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**CRUSADER RESOURCES LIMITED**

**ACN 106 641 963**

**NOTICE OF GENERAL MEETING**

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**TIME:** 9.00am (WST)

**DATE:** Tuesday, 30 July 2013

**PLACE:** Suite 1  
Level 1, 35 - 37 Havelock Street  
West Perth, WA, 6005

*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.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9320 7500.*

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**TIME AND PLACE OF MEETING AND HOW TO VOTE**

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**VENUE**

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The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 9.00am (WST) on Tuesday, 30 July 2013 at:

Suite 1  
Level 1, 35 - 37 Havelock Street  
West Perth WA 6005

**YOUR VOTE IS IMPORTANT**

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The business of the General Meeting affects your shareholding and your vote is important.

**VOTING IN PERSON**

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To vote in person, attend the General Meeting on the date and at the 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:

(a) post to Crusader Resources Limited, West Perth BC, PO Box 692, West Perth WA 6872; or

(b) facsimile to the Company on facsimile number +61 8 9320 7501,

so that it is received not later than 5.00pm (WST) on Sunday, 28 July 2013.

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

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## NOTICE OF GENERAL MEETING

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Notice is given that the General Meeting of Shareholders will be held at 9.00am (WST) on Tuesday, 30 July 2013 at Suite 1, Level 1, 35 - 37 Havelock Street, West Perth WA 6005.

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 5.00pm (WST) on Sunday, 28 July 2013.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

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## AGENDA

### ORDINARY BUSINESS

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#### 1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SECURITIES

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 of the ASX Listing Rules and for all other purposes, Shareholders ratify the allotment and issue of 8,322,000 Macquarie Options on the terms and conditions set out in the Explanatory Statement.*

**Voting Exclusion:** The Company will disregard any votes cast on this resolution by Macquarie Bank and any of its associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) 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.

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#### 2. RESOLUTION 2 - RE-ELECTION OF MR STEPHEN COPULOS AS A DIRECTOR

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

*"That Mr Stephen Copulos, who retires in accordance with Article 13.4 of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."*

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#### 3. RESOLUTION 3 - RE-ELECTION OF MR MAURICIO FERREIRA AS A DIRECTOR

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

*"That Mr Mauricio Ferreira, who retires in accordance with Article 13.4 of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."*

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4. **RESOLUTION 4 - RE-ELECTION OF MR JOHN EVANS AS A DIRECTOR**

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

*"That Mr John Evans, who retires in accordance with Article 13.4 of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."*

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5. **RESOLUTION 5 – GRANT OF DIRECTOR OPTIONS TO A DIRECTOR - MR ROBERT SMAKMAN**

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

*"That, for the purpose of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act, and for all other purposes, approval is given for the Directors to grant 1,000,000 Director Options to Managing Director, Mr Smakman."*

**Voting Exclusion**

The Company will disregard any votes cast on this resolution by Mr Smakman and any of his associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) 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.

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6. **RESOLUTION 6 – GRANT OF DIRECTOR OPTIONS TO A DIRECTOR - MR PAUL STEPHEN**

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

*"That, for the purpose of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act, and for all other purposes, approval is given for the Directors to grant 500,000 Director Options to Executive Director, Mr Stephen on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion**

The Company will disregard any votes cast on this resolution by Mr Stephen and any of his associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) 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.

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7. **RESOLUTION 7 – GRANT OF DIRECTOR OPTIONS TO A DIRECTOR - MR STEPHEN COPULOS**

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

*"That, for the purpose of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act, and for all other purposes, approval is given for the Directors to grant 500,000 Director Options to Non-Executive Director, Mr Copulos on the terms and conditions set out in the Explanatory Statement."*

#### **Voting Exclusion**

The Company will disregard any votes cast on this resolution by Mr Copulos and any of his associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) 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.

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#### **8. RESOLUTION 8 – GRANT OF DIRECTOR OPTIONS TO A DIRECTOR - MR DAVID NETHERWAY**

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

*"That, for the purpose of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act, and for all other purposes, approval is given for the Directors to grant 330,000 Director Options to Non-Executive Director, Mr Netherway on the terms and conditions set out in the Explanatory Statement."*

#### **Voting Exclusion**

The Company will disregard any votes cast on this resolution by Mr Netherway and any of his associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) 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.

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#### **9. RESOLUTION 9 – GRANT OF DIRECTOR OPTIONS TO A DIRECTOR - MR MAURICIO FERREIRA**

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

*"That, for the purpose of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act, and for all other purposes, approval is given for the Directors to grant 330,000 Director Options to Non-Executive Director, Mr Ferreira on the terms and conditions set out in the Explanatory Statement."*

#### **Voting Exclusion**

The Company will disregard any votes cast on this resolution by Mr Ferreira and any of his associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) 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

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**10. RESOLUTION 10 – GRANT OF DIRECTOR OPTIONS TO A DIRECTOR - MR JOHN EVANS**

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

*“That, for the purpose of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act, and for all other purposes, approval is given for the Directors to grant 330,000 Director Options to Non-Executive Director, Mr Evans on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion**

The Company will disregard any votes cast on this resolution by Mr Evans and any of his associates.

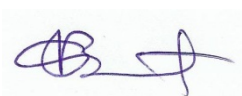
However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) 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.

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**DATED: 21 JUNE 2013**

**BY ORDER OF THE BOARD**



**ANDREW BEIGEL  
CRUSADER RESOURCES LIMITED  
COMPANY SECRETARY**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 9.00am (WST) on Tuesday, 30 July 2013 at Suite 1, Level 1, 35-37 Havelock Street, West Perth WA 6005.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting. This Explanatory Statement should be read in conjunction with, and forms part of, the accompanying Notice.

A Proxy Form is located at the end of the Explanatory Statement.

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## **2. ACTION TO BE TAKEN BY SHAREHOLDERS**

Shareholders should read the Notice and this Explanatory Statement carefully before deciding how to vote on the Resolutions.

### **2.1 Proxies**

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the General Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the General Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

### **2.2 Voting Prohibition by Proxy Holders**

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 5 to 10 if:

- (a) the person is either:
  - (i) a member of the Key Management Personnel of the Company; 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 Resolutions 5 to 10.

However, the prohibition does not apply if:

- (c) the proxy is the Chairman; and
- (d) the appointment expressly authorises the Chairman to exercise the proxy even if Resolutions 5 to 10 are connected directly or indirectly with remuneration of a member of the Key Management Personnel of the Company.

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### **3. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SECURITIES**

#### **3.1 Background**

On 8 May 2013 the Company issued 1,000,000 Class A Macquarie Options to Macquarie Bank Limited (**Macquarie Bank**) as part of the establishment of a \$20 million interim funding facility with Macquarie Bank. On 10 May 2013 the Company issued 7,322,000 Class B Macquarie Options to Macquarie Bank as part of the draw down of \$5 million of the facility.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those securities.

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 in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying these issues, the Company will retain the flexibility to issue equity securities in the future up to the 15% threshold set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

#### **3.2 Technical information required by ASX Listing Rule 7.5**

ASX Listing Rule 7.5 contains certain requirements as to the content of a notice of meeting sent to shareholders for the purposes of obtaining shareholder approval under ASX Listing Rule 7.4. The following information is provided to Shareholders in accordance with ASX Listing Rule 7.5:

- (a) a total of 8,322,000 Macquarie Options were issued by the Company which comprised:
  - (i) 1,000,000 Class A Macquarie Options; and
  - (ii) 7,322,000 Class B Macquarie Options.
- (b) the Macquarie Options were granted in two classes:
  - (i) Class A Macquarie Options exercisable at 48 cents each on or before 31 December 2015; and
  - (ii) Class B Macquarie Options exercisable at 34.14 cents each on or before 10 May 2017.

The further terms of the Macquarie Options are summarised in Schedule 1.



- (c) the Macquarie Options were issued to Macquarie Bank as part of the establishment of a \$20,000,000 funding facility and the drawdown of \$5,000,000 of the facility;
  - (d) no funds were raised by the issue of the Macquarie Options as they were issued for nil consideration; and
  - (e) a voting exclusion statement is included in the Notice of Meeting.
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#### **4. RESOLUTION 2 - RE-ELECTION OF MR STEPHEN COPULOS AS A DIRECTOR**

Article 13.4 of the Constitution gives the Directors authority to appoint other directors.

Mr Stephen Copulos was appointed a Director of the Company on 5 March 2013.

Article 13.4 of the Constitution also states that any Director appointed in accordance with that Article must retire at the next general meeting and is eligible for re-election.

Accordingly, Mr Copulos resigns as a Director at this Meeting and being eligible, seeks approval to be re-elected as a Director.

Mr Copulos has over 30 years of experience in a variety of businesses and investments, in a wide range of industries including manufacturing, mining, fast food, property development, and hospitality. He has been the Managing Director of the Copulos Group of companies, a private investment group since 1997. Mr Copulos is an active global investor who brings significant business acumen and greater diversity to the board of Crusader. He has been a major shareholder of Crusader for many years and is aligned to improving shareholder returns.

Mr Copulos has over 10 years' experience as a company director of both listed and unlisted public companies.

The Board believes that Mr Copulos has performed the duties and responsibilities of a Director diligently and professionally, in the best interests of all Shareholders.

The Board unanimously supports the re-election of Mr Copulos.

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#### **5. RESOLUTION 3 - RE-ELECTION OF MR MAURICIO FERREIRA AS A DIRECTOR**

Article 13.4 of the Constitution gives the Directors authority to appoint other directors.

Mr Mauricio Ferreira was appointed a Director of the Company on 17 April 2013.

Article 13.4 of the Constitution also states that any Director appointed in accordance with that Article must retire at the next general meeting and is eligible for re-election.

Accordingly, Mr Ferreira resigns as a Director at this Meeting and being eligible, seeks approval to be re-elected as a Director.

Mr Ferreira is a senior executive with more than 35 years of experience in the natural resources and energy sectors.

From 1986 to 2012, Mr Ferreira has held several positions within the Vale Group. He has managed distinct functions, from exploration to sales & marketing, in different businesses, including iron ore, gold, fertilizers, kaolin and energy. In the early 90's he was actively involved in the exploration and development of three gold mines in Brazil. More recently he was Director of Special Projects in

Sustainability and Energy, CEO of Vale Energia Limpa, Director of Business Development at Vale Oil & Gas and CEO of Para Pigmentos SA & CADAM.

Mr Ferreira earned a BSc in geology at Universidade Federal do Rio de Janeiro and attended the PhD program at the University of Western Ontario. He has supplemented his experience with executive education at IBMEC, USP, Harvard, MIT, INSEAD and IMD.

The Board believes that Mr Ferreira has performed the duties and responsibilities of a Director diligently and professionally, in the best interests of all Shareholders.

The Board unanimously supports the re-election of Mr Ferreira.

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## **6. RESOLUTION 4 - RE-ELECTION OF MR JOHN EVANS AS A DIRECTOR**

Article 13.4 of the Constitution gives the Directors authority to appoint other directors.

Mr John Evans was appointed a Director of the Company on 14 May 2013.

Article 13.4 of the Constitution also states that any Director appointed in accordance with that Article must retire at the next general meeting and is eligible for re-election.

Accordingly, Mr Evans resigns as a Director at this Meeting and being eligible, seeks approval to be re-elected as a Director.

Mr Evans holds a Commerce (Hons) degree from the University of Queensland, and is a Fellow of the Institute of Chartered Accountants in Australia, and a member of CPA Australia and the Australian Institute of Company Directors.

Mr Evans is currently the principal of a Business Broking & Advisory practice, and advises a range of businesses in both the SME sector and larger corporate clients on matters such as strategic planning, marketing, governance, and financial analysis. Prior to this, Mr Evans held a series of executive positions in Finance and General Management over a 15 year period, across a wide range of industries including telecommunications, banking and insurance, superannuation and funds management, media, hospitality, and property development.

Mr Evans's approach to advising businesses balances the need for practical, achievable solutions with the need to always keep in sight the overall strategic objective. Mr Evans is currently Chairman of ASX-listed Intermoco Limited, and has held several other non-executive Director positions in Australian public companies. Mr Evans is also a Director of several private companies and one not-for-profit organisation, and provides Board consulting services to three other company groups.

The Board believes that Mr Evans has performed the duties and responsibilities of a Director diligently and professionally, in the best interests of all Shareholders.

The Board unanimously supports the re-election of Mr Evans.

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## **7. RESOLUTIONS 5 TO 10 – GRANT OF DIRECTOR OPTIONS TO DIRECTORS**

### **7.1 Background**

Resolutions 5 to 10 seek Shareholder approval in accordance with Listing Rule 10.11 and Chapter 2E of the Corporations Act for the grant of a total of 2,990,000 Director Options to the Directors as follows:

- (a) Mr Robert Smakman 1,000,000 Director Options;
- (b) Mr Paul Stephen 500,000 Director Options;
- (c) Mr Stephen Copulos 500,000 Director Options;

- (d) Mr David Netherway 330,000 Director Options;
- (e) Mr Mauricio Ferreira 330,000 Director Options; and
- (f) Mr John Evans 330,000 Director Options.

The Company is a small listed company with limited funds, most of which are allocated to specific development activities. As a result, the Board has chosen to issue Director Options to the Directors as a key component of the incentive portion of their remuneration in order to retain the services of the Directors and to provide incentive linked to the performance of the Company. The Board considers that the experience of the Directors will greatly assist the development of the Company. As such, the Board believes that the number of Director Options to be granted to the Directors are commensurate with their value to the Company.

Given the speculative nature of the Company's activities and the small management team responsible for its running, it is considered the performance of the Directors and the performance and value of the Company are closely related. As such, the Director Options granted will generally only be of benefit if the Directors perform to the level whereby the value of the Company increases sufficiently to warrant exercising the Director Options.

Resolutions 5 to 10 are ordinary resolutions.

**7.2 Reason approval required**

Shareholder approval is required under Listing Rule 10.11 and section 208 of the Corporations Act because the Directors are related parties of the Company.

Furthermore, Shareholder approval of the issue of Options means that the grant will not reduce the Company's 15% placement capacity under Listing Rule 7.1.

**7.3 Specific information required by Listing Rule 10.13 and section 219 of the Corporations Act**

Listing Rule 10.13 and section 219 of the Corporations Act require that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval for the grant:

- (a) The Director Options will be issued to the Directors, Mr Robert Smakman, Mr Paul Stephen, Mr Stephen Copulos, Mr David Netherway, Mr Mauricio Ferreira, Mr John Evans.
- (b) The maximum number of Director Options the Company can issue to each of the Directors under Resolutions 5 to 10 is as follows:

| Name of Director  | Number and Class of Director Options |
|-------------------|--------------------------------------|
| Mr Robert Smakman | 333,333 Class B Director Options     |
|                   | 333,333 Class D Director Options     |
|                   | 333,334 Class E Director Options     |
| Mr Paul Stephen   | 166,667 Class C Director Options     |
|                   | 166,667 Class D Director Options     |
|                   | 166,666 Class E Director Options     |

|                      |  |
|----------------------|--|
| Mr Stephen Copulos   | 166,667 Class A Director Options<br>166,667 Class D Director Options<br>166,666 Class E Director Options |
| Mr David Netherway   | 110,000 Class A Director Options<br>110,000 Class D Director Options<br>110,000 Class E Director Options |
| Mr Mauricio Ferreira | 110,000 Class A Director Options<br>110,000 Class D Director Options<br>110,000 Class E Director Options |
| Mr John Evans        | 110,000 Class A Director Options<br>110,000 Class D Director Options<br>110,000 Class E Director Options |

- (c) Each Director Option will be granted for nil consideration. Each Director Options entitles the holder to subscribe for one Share at an exercise price which is the greater of \$0.43 and a 43% premium to the average market price for Shares on the five trading days prior to the grant of the Director Options, exercisable on or before the date that is 48 months after the grant date.
- (d) The Director Options will be granted in five classes:

| <b>Class of Director Option</b> | <b>Vesting Date</b>   |
|---------------------------------|---|
| Class A                         | 12 months after issue date  |
| Class B                         | 12 months after issue date vesting in four equal tranches subject to achievement of the four Smakman Performance Conditions   |
| Class C                         | 12 months after issue date vesting in three equal tranches subject to achievement of the three Stephen Performance Conditions |
| Class D                         | 24 months after issue date  |
| Class E                         | 36 months after issue date  |

The Director Options are unlisted and transferable. No application for quotation of the Director Options will be made by the Company until such time as the Company in its absolute discretion determines

otherwise. Further terms and conditions of the Director Options are in Schedule 2.

- (e) The Company will grant the Director Options no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (f) A voting exclusion statement is included in the Notice.
- (g) No funds will be raised by the grant of the Director Options as they are being issued for nil consideration.
- (h) Each Director has an interest in the Resolutions under which Director Options will be granted to him and therefore believes it inappropriate to make a recommendation. Each Director recommends the grant of Director Options to each of the other Directors as it allows the Company to retain directors of high calibre and it aligns the interests of the Company and its Directors to maximise Shareholder value.
- (i) The dilution effect if all of the Director Options granted are exercised is as follows:

|  |             |
|--|-------------|
| Current number of Shares on issue                                  | 126,646,041 |
| Number of Director Options to be granted under Resolutions 5 to 10 | 2,990,000   |
| Dilution effect if all Director Options granted are exercised      | 2.4%        |

- (j) The current relevant interests in security holdings of the Directors are as follows:

| Name of Director     | Shares     | Options                  |
|----------------------|------------|--------------------------|
| Mr Robert Smakman    | 4,251,711  | 1,500,000 <sup>(1)</sup> |
| Mr Paul Stephen      | 4,978,066  | 1,000,000 <sup>(2)</sup> |
| Mr Stephen Copulos   | 10,322,967 | -                        |
| Mr David Netherway   | 35,000     | 210,000 <sup>(3)</sup>   |
| Mr Mauricio Ferreira | -          | -                        |
| Mr John Evans        | -          | -                        |

(1) Exercisable at \$1.30 on or before 31 December 2013.

(2) Exercisable at \$0.70 on or before 22 August 2015.

(3) 120,000 exercisable at \$1.35 on or before 31 December 2014, and 90,000 exercisable at \$1.35 on or before 31 December 2016.

- (k) Shareholders have previously approved an aggregate amount of up to \$460,000 to be paid as directors fees. The Directors have resolved that the Chairman shall receive the amount of \$120,000 per annum as a Director's fee and that each non-executive Director shall receive the amount of \$60,000 per annum as Directors' fees.

Mr Robert Smakman receives a salary of \$320,000 per annum and expatriate allowances as Managing Director.

Mr Paul Stephen receives a salary of \$300,000 per annum inclusive of superannuation as an executive Director.

Both Mr Smakman and Mr Stephen may also receive a performance based bonus payment.

Amounts paid to Directors in the period from 1 July 2012 to the date of this Notice are as follows:

|                                     | Salary and Fees (\$) | Other benefits (\$) | Share based Payments Options (\$) | Total (\$) |
|-------------------------------------|----------------------|---------------------|-----------------------------------|------------|
| Mr Robert Smakman                   | 263,925              | -                   | 141,750                           | 405,675    |
| Mr Paul Stephen                     | 318,751              | 20,000              | 101,763                           | 440,514    |
| Mr Stephen Copulos <sup>(1)</sup>   | 28,877               | -                   | -                                 | 28,877     |
| Mr David Netherway                  | 68,182               | -                   | -                                 | 68,182     |
| Mr Mauricio Ferreira <sup>(2)</sup> | 9,126                | -                   | -                                 | 9,126      |
| Mr John Evans <sup>(3)</sup>        | 2,162                | -                   | -                                 | 2,162      |

(1) Appointed 5 March 2013

(2) Appointed 17 April 2013.

(3) Appointed 14 May 2013.

- (l) On the basis of the assumptions below, the Company has determined the technical value of one Option approximates A\$0.1683. This valuation imputes a total value of A\$503,217 to the Options.

The value may go up or down after that date as it will depend on the future price of a Share. Black & Scholes methodology has been used, together with the following assumptions:

- (i) interest rate set at the Commonwealth Government securities rate of 2.61%;
- (ii) the date of valuation for the purposes of settling the current market value of a Share is 30 May 2013;
- (iii) at this date the Share price was A\$0.27 which is the price used in the valuation;

- (iv) the standard deviation of returns of the Options is set at 100% which is based on the Company's historical data; and
- (v) the Options will be exercisable upon issue.
- (m) The market price of Shares would normally determine whether the Directors will exercise the Options or not. If the Options are exercised at a price that is lower than the price at which Shares are trading on ASX, there may be a perceived cost to the Company.
- (n) Historical share price information for the last twelve months is as follows:

|                | Price   | Date         |
|----------------|---------|--------------|
| <b>Highest</b> | \$0.79  | 21 June 2012 |
| <b>Lowest</b>  | \$0.21  | 24 May 2013  |
| <b>Last</b>    | \$0.255 | 20 June 2013 |

Other than the information above and otherwise in this Explanatory Memorandum, the Company believes that there is no other information that would be reasonably required by Shareholders to pass Resolutions 5 to 10.

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## **8. ENQUIRIES**

Shareholders are required to contact Andrew Beigel on (+ 61 8) 9320 7500 if they have any queries in respect of the matters set out in these documents.

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## GLOSSARY

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**\$** means Australian dollars.

**Article** means an article of the Constitution.

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

**ASX** means ASX Limited.

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

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Thursday inclusive, except New Year's Day, Good Thursday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chairman** means the person appointed to chair the general meeting of the Company convened by this Notice of Meeting.

**Class A Director Option** means a Director Option with the relevant vesting date in the table in Section 7.3(d).

**Class B Director Option** means a Director Option with the relevant vesting date in the table in Section 7.3(d).

**Class C Director Option** means a Director Option with the relevant vesting date in the table in Section 7.3(d).

**Class D Director Option** means a Director Option with the relevant vesting date in the table in Section 7.3(d).

**Class E Director Option** means a Director Option with the relevant vesting date in the table in Section 7.3(d).

**Class A Macquarie Option** means a Macquarie Option exercisable at \$0.48 on or before 31 December 2015.

**Class B Macquarie Option** means a Macquarie Option exercisable at \$0.3414 on or before 10 May 2017.

**Closely Related Party** has the meaning in section 9 of the Corporations Act.

**Company** means Crusader Resources Limited (ACN 106 641 963).

**Constitution** means the Company's constitution.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Director Option** means an Option with the terms and conditions set out in Schedule 2.

**Directors** means the current directors of the Company.

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



**Key Management Personnel** means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Macquarie Options** means an Option with the terms and conditions set out in Schedule 1.

**Notice of Meeting** or means this notice of General Meeting including the Explanatory Statement.

**Option** means an option to acquire a Share.

**Optionholder** means a holder of an Option or Director Option as the context requires.

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

**Share** means a fully paid ordinary share in the capital of the Company.

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

**Smakman Performance Conditions** means the conditions based on Mr Rob Smakman's performance as Managing Director to be determined by the Board.

**Stephen Performance Conditions** means the conditions based on Mr Paul Stephen's performance as an executive director of the Company to be determined by the Board.

**WST** means Western Standard Time.

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**SCHEDULE 1 – TERMS AND CONDITIONS OF MACQUARIE OPTIONS**

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- (a) Each option (**Option**) issued by Crusader Resources Limited (**Company**) on the terms of this certificate (**Certificate**) entitles its holder (**Optionholder**) to the issue of one (1) fully paid ordinary share in the capital of the Company (**Share**) upon exercise by notice in writing (in the form attached to this Certificate) and payment of the Exercise Price (as defined below) at any time following issue of the Option but before 5.00pm (Australian Western Standard Time) on the Option Expiry Date (as defined below) (the **Exercise Period**).
- (b) The Exercise Price and the Option Expiry Date of each Option is referred to in the below table.

| <b>Option Class</b> | <b>Exercise Price</b> | <b>Option Expiry Date</b> |
|---------------------|-----------------------|---------------------------|
| Class A             | \$0.48                | 31 December 2015          |
| Class B             | \$0.3414              | 10 May 2017               |

- (c) An Optionholder may exercise one or more Options at any time during the Exercise Period.
- (d) If the Options are exercised in part, then despite any other provision of this Certificate, Options must be exercised in tranches of not less than 50,000 Options or if less any balancing amount in respect of the last tranche of any Options held by the Optionholder.
- (e) The Options may be transferred in whole or in part by an Optionholder at any time to a person who is a professional investor (as defined in section 9 of the *Corporations Act 2001* (Cth) (**Corporations Act**)) or a sophisticated investor pursuant to section 708(8) of the Corporations Act. Promptly following any transfer of the Options the transferor and the transferee will notify the Company of the transfer and (subject to the return of the relevant certificate relating to the transferred Options) the Company must, within 10 Business Days of receipt of the relevant notification and certificate, issue a new Option certificate to the transferor and the transferee reflecting their respective holdings of Options.
- (f) Options may be exercised in whole or in part by:
- i. delivering to the Company before 5.00pm (Australian Western Standard Time) on the Option Expiry Date the application for shares on exercise of options (**Exercise Notice**) duly executed by the Optionholder (together with this Certificate) specifying the number of Options being exercised which must be not less than that specified in paragraph (d) above (**Relevant Number**); and
  - ii. payment to the Company by bank cheque or other immediately available funds of an amount equal to the Exercise Price multiplied by the number of Options being exercised (the **Settlement Price**).
- (g) The Company must within 5 Business Days of the receipt by it of the last of the documents referred to above and subject to receipt by the Company of the Settlement Price:
- i. issue to the Optionholder the Relevant Number of Shares;
  - ii. issue, or cause to be issued, to the Optionholder a holding statement for the Relevant Number of Shares; and
  - iii. if applicable, issue a replacement Option Certificate to the Optionholder for the balance of any unexercised Options.

- (h) The Shares issued pursuant to the exercise of the Options will be issued as fully paid.
- (i) Until the Option Expiry Date for so long as the Optionholder holds any unexercised Options, the Company will:
  - i. give the Optionholder notice of all general meetings of the Company and of all resolutions to be considered at those meetings and all other statements, notices, annual reports or circulars at the same time the shareholders of the Company are issued with those notices; and
  - ii. not do anything by way of altering its constitution or otherwise which has the effect of changing or converting any Shares into shares of another class, or which restricts the Company's ability to issue the Options or to issue Shares on the exercise of Options.
- (j) Until the Option Expiry Date, the Company must ensure that the Optionholder is given at least 10 Business Days written notice prior to the Record Date in relation to any Pro-Rata Issue of shares or rights to subscribe for shares issued or to be issued by the Company (**Additional Rights**).
- (k) An Option does not confer any rights to dividends.
- (l) An Option does not confer any right on the holder to participate in a new issue without exercising the Option.
- (m) The Optionholder will be entitled to participate in any rights to take up Additional Rights on the same terms and conditions as applicable to the other offerees or shareholders of the Company provided that the Optionholder has exercised any Option prior to the Record Date for the relevant offer.
- (n) Any Shares issued to the Optionholder as a result of the exercise of an Option will rank *pari passu* in all respects with all other Shares then on issue. Shares issued upon the exercise of Options will only carry an entitlement to receive a dividend if they were issued before the Record Date for that dividend.
- (o) If there is a Pro Rata Issue (except a Bonus Issue), from the date of the issue the Exercise Price of Options on issue is reduced according to this formula:

$$A = O - \frac{E \{P - (S + D)\}}{(N + 1)}$$

(N + 1)

**Where:**

A= the new Exercise Price of the Option;

O= the old Exercise Price of the Option;

E= the number of underlying Shares into which one Option is exercisable;

P= the average closing sale price per Share (weighted by reference to volume) recorded on the stock market of ASX during the 5 trading days ending on the day before the ex rights date or ex entitlement date (excluding special crossings or overnight sales);

S= the subscription price for a Share under the Pro Rata Issue;

D= the dividend due but not yet paid on each Share at the relevant time (except those to be issued under the Pro Rata Issue); and

N= the number of Shares that must be held to entitle holders to receive a right to one new Share in the Pro Rata Issue.

- (p) If there is a Bonus Issue to holders of Shares, the number of Shares over which an Option is exercisable is increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the Record Date for the Bonus Issue.
- (q) If, before exercise or expiry of the Options, the Company implements a reorganisation of its capital:
- i. the Options must be treated in the manner required by the ASX Listing Rules;
  - ii. the Company must notify the Optionholder of any proposed variation to the terms of Options no less than 5 Business Days prior to the date of variation; and
  - iii. the Company must provide confirmation to the Optionholder immediately after the date of variation that the terms of the Options have been varied as proposed.
- (r) At the time any Shares are issued upon the exercise of an Option, the Company will:
- i. apply to ASX for official quotation of the Shares as soon as practicable, and in any event within 2 Business Days after the date that the Shares are issued;
  - ii. procure that the relevant ASIC and ASX forms are lodged to reflect the issue of the Shares, including a notice under section 708A(5)(e) of the Corporations Act in accordance with sub-clause 19(c) below; and
  - iii. give to the ASX a notice under section 708A(5) of the Corporations Act on the day following the issue of Shares on exercise of the Option unless it cannot meet the criteria in "case 1" of section 708A of the Corporations Act in which case:
    - (1) the Company will comply with the criteria in "case 2" of section 708A of the Corporations Act and issue a disclosure document under chapter 6D.2 of the Corporations Act as soon as reasonably practicable after the date of exercise of the Option and in any event within 20 days of that date; and
    - (2) until the Company has issued the disclosure document under clause 19(c)(1), the Optionholder will only transfer the relevant Shares to a person that comes within section 708(8), (10) or (11) of the Corporations Act.
- (s) Subject to the ASX Listing Rules, the terms of the Options and this Certificate may be varied at any time by written agreement between the Company and the Optionholder.
- (t) If any Option certificate is lost, stolen, mutilated, defaced or destroyed, the holder of the relevant Options may apply for a replacement certificate. The application must be accompanied by:
- i. a written statement that the certificate has been lost or destroyed and not otherwise pledged, sold or otherwise disposed of;
  - ii. if the certificate has been lost, a written statement that proper searches have been made; and
  - iii. an undertaking that, if the certificate is found or received by the holder of the relevant Options, it will be returned to the Company.

The Company must issue a replacement certificate within 10 Business Days after receipt of the documents referred to above.

- (u) In this Certificate the expressions:

- i. **ASIC** means the Australian Securities & Investments Commission;
  - ii. **ASX** means ASX Limited, and where the context requires, the Australian Securities Exchange operated by ASX Limited;
  - iii. **ASX Listing Rules** means the Australian Securities Exchange Listing Rules;
  - iv. **Bonus Issue** has the meaning given to that term in the ASX Listing Rules;
  - v. **Business Day** means a day on which banks are open for business in Sydney and Perth excluding a Saturday, Sunday or public holiday; and
  - vi. **Pro Rata Issue** has the meaning given to that term in the ASX Listing Rules; and
  - vii. **Record Date** has the meaning given to that term in the ASX Listing Rules.
- (v) These terms and the Options are governed by the laws of Western Australia.

## SCHEDULE 2 – TERMS AND CONDITIONS OF DIRECTOR OPTIONS

- (a) Each Option gives the Optionholder the right to subscribe for one fully paid ordinary share in the Company (**Share**).
- (b) The Exercise Price, Vesting Date and Expiry Date of each Option is referred to in the table below.

| Option Class | Exercise Price  | Vesting Date  | Expiry Date                |
|--------------|---|---|----------------------------|
| Class A      | The greater of \$0.43 and a 43% premium to the average market price for Shares on the five trading days prior to the grant of the Options | 12 months after issue date  | 48 months after issue date |
| Class B      | The greater of \$0.43 and a 43% premium to the average market price for Shares on the five trading days prior to the grant of the Options | 12 months after issue date vesting in four equal tranches subject to achievement of the four Smakman Performance Conditions   | 48 months after issue date |
| Class C      | The greater of \$0.43 and a 43% premium to the average market price for Shares on the five trading days prior to the grant of the Options | 12 months after issue date vesting in three equal tranches subject to achievement of the three Stephen Performance Conditions | 48 months after issue date |
| Class D      | The greater of \$0.43 and a 43% premium to the average market price for Shares on the five trading days prior to the grant of the Options | 24 months after issue date  | 48 months after issue date |
| Class E      | The greater of \$0.43 and a 43% premium to the average market price for Shares on the five trading days prior to the grant of the Options | 36 months after issue date  | 48 months after issue date |

For the purposes of this item (b):

- i. Smakman Performance Conditions means the conditions based on Mr Rob Smakman's performance as Managing Director of the Company to be determined by the Board; and

- ii. Stephen Performance Conditions means the conditions based on Mr Paul Stephen's performance as an executive director of the Company to be determined by the Board.
- (c) An Option will expire on that date which is the first to occur of:
- i. the Expiry Date;
  - ii. the making by the Board of a determination that the Optionholder has acted fraudulently, dishonestly or in breach of the Optionholder's obligations to the Company or an associated body corporate of the Company and the Option is on that account to be forfeited;
  - iii. the day which is 45 days after the Optionholder ceases to be a Director, employee or officer of the Company whether by termination or otherwise;
  - iv. the day which is 30 days following any person or corporation having a relevant interest in not less than 90% of the Shares; or
  - v. the day which is 10 days following the Company issuing a notice of meeting convening a meeting of shareholders in order to enter into a scheme of arrangement (pursuant to the provisions of the Corporations Act) which, if implemented, would result in a person or corporation having a relevant interest in not less than 90% of the Shares.
- (d) An Option may only be exercised at any time after the Vesting Date in item (b) above and prior to the date that the Option expires in item (c) above.
- (e) If, in the opinion of the Board:
- i. the Company enters into a scheme of arrangement with its creditors or members or any class thereof pursuant to section 411 of the Corporations Act,
  - ii. a Takeover Period commences; or
  - iii. a person or a group of associated persons having a relevant interest in, subsequent to the grant of the Options, sufficient Shares to give it or them the ability, in general meeting, to replace all or a majority of the Board in circumstances where such ability was not already held by a person associated with such person or group of associated persons,
- (or the Board forms the view that one of those events is likely to occur) then the Board may declare an Option to be free of any conditions of exercise and/or vesting. Options which are so declared may be exercised at any time before they expire.
- Subject to item (k), an Optionholder may not assign or transfer Options except during a Takeover Period, in which case the Options may only be transferred by the Optionholder to the bidder or its nominees in accordance with the Corporations Act.
- For the purposes of this item (e) a Takeover Period means in relation to a takeover bid in respect of Shares, the period referred to in section 624 of the Corporations Act, provided that where a takeover bid is publicly announced prior to the service of a bidder's statement on the Company in relation to that takeover bid, the takeover period shall be deemed to have commenced at the time of that announcement.
- (f) If any person or corporation having a relevant interest in not less than 90% of the Shares of the Company issues a notice of meeting convening a meeting of shareholders in order to enter into a scheme of arrangement (pursuant to

the provisions of the Corporations Act) which, if implemented would result in a person or corporation having a relevant interest in not less than 90% of the Shares, the Options will be free of any conditions of exercise and/or vesting and may be exercised at any time before they expire.

- (g) The Options held by the Optionholder may, once vested, be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (h) An Optionholder may exercise their Options by completing an application form for shares (**Exercise Notice**) delivered to the Company's share registry and received by it any time after the Vesting Date in item (b) above and prior to the date that the Option expires in item 0 above.
- (i) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (j) Within 10 Business Days of receipt of the Exercise Notice accompanied by payment of the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (k) The Options may not be transferred other than in cases where the Options have vested, are within six months of the Expiry Date of the Options and the Options are transferred to an Associate of the Optionholder.

For the purposes of this item (k) an Associate means:

- i. an Optionholder's spouse, de facto spouse, parent, child, or a spouse or de facto spouse of that person;
  - ii. an entity controlled by one or more of the persons in paragraph (i);
  - iii. an entity that the Optionholder controls;
  - iv. a person who acts in concert with anyone referred to above; or
  - v. a person who was a related party in the previous six months, or who would be a related party in the future, under the tests in section 228 of the Corporations Act 2001 (Cth) (applied with any necessary adaptation).
- (l) All Shares issued upon the exercise of Options will upon issue rank equally in all respects with other Shares.
  - (m) The Company will not apply for quotation of the Options on ASX. However, The Company will apply for quotation of all Shares issued on the exercise of Options on ASX within 10 Business Days after the date of issue of those Shares.
  - (n) In the event of any reconstruction (including a consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the expiry of any options, all rights of an Optionholder are to be changed in a manner determined by the Board to the extent necessary to comply with the provisions of the ASX Listing Rules applying to a reconstruction of capital at the time of the reconstruction.
  - (o) There are no participating rights or 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. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least nine Business Days after the



issue is announced. This will give Optionholders the opportunity to exercise their Options which they are entitled to exercise prior to the date for determining entitlements to participate in any such issue.

- (p) If the Company makes an issue of Shares to Shareholders by way of capitalisation of profits or reserves (**Bonus Issue**), each Optionholder holding any Options which have not expired at the time of the record date for determining entitlements to the Bonus Issue shall be entitled to have issued to him upon exercise of any of those Options the number of Shares which would have been issued under the Bonus Issue (**Bonus Shares**) to a person registered as holding the same number of Shares as that number of Shares to which the Optionholder may subscribe pursuant to the exercise of those Options immediately before the record date determining entitlements under the Bonus Issue (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise). The Bonus Shares will be paid by the Company out of profits or reserves (as the case may be) in the same manner as was applied in relation to the Bonus Issue and upon issue will rank equally in all respects with the other Shares issued upon exercise of the Options.

**CRUSADER RESOURCES LIMITED**  
**ACN 106 641 963**

**Instructions for Completing 'Appointment of Proxy' Form**

1. A member entitled to attend and vote at a General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. Where a member's holding is in one name the holder must sign. Where the holding is in more than one name, all members should sign.
3. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under a power of attorney, the power of attorney must be lodged in like manner as this Proxy Form.
4. Corporate members should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
  - 2 directors of the company;
  - a director and a company secretary of the company; or
  - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

5. Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
6. To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to Crusader Resources Limited, West Perth BC, PO Box 692, West Perth WA 6872;  
or
  - (a) facsimile to the Company on facsimile number +61 8 9320 7501,

so that it is received not later than 48 hours prior to the time of commencement of the General Meeting (WST).

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

## PROXY FORM

APPOINTMENT OF PROXY  
CRUSADER RESOURCES LIMITED  
ACN 106 641 963

### GENERAL MEETING

#### Step 1 – Appoint a Proxy to Vote on Your Behalf

I/We

of

being a member of Crusader Resources Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name of proxy

OR

the Chairman of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chairman of the General Meeting, or the Chairman's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit (except for Resolutions 5 to 10), at the General Meeting to be held at 9.00am (WST), on Tuesday, 30 July 2013 at Suite 1, Level 1, 35 - 37 Havelock Street, West Perth, WA, and at any adjournment thereof.

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

**Important for Resolutions 5 to 10** - If the Chairman of the Meeting is appointed as your proxy, or may be appointed as your proxy by default, and you have not directed him how to vote on Resolutions 5 to 10 below, please mark the box below. If you do not mark this box and you have not directed your proxy how to vote on Resolutions 5 to 10 in Step 2 below, the Chairman will not cast your votes on Resolutions 5 to 10 and your votes will not be counted in computing the required majority if a poll is called on these Resolutions.

If you appoint the Chairman of the Meeting as your proxy, you can direct the Chairman how to vote on Resolutions 5 to 10 by either marking the relevant boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking the box below in this Step 1 (in which case the Chairman will vote in favour of Resolutions 5 to 10).

The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 5 to 10.

**The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 5 to 10:**

I/We (except where I/we have indicated a different voting intention below):

- (a) direct the Chairman of the Meeting to vote in accordance with the voting intentions of the Chairman on Resolutions 5 to 10 to vote in favour of these Resolutions; and
- (b) authorise, in respect of Resolutions 5 to 10, the Chairman of the Meeting to vote as described even though Resolutions 5 to 10 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company and even if the Chairman of the Meeting has an interest in the outcome of Resolutions 5 to 10; and
- (c) acknowledge that votes cast by the Chairman of the Meeting for Resolutions 5 to 10 other than as proxy holder will be disregarded because of that interest.

**Step 2 – Instructions as to voting on Resolutions**

**Voting on Business of the General Meeting**

|  | FOR                      | AGAINST                  | ABSTAIN                  |
|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 – Ratification of Prior Issue of Securities         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 – Re-election of Mr Stephen Copulos as a Director   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 – Re-election of Mr Mauricio Ferreira as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 – Re-election of Mr John Evans as a Director        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 – Grant of Director Options to Mr Robert Smakman    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 – Grant of Director Options to Mr Paul Stephen      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 7 – Grant of Director Options to Mr Stephen Copulos   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 8 – Grant of Director Options to Mr David Netherway   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 9 - Grant of Director Options to Mr Mauricio Ferreira | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 10 – Grant of Director Options to Mr John Evans       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**Authorised signatures of Member(s):**

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

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

**Individual or Member 1**

**Member 2**

**Member 3**

Sole Director/Company Secretary

Director

Director/Company Secretary

**Contact Name:** \_\_\_\_\_ **Contact Ph (daytime):** \_\_\_\_\_