

**ANGLO AUSTRALIAN RESOURCES NL**  
**ACN 009 159 077**

**NOTICE OF GENERAL MEETING**

**EXPLANATORY MEMORANDUM**

**AND**

**PROXY FORM**

**Date of Meeting**

25 August 2016

**Time of Meeting**

9:30am

**Place of Meeting**

Anglo Australian Resources NL Office  
63 Hay Street  
SUBIACO WA 6008

*This Notice of General Meeting 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 adviser prior to voting.*

**ANGLO AUSTRALIAN RESOURCES NL**  
**ACN 009 159 077**

**NOTICE OF GENERAL MEETING**

Notice is hereby given that a General Meeting of Shareholders of Anglo Australian Resources NL (**Company**) will be held at the Company's Registered Office 63 Hay Street Subiaco, Western Australia on 25 August 2016 at 9:30am for the purpose of transacting the following business.

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice.

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the glossary contained in the Explanatory Memorandum.

**1. RESOLUTION 1 - RATIFICATION OF ISSUE OF SHARES - 1**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 5,050,000 Shares, for the purposes and on the terms set out in the Explanatory Memorandum accompanying this Notice."*

**Voting Exclusion Statement:** For the purposes of Listing Rule 7.5, the Company will disregard any votes cast on this Resolution by any person who participated in the issue and any of their Associates, unless it is cast by a person as proxy for a person who is entitled to vote (in accordance with the directions on the Proxy Form) or 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).

**2. RESOLUTION 2 - RATIFICATION OF ISSUE OF SHARES - 2**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 38,781,271 Shares, for the purposes and on the terms set out in the Explanatory Memorandum accompanying this Notice."*

**Voting Exclusion Statement:** For the purposes of Listing Rule 7.5, the Company will disregard any votes cast on this Resolution by any person who participated in the issue and any of their Associates, unless it is cast by a person as proxy for a person who is entitled to vote (in accordance with the directions on the Proxy Form) or 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).

**3. RESOLUTION 3 - ISSUE OF SHARES & OPTIONS TO JOHN JONES IN LIEU OF OUTSTANDING AMOUNTS OWED**

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

*“That for the purpose of Listing Rule 10.11 and for all other purposes, approval is given to issue a 3,333,333 Shares at a deemed issue price of \$0.012 each and of 6,500,000 Options, exercisable at \$0.025 each and expiring on 30 November 2020 to John Jones, or his nominees, on the terms and conditions set out in the Explanatory Statement”.*

**4. RESOLUTION 4 - ISSUE OF SHARES & OPTIONS TO PETER STERN IN LIEU OF OUTSTANDING AMOUNTS OWED**

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

*“That for the purpose of Listing Rule 10.11 and for all other purposes, approval is given to issue 1,666,667 Shares at a deemed issue price of \$0.012 each and of 2,000,000 Options, exercisable at \$0.025 each and expiring on 30 November 2020 to Peter Stern, or his nominees, on the terms and conditions set out in the Explanatory Statement”.*

**5. RESOLUTION 5 - ISSUE OF SHARES & OPTIONS TO GRAEME SMITH IN LIEU OF OUTSTANDING AMOUNTS OWED**

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

*“That for the purpose of Listing Rule 10.11 and for all other purposes, approval is given to issue 833,333 Shares at a deemed issue price of \$0.012 each and of 2,000,000 Options, exercisable at \$0.025 each and expiring on 30 November 2020 to Graeme Smith or his nominees, on the terms and conditions set out in the Explanatory Statement”.*

**Voting Exclusion:** The Company will, in accordance with the Listing Rules, disregard any votes cast on Resolutions 3-5 by Messrs Jones, Stern and Smith respectively and any of their Associates. However, subject to the voting prohibition below, the Company will not disregard a vote 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 cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form to vote as the proxy decides.

**Voting Prohibition:** The Company will, in accordance with the Corporations Act, disregard any votes cast on these Resolutions by a member of the Key Management Personnel or a Closely Related Party of such a member. However, the Company will not disregard a vote if it is cast by such a person if:

- (a) the person is acting as proxy and the Proxy Form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on these Resolutions as described above; or
- (b) the person is the Chair voting an undirected proxy, which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.

## 6. RESOLUTION 6 - PLACEMENT AUTHORITY – SHARES

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

*“That, for the purposes of Listing Rule 7.1 of the Listing Rules of ASX Limited and for all other purposes, approval is given for the Company to issue and allot at the Directors’ discretion up to a maximum of 20,000,000 fully paid ordinary Shares on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution by any person who might participate in the issue and any of their Associates 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 unless it is cast by a person as proxy for a person who is entitled to vote (in accordance with the directions on the Proxy Form) or 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).

A Proxy Form is enclosed.

To be valid, properly completed Proxy Forms must be received by the Security Transfer Registrars Pty Ltd no later than 9:30am (WST) 23 August 2016:

**Online**                      [www.securitytransfer.com.au](http://www.securitytransfer.com.au)

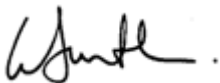
**Postal Address**            PO BOX 535  
                                      Applecross WA 6953 AUSTRALIA

**Street Address**            Alexandra House  
                                      Suite 1, 770 Canning Highway  
                                      Applecross WA 6153 AUSTRALIA

**Telephone**                +61 8 9315 2333

**Facsimile**                 +61 8 9315 2233

**Email**                      registrar@securitytransfer.com.au



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Graeme Smith  
Company Secretary  
Date: 26 July 2016

## **PROXIES**

A Shareholder entitled to attend and vote at the above meeting may 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.

A proxy may, but need not be, a Shareholder of the Company.

The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer duly authorised.

The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the share registry, Security Transfer Registrars Pty Ltd at least 48 hours prior to the meeting. For the convenience of Shareholders a Proxy Form is enclosed.

## **ENTITLEMENT TO VOTE**

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding Shares at 5:00pm WST time on 23 August 2016 will be entitled to attend and vote at the meeting.

## **CORPORATIONS**

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company before the meeting.

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the Shareholders of Anglo Australian Resources NL ACN 009 159 077 (**Company**) in connection with the business to be conducted at a General Meeting of the Company to be held at the Company's office, 63 Hay Street Subiaco WA 6008, on 25 August 2016 commencing at 9:30am.

This Explanatory Memorandum should be read in conjunction with, and form part of, the accompanying notice.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolution.

Terms used in this Explanatory Memorandum will, unless the context otherwise requires, have the same meaning given to them in the glossary as contained in this Explanatory Memorandum.

At the General Meeting, Shareholders will be asked to consider the following Resolutions:

- ratification of the issue of Shares under Listing Rule 7.4;
- approval of the issue of Shares and Options to Messrs Jones, Stern & Smith in lieu of amounts outstanding; and
- approve a placement authority to issue up to 20 million shares.

### 1. RESOLUTION 1 – RATIFICATION OF ISSUE OF SHARES - 1

#### 1.1 General

On 30 October 2015 the Company issued 5,050,000 Shares at an issue price of \$0.01 per Share, under its 10% placement capacity under Listing Rule 7.1A

It now seeks, pursuant to Resolution 1 of the Notice, to ratify the allotment and issue of those Shares.

ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1 or 7.1A. Listing Rule 7.1A enables eligible entities to seek shareholder approval at an annual general meeting to enable the Company to issue an additional 10% of its issued capital without shareholder approval in the 12 month period following the meeting. Shareholders approved this at the Company's Annual General Meeting held on 30 November 2015. Listing Rule 7.4 permits the ratification of previous issues of shares made without prior shareholder approval, provided the issue did not breach the maximum thresholds set by Listing Rule 7.1 or 7.1A.

The effect of such a ratification is to restore a company's discretionary power to issue further shares up to 15% of the issued capital of the company under Listing Rule 7.1 and 10% under Listing Rule 7.1A without requiring shareholder approval.

Accordingly, Resolution 1 seeks Shareholder ratification of the issue of 5,050,000 Shares to restore the ability of the Company to issue further Shares within the 10% limit under Listing Rule 7.1A, during the next 12 months. The Company confirms that the issue and allotment of the Shares the subject of Resolution 1 did not breach Listing Rule 7.1 or Listing Rule 7.1A.

#### 1.2 Information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- a) 5,050,000 Shares were allotted and issued by the Company;
- b) the issue price per Share was \$0.01 per Share;
- c) the Shares allotted were fully paid ordinary shares which rank equally with all other fully paid ordinary Shares on issue;
- d) the Shares were issued to sophisticated investors, who were not a related party of the Company;
- e) \$50,500 was raised from the issue of the Shares. The funds raised have been applied to exploration expenditure and working capital expenses; and

f) a voting exclusion statement is included in the Notice.

### **1.3 Directors' Recommendation**

The Directors of the Company believe that Resolution 1 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 1.

## **2. RESOLUTION 2 – RATIFICATION OF ISSUE OF SHARES - 2**

### **2.1 General**

On 17 June 2016 the Company issued 19,604,594 Shares at an issue price of \$0.012 per Share, under its 15% placement capacity under Listing Rule 7.1.

On 30 June 2016 the Company issued 6,694,169 Shares at an issue price of \$0.012 per Share, under its 15% placement capacity under Listing Rule 7.1 and 2,637,498 Shares at an issue price of \$0.012 per Share, under its 10% placement capacity under Listing Rule 7.1A.

On 19 July 2016 the Company issued 9,845,010 Shares at an issue price of \$0.012 per Share, under its 10% placement capacity under Listing Rule 7.1A.

It now seeks, pursuant to Resolution 2 of the Notice, to ratify the allotment and issue of those Shares.

ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1 or 7.1A. Listing Rule 7.1A enables eligible entities to seek shareholder approval at an annual general meeting to enable the Company to issue an additional 10% of its issued capital without shareholder approval in the 12 month period following the meeting. Shareholders approved this at the Company's Annual General Meeting held on 30 November 2015. Listing Rule 7.4 permits the ratification of previous issues of shares made without prior shareholder approval, provided the issue did not breach the maximum thresholds set by Listing Rule 7.1 or 7.1A.

The effect of such a ratification is to restore a company's discretionary power to issue further shares up to 15% of the issued capital of the company under Listing Rule 7.1 and 10% under Listing Rule 7.1A without requiring shareholder approval.

Accordingly, Resolution 2 seeks Shareholder ratification of the issue of 38,781,271 Shares to restore the ability of the Company to issue further Shares within the 15% limit under Listing Rule 7.1, and 10% limit under Listing Rule 7.1A, during the next 12 months. The Company confirms that the issue and allotment of the Shares the subject of Resolution 1 did not breach Listing Rule 7.1 or Listing Rule 7.1A.

### **2.2 Information required by Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- a) 38,781,271 Shares were allotted and issued by the Company;
- b) the issue price per Share was \$0.012 per Share;
- c) the Shares allotted were fully paid ordinary shares which rank equally with all other fully paid ordinary Shares on issue;
- d) the Shares were issued to sophisticated investors, who were not a related party of the Company;
- e) \$465,375 was raised from the issue of the Shares. The funds raised have been, and will be applied to exploration expenditure and working capital expenses; and
- f) a voting exclusion statement is included in the Notice.

### **2.3 Directors' Recommendation**

The Directors of the Company believe that Resolution 2 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 2.

### **3. RESOLUTION 3 – 5 - APPROVAL OF ISSUE OF SHARES & OPTIONS TO DIRECTORS – JOHN JONES, PETER STERN AND GRAEME SMITH**

#### **3.1 General**

Executive Chairman Mr John Jones is owed an amount of \$105,000 in loans and directors fees to the Company and, subject to shareholder approval, has elected to receive this amount in the form of Shares & Options, to conserve the cash position of the Company.

Non-Executive Director Mr Peter Stern is owed an amount of \$40,000 in loans and directors fees to the Company and, subject to shareholder approval, has elected to receive this amount in the form of Shares & Options, to conserve the cash position of the Company.

Non-Executive Director Mr Graeme Smith is owed an amount of \$30,000 in loans and directors fees to the Company and, subject to shareholder approval, has elected to receive this amount in the form of Shares & Options, to conserve the cash position of the Company.

Under Section 208 of the Corporations Act, for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company (such as a director of the 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. Section 210 of the Corporations Act provides that shareholder approval for the purposes of Section 208 of the Corporations Act is not needed to give a financial benefit on the terms that would be unreasonable in the circumstances if the public company and the related party were dealing at arms' length.

It is the view of the Directors that the issue of Shares & Options to Directors under Resolutions 3 to 5 fall under the arms' length exception in Section 210 of the Corporations Act as:

- i. the issue of Shares is being made at the same price and on the same terms and conditions as the Company's latest placement in June 2016 to unrelated parties; and
- ii. the exercise price of the Options is 200% of the market price as of 26 June 2016.

Accordingly, Shareholder approval is only being sought under Listing Rule 10.11 and approval is not required under Listing Rule 7.1.

#### **3.2 Listing Rule Notice Requirements**

Listing Rule 10.13 contains certain requirements as to the contents of a Notice sent to Shareholders for the purposes of Listing Rule 10.11 and the following information is included in this Explanatory Statement for that purpose:



- a) the Options will be issued as follows:

Director	Number of Shares to be issued under Resolutions 3-5	Issue Price of Shares	Number of Options to be issued under Resolutions 3-5	Exercise Price of Options	Value of Options	Directors fees & loans owing
John Jones	3,333,333	\$0.012	6,500,000	\$0.025	\$0.01	\$105,000
Peter Stern	1,666,667	\$0.012	2,000,000	\$0.025	\$0.01	\$40,000
Graeme Smith	833,333	\$0.012	2,000,000	\$0.025	\$0.01	\$30,000

- b) the Shares and Options will be allotted as soon as practicable following the close of this Meeting and in any event no later than 1 month of the date of this Meeting;
- c) the deemed issue price of the Shares is \$0.012 per Share;
- d) the deemed issue price of the Options is \$0.01 per Option;
- e) the exercise price of the Options is \$0.025 per Option;
- f) the Shares issued will be fully paid ordinary Shares and rank equally with other fully paid ordinary Shares on issue and the Shares issued upon exercise of the Options will be fully paid ordinary Shares and rank equally with other fully paid ordinary Shares;
- g) the Options expire on 30 November 2020 and the full terms and conditions of the Options is included in Annexure A to this Explanatory Memorandum;
- h) a voting exclusion statement is included in this Notice; and
- i) no funds will be raised from the issue of Shares & Options to Directors pursuant to Resolutions 3 - 5. If the Options are exercised, the funds raised will be put towards the Company's working capital requirements.

#### 4. RESOLUTION 6 – PLACEMENT AUTHORITY - SHARES

##### 4.1 Background

Resolution 6 seeks the approval of Shareholders to enable the Directors, at any time during the three months after the General Meeting, to issue up to 20,000,000 Shares in the Company for the purpose of raising additional funds for the Company.

The purpose of the issue will be to fund the Company's ongoing exploration and evaluation programmes, fund the evaluation and acquisition of new opportunities, fund the corporate and administrative activities of the Company, working capital and to meet the costs of the issue.

The Shares to be issued will rank equally in all respects with the Company's existing issued Shares. The Shares to be issued will have a diluting effect on the issued capital of the Company.

##### 4.2 Listing Rule Requirements

The effect of Resolution 6 will be to allow the Directors to issue the Shares pursuant to the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's annual placement capacity.

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement:

- (a) the maximum number of Shares to be issued is 20,000,000 Shares;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur progressively throughout the 3 month period;

- (c) the issue price of the Shares will be not less than 80% of the average market price for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the issue is made or, if there is a prospectus, over the last 5 days on which sales in the securities were recorded before the date the prospectus is signed;
- (d) the subscribers for these Shares are not yet known, however they will only be issued to investors who qualify under Section 708 of the Corporations Act. None of these subscribers will be related parties of the Company;
- (e) the Shares issued 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; and
- (f) the Company intends to use the funds raised from the Placement towards the Company's ongoing exploration and evaluation programmes, fund the evaluation and acquisition of new opportunities, fund the corporate and administrative activities of the Company, working capital and to meet the costs of the issue in the proportions outlined below:

<b>Proposed Area of Application</b>	<b>Proposed Allocation (%)</b>
Ongoing exploration & evaluation programmes	35%
Evaluation and acquisition of new opportunities	30%
Corporate and administrative activities	15%
Working capital	15%
Costs of the Issue	5%
<b>Total</b>	<b>100%</b>

## **OTHER BUSINESS**

Management is not aware on any other business to come before the Meeting other than as set forth in the accompanying Notice. If any other business properly comes before the Meeting, it is the intention of the persons named in the Proxy Form to vote the Shares represented thereby in accordance with their best judgement on such matter.

## GLOSSARY

In this Explanatory Memorandum and the Notice, the following terms have the following meanings unless the context otherwise requires:

<b>Associate</b>	has the same meaning as defined in Section 11 and Sections 13 to 17 of the Corporations Act.
<b>ASX</b>	means ASX Ltd ABN 98 008 624 691 and, where the context requires, the Australian Securities Exchange operated by ASX Ltd.
<b>Board</b>	means the board of Directors of the Company.
<b>Company</b>	means Anglo Australian Resources NL ACN 009 159 077
<b>Corporations Act</b>	means Corporations Act 2001 (Cth).
<b>Director</b>	means a director of the Company.
<b>Explanatory Memorandum</b>	means this information attached to the Notice, which provides information to Shareholders about the Resolution contained in the Notice.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Notice or Notice of Meeting</b>	means the Notice of General Meeting accompanying this Explanatory Memorandum.
<b>Proxy Form</b>	means the proxy form attached to this Notice.
<b>Resolution</b>	means a resolution contained in the Notice.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the holder of a share.

## ANNEXURE A

### ANGLO AUSTRALIAN RESOURCES NL

#### Terms and Conditions of 2.5 Cent Unlisted Options

- a) Each Option entitles the holder to one ordinary fully paid share.
- b) The Options shall vest on issue (the Vesting Date).
- c) The Options shall expire at 5:00pm WST on 30 November 2020 (the Expiry Date).
- d) The Options shall be exercisable at any time from the Vesting Date up to and including the Expiry Date by completing the Option Exercise Form and provide payment for the number of Shares in respect of which the Options are exercised to the registered office of the Company.
- e) The Options are not transferable, other than to a related party, and application will not be made to the ASX for Official Quotation of the Options.
- f) The exercise price of the Options is \$0.025 per Option
- g) The Options held by each Option holder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- h) An Option holder may exercise their Options by lodging with the Company, before the Expiry Date:
  - i. a written notice of exercise of Options specifying the number of Options being exercised; and
  - ii. a cheque or electronic funds transfer for the exercise price for the number of Options being exercised,
- i) All ordinary fully paid shares issued upon exercise of Options will rank pari passu in any respects with the Company's then issued ordinary fully paid shares. The Company will apply for Official Quotation by the ASX of all shares issued upon exercise of Options.
- j) There are no participating rights and entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options without exercising their Options. However, the Company will ensure that Optionholders will be allowed 7 business days notice to convert their Options to Shares to participate in an entitlement issue on the same basis as ordinary shareholders.
- k) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the Listing Rules.
- l) Adjustment for bonus issues of Shares  
If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu of, or in satisfaction of, dividends or by way of dividend reinvestment):
  - i. the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
  - ii. no change will be made to the exercise price.
- m) Adjustment for rights issue  
If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment) the exercise price of a Option will be reduced according to the following formula:  
New exercise price =  $O - \frac{E [P - (S + D)]}{N + 1}$ 
  - O = the old Exercise Price of the Option.
  - E = the number of underlying Shares into which one Option is exercisable.
  - P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.
  - S = the subscription price of a Share under the pro rata issue.
  - D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).
  - N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.

«EFT\_REFERENCE\_NUMBER»

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# ANGLO AUSTRALIAN RESOURCES NL

ACN: 009 159 077

## REGISTERED OFFICE:

GROUND FLOOR  
63 HAY STREET  
SUBIACO WA 6008

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## SHARE REGISTRY:

Security Transfer Registrars Pty Ltd  
**All Correspondence to:**  
PO BOX 535, APPLECROSS WA 6953  
AUSTRALIA  
770 Canning Highway, APPLECROSS WA 6153  
AUSTRALIA  
T: +61 8 9315 2333 F: +61 8 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

«Company\_code» «Sequence\_number»

«Holder\_name»  
«Address\_line\_1»  
«Address\_line\_2»  
«Address\_line\_3»  
«Address\_line\_4»  
«Address\_line\_5»

Code:

AAR

Holder Number:

«HOLDER\_NUM

## PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE  
ONLINE**

Lodge your proxy vote securely at [www.securitytransfer.com.au](http://www.securitytransfer.com.au)

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

### SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

**OR**

or failing the person named, or if no person is named, the Chairperson 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 at 9:30am WST on Thursday 25 August 2016 at 63 Hay Street, Subiaco, Western Australia and at any adjournment of that meeting.

### SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

#### RESOLUTION

1. Ratification of Issue of Shares - 1
2. Ratification of Issue of Shares - 2
3. Issue of Shares & Options to John Jones
4. Issue of Shares & Options to Peter Stern
5. Issue of Shares & Options to Graeme Smith
6. Placement Authority - Shares

**For Against Abstain\***

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. \* 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.

### SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

**Proxies must be received by Security Transfer Registrars Pty Ltd no later than 9:30am WST on Tuesday 23 August 2016.**

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My/Our contact details in case of enquiries are:

Name:

Number:

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### 1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

### 2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

### 3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

### 4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) 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 contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or 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 of your votes; and
- b) Return both forms in the same envelope.

### 5. SIGNING INSTRUCTIONS

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

**Joint Holding:** where the holding is in more than one name, all of the Shareholders must sign.

**Power of Attorney:** to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

### 6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

#### Security Transfer Registrars Pty Ltd

**Online** [www.securitytransfer.com.au](http://www.securitytransfer.com.au)

**Postal Address** PO BOX 535  
Applecross WA 6953 AUSTRALIA

**Street Address** Alexandria House  
Suite 1, 770 Canning Highway  
Applecross WA 6153 AUSTRALIA

**Telephone** +61 8 9315 2333

**Facsimile** +61 8 9315 2233

**Email** [registrar@securitytransfer.com.au](mailto:registrar@securitytransfer.com.au)

### PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

