred settlement basis.	5 June 2015
Last day for Company to register transfers on a pre-Consolidation basis.	10 June 2015
First day for Company to send notice to each holder of the change in details of their holdings.	11 June 2015
First day for the Company to register Securities on a post-Consolidation basis and first day for issue of holding statements.	
Change of details of holdings date. Deferred settlement market ends.	17 June 2015
Last day for Securities to be entered into holders' security holdings.	
Last day for the Company to send notice to each holder of the change in their details of holdings.	

RESOLUTION 2 - CAPITAL RAISING

2.1 General

Subject to Shareholder approval, the Company proposes under the Capital Raising to issue up to 10,000,000 Shares on a post-Consolidation basis.

2.2 Technical information required by ASX Listing Rule 7.1

Subject to shareholder approval, pursuant to Listing Rule 7.1, the Company proposes to issue up to 10,000,000 Shares.

Listing Rule 7.1 broadly provides, subject to certain exceptions, that shareholder approval is required for any issue of securities where the securities proposed to be issued represent more than 15% of the Company's shares then on issue.

For the purposes of Listing Rule 7.3, the following information is provided to shareholders:

- a) The maximum number of Shares which may be issued pursuant to this resolution is 10,000,000.
- b) The Shares will be issued and allotted no later than 3 months after the date of this meeting or such later date as approved by ASX by waiver to the Listing Rules.
- c) For the purposes of Listing Rule 7.3.7, the issue will occur progressively.
- d) The Shares will be issued at a minimum issue price which is at least 80% of the average market price of Shares trading on ASX over the last 5 days on which sales in the securities were recorded before the day on which the issue was made (or if there is a prospectus or offer information statement relating to the issue, over the last 5 days on which sales in the securities were recorded before the date the prospectus or offer information statement is signed).
- e) The proposed allottees are unknown at the date of the Notice of Meeting but will not be related parties of the Company and will be selected at the Directors discretion. The allottees will be professional and sophisticated investors who are, for example, clients of a brokerage firm to be engaged by the Company for the purposes of the placement.
- f) The terms of the Shares will be the same as the existing ordinary fully paid Shares in the Company.
- g) The purpose of the issue is for ongoing mineral exploration and additional working capital.

The Board of Directors unanimously recommends Shareholders vote in favour of both resolutions.

DEFINITIONS

ASX	means ASX Limited (operating under the name, Australian Securities Exchange).
Board	means the Board of Directors.
Company	means Blaze International Limited ACN 074 728 019.
Corporations Act	means Corporations Act 2001 (Cth).
Director	means a Director of the Company
Explanatory Statement	means the Explanatory Statement accompanying the Notice
Listing Rules	means the official listing rules of ASX
Notice	means the Notice of General Meeting accompanying this Explanatory Statement.
Share	means a fully paid ordinary share in the capital of the Company and Shares has a corresponding meaning.
Shareholder	means a holder of Shares
Trading Day	means a day determined by ASX to be a trading day in accordance with the Listing Rules
WST	means Australian Western Standard Time

BLAZE INTERNATIONAL LIMITED
 ACN 074 728 019
FORM OF PROXY

The Secretary
Blaze International Limited
1st Floor, 8 Parliament Place
West Perth, WA, 6005

Facsimile: (08) 9481 7835

I/We.....
 of.....

being a shareholder of Blaze International Limited hereby appoint as my/our proxy

the Chairman OR

Of the Meeting

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting 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) at the General Meeting of the Company to be held on Wednesday, 9 June 2015 at 9:00 am (WST) and at any adjournment thereof.

CHAIRMAN'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chairman intends to vote undirected proxies in favour of the Resolutions.

OR

Should you desire to direct the proxy how to vote, then please tick the appropriate box below:

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1. Consolidation of capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Capital raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given, the proxy may vote as he thinks fit or may abstain

If the member is an individual or joint holder:

.....
 Usual Signature

.....
 Usual Signature

Dated this day of 2015

If the member is a Company:

Signed in accordance with the }
 Constitution of the company in }
 the presence of: }

.....
 Director/Sole Director/Secretary

.....
 Director/Secretary

Dated thisday of 2015

BLAZE INTERNATIONAL LIMITED
ACN 074 728 019

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy. A member that 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.
2. Where more than one proxy is appointed and that appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. A proxy is not entitled to vote unless the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed is either deposited at the registered office of the Company (1st Floor, 8 Parliament Place, West Perth, Western Australia, 6005) or sent by facsimile to that office on Fax: 08 9481 7835 to be received not less than 48 hours prior to the time of the meeting.
5. The proxy form must be signed personally by the member or his attorney duly authorised in writing. If the member is a company it must execute under its Common Seal or otherwise in accordance with its Constitution and s.127 of the Corporations Act, or its duly authorised attorney. In the case of joint members, the proxy must be signed by at least one of the joint members, personally or by a duly authorised attorney.
6. The Chairman intends to vote all undirected proxies in favour of the resolutions.
7. If the proxy form specifies a way in which the proxy is to vote on the resolution stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) if the proxy has two or more appointments that specify different ways to vote on the resolutions, the proxy must not vote on a show of hands; and
 - (c) if the proxy is Chairman, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairman, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.

Attendance and Voting Eligibility

For the purposes of the meeting, securities will be taken to be held by the persons who are registered holders at 9:00 am (WST) on 1 June 2015. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

A member of the Company entitled to attend and vote at the meeting shall be entitled to appoint not more than two other persons (whether members of the company or not) as the member's proxy or proxies, to attend and vote on the member's behalf. Where two proxies are appointed, the appointments shall be of no effect unless each proxy is appointed to represent a specified proportion of the member's voting rights. Forms of proxy must be deposited at the registered office of the company in West Perth not less than forty-eight (48) hours before the time appointed for the holding of the meeting.