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**NAMIBIAN COPPER NL  
(TO BE RENAMED "AUSNET FINANCIAL SERVICES LIMITED")  
ACN 118 913 232  
NOTICE OF GENERAL MEETING**

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**TIME:** 10:00am (WST)  
**DATE:** Wednesday, 20 July 2016  
**PLACE:** Suite 12  
11 Ventnor Avenue  
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 6141 3500.*

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## IMPORTANT INFORMATION

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### Time and place of Meeting

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Notice is given that the Meeting will be held at 10:00am (WST) on Wednesday, 20 July 2016 at:

Suite 12  
11 Ventnor Avenue  
WEST PERTH WA 6005

### Your vote is important

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

### Voting eligibility

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The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (WST) on Monday, 18 July 2016.

### Voting in person

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To vote in person, attend the Meeting at the time, date and place set out above.

### Voting by proxy

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and

- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

### ***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

## **Essential Resolutions**

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Resolutions 1 to 16 (inclusive), 19, and 20 are essential to Completion of the Acquisition and to the Capital Raising, and are interdependent, i.e. they are conditional upon one another. They are referred to in the Notice and the Explanatory Memorandum as Essential Resolutions.

Resolutions 17 and 18 are not essential to Completion of the Acquisition. The Acquisition may proceed even if these Resolutions are not passed by the requisite majority.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1 – CHANGE TO NATURE AND SCALE OF ACTIVITIES

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

*"That, subject to and conditional upon the passing of all Essential Resolutions, for the purpose of ASX Listing Rule 11.1.2 and for all other purposes, approval is given for the Company:*

- (a) to make a significant change in the nature and scale of its activities as described in the Explanatory Statement;*
- (b) to issue Shares at an issue price of not less than \$0.02 per Share; and*
- (c) to have Options on issue upon Settlement with an exercise price of not less than \$0.02 per Option."*

**Short Explanation:** The Company has entered into a binding heads of agreement with Ausnet Real Estate Services Pty Ltd pursuant to which the Company has agreed to acquire 100% of the issued capital in Ausnet (**Acquisition**). If successful, the Acquisition will result in the Company changing the nature and scale of its activities. ASX Listing Rule 11.1.2 requires the Company to seek Shareholder approval where it proposes to make a significant change to the nature and scale of its activities. The Company will also be required to re-comply with the requirements of Chapters 1 and 2 of the ASX Listing Rules in accordance with ASX Listing Rule 11.1.3. Please refer to the Explanatory Statement for details.

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

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#### 2. RESOLUTION 2 – ISSUE OF PRE-CONSOLIDATION SHARES AND OPTIONS TO RELATED PARTY - RICHMOND FOOD SYSTEMS PTY LTD ATF THE MONTERY TRUST

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

*"That, subject to and conditional upon the passing of all Essential Resolutions, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 50,000,000 pre-Consolidation Shares and 50,000,000 pre-Consolidation Options exercisable at \$0.015 each on or before 30 April 2019 to Richmond Food Systems Pty Ltd ATF The Monterey Trust (or its nominees) on the terms and conditions set out in the Explanatory Statement."*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Ross Cotton (a Director and controller of Richmond Food Systems Pty Ltd) or Richmond Food Systems Pty Ltd (or its nominees) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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**3. RESOLUTION 3 – CONSOLIDATION OF CAPITAL**

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

*"That, subject to and conditional upon the passing of all Essential Resolutions, pursuant to section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that:*

- (a) every ten Shares be consolidated into one Share; and*
- (b) every ten Options be consolidated into one Option,*

*and, where this Consolidation results in a fraction of a Share or an Option being held, the Company be authorised to round that fraction up to the nearest whole Share or Option (as the case may be)."*

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**4. RESOLUTION 4 – CREATION OF A NEW CLASS OF SECURITIES – PERFORMANCE SHARES**

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

*"That, subject to and conditional upon the passing of all Essential Resolutions, for the purpose of section 246B of the Corporations Act, clause 2.3 of the Constitution and for all other purposes, the Company is authorised to issue Performance Shares on the terms and conditions set out in the Explanatory Statement."*

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## 5. RESOLUTION 5 – ISSUE OF CONSIDERATION SECURITIES TO AUSNET SHAREHOLDERS

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

*"That, subject to and conditional upon the passing of all Essential Resolutions, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue:*

(a) *up to 200,000,000 post-Consolidation Shares; and*

(b) *66,666,667 post-Consolidation Consideration Performance Shares,*

*to the Ausnet Shareholders (or their nominees) on the terms and conditions set out in the Explanatory Statement."*

**Short Explanation:** As part of the terms of the Acquisition, the Company has agreed, subject to, amongst other terms and conditions, Shareholder approval, to issue the Shares and Tranche 1 Performance Shares the subject of this Resolution to the Ausnet Shareholders (or their nominees). The Company seeks shareholder approval for the issue of the Shares and Performance Shares in accordance with ASX Listing Rule 7.1.

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

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## 6. RESOLUTION 6 – ISSUE OF SHARES – CAPITAL RAISING

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

*"That, subject to and conditional upon the passing of all Essential Resolutions, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 290,000,000 post-Consolidation Shares at a minimum issue price of \$0.02 per Share to raise up to \$5,800,000 on the terms and conditions set out in the Explanatory Statement."*

**Short Explanation:** The Company must issue a Prospectus in order to satisfy the requirements of Chapters 1 and 2 of the ASX Listing Rules and as a condition of the Company's securities recommencing trading on the ASX following the Acquisition. Please refer to the Explanatory Statement for details.

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

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7. **RESOLUTION 7 – ELECTION OF DIRECTOR – PAUL NIARDONE**

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

*"That, subject to and conditional upon the passing of all Essential Resolutions and for all purposes, Paul Niardone, having been nominated and given his consent to act, be elected as a director of the Company with effect from Settlement of the Acquisition."*

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8. **RESOLUTION 8 – ELECTION OF DIRECTOR – ADAM DAVEY**

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

*"That, subject to and conditional upon the passing of all Essential Resolutions and for all purposes, Adam Davey, having been nominated and given his consent to act, be elected as a director of the Company with effect from Settlement of the Acquisition."*

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9. **RESOLUTION 9 – ELECTION OF DIRECTOR – PHILIP RE**

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

*"That, subject to and conditional upon the passing of all Essential Resolutions and for all purposes, Philip Re, having been nominated and given his consent to act, be elected as a director of the Company with effect from Settlement of the Acquisition."*

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10. **RESOLUTION 10 – ELECTION OF DIRECTOR – JOHN KOLENDA**

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

*"That, subject to and conditional upon the passing of all Essential Resolutions and for all purposes, John Kolenda, having been nominated and given his consent to act, be elected as a director of the Company with effect from Settlement of the Acquisition."*

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11. **RESOLUTION 11 – ISSUE OF INCENTIVE PERFORMANCE SHARES TO PAUL NIARDONE**

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

*"That, subject to and conditional upon the passing of all Essential Resolutions, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 12,333,334 post-Consolidation Incentive Performance Shares to Paul Niardone (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

**Short Explanation:** Pursuant to the Acquisition, the Company has agreed, subject to, amongst other terms and conditions, Shareholder approval, to issue the Incentive Performance Shares the subject of this Resolution to proposed directors. The Company seeks shareholder approval for the issue of Incentive Performance Shares to proposed director Paul Niardone in accordance with ASX Listing Rule 10.11. The Incentive Performance Shares are unquoted, non-participating, non-transferable and will convert

into shares on a one for one basis upon achievement of certain milestones. The two milestones for the Incentive Performance Shares are based on the Company achieving 10% growth in mortgage and finance business loan book of Ausnet within 18 months of Settlement and on the 20 day volume weighted average market price equals or exceeds \$0.09(or 3 times the actual Acquisition price ) at any time within 24 months of Settlement. Both milestones must be achieved before the Incentive Performance Shares are vested.

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution by Paul Niardone (or his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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## 12. RESOLUTION 12 – ISSUE OF INCENTIVE PERFORMANCE SHARES TO PHILIP RE

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

*"That, subject to and conditional upon the passing of all Essential Resolutions, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,333,333 post-Consolidation Incentive Performance Shares to Philip Re (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

**Short Explanation:** Pursuant to the Acquisition, the Company has agreed, subject to, amongst other terms and conditions, Shareholder approval, to issue the Incentive Performance Shares the subject of this Resolution to proposed directors. The Company seeks shareholder approval for the issue of Incentive Performance Shares to proposed director Philip Re in accordance with ASX Listing Rule 10.11. The Incentive Performance Shares are unquoted, non-participating, non-transferable and will convert into shares on a one for one basis upon achievement of certain milestones. The two milestones for the Incentive Performance Shares are based on the Company achieving 10% growth in mortgage and finance business loan book of Ausnet within 18 months of Settlement and on the 20 day volume weighted average market price equals or exceeds \$0.09(or 3 times the actual Acquisition price ) at any time within 24 months of Settlement. Both milestones must be achieved before the Incentive Performance Shares are vested.



**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution by Philip Re (or his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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### 13. RESOLUTION 13 – ISSUE OF INCENTIVE PERFORMANCE SHARES TO ADAM DAVEY

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

*"That, subject to and conditional upon the passing of all Essential Resolutions, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 8,000,000 post-Consolidation Incentive Performance Shares to Adam Davey (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

**Short Explanation:** Pursuant to the Acquisition, the Company has agreed, subject to, amongst other terms and conditions, Shareholder approval, to issue the Incentive Performance Shares the subject of this Resolution to proposed directors. The Company seeks shareholder approval for the issue of Incentive Performance Shares to proposed director Adam Davey in accordance with ASX Listing Rule 10.11. The Incentive Performance Shares are unquoted, non-participating, non-transferable and will convert into shares on a one for one basis upon achievement of certain milestones. The two milestones for the Incentive Performance Shares are based on the Company achieving 10% growth in mortgage and finance business loan book of Ausnet within 18 months of Settlement and on the 20 day volume weighted average market price equals or exceeds \$0.09(or 3 times the actual Acquisition price ) at any time within 24 months of Settlement. Both milestones must be achieved before the Incentive Performance Shares are vested.

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution by Adam Davey (or his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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**14. RESOLUTION 14 – ISSUE OF INCENTIVE PERFORMANCE SHARES TO JOHN KOLENDA**

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

*"That, subject to and conditional upon the passing of all Essential Resolutions, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 8,000,000 post-Consolidation Incentive Performance Shares to John Kolenda (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

**Short Explanation:** Pursuant to the Acquisition, the Company has agreed, subject to, amongst other terms and conditions, Shareholder approval, to issue the Incentive Performance Shares the subject of this Resolution to proposed directors. The Company seeks shareholder approval for the issue of Incentive Performance Shares to proposed director John Kolenda in accordance with ASX Listing Rule 10.11. The Incentive Performance Shares are unquoted, non-participating, non-transferable and will convert into shares on a one for one basis upon achievement of certain milestones. The two milestones for the Incentive Performance Shares are based on the Company achieving 10% growth in mortgage and finance business loan book of Ausnet within 18 months of Settlement and on the 20 day volume weighted average market price equals or exceeds \$0.09(or 3 times the actual Acquisition price ) at any time within 24 months of Settlement. Both milestones must be achieved before the Incentive Performance Shares are vested.

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution by John Kolenda (or his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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**15. RESOLUTION 15 – ISSUE OF INCENTIVE PERFORMANCE SHARES TO ROSS COTTON**

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

*"That, subject to and conditional upon the passing of all Essential Resolutions, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 8,000,000 post-Consolidation Incentive Performance Shares to Ross Cotton (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

**Short Explanation:** Pursuant to the Acquisition, the Company has agreed, subject to, amongst other terms and conditions, Shareholder approval, to issue the Incentive Performance Shares the subject of this Resolution to directors. The Company seeks shareholder approval for the issue of Incentive Performance Shares to proposed director Ross Cotton in accordance with ASX Listing Rule 10.11. The Incentive Performance Shares are unquoted, non-participating, non-transferable and will convert into shares on a one for one basis upon achievement of certain milestones. The two milestones for the Incentive Performance Shares are based on the Company achieving 10% growth in mortgage and finance business loan book of Ausnet within 18 months of Settlement and on the 20 day volume weighted average market price equals or exceeds \$0.09 (or 3 times the actual Acquisition price ) at any time within 24 months of Settlement. Both milestones must be achieved before the Incentive Performance Shares are vested.

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution by Ross Cotton (or his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or

- (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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#### 16. RESOLUTION 16 – CHANGE OF COMPANY NAME

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*"That, subject to and conditional upon the passing of all Essential Resolutions, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to "Ausnet Financial Services Limited".*

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#### 17. RESOLUTION 17 – REMOVAL OF AUDITOR

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

*"That, pursuant to section 329 of the Corporations Act and for all other purposes, approval is given for the removal of William Buck Audit (WA) Pty Ltd as the current auditor of the Company effective from the date of the Meeting."*

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#### 18. RESOLUTION 18 – APPOINTMENT OF AUDITOR TO REPLACE AUDITOR REMOVED FROM OFFICE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*"That, pursuant to section 327 of the Corporations Act and for all other purposes, approval is given for the appointment of Bentleys Audit and Corporate (WA) Pty Ltd as auditor of the Company effective from the date of the Meeting."*

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#### 19. RESOLUTION 19 – ADOPTION OF OPTION SCHEME

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

*"That, subject to and conditional upon the passing of all Essential Resolutions, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled "Ausnet Financial Services Limited - Incentive Option Scheme" and for the issue of securities under that Scheme, on the terms and conditions set out in the Explanatory Statement."*

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

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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**20. RESOLUTION 20 – ADOPTION OF PERFORMANCE RIGHTS PLAN**

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

*“That, subject to and conditional upon the passing of all other Resolutions, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled “Ausnet Financial Services Limited - Performance Rights Plan” and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Statement.”*

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

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and

- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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## 21. RESOLUTION 21 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 7,989,882 Shares at an issue price of \$0.00323 per Share, on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**Dated: 16 June 2016**

**By order of the Board**

**JAY STEPHENSON**  
Company Secretary

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. BACKGROUND TO PROPOSED ACQUISITION OF AUSNET REAL ESTATE SERVICES PTY LTD

#### 1.1 General Background

Namibian Copper NL (**NCO** or the **Company**) is a public company listed on the official list of ASX (ASX code: NCO) with its principal focus having been mineral exploration in Namibia.

The Company was incorporated on 22 March 2006 and was admitted to the official list of the ASX (originally as Noah Resources NL) on 14 December 2007. In addition to its principal business activities, the Company has been actively investigating and assessing new opportunities.

#### 1.2 Change of Nature and Scale of Activities

On 14 December 2015, the Company announced to ASX that it had entered into a non-binding term sheet (**Term Sheet**) to acquire 100% of the issued capital in Ausnet Real Estate Services Pty Ltd (ACN 093 805 675) (**Ausnet**) (**Acquisition**). On 19 April 2016 the Company announced that it had entered into a binding heads of agreement, which replaces the Term Sheet, in relation to the Acquisition (**Heads of Agreement**). The Acquisition constitutes a change in the nature and scale of NCO's activities from mineral exploration to provision of real estate and wealth management services.

In this circumstance, NCO is required, pursuant to Listing Rule 11.1.2, to obtain approval from its Shareholders for a change in nature and scale of its activities. NCO is also required, pursuant to Listing Rule 11.1.3 to re-comply with Chapters 1 and 2 of the ASX Listing Rules.

Completion of the Acquisition will result in the Company changing the nature of its activities from mineral exploration to a focusing on real estate and wealth management services. The Corporations Act provides that a public no liability company, must only have mining purposes. Accordingly, the Company held a general meeting of Shareholders on 29 April 2016 at which approval was obtained to change its status from a public no liability company to a public company limited by shares and replace its constitution. The change of status will occur when ASIC alters the details of the Company's registration.

#### 1.3 Overview of Ausnet

##### (a) Background

Ausnet Real Estate Services Pty Ltd (to be renamed "Ausnet Financial Services Pty Ltd") is an Australian registered private company that currently offers fully integrated financial and real estate services via a number of business units. Ausnet capitalises on the requirement for finance (whether due to a property transaction or other financing event) to cross sell other relevant financial products and services currently offered by its business units.

Ausnet is continuing to develop a finance and wealth management based business with a scalable platform as a service and a referral partner network with national reach. The aim is to enable Ausnet to deliver a low cost, low risk agent/referral partner portfolio business model.

Ausnet helps consumers and small to medium sized enterprises (SMEs) make better financing and wealth management decisions by providing clients and referral partners with relevant information, services and a large range of products. The platform and Ausnet’s network of business units and advisors assist the client to validate their decisions, which in turn may lead to multiple transactions deriving multiple streams of revenues.

Ausnet’s referral partners are trusted advisors such as real estate agents, accountants, tax advisors and financial planners. The channels to market for Ausnet will be its own direct real estate channel which has been established (The Agency), and a network of independent financial and wealth management advisors. These groups are the largest referral groups to brokers. The broker channel currently executes 50% of all mortgage transactions.<sup>2</sup>

Via its current online platform, into which referral partners are given their own portal access, Ausnet provides its network referral partners the tools and services to better assist their clients when it comes to financing and wealth management. The clear differentiation from other providers is that the information and product choice is offered at a time that is relevant to the end client and delivered via their trusted advisor.

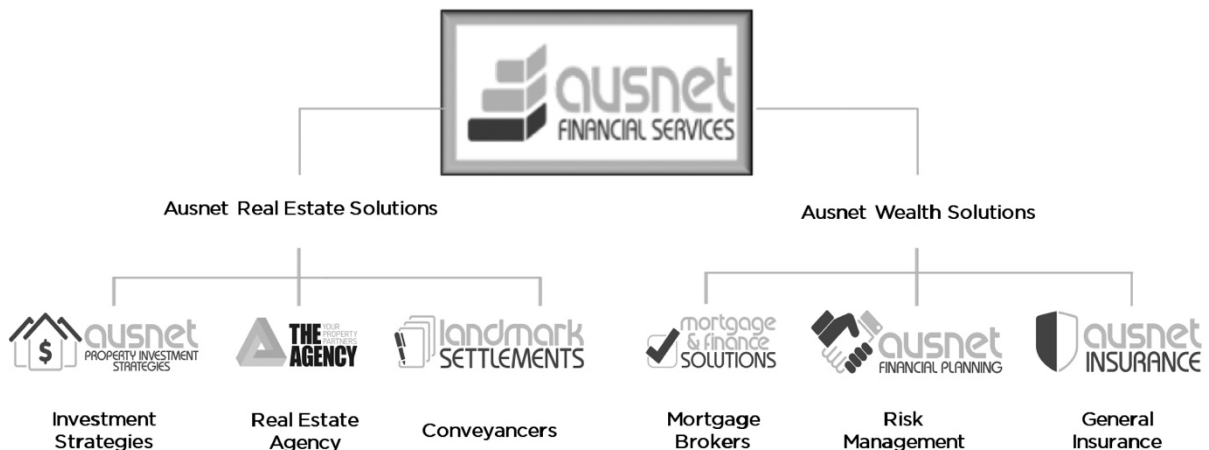
Ausnet is the 12th biggest independent finance broker in the country with a loan book of approximately \$1.1 billion and, in 2015, was recognised as the most productive in the country.<sup>1</sup>

<sup>1</sup> The Advisor magazine, Survey, July 2015, edition 9.07

<sup>2</sup> Deloitte mortgage market report 2015/16, Core logic real estate market update

(b) **About Ausnet**

Ausnet currently has the following brands (business units) delivering finance and wealth solutions to the consumer property and wealth markets.





(i) **Ausnet Property Investment Solutions (APIS)**

APIS, of which Ausnet owns a 50% holding, combines property services, finance, settlements and financial planning enabling Ausnet to assist its clients with their property investments, educating them on their options and then implementing a personalised property investment strategy. APIS connects investment property buyers that are looking for new stock directly with developers. In this division revenues are achieved from mortgages and settlement fees in addition to introduction commissions.

[www.ausnetpi.com.au](http://www.ausnetpi.com.au)

(ii) **The Agency Property Partners**

The Agency is Ausnet's first channel to market via direct real estate sales currently operating in Western Australia. The business is Ausnet's own unique model built around technology that gives sales representatives the ability to work from any location with a few large regional offices for support. These offices not only provide sales representatives with marketing and sales support but a team of experts from each of the financial services business units that Ausnet offers. The model also treats the sales representatives as business partners and not as employees. Ausnet is currently targeting experienced sales representatives that are looking for support to build their income and wealth. The Agency's model offers them sales support, higher commissions and the ability to develop an asset base and recurrent income, All of which is novel and not existent in the industry as a complete package.

Ausnet has developed its own platform and online work hub which has all documentation, marketing and systems and procedures. Ausnet believes that this model can be easily replicated and rolled out from Western Australia to other Australian states.

Ausnet's aim is to recruit approximately 100 sales representatives in Western Australia that will eventually deliver approximately 2,000 property transactions per year, with the aim of converting into cross sales. Ausnet has already recruited 25 sales representatives which was its target for June 2016.

Based on the success of this concept of utilising technology to cross sell services from Ausnet's business units, Ausnet is now looking to expand the platform to enable referral partners to offer additional services and be rewarded.

(iii) **Landmark Settlement Australia (LSA)**

LSA transacts on average 50 settlements per month in property settlements. LSA is one of the leading settlement agencies in Western Australia. Ausnet's aim was to convert 40% of property sales into settlement fees, it is exceeding this target and is

currently achieving closer to 60% since The Agency was launched in August 2015.

[www.landmarksettlements.com.au](http://www.landmarksettlements.com.au)

(iv) **Mortgage and Finance Solutions Australia (MFSA)**

MFSA has a loan book of over \$1.1 billion and has serviced over 18,000 clients. The business is one of the most awarded mortgage companies in Western Australia, having been recognised by the Professional Lenders Association Network seven years in a row and Colin Lamb Broker of the Year twice. MFSA deals with 25 different lenders enabling it to offer hundreds of products. Ausnet currently aggregate under Finsure Finance and Insurance Pty Ltd (**Finsure**) which is Australia's fastest growing aggregator and Ausnet is their number one office in WA.

Finsure has shown great interest in the development of this model and has acquired approximately a 22% shareholding in Ausnet and is supportive of the strategy to list on ASX and to grow the model nationally. Finsure's CEO, Mr John Kolenda has consented to act as a non-executive Director of the Company, Shareholder approval for which is being sought pursuant to Resolution 14.

[www.mfsa.com.au](http://www.mfsa.com.au)

(v) **Ausnet Financial Planning Services (AFPS)**

AFPS is focused on providing risk products and advice to clients taking out mortgages. This focus has relied on a referral process from MFSA allowing clients to engage in a detailed risk assessment and has resulted in growing a commission trail book of 600 clients. Ausnet's aim is to achieve a referral rate of 10% from all MFSA clients. AFPS operates as a corporate authorised representative of under the Australian Financial Services Licence of Futuro Financial Services (AFSL 238478).

[www.ausnetfinancialplanning.com.au](http://www.ausnetfinancialplanning.com.au)

(vi) **Ausnet General Insurance**

Ausnet's new insurance portal will be launched in June 2016. The objective will be to provide general insurance quotes to clients online in a reduced time frame. This service will automatically be offered to all MFSA clients and The Agency property buyers. Ausnet will provide its insurance service pursuant to a General Insurance Referral Partner Agreement with Ensurance Ltd (ABN 80 148 142 634).

(c) **Market Size and Insights**

- The aggregate housing and SME lending credit market is worth \$1.7tr of which 50% is via brokers with advisory fees of \$5bn<sup>1</sup>. The growth of this market is expected to be between 6% and 10%.<sup>1</sup>

- Residential real estate underpins Australia's wealth **\$6.6 trillion** and accounts for more than half of all household wealth – largest asset class<sup>1</sup>

<sup>1</sup> Deloitte mortgage market report 2015/16, Core logic real estate market update, RP Data

(d) **Industry challenges**

- Ausnet believes that the key in the industry is distribution and cross-selling. The challenge is how to get closer to the customer and how to better understand their needs.
- Ausnet, having already developed a productive cross-sell system within its business units, is now looking to increase the flow of new business.
- Ausnet plans to target the main referral sources being real estate agents, accountants and tax agents and financial planners.
- Ausnet's aim is to provide a better service in conjunction with the referral partners to target clients.
- Ausnet is building its platform based on the involvement of experts and processes. While many people research on-line, Ausnet understands that a majority of transactions are completed by banks and brokers directly. Ausnet is considering ways in which to empower and reward the referral partner.

(e) **Advisor industry insights (referral partners)**

- Under threat from technology / robo-finance and accounting software providers that will automate basic accounting and advise tasks.
- Under fee pressure and growing compliance costs.
- Ausnet's view is that advisors need to;
  - Leverage their position of trust by strengthening their relationship by expanding their value proposition.
  - Look behind the obvious needs to solve other problems and expand their view of customer needs – provide a more holistic and broader range of services.
  - Use innovation/technology to provide more of the value chain.
  - Broaden their revenue base.
  - The end client is looking for choice trust and convenience.

(f) **Business Model**

Ausnet offers fully integrated financial and real estate services via its various business units. Ausnet also aggregates many financial services

into a single advisory platform and this service is delivered direct to the client or more typically via referral partners.

Ausnet currently has its direct channels to market via finance brokers and real estate agents. Ausnet is currently progressing its new platform to include finance and wealth professionals, i.e. accountants and financial planners.

The clear differentiation from other providers is that the information and product choice is offered at a time that is relevant to the end client and delivered via the trusted advisor.

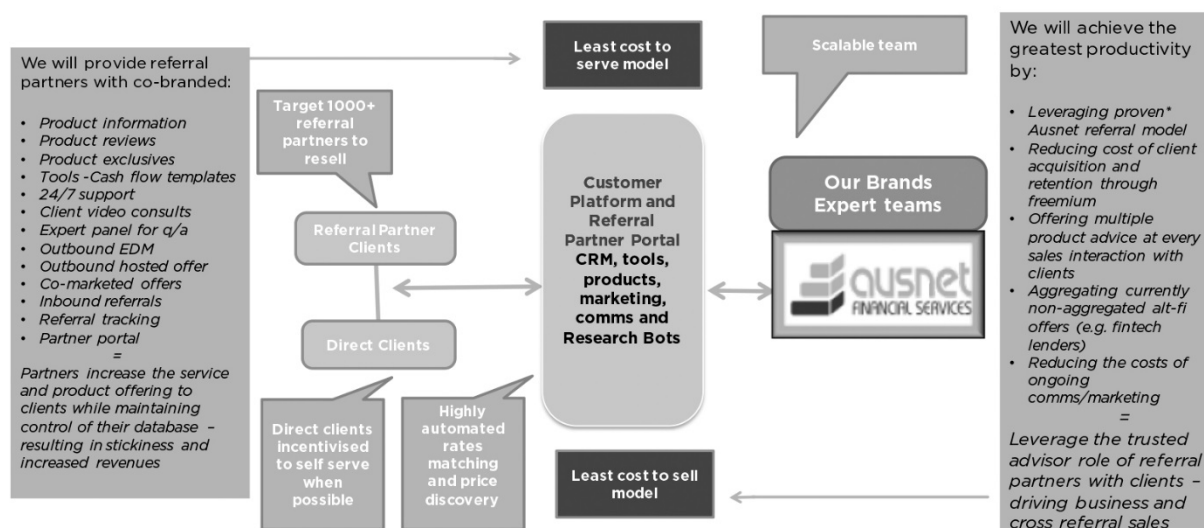
The extended platform is proposed to provide data analytics, cross referral opportunities and targeted, relevant offers and marketing material.

The platform will be a digital/cloud based portal to third parties advisors, creating a value proposition that is strengthened by the provision of a range of client orientated services that are all within Ausnet's current business units. Once a client is referred, or a direct customer makes an enquiry, the internal processes look to add value by addressing other needs that can be cross-sold within the business. Engagement with the platform enables Ausnet's referral partners to provide an enhanced service to their clients and the potential to be rewarded by Ausnet by payment of commissions.

All transactions are fully disclosed and completely transparent in terms of fees and commissions and have the clients consent for privacy.

The benefits and workflows provided by the platform to the partners are set out in the diagram below.

*Supporting referral partners to serve and sell is our operational differentiator and will drive all workflow, people and process strategies*



Source: eTreasurer 2016, The Advisor 2015 \* Awarded most productive broker of the year 2015

## (g) Growth Strategy

Ausnet's growth strategy includes:

- Organic growth by seeking to increase the number of clients and referral partners whilst maintaining high levels of cross-

selling to increase revenues and assets, this will commence in Western Australia and expand nationally.

- Acquisition of low cost, relevant Australian finance/wealth/property advisory businesses that will increase product offerings, revenues and grow asset base.
- Developing the platform to encompass additional revenue streams such as subscription fees and fees for services.

#### 1.4 Key Terms of the Acquisition

In accordance with the terms of the Heads of Agreement, the Company proposes to acquire all of the issued capital in Ausnet. A summary of the material terms of the Heads of Agreement is set out below.

##### (a) Conditions Precedent

Settlement of the Acquisition is subject to the satisfaction or waiver by the parties of the following outstanding conditions:

- (i) completion of mutual due diligence by the Company and Ausnet;
- (ii) execution of a formal share sale agreement by Ausnet, the Company and those Ausnet shareholders holding more than 5% of the issued shares of Ausnet;
- (iii) the Company being satisfied that all of the assets relevant to Ausnet's business are held by Ausnet;
- (iv) Ausnet having its full financial accounts audited for the previous three years and delivering those accounts to the Company;
- (v) the Company obtaining all necessary shareholder approvals required by the Corporations Act 2001 (Cth) (**Corporations Act**) and the ASX Listing Rules in relation to the acquisition within 75 days of completion of due diligence by both NCO and Ausnet including, without limitation:
  - (A) approval for the change of NCO's status from a 'no liability' company to a 'limited liability' company and replacement of NCO's constitution to reflect such change (to this extent, please refer to the Notice of General Meeting released to ASX on 31 March 2016);
  - (B) approval for NCO to consolidate its issued capital at a conversion ratio of 10:1 (**Consolidation**);
  - (C) approval for NCO's change of activities;
  - (D) approval for the issue of the Consideration Shares and Performance Shares (as defined below);
  - (E) approval of the appointment of any new directors of NCO nominated by Ausnet, subject to Settlement;

- (F) approval for the change of NCO's name to "Ausnet Financial Services Limited" (or such other name as Ausnet may request)
- (vi) the Company conducting a capital raising (on a post-Consolidation basis) by way of the issue of a full-form prospectus to raise a minimum of \$3,500,000 (or such other amount as required to meet the assets test admission criteria of the ASX) with oversubscriptions for up to another \$2,000,000 (**Capital Raising**) through the issue of fully paid ordinary shares in the capital of Shares at not less than \$0.02 per Share;
- (vii) the parties obtaining all necessary regulatory approvals pursuant to the ASX Listing Rules, Corporations Act or any other law on terms acceptable to the Parties as are required to allow the Parties to lawfully complete the matters set out in the Heads of Agreement (including, but not limited to, re-compliance by NCO with Chapters 1 and 2 of the ASX Listing Rules and NCO receiving a letter from ASX confirming that ASX will reinstate NCO's quoted securities to the Official List of the ASX following Settlement on conditions satisfactory to NCO and Ausnet (acting reasonably);
- (viii) NCO obtaining all necessary third party approvals or consents to give effect to the matters set out in the Heads of Agreement;
- (ix) cancellation of the performance rights currently on issue by NCO on or before Settlement; and

to the extent required by the ASX, NCO or the ASX Listing Rules, each Ausnet shareholder and any party to whom Consideration Shares and/or Performance Shares are issued, entering into a restriction agreement as required by ASX imposing such restrictions on trading of those securities as mandated by the ASX Listing Rules, (together, the **Conditions**).

The Conditions are for the benefit of the Company and may only be waived by the Company, except paragraph 1.4(a)(i) (as it relates to Ausnet) and which may be waived by Ausnet.

If the Conditions are not satisfied (or waived) on or before 5:00pm (AWST time) on 15 September 2016 (**End Date**) or such other date as is mutually agreed by the Company and Ausnet, the agreement constituted by the Heads of Agreement will be at an end and the parties will be released from their obligations under the Heads of Agreement (other than in relation to the confidentiality provisions).

(b) **Consideration**

Subject to satisfaction or waiver of the Conditions, in consideration for the acquisition of all of the issued shares of Ausnet, the Company will issue:

- (i) \$4,000,000 worth of Shares at the deemed issue price of \$0.03 per Share, being 133,333,333 Shares, subject to the adjustment provision below (**Consideration Shares**) to the Ausnet Shareholders (or their nominees); and

- (ii) 66,666,667 performance shares, which convert into Shares (on a one for one basis) (**Consideration Performance Shares**), subject to the terms and conditions set out in Schedule 3,

(together, the **Consideration Securities**).

If the Shares issued under the Capital Raising are issued at a price less than \$0.03 per Share, NCO will amend the number of Consideration Shares to be issued such that the number of Consideration Shares issued is equal to \$4,000,000 divided by the Capital Raising Issue Price. No change to the number of Consideration Shares to be issued will be made if the Shares issued under the Capital Raising are issued at a price of \$0.03 per Share or more.

(c) **Issue of Performance Shares to proposed and continuing directors**

The Company has agreed to issue a total of 46,666,667 Performance Shares, subject to the terms and conditions set out in Schedule 3, amongst the proposed and continuing directors of the Company at Settlement (**Incentive Performance Shares**).

(d) **Issue of Shares to Richmond Food Systems Pty Ltd ATF The Monterey Fund**

As part of the Acquisition, NCO will issue to Richmond (on a pre-Consolidation basis):

- (i) 50,000,000 Shares; and
- (ii) 50,000,000 listed options to acquire Shares exercisable at \$0.015 per Option and expiring on 30 April 2019.

(e) **Board of Directors of the Company**

At Settlement of the Acquisition, the Company must appoint at least two nominees of Ausnet as directors of the Company.

(f) **Change of name**

Upon Settlement of the Acquisition, and subject to approval of the Company's shareholders, the Company will change its name to "Ausnet Financial Services Limited".

(g) **Settlement**

Settlement will occur on that date which is two business days, or such other period agreed by the Company and Ausnet, after satisfaction (or waiver) of the Conditions (**Settlement**).

## 1.5 **Ausnet material contract – Introducer Agreement**

Pursuant to an introducer agreement dated 23 October 2013 (**Introducer Agreement**), Westvalley Corporation Pty (a wholly owned subsidiary of Ausnet) Ltd trading as Mortgage Solutions Australia (**Introducer**) introduces potential applicants to Finsure Finance & Insurance Pty Ltd (**Aggregator**) for one or more of loans and other products (**Products**) that are available for marketing by the Introducer (**Applications**).

The material terms of the Introducer Agreement are as follows:

- (a) **Term:** The Introducer acknowledges that the Aggregator has not represented that the authorisation of the Introducer will continue for any period of time, and the ability to refer Applications is at the absolute option of the Aggregator.
- (b) **Termination for Default:** The Aggregator may terminate the Introducer Agreement with immediate effect by giving to the Introducer notice in writing if:
- (i) the Introducer or any guarantor becomes insolvent;
  - (ii) a change of control of the Introducer occurs without the consent of the Aggregator which must not be withheld unreasonably;
  - (iii) a director of the Introducer ceases to be a director of the Introducer without the Introducer providing prior written consent to the Aggregator;
  - (iv) the Introducer or any intermediary of the Introducer has committed any fraud, forgery or misrepresentation in respect of an Application or a product of the Aggregator; or
  - (v) the Introducer fails to perform any provision of the Introducer Agreement which if capable of remedy is not remedied within 14 days of written notice.
- (c) **Voluntary Termination:** The Aggregator or the Introducer may terminate the Introducer Agreement at any time upon 14 days written notice to the other.
- (d) **Guarantee and indemnity given by the Guarantor:** Ausnet Real Estate Services Limited (now Ausnet Real Estate Services Pty Ltd) (**Guarantor**) guarantees to the Aggregator due and punctual performance by the Introducer of the Introducer's obligations under the Introducer Agreement and indemnifies the Aggregator against all loss, damage, costs, and expenses suffered or incurred by the Aggregator because of any breach by the Introducer of any terms of the Introducer Agreement.
- (e) **Strategic Business Meetings:** The parties to the Introducer Agreement (which includes Ausnet) agree that senior representatives of each party will conduct strategic business meetings every six months (unless otherwise agreed by the parties in writing) for the purposes of planning and implementation of strategic initiatives.
- (f) **Fees:**
- (i) The Aggregator must pay to the Introducer commissions as follows:
    - (A) 100% of any upfront commission, including GST, paid by each company (**Funder**) providing either a loan made by the Funder or arranged by the Aggregator, or other Products; and
    - (B) 100% of any payment for the introduction of applicants made periodically, including GST, paid by the Funder.



- (C) The Introducer must pay to the Aggregator a fixed fee of \$600 (plus GST) for the Introducer and \$100 (plus GST) for each sub-broker (up to four sub-brokers), payable per calendar month.
- (D) If the Introducer elects to use the Aggregator's computer system, it must pay to the Aggregator the software and administration support fee of \$110 (plus GST) per user payable per calendar month.

## 1.6 Capital Raising

For the purposes of the Company re-complying with Chapters 1 and 2 of the ASX Listing Rules, the Company intends to undertake the Capital Raising comprising the issue of the Prospectus to raise up to \$5,800,000 through the issue of 290,000,000 Shares on the basis that the Capital Raising Issue Price is \$0.02. The minimum amount raised will be \$3,800,000 and the Issue Price will be determined on a book build basis but cannot be lower than \$0.02 per share.

Funds raised under the Capital Raising are intended to be used in the manner set out in Section 1.7.

The Company expects to lodge a prospectus for the Capital Raising with ASIC before the date of the General Meeting. The Capital Raising is intended to be completed in accordance with the timetable set out in Section 1.10.

## 1.7 Use of Funds

The Company has current cash reserves of approximately \$[insert] as at the date of this Notice of Meeting.

The Company intends to apply the proposed minimum or maximum Capital Raising funds as follows.

Item	Proposed minimum Capital Raising of \$3,800,000 (\$'000)	Proposed maximum Capital Raising of \$5,800,000 (\$'000)
Existing cash reserves	640	640
Funds raised under Capital Raising	3,800	5,800
<b>Total Funds Available</b>	<b>4,440</b>	<b>6,440</b>
Business Development/National Roll-out	1,500	2,300
Platform Development	400	550
Working Capital	2,240	3,090
Costs of the Capital Raising	300	500
<b>TOTAL</b>	<b>4,440</b>	<b>6,440</b>

The Board reserves the discretion to modify the proposed Capital Raising and the table above.

The above table is a statement of current intentions as at the date of this Notice. Intervening events may alter the way funds are ultimately applied by the Company.

## 1.8 Effect on Capital Structure

The estimated capital structure of the Company following completion of the matters contemplated by the Resolutions is set out below.

SHARES	Proposed minimum Capital Raising of \$3,800,000 Shares No.	Proposed maximum Capital Raising of \$5,800,000 Shares No.
Existing issued securities:	877,929,931	877,929,931
Shares to Richmond Advisory – Resolution 2	50,000,000	50,000,000
<b>Pre-consolidation Shares on Issue</b>	<b>927,929,931</b>	<b>927,929,931</b>
<b>Consolidation on a 10:1 basis – Resolution 3</b>	<b>92,792,993</b>	<b>92,792,993</b>
Shares to Ausnet Shareholders – Resolution 5 <sup>1</sup>	200,000,000	200,000,000
Capital Raising Shares – Resolution 6 <sup>2</sup>	190,000,000	290,000,000
<b>TOTAL SHARES POST-SETTLEMENT</b>	<b>482,792,993</b>	<b>582,792,993</b>

### Notes:

1. If the Shares issued under the Capital Raising are issued at a price less than \$0.03 per Share, the number of Consideration Shares to be issued will be amended such that the number of Consideration Shares issued is equal to \$4,000,000 divided by the Capital Raising Issue Price. This number of Consideration Shares reflects the maximum number of Consideration Shares that may be issued to the Ausnet Shareholders, being \$4,000,000 divided by \$0.02.
2. Assumes a Capital Raising Issue Price of \$0.02 per Share. The Company notes that the Capital Raising Issue Price may be higher than \$0.02 per share.

PERFORMANCE SHARES	No.
Existing Performance Shares	Nil
Consideration Performance Shares (to be issued pursuant to Resolutions 4 and 5)	66,666,667
Incentive Performance Shares (to be issued pursuant to Resolutions 4, 11, 12, 13, 14 and 15)	46,666,667
<b>TOTAL PERFORMANCE SHARES</b>	<b>113,333,334</b>

OPTIONS	No.
Listed Options currently on issue <sup>1</sup>	240,760,719
Listed Options to Richmond Advisory – Resolution <sup>2</sup>	50,000,000
<b>Pre-consolidation Options on Issue</b>	<b>290,760,719</b>
<b>Consolidation on a 10:1 basis (pursuant to Resolution 3)<sup>2</sup></b>	<b>29,076,072</b>
<b>TOTAL OPTIONS<sup>3</sup></b>	<b>29,076,072</b>

### Notes:

1. Options exercisable at price \$0.015 on or before 30 April 2019.
2. Post-Consolidation the Options will be exercisable at \$0.15 on or before 30 April 2019.
3. This assumes that no Options are exercised.

The Company currently has 12,000,000 performance rights on issue. It is a condition precedent to Settlement that the Company cancels these performance rights.

## 1.9 Pro Forma Statement of Financial Position

A pro forma balance sheet of the Company following completion of the Acquisition contemplated by this Notice of Meeting is set out in Schedule 1.

## 1.10 Indicative Timetable

Event	Indicative Timing*
Dispatch of Notice of Meeting	20 June 2016
Lodgement of Prospectus and Prospectus offer anticipated to open	11 July 2016
Company's quoted Securities are suspended from official ASX quotation General Meeting of Shareholders ASX notified whether Shareholders' approval has been granted for the Resolutions	20 July 2016
Prospectus offer closes	21 July 2016
Completion of the Acquisition including issue of the Shares pursuant to this Notice.	29 July 2016
Anticipated date for reinstatement of the Company's Securities.	12 August 2016

\* The Directors reserve the right to change the above indicative timetable without requiring any disclosure to Shareholders.

## 1.11 Board Intention if Completion Occurs

In the event that Completion occurs and the minimum subscription is obtained, it is intended that the funds raised from the Capital Raising, together with the Company's existing cash reserves will be used as set out in Section 1.7.

## 1.12 Composition of the Board of Directors

The Company's Board of Directors currently comprises:

- (a) Neil Warburton (Non-Executive Chairman);
- (b) Gregory Hall (Non-Executive Director);
- (c) Michael Curnow (Non-Executive Director); and
- (d) Ross Cotton (Non-Executive Director).

It is intended that all of the current Directors other than Ross Cotton will resign from the Board of the Company upon Completion. It is intended that Paul Niardone, Philip Re, Adam Davey and John Kolenda will join the Board upon Completion. Shareholder approval for the appointment of Messrs Niardone, Re, Davey and Kolenda is sought under Resolutions 7 to 10.

Details and background on the Proposed Directors is set out below.

### **Paul Niardone**

Chief Executive Officer

Paul was the Executive Director and founder of Professional Public Relations (WA), the largest PR and communications firm in the State until he sold the business to WPP. He has experience in marketing and strategic planning for clients in both Government and the private sector. With a degree in Politics and

Industrial Relations and a Masters in Business Administration, he started his career in the Department of Cabinet and Parliamentary Services.

He was appointed inaugural Manager of the Peel Region Business Enterprise Centre, and was then appointed as the first Marketing Manager for the entire Enterprise Centre Network comprising 36 centres throughout WA.

Paul's marketing skills were recognised by Westpac in its decision to appoint him as one of the first Business Banking Managers in Australia without a banking background.

His career to date has provided him with a unique opportunity to gain experience, insights and contacts in a wide range of industries at the CEO and Board level.

He has sat on the boards of a number of public and private companies and not for profit organisations.

Paul currently sits on the board of MinQuest NL and has previously been a board member of Avalon Minerals (ASX listed), Murdoch University Senate, Meridian Minerals NL, Perth Glory Advisory Board, Professional Public Relations, Small Business Development Corporation (Govt.) and Montagu Stock Brokers Starlight Foundation.

### **Philip Re**

Non-Executive Chairman

Phil is a Chartered Accountant, Chartered Secretary and a Member of the Institute of Company Directors. In recent years he has been involved as a Director and Company Secretary for a number of public companies involving transactions in mining exploration and production and the renewable energy industry. Phil is a Director of Regency Partners which is a Chartered Accounting and Corporate Advisory business. He has been involved in raising capital for various ASX listed Companies and unlisted Property Syndicates. Phil is one of the founders of the charity organisation 'The Better Life Foundation WA', where he currently acts as Chairman.

### **Adam Davey**

Non-Executive Director

Mr Adam Davey is a Director, Private Clients and Institutional at Patersons Securities.

Adam's expertise spans over 25 years and includes capital raising (both private and public), mergers and acquisition, ASX listings, asset sales and purchases, transaction due diligence and director duties.

Adam has been involved in significantly growing businesses in both the industrial and mining sector. This has been achieved through holding various roles within different organisations. Including Chairman, Managing Director, Non-executive director, major shareholder or corporate adviser to the board.

Adam is also the Chairman of Teen Challenge Foundation, the largest Youth Drug and Alcohol Rehabilitation Centre in Western Australia.

## **John Kolenda**

Non-Executive Director

John is the co-founder and Managing Director of the Finsure Group, one of Australia's fastest growing retail finance brokerages, writing over \$1B in new mortgages every month across 850 brokers.

Prior to founding Aura and Finsure Group, John founded X Ino, which was merged with Ray White to form Loan Market Group. From 1994 to 2004, John worked as the General Manager of Sales & Distribution of Aussie Home Loans, where he was responsible for the sales performance of over 700 mortgage advisors.

As Chairman of Aura Group, John leads corporate strategy for the group and supports the business through his network of strategic and institutional partners. John's leadership has given Aura Group the ability to execute on its growth plans to date

John has significant board experience in both the public and private sector. He currently serves as a Non-executive Director for Disruptive Investment Group (DVI:AX), Global Reviews and iBuyNew.com.au.

### **1.13 Advantages of the Proposals in the Resolutions**

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on the Resolutions concerning the Acquisition:

- (a) the Acquisition represents an investment opportunity for the Company to change its business focus to that of the provision of real estate and wealth management services;
- (b) the Acquisition provides an opportunity for the Company to diversify its interests to include Ausnet which is the parent a group of companies specialising real estate services as well as financial and wealth management services;
- (c) the Acquisition will provide the opportunity to increase the value of the Company;
- (d) the proposed new Directors and management team have extensive experience and a track record within the industry; and
- (e) the Company may be able to raise further funds at higher prices by way of share equity as a result of the Acquisition.

### **1.14 Disadvantages of the Proposals in the Resolutions**

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on each Resolution:

- (a) the Company will be changing the nature and scale of its activities to become a company focused on the provision of real estate and wealth management services, which may not be consistent with the objectives of all Shareholders;

- (b) the Acquisition and the Capital Raising will result in the issue of Shares to the Ausnet Shareholders and new investors, which will have a dilutionary effect on the holdings of Shareholders; and
- (c) there are inherent risks associated with the change in nature of the Company's activities. Some of these risks are summarised in Section 1.15 below.

### 1.15 Risks associated with the acquisition of Ausnet

Shareholders should be aware that if the proposed Acquisition is approved, the Company will be changing the nature and scale of its activities. Based on the information available, a non-exhaustive list of risk factors are as follows.

#### *Risks relating to the Change in Nature and Scale of Activities*

##### (a) **Re-Quotation of Shares on ASX**

The Acquisition constitutes a significant change in the nature and scale of the Company's activities and the Company needs to re-comply with Chapters 1 and 2 of the ASX Listing Rules as if it were seeking admission to the official list of ASX.

There is a risk that the Company may not be able to meet the requirements of the ASX for re-quotation of its Shares on the ASX. Should this occur, the Shares will not be able to be traded on the ASX until such time as those requirements can be met, if at all. Shareholders may be prevented from trading their Shares should the Company be suspended until such time as it does re-comply with the ASX Listing Rules.

##### (b) **Dilution Risk**

At Settlement, the Company proposes to issue the relevant number of Shares under the Acquisition and issue a minimum of 190,000,000 Shares to raise \$3,800,000 as part of the Capital Raising (assuming a Capital Raising Issue Price of \$0.02). On issue of the 200,000,000 Shares as part of the Acquisition and the minimum subscription of the Shares under the Capital Raising (assuming no exercise of Options), the existing Shareholders will retain approximately 19.22% of the issued capital of the Company, with the Ausnet Shareholders holding 41.43% and the investors under the Capital Raising holding 39.35% of the Shares of the Company respectively.

Upon issue of the Consideration Shares under the Acquisition and the maximum subscription of the Shares under the Capital Raising, being 290,000,000 Shares to raise \$5,800,000 (assuming a Capital Raising Issue Price of \$0.02 and no exercise of Options), the existing Shareholders will retain approximately 15.92% of the issued capital of the Company, with the Ausnet Shareholders holding 34.32% and the investors under the Capital Raising holding 49.76% of the Shares of the Company respectively.

There is also a risk that the interests of Shareholders will be further diluted as a result of future capital raisings required in order to seek to fund the development of the Company's proposed businesses after completion of the Acquisition

(c) **Liquidity Risk**

At Settlement, the Company proposes to issue up to 200,000,000 Shares (assuming a Capital Raising Issue Price of \$0.02) and 66,666,667 Consideration Performance Shares to the Ausnet Shareholders. These securities will be subject to escrow restrictions in accordance with Chapter 9 of the ASX Listing Rules. Based on the post-offer capital structure (and assuming no further Shares are issued and no Options are exercised), the Shares will equate to approximately 41.43% of the post-offer issued Share capital (assuming minimum subscription under the Capital Raising). This could be considered an increased liquidity risk as a large portion of issued capital may not be able to be traded freely for a period of time.

(d) **Contractual Risk**

Pursuant to the Heads of Agreement the Company has agreed to acquire 100% of the issued shares in Ausnet subject to the fulfilment of certain conditions precedent set out in Section 1.4.

The ability of the Company to achieve its stated objectives will depend on the performance by the parties of their obligations under the Heads of Agreement. If any party defaults in the performance of their obligations, it may be necessary for the Company to approach a court to seek a legal remedy, which can be costly.

***Risks specific to Ausnet***

(a) **Inability to achieve business objectives**

With funds raised from the capital raising, Ausnet is proposing to progress its real estate and wealth management services, and may also include strategic acquisitions and to take advantage of opportunities for acquisitions, joint ventures or other business opportunities. Funds raised are considered sufficient to meet the immediate objectives of the Company. There can be no guarantee that these business objectives will be successful in the timeframe expected, or at all, which may have an adverse impact on future revenues of Ausnet.

(b) **Reliance on key personnel**

The responsibility of overseeing the day-to-day operations and the strategic management of Ausnet depends substantially on their senior management and key personnel. There can be no assurance given that there will be no detrimental impact on Ausnet if one or more of these employees cease their employment or if one or more of the directors of Ausnet leaves the Board.

(c) **Supplier risk**

Ausnet sources a number of products and services from outsourced suppliers. Examples include mortgage aggregator services through Finsure. Any material changes in trading terms and/or supply from outsourced suppliers may impact Ausnet's ability to provide the current suite of products and services to its customers at the current pricing and gross margin on mortgage lines.

(d) **Technology risk**

Ausnet's real estate business "THE AGENCY" is built around technology that gives Ausnet's sales representatives the ability to work from any location with a few large regional offices for support. Any interruption to the daily service, operation and maintenance of this technology plus failure or delay to continue to develop new functionality to the technology may have a material impact on Ausnet's current and future revenues. Ausnet also relies on a number of management information systems to enable the efficient running of the business. Whilst standard back-up, storage and recovery procedures are implemented, including offsite storage of back-up data, any event that causes harm or destroys the original and back-up data may have a material impact on Ausnet's ability to maintain continuous operations for the period of time required to remedy the cause of business interruption.

(e) **Security risk**

Ausnet relies upon the security of its management information systems, payment systems, website and client database. Any breaches of security including cyber attacks to the website or database that may cause damage, loss of operation or access to customer records by unauthorised parties could cause material impact or interruption to Ausnet's continuous operation and therefore financial results. Damage, loss or misuse of client records may cause a loss of confidence in Ausnet by its clients as well as reputational damage.

(f) **Customer service**

Ausnet relies upon both the continuous operation of its website as well as the ability to provide an acceptable level of customer assistance and service via its own staff and/or outsource providers. Any event that causes customer service to fall to inadequate or unacceptable levels may cause reputational damage and consequently a reduction in Ausnet's ability to retain existing customers and attract new customers. Any loss of existing or new customers will impact the Company's revenues.

(g) **Infringement of Intellectual Property Rights**

Should Ausnet be accused of infringing a third party's intellectual property rights or trademarks and commence legal proceedings against Ausnet, the Company may incur significant costs in defending such proceedings, regardless of the outcome. Defending legal proceedings can often be defocusing for management and possibly other staff, which may divert their attention from the optimal management of the Company and results. Should a third party obtain injunctive or other relief, it may prevent Ausnet from further use of the related intellectual property or trademark. Should such litigation be successful, Ausnet may also be caused to pay damages to the third party and incur additional cost in the future to use or replace the functionality of the related intellectual property or trademark.

(h) **History of operating losses**

Whilst Ausnet has experienced significant revenue growth since being established in 1996, it has incurred net losses in the 2014 and 2015 financial years. There is a risk that Ausnet may not achieve profitability in



the future. Ausnet anticipates that its operating expenses will continue to rise as it implements its growth strategy, grows its sales team, develops its service lines and increases its marketing efforts. These costs may prove to be greater than budgeted by Ausnet, and Ausnet's revenue may not increase sufficiently to turn an operating profit and become cash flow positive in the near future.

(i) **Lenders' willingness to employ third party distribution channels**

Ausnet's mortgage business and the mortgage broking industry generally, is reliant on lenders' willingness to employ third party distribution channels as a means of marketing their loan products. Depending on the relative cost of other distribution methods in the future, lenders may also decide to decrease their reliance on (or not to use) third party channels, develop competing distribution channels or reduce current upfront or trail commission terms, any of which would have a significant adverse effect on the industry generally and on Ausnet. Ausnet is also reliant on receiving access to competitive products from the Finsure Lending Panel to enable brokers to attract customers in an increasingly competitive mortgage market. There can be no assurance that Finsure will continue to be able to access competitive products.

(j) **IT systems**

Ausnet's ability to manage service and pay its client database is dependent on its information technology systems (including its customer relationship management software) and relationships with service providers. Interruptions, failure or delay in the provision of services could severely impact the business operations of Ausnet as damaging Ausnet's reputation. Any issues with Ausnet's information technology systems may also impact on Ausnet's operational capabilities and financial performance.

(k) **Reliance on external software providers**

Ausnet's mortgage business is reliant on software provided by Finsure to facilitate their business including its customer relationship management software). There is a risk that a transfer to a new aggregator, and with it new software systems, could cause some disruption to the business.

**Industry specific risks**

(a) **Regulatory risks**

In Australia, the mortgage broking industry is primarily regulated by ASIC and the National Consumer Credit Protection Act 2009 (Cth) (NCCP Act). The industry is also subject to a variety of other laws including privacy, financial transaction reporting and money laundering. If Ausnet does not meet regulatory requirements, such as various responsible lending obligations under the NCCP Act, it may suffer penalties or the ability to maintain Ausnet's current ACL. Therefore its operating activities may be affected, which is likely to have a material impact on Ausnet's business and financial performance. These penalties may include (but are not limited to): fines, compensation, and cancellation or suspension of authority to carry on business. In addition, the regulatory framework governing the mortgage broking industry is subject to change. This could have an impact on the mortgage broking industry or on Ausnet's

operations. Depending on the nature of any such changes, they may adversely impact the operations or future financial performance of Ausnet.

(b) **Competition risks**

Ausnet operates in a highly competitive market. Therefore, Ausnet faces the risk that increasing levels of competition, including competition from business models using new technology platforms could result in, among other things, Ausnet foregoing a greater proportion of its profit margin to retain volumes of mortgages written, reduced upfront commissions and trail commissions and changes to the structure of upfront commissions and trail commissions by lenders (such as the replacement of trail commissions with up-front commissions). This may result in reduced revenue, reduced operating margins and a loss of market share, which may have a material adverse effect on Ausnet's business, operating and financial performance and position and future prospects.

(c) **Importance of licences for Ausnet's core business activities**

Ausnet currently holds an ACL licence to engage in mortgage broking activities, in order to conduct its business. This licence enables Ausnet to engage and facilitate mortgage activities. Compliance with the obligations of the licences is the responsibility of the licensee. If Ausnet does not comply with the conditions of their licences or meet regulatory requirements, Ausnet could be subject to penalties, more onerous licence conditions and the imposition of licence restrictions for the loss of that licence. If Ausnet is unable to retain its licence or has restrictions imposed on this licence, Ausnet may not be able to continue to operate its business, or aspects of its business, in its current form. This would have a material adverse impact on the financial performance and position of the business.

(d) **Conduct of mortgage brokers and credit representatives**

Ausnet's mortgage business faces a number of risks arising from the conduct of mortgage brokers. It is noted that under the NCCP Act, Ausnet is liable to customers for any loss or damage they suffer as a result of a mortgage broker's conduct. This applies to conduct that relates to credit activity on which the customer could reasonably be expected to rely and in fact relied in good faith. Where Ausnet is responsible for the conduct of its credit representative, the customer has the same remedies against Ausnet as it has against the credit representative. This means that customers can take action against Ausnet in respect of a mortgage broker's conduct.

**General risks**

(a) **Interest rates**

Australian consumers and residential borrowers currently enjoy historically low interest rates which have contributed to the growth of the Ausnet loan book. In the event interest rates significantly increase, potential borrowers' willingness and ability to borrow may be greatly reduced and the volume of loans settled could significantly decrease, affecting the Ausnet loan book and the associated financial performance of Ausnet.

(b) **Exchange rates**

Ausnet may be exposed to rapid and material movements in exchange rates, namely the value of the Australian dollar. This could adversely affect its balance sheet and cash position.

(c) **Operational risks and costs**

Ausnet is exposed to various operational risks present in the current business which may result from error, fraud, system failure, failure of security and physical process systems, customer services, staff skills and performance and product development and maintenance. Operational risk has the potential to have a material adverse effect on Ausnet's performance and position as well as reputation.

(d) **Changes to legal, accounting and regulatory requirements**

Legal, accounting and regulatory changes or requirements may impact an investment in the NCO's shares. Changes to existing laws or the introduction of new laws may increase Ausnet's compliance costs and regulations. If Ausnet fails to comply with applicable laws or regulations, it may be subject to fines, injunctions, penalties, remediation, total or partial suspension of regulatory approvals or other sanctions that may have an adverse effect on an investment in NCO shares.

(e) **Litigation**

Ausnet relies on contractual arrangements with various parties. From time to time, disputes may arise under those contracts and Ausnet may commence or be subject to litigation to resolve a dispute. Litigation has the potential to disruptive Ausnet's business, adversely affect Ausnet's financial performance and damage Ausnet's reputation.

(f) **Insurance risks**

Ausnet insures its operations in accordance with industry practice. However, in certain circumstances, Ausnet's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of Ausnet.

## **1.16 Plans for the Company if the Resolutions are not passed**

If the conditions to the Heads of Agreement are not satisfied or waived, including if not all of the Resolutions are passed, the Acquisition will not proceed.

The Company will continue with its existing project and will seek alternative investment opportunities to build Shareholder value.

## **1.17 Directors' Interests in the Acquisition**

None of the Company's existing Directors have any interest in the proposed Acquisition.

## **1.18 Ausnet Shareholders**

None of the Ausnet Shareholders (or their associates) are related parties of the Company or hold a substantial interest in the Company's securities.

## **1.19 Conditional Resolutions**

The Resolutions are inter-conditional, meaning that each of them will only take effect if all of them are approved by the requisite majority of Shareholders' votes at the Meeting. If any one of more of the Resolutions are not approved at the Meeting, none of them will take effect and the Acquisition and other matters contemplated by the Resolutions will not be completed pursuant to this Notice.

## **1.20 Directors' Recommendation**

The Board unanimously recommend Shareholders vote in favour of the Resolutions.

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## **2. RESOLUTION 1 – CHANGE TO NATURE AND SCALE OF ACTIVITIES**

### **2.1 General**

Resolution 1 seeks approval from Shareholders for the Acquisition.

As outlined in Section 1.2, the Company has entered into the Heads of Agreement pursuant to which the Company will acquire all of the Ausnet Shares.

A summary of the terms and conditions of the Heads of Agreement is set out in Section 1.4 and a detailed description of Ausnet and its business is outlined in Section 1.3.

### **2.2 ASX Listing Rule 11.1**

ASX Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature or scale of its activities, it must provide full details to ASX as soon as practicable (and before making the change) and comply with the following:

- (a) provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;
- (b) if ASX requires, obtain the approval of holders of its shares and comply with any requirements of ASX in relation to the notice of meeting; and
- (c) if ASX requires, meet the requirements of Chapters 1 and 2 of the ASX Listing Rules as if the entity were applying for admission to the official list of ASX.

The change in the nature and scale of the Company's activities as a result of Acquisition requires the Company, in accordance with ASX Listing Rule 11.1.2, to obtain Shareholder approval and the Company must comply with any requirements of ASX in relation to the Notice of Meeting.

The change in the nature and scale of the Company's activities is a back-door listing of Ausnet which consequently requires the Company to (in accordance with ASX Listing Rule 11.1.3) re-comply with the admission requirements set out in Chapters 1 and 2 of the ASX Listing Rules (including any ASX requirement to treat the Company's securities as restricted securities).

Accordingly, it is anticipated that the Company's securities will be suspended and thereby cease trading on ASX's Official List prior to market open on the day of the Meeting. If the Resolutions are approved at the Meeting, it is expected that the Company's Shares will remain suspended from quotation until the Company has acquired Ausnet pursuant to the Heads of Agreement and re-complied with Chapters 1 and 2 of the Listing Rules, including by satisfaction of ASX's conditions precedent to reinstatement.

If any one or more of the Resolutions are not approved at the Meeting, it is expected that the Company's securities will be reinstated to quotation on ASX's Official List after the Company announces the results of the Meeting in accordance with the Listing Rules and Corporations Act.

### 2.3 Guidance Note 12

Changes to ASX Guidance Note 12 in 2014 altered ASX's policy in relation to the application of the "20 cent rule" to re-compliance listings. Previously, an entity required to re-comply with Chapters 1 and 2 of the ASX Listing Rules, was required to offer any shares as part of re-compliance at an issue price of at least \$0.20 per share. Guidance Note 12 states that this issue price can now be below \$0.20 when an entity's securities have been trading on ASX at less than \$0.20 each. ASX will consider a request not to apply the \$0.20 rule provided the issue price, sale price or exercise price for any securities being issued or sold as part of, or in conjunction with, the transaction:

- (a) is not less than \$0.02 each;
- (b) is specifically approved by security holders as part of the approval(s) obtained under ASX Listing Rule 11.1.2; and
- (c) ASX is otherwise satisfied that the entity's proposed capital structure after the transaction will satisfy ASX Listing Rules 1.1 condition 1 and 12.5 (appropriate structure for a listed entity).

The Company has received a waiver from ASX from:

- (a) ASX Listing Rule 2.1 condition 2 to the extent necessary for the issue price of the Shares to be issued pursuant to the Capital Raising not to be at least \$0.20; and
- (b) ASX Listing Rule 1.1 condition 11 to the extent necessary for the exercise price of the Options currently on issue (and to be issued to Richmond pursuant to Resolution 2) not to be at least \$0.20.

For this reason, the Company is seeking Shareholder approval for the Company to:

- (a) issue Shares at an issue price of not less than \$0.02 per Share; and
- (b) to have Options on issue upon Settlement with an exercise price of not less than \$0.02 per Option,

as part of the approvals sought under ASX Listing Rule 11.1.2.

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### 3. RESOLUTION 2 – ISSUE OF PRE-CONSOLIDATION SHARES AND OPTIONS TO RICHMOND FOOD SYSTEMS PTY LTD ATF THE MONETARY TRUST

#### 3.1 General

Resolution 2 seeks Shareholder approval for the issue of 50,000,000 pre-Consolidation Shares and 50,000,000 pre-Consolidation Options to Richmond Food Systems Pty Ltd (ACN 109 629 601) ATF The Monterey Trust (**Richmond**) (or its nominees) in consideration for Richmond introducing the Ausnet transaction to the Company (**Richmond Placement**). Current Director, Ross Cotton, is the controller of Richmond and, consequently, Shareholder approval is being sought pursuant to Listing Rule 10.11 for the Richmond Placement.

The Company has agreed, subject to obtaining Shareholder approval, to issue 50,000,000 Shares and 50,000,000 Options to Richmond (or his nominee) on the terms and conditions set out below. Resolution 2 seeks Shareholder approval for the issue of these Shares and Options.

#### 3.2 Chapter 2E 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, the public company or entity must:

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

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

The Richmond Placement constitutes giving a financial benefit and Richmond is a related party of the Company by virtue of current Director, Ross Cotton, controlling Richmond.

The Directors (other than Ross Cotton who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Richmond Placement because the agreement to issue the Shares and Options the subject of the Richmond Placement was negotiated on an arm's length basis.

#### 3.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the grant of the Richmond Placement involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

### 3.4 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Richmond Placement:

- (a) the maximum number of Shares to be issued is 50,000,000 and the maximum number of Options to be issued is 50,000,000;
- (b) the Shares and Options will be issued to Richmond (or its nominees);
- (c) the Shares and Options will be issued no later than 1 month 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 issue of the Options will occur on the same date;
- (d) the Shares will be issued for nil cash consideration in satisfaction of introductory services provided by Richmond in relation to the Acquisition;
- (e) the issue price of the Options will be nil as they are also being issued in satisfaction of introductory services provided by Richmond in relation to the Acquisition;
- (f) 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;
- (g) the Options will be issued on the terms and conditions set out in Schedule 2; and
- (h) no funds will be raised from the Richmond Placement as the Shares and Options are being issued in consideration for Richmond introducing the Ausnet transaction to the Company.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Richmond Placement as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Shares and Options to Richmond (or its nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1

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## 4. RESOLUTION 3 – CONSOLIDATION OF CAPITAL

### 4.1 Background

If Resolution 3 is passed and excluding any Securities issued pursuant to the other Resolutions, the number of:

- (a) Shares on issue (including those pre-Consolidation Shares to be issued to Richmond Advisory) will be reduced from 927,929,931 to 92,792,993 subject to rounding); and
- (b) Options on issue (including those pre-Consolidation Options to be issued to Richmond Advisory) will be reduced from 290,760,719 to 29,076,072 (subject to rounding).

## 4.2 Legal requirements

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

## 4.3 Fractional entitlements

Not all Security Holders will hold that number of Shares or Options (as the case may be) which can be evenly divided by ten. Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole Security.

## 4.4 Taxation

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

## 4.5 Holding statements

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

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

It is the responsibility of each Security holder to check the number of Securities held prior to disposal or exercise (as the case may be).

## 4.6 Effect on capital structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below.

SHARES	Shares	Listed Options <sup>1</sup>
	No.	No.
Pre-Consolidation Securities <sup>2, 3</sup>	927,929,931	290,760,719
Post 10 to 1 Consolidation of Securities (Resolution 3)	92,792,993	29,076,072
<b>Completion of Consolidation and prior to additional Resolutions<sup>3</sup></b>	<b>92,792,993</b>	<b>29,076,072</b>

The effect the Consolidation will have on the terms of the Options is as set out in the tables below:

OPTIONS	Options	Options Exercise Price
	No.	\$
Pre-Consolidation Options exercisable at \$0.015 by 30 April 2019	290,760,719	0.015
Post 10 to 1 Consolidation of Securities (Resolution 3)	29,076,072	0.150
<b>Completion of Consolidation and prior to additional Resolutions<sup>3</sup></b>	<b>29,076,072</b>	<b>0.150</b>



## Notes

1. The terms of these Options are set out in the table below.
2. The Company currently has 12,000,000 performance rights on issue. It is a condition precedent to Settlement that the Company cancels these performance rights.
3. Including the 50,000,000 pre-Consolidation Shares and 50,000,000 pre-Consolidation Options to be issued to Richmond Advisory pursuant to Resolution 2.
4. Refer to the table in Section 1.8 above for the additional Securities to be issued on a post-Consolidation basis pursuant to the other Resolutions in this Notice.

### 4.7 Indicative timetable\*

If Resolution 3 is passed, the reduction of capital will take effect in accordance with the following timetable (as set out in Appendix 7A (paragraph 8) of the ASX Listing Rules):

Action	Date
Company announces Consolidation and sends out Notice of Meeting.	20 June 2016
Company tells ASX that Shareholders have approved the Consolidation.	20 July 2016
Last day for pre-Consolidation trading.	21 July 2016
Post-Consolidation trading starts on a deferred settlement basis.	22 July 2016
Last day for Company to register transfers on a pre-Consolidation basis.	25 July 2016
First day for Company to send notice to each holder of the change in their details of holdings.	26 July 2016
First day for the Company to register Securities on a post-Consolidation basis and first day for issue of holding statements.	
Change of details of holdings date. Deferred settlement market ends.	1 August 2016
Last day for Securities to be entered into holders' Security holdings.	
Last day for the Company to send notice to each holder of the change in their details of holdings.	

\* Due to the requirement that the Company's securities must be suspended from trading on the day of the Meeting until the ASX approves the Company's re-compliance with the admission requirements of Chapters 1 and 2 of the ASX Listing Rules, many of the events set out above (for example, deferred settlement trading) will not be applicable.

## 5. RESOLUTION 4 – CREATION OF NEW CLASS OF SECURITIES – PERFORMANCE SHARES

### 5.1 Requirements for Shareholder approval

Resolution 4 seeks Shareholder approval for the Company to be authorised to issue the Performance Shares.

A company with a single class of shares on issue which proposes to issue new shares not having the same rights as its existing shares, is taken to vary the rights of existing Shareholders unless the Constitution already provides for such an issue.

Under clause 2.3 of the Constitution and, subject to the Corporations Act and the ASX Listing Rules, the Directors may at any time issue such number of Shares either as ordinary Shares or shares of a named class or classes (being either an existing class or a new class) at the issue price that the Directors determine and with such rights or restrictions as the Directors shall (in their absolute discretion) determine.

Section 246B of the Corporations Act and clause 2.3 of the Constitution provide that the rights attaching to a class of shares cannot be varied without:

- (a) a special resolution passed at a meeting of the members holding shares in that class; or
- (b) the written consent of the members who are entitled to at least 75% of the votes that may be cast in respect of shares in that class.

The Company proposes to issue (amongst other securities) 113,333,334 Performance Shares, being:

- (a) 66,666,667 Performance Shares convertible into Shares on the achievement of Milestone 1 (**Consideration Performance Shares**); and
- (b) 46,666,667 Performance Shares convertible into Shares on the achievement of Milestone 2 (**Incentive Performance Shares**);

on the terms set out in Schedule 3 of this Explanatory Statement.

The purpose of the issue of the Consideration Performance Shares is to link part of the consideration for the Acquisition to certain key performance criteria. The purpose of the issue of the Incentive Performance Shares is to provide a performance and market linked incentive for holders of the Incentive Performance Shares (who will be directors of the Company post-Settlement) and to incentivise those holders to act in accordance with the Company's aims and business strategies. If the milestones are not achieved within the prescribed timeframe, the total number of Performance Shares on issue to each holder will convert into one Share.

The Company currently has only one class of shares on issue being fully paid ordinary shares (**Shares**). The terms of the Performance Shares are not the same as the Shares. Accordingly, the Company seeks approval from Shareholders for the issue of the Performance Shares.

Resolution 4 is a special resolution and is subject to the passing of all Essential Resolutions.

## 5.2 ASX Approval pursuant to ASX Listing Rule 6.1 and 6.2

ASX Listing Rule 6.1 provides that the terms that apply to each class of equity security must, in ASX's opinion, be appropriate and equitable.

ASX Listing Rule 6.2 further provides that an entity may only have one class of ordinary securities unless either ASX approves the terms of an additional class or the additional class is of partly paid securities which, if fully paid, would be in the same class as the ordinary securities.

The Company has sought ASX approval for the issuance of the Performance Shares required under ASX Listing Rule 6.1 and 6.2.

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## 6. RESOLUTION 5 – ISSUE OF CONSIDERATION SECURITIES TO AUSNET SHAREHOLDERS

### 6.1 General

Resolution 5 seeks Shareholder approval for the issue of:

- (a) up to 200,000,000 post-Consolidation Shares; and

(b) 66,666,667 post-Consolidation Tranche 1 Performance Shares,

(together, **Ausnet Consideration Securities**) to the Ausnet Shareholders (or their nominees).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 5 will be to allow the Company to issue the Ausnet Consideration Securities to the Ausnet Shareholders (or their nominees) during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

The Directors understand that ASX will treat the Ausnet Consideration Securities the subject of Resolution 5 as restricted securities for the purpose of the ASX Listing Rules.

The Ausnet Consideration Securities to be issued pursuant to this Resolution 5 will be issued such that no individual Ausnet Shareholder or their associates will hold more than 19.9% of the Shares on issue.

## **6.2 Chapter 2E of the Corporations Act and Listing Rule 10.11 – Paul Niardone, Philip Re and John Kolenda**

A summary of Chapter 2E of the Corporations Act is set out in Section 3.2.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Consideration Securities to Paul Niardone, Philip Re and John Kolenda (proposed incoming Directors of the Company and shareholders in Ausnet via their controlled entities) because the agreement to grant the Consideration Securities reached as part of the Heads of Agreement is considered reasonable consideration for the Acquisition and was negotiated on an arm's length basis.

A summary of ASX Listing Rule 10.11 is set out in Section 3.3.

The Directors consider that Listing Rule 10.12 exception 6 applies to the proposed issue of the Consideration Securities to Paul Niardone, Philip Re and John Kolenda and consequently Shareholders' approval is not sought under Listing Rule 10.11.

## **6.3 Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Ausnet Consideration Securities:

- (a) the maximum number of Shares to be issued is 200,000,000;
- (b) the maximum number of Consideration Performance Shares to be issued is 66,666,667;
- (c) the Consideration Securities will be issued no later than three 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 the issue of all those Shares will occur on the same date;

- (d) the issue price of the Consideration Securities will be nil as they are being issued in consideration for the Company's acquisition of the Ausnet Shares;
- (e) the Consideration Securities will be issued to the Ausnet Shareholders (or their nominees), in consideration for their respective Ausnet Shares;
- (f) the Shares proposed to be 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;
- (g) the Consideration Performance Shares proposed to be issued will be a new class of securities (Shareholder approval for which is being sought pursuant to Resolution 4) and will be issued on the terms and conditions set out in Schedule 3; and
- (h) no funds will be raised from the proposed issue of the Consideration Securities as they are proposed to be issued in consideration for the Acquisition.

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## **7. RESOLUTION 6 – ISSUE OF SHARES – CAPITAL RAISING**

### **7.1 General**

Resolution 6 seeks Shareholder approval for the issue of up to 290,000,000 post-Consolidation Shares at the Capital Raising Issue Price per Share to raise up to \$5,800,000 (with a minimum of \$3,800,000 to be raised pursuant to the Capital Raising).

A summary of ASX Listing Rule 7.1 is set out in Section 6.1.

The effect of Resolution 6 will be to allow the Company to issue the Shares pursuant to the Capital Raising during the period of three months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

### **7.2 Technical information required by ASX Listing Rule 7.1**

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

- (a) the maximum number of Shares to be issued is 290,000,000;
- (b) the Shares will be issued no later than three 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 issue of all the Shares pursuant to the Capital Raising will occur on the same date;
- (c) the Shares will be issued at the Capital Raising Issue Price per Share being a price yet to be determined, but not less than \$0.02 per Share. The Company will announce the Capital Raising Issue Price to ASX prior to the date of the Meeting;
- (d) the Shares are proposed to be issued to the pursuant to a public offer by way of the Prospectus for the purpose of ASX Listing Rule 1.1 condition 3. None of the subscribers for the Capital Raising will be related parties of the Company;

- (e) the Shares proposed to be 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 Capital Raising towards the budgeted expenditure described at Section 1.7.

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**8. RESOLUTIONS 7 - 10 – ELECTION OF DIRECTORS – PAUL NIARDONE, PHILIP RE, ADAM DAVEY AND JOHN KOLENDA**

Pursuant to the Heads of Agreement, at Settlement it is proposed that Paul Niardone, Philip Re, Adam Davey and John Kolenda each be appointed as a Director.

Resolution 7 seeks approval for the election of Paul Niardone as a director of the Company on and from Settlement if the Essential Resolutions are approved by Shareholders.

Resolution 8 seeks approval for the election of Adam Davey as a director of the Company on and from Settlement if the Essential Resolutions are approved by Shareholders.

Resolution 9 seeks approval for the election of Philip Re as a director of the Company on and from Settlement if the Essential Resolutions are approved by Shareholders.

Resolution 10 seeks approval for the election of John Kolenda as a director of the Company on and from Settlement if the Essential Resolutions are approved by Shareholders.

**Paul Niardone**

Mr Niardone's background and experience is set out in Section 1.12.

The Board has considered Mr Niardone's independence and considers that he is not an independent Director.

The Directors support the election of Paul Niardone and recommend that Shareholders vote in favour of Resolution 7.

**Adam Davey**

Mr Davey's background and experience is set out in Section 1.12.

The Board has considered Mr Davey's independence and considers that he is not an independent Director.

The Directors support the election of Adam Davey and recommend that Shareholders vote in favour of Resolution 8.

**Philip Re**

Mr Re's background and experience is set out in Section 1.12.

The Board has considered Mr Re's independence and considers that he is not an independent Director.

The Directors support the election of Philip Re and recommend that Shareholders vote in favour of Resolution 9.

### **John Kolenda**

Mr Kolenda's background and experience is set out in Section 1.12.

The Board has considered Mr Kolenda's independence and considers that he is not an independent Director.

The Directors support the election of John Kolenda and recommend that Shareholders vote in favour of Resolution 10.

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## **9. RESOLUTIONS 11 TO 15 – ISSUE OF INCENTIVE PERFORMANCE SHARES TO PAUL NIARDONE, PHILIP RE, ADAM DAVEY, JOHN KOLENDA AND ROSS COTTON**

### **9.1 General**

As set out in Section 1.4(c), the Company has agreed to issue the Incentive Performance Shares to proposed and continuing Directors. The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 46,666,667 Incentive Performance Shares amongst Paul Niardone, Philip Re, Adam Davey, John Kolenda and Ross Cotton (or their nominees) on the terms and conditions set out below.

Resolutions 11 to 15 seek Shareholder approval for the issue of the Incentive Performance Shares to Paul Niardone, Philip Re, Adam Davey, John Kolenda and Ross Cotton (or their nominees).

### **9.2 Chapter 2E of the Corporations Act**

A summary of Chapter 2E of the Corporations Act is set out in Section 3.2.

The issue of the Incentive Performance Shares constitutes giving a financial benefit and Paul Niardone, Philip Re, Adam Davey and John Kolenda are related parties of the Company by virtue of being proposed Directors. Ross Cotton is a related party of the company by virtue of being a Director.

The Directors (other than Ross Cotton) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Incentive Performance Shares because the agreement to issue the Incentive Performance Shares, reached as part of the Heads of Agreement was negotiated on an arm's length basis.

### **9.3 ASX Listing Rule 10.11**

A summary of ASX Listing Rule 10.11 is set out in Section 3.3.

As the issue of the Incentive Performance Shares involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

### **9.4 Technical Information required by ASX Listing Rule 10.13**

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to this Resolution:

- (a) the Incentive Performance Shares will be issued as follows;
  - (i) 12,333,334 Incentive Performance Shares will be issued to Paul Niardone (or his nominee) pursuant to Resolution 11;
  - (ii) 10,333,333 Incentive Performance Shares will be issued to Philip Re (or his nominee) pursuant to Resolution 12;
  - (iii) 8,000,000 Incentive Performance Shares will be issued to Adam Davey (or his nominee) pursuant to Resolution 13;
  - (iv) 8,000,000 Incentive Performance Shares will be issued to John Kolenda (or his nominee) pursuant to Resolution 14;
  - (v) 8,000,000 Incentive Performance Shares will be issued to Ross Cotton (or his nominee) pursuant to Resolution 15;
- (b) the maximum number of Incentive Performance Shares to be issued pursuant to Resolutions 11 to 15 is 46,666,667;
- (c) the Incentive Performance Shares will be granted no later than 1 month 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 issue of the Incentive Performance Shares will occur on the same date;
- (d) the Incentive Performance Shares will be issued for nil cash consideration, accordingly no funds will be raised; and
- (e) the terms and conditions of the Incentive Performance Shares are set out in Schedule 3.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Incentive Performance Shares as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Incentive Performance Shares to Paul Niardone, Philip Re, Adam Davey, John Kolenda and Ross Cotton (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

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## 10. RESOLUTION 16 – CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 16 seeks the approval of Shareholders for the Company to change its name to "Ausnet Financial Services Limited".

If Resolution 16 is passed the change of name will take effect when ASIC alters the details of the Company's registration.

The proposed name has been reserved by the Company and if Resolution 16 is passed, the Company will lodge a copy of the special resolution with ASIC on Settlement in order to effect the change.

The Board proposes this change of name on the basis that it more accurately reflects the proposed future operations of the Company.

Resolution 16 is subject to the approval of the Essential Resolutions and subsequent Settlement.

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**11. RESOLUTION 17 – REMOVAL OF AUDITOR**

Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which two months' notice of intention to move the resolution has been given.

It should be noted that under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than two months after the notice of intention is given.

Resolution 17 is an ordinary resolution seeking the removal of William Buck Audit (WA) Pty Ltd as the auditor of the Company. An auditor may be removed in a general meeting provided that the notice of intention to remove the auditor has been received from a member of the company.

In accordance with section 329(2) of the Corporations Act, the Company has sent a copy of the notice to William Buck Audit (WA) Pty Ltd and the ASIC.

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**12. RESOLUTION 18 – APPOINTMENT OF AUDITOR TO REPLACE AUDITOR REMOVED FROM OFFICE**

Under section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act.

Resolution 18 is a special resolution seeking the appointment of Bentleys as the new auditor of the Company. As required by the Corporations Act, a nomination for Bentleys to be appointed as the auditor of the Company has been received from a member. A copy of the nomination of Bentleys as auditors is set out at Annexure A.

Bentleys has given its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act subject to shareholder approval of this resolution.

If Resolutions 17 and 18 are passed, the appointment of Bentleys Audit and Corporate (WA) Pty Ltd as the Company's auditor will take effect at the close of this Meeting. Resolution 18 is subject to the passing of Resolution 17.

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**13. RESOLUTIONS 19 AND 20 – ADOPTION OF OPTION SCHEME AND PERFORMANCE RIGHTS PLAN**

Resolution 19 seeks Shareholders approval for the adoption of the employee incentive scheme titled "Ausnet Financial Services Limited - Incentive Option Scheme" (**Scheme**) in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

Resolution 20 seeks Shareholders approval for the adoption of the employee incentive scheme titled 'Ausnet Financial Services Limited - Performance Rights Plan' (**Plan**) in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

A summary of ASX Listing Rule 7.1 is set out in Section 3.1.

ASX Listing Rule 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for



a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolutions 19 and 20 are passed, the Company will be able to issue Performance Rights under the Plan and Options under the Scheme to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

A summary of the Scheme is set out in Schedule 4 of this Notice and a summary of the Plan is set out in Schedule 5 of this Notice.

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

The objective of the Plan and the Scheme is to attract, motivate and retain key employees and it is considered by the Company that:

- (a) the adoption of the Plan and the issue of Performance Rights under the Plan; and
- (b) the adoption of the Scheme and the issue of Options under the Scheme,

will provide selected employees with the opportunity to participate in the future growth of the Company.

Any future issues of Performance Rights under the Plan or Options under the Scheme to a related party or a person whose relation with the company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time. In addition, copies of the Plan and the Scheme are available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan and/or the Scheme can also be sent to Shareholders upon request to the Company Secretary, Mr Jay Stephenson. Shareholders are invited to contact the Company if they have any queries or concerns.

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## 14. RESOLUTION 21 – RATIFICATION OF PRIOR ISSUE OF SHARES

### 14.1 General

On 16 October 2015, the Company issued 7,989,882 Shares at an issue price of \$0.00323 per Share to raise \$25,807.

Resolution 17 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

A summary of ASX Listing Rule 7.1 is set out in Section 6.1.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to 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 this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

#### **14.2 Technical information required by ASX Listing Rule 7.4**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 7,989,882 Shares were issued;
- (b) the issue price was \$0.00323 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to the directors of Wolfstar Group Pty Ltd. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue were used for satisfying the outstanding debt payable to Wolfstar Group Pty Ltd.

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## GLOSSARY

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**\$** means Australian dollars.

**Acquisition** has the meaning given in Section 1.2.

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

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

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

**Ausnet** means Ausnet Real Estate Services Pty Ltd (ACN 093 805 675) (to be renamed "Ausnet Financial Services Pty Ltd").

**Ausnet Shares** means 100% of the issued shares in Ausnet.

**Ausnet Shareholders** means the holders of Ausnet Shares.

**AWST** means Australian Western Standard Time (UTC +8:00).

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

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

**Capital Raising** has the meaning given to that term in Section 1.4(a)(vi).

**Capital Raising Issue Price** means a price to be determined the Company but which price will not be less than \$0.02 per Share.

**Chair** means the chair of the Meeting.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** or **NCO** means Namibian Copper NL (ACN 118 913 232).

**Conditions** has the meaning given in Section 1.4(a).

**Consideration Securities** has the meaning given to that term in Section 1.4(b).

**Consideration Performance Shares** has the meaning given in Section 1.4(b).

**Consideration Shares** has the meaning given in Section 1.4(b).

**Consolidation** means the consolidation of the Company's issued capital on a ten to one basis.

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

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

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

**End Date** has the meaning given in Section 1.4(a).

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Essential Resolutions** means Resolutions 1 to 16 (inclusive) and Resolutions 19 and 20.

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

**General Meeting** or **Meeting** means the meeting convened by the Notice.

**Heads of Agreement** has the meaning given in Section 1.2.

**Incentive Performance Shares** has the meaning given in Section 1.4(c).

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Milestone 1** has the meaning given to that term in Schedule 3.

**Milestone 2** has the meaning given to that term in Schedule 3.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

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

**Performance Right** means a performance right issued under the Plan.

**Performance Share** means a performance share with the terms set out in Schedule 3.

**Plan** means the performance rights plan the subject of Resolution 20 with the terms and conditions summarised in Schedule 5.

**Prospectus** has the meaning given to that term in Section 1.4(a)(v).

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

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

**Richmond** means Richmond Food Systems Pty Ltd (ACN 109 629 601) ATF The Monterey Trust.

**Richmond Placement** has the meaning given in Section 3.1.

**Scheme** means the option scheme the subject of Resolution 19 with the terms and conditions summarised in Schedule 4.

**Section** means a section of this Notice.

**Securities** means all Equity Securities of the Company, including a Share and an Option.

**Settlement** has the meaning given to that term in Section 1.4(g).

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

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

**Term Sheet** has the meaning given in Section 1.2.

## SCHEDULE 1 – PRO FORMA STATEMENT OF FINANCIAL POSITION

### PRO-FORMA BALANCE SHEET

	Notes	Actual		Pro-forma Group	
		31 Dec 2015 (Audited) Ausnet \$	31 Dec 2015 (Reviewed) NCO \$	(Unaudited) Minimum Merged Ausnet / NCO \$	Unaudited Maximum Merged Ausnet / NCO \$
<b>Current assets</b>					
Cash and cash equivalents	(2)	138,030	326,833	4,525,154	6,405,154
Trade and other receivables		598,153	4,916	603,069	603,069
Other current assets		81,797	19,963	101,760	101,760
<b>Total current assets</b>		<b>817,980</b>	<b>351,712</b>	<b>5,229,983</b>	<b>7,109,983</b>
<b>Non-current assets</b>					
Property, plant and equipment		142,739	454	142,739	142,739
Intangible assets		10,000	1,801	10,000	10,000
Deferred tax assets		263,895	-	263,895	263,895
<b>Total non-current assets</b>		<b>416,634</b>	<b>2,255</b>	<b>416,634</b>	<b>416,634</b>
<b>Total assets</b>		<b>1,234,614</b>	<b>353,967</b>	<b>5,646,617</b>	<b>7,526,617</b>
<b>Current liabilities</b>					
Trade and other payables		1,498,038	122,259	1,620,297	1,620,297
Borrowings		169,669	-	169,669	169,669
Provisions		420,029	-	420,029	420,029
<b>Total current liabilities</b>		<b>2,087,736</b>	<b>122,259</b>	<b>2,209,995</b>	<b>2,209,995</b>
<b>Non-current liabilities</b>					
Borrowings		9,329	-	9,329	9,329
Provisions		84,559	-	84,559	84,559
<b>Total non-current liabilities</b>		<b>93,888</b>	<b>-</b>	<b>93,888</b>	<b>93,888</b>
<b>Total liabilities</b>		<b>2,181,624</b>	<b>122,259</b>	<b>2,303,883</b>	<b>2,303,883</b>
<b>Net assets</b>		<b>(947,010)</b>	<b>231,708</b>	<b>3,342,734</b>	<b>5,222,734</b>
<b>Equity</b>					
Issued capital net of non-controlling interest	(4)	2,239,888	7,700,702	7,895,748	9,895,748
Reserves	(1)(c)	-	10,974	-	-
Accumulated losses	(1)(c)	(3,186,898)	(7,463,323)	(3,186,898)	(3,186,898)
Less: Corporate transaction accounting expense	(3)	-	-	(1,366,116)	(1,486,116)
Non-controlling interest	(1)(c)	-	(16,645)	-	-
<b>Total equity</b>		<b>(947,010)</b>	<b>231,708</b>	<b>3,342,734</b>	<b>5,222,734</b>

(1) Pro-forma Adjustments

(a) Acquisition of Ausnet Pty Ltd

The acquisition of Ausnet by the issue of:

- (i) 200,000,000 ordinary shares in NCO, issued on a post-Consolidation (proposed) basis, and based upon a \$0.02.
- (ii) **Performance Shares** – NCO will issue Ausnet's existing shareholders, as part of the acquisition consideration, 66,666,667 Performance Shares issued on a post-Consolidation (proposed) basis which will be taken to have been satisfied upon 10% growth in the mortgage and finance business loan book of Ausnet within 18 months of Settlement;

(iii) **Proposed Director Issue** The 46,666,667 Incentive Performance Shares are unquoted, non-participating, non-transferable and will convert into shares on a one for one basis upon achievement of certain milestones. The two milestones for the Incentive Performance Shares are based on the Company achieving 10% growth in mortgage and finance business loan book of Ausnet within 18 months of Settlement and on the 20 day volume weighted average market price equals or exceeds \$0.09(or 3 times the actual Acquisition price) at any time within 24 months of Settlement. Both milestones must be achieved before the Incentive Performance Shares are vested.

(b) **Advisor Issue** – 50,000,000 NCO Shares and 50,000,000 listed NCO Options exercisable at \$0.015 (pre-Consolidation price) and expiring on 30 April 2019 to Richmond Advisory

(c) For accounting purposes, the acquirer has been identified as Ausnet and the business combination referred to as a reverse acquisition. Accordingly, the pro-forma Group incorporates the assets and liabilities of NCO and of Ausnet as if the Group was headed by Ausnet. At acquisition date the assets and liabilities of Ausnet (being the acquirer for accounting purposes) are recorded at their book value and the assets and liabilities of NCO (being the acquiree for accounting purposes) are recorded at fair value. Furthermore, for pro-forma purposes, the 66,666,667 Performance Shares in NCO have been treated as issued capital for the purpose of determining the notional purchase price of NCO.

Components of equity (other than issued capital), including retained earnings and other reserves, reflect the balances of the accounting acquirer, Ausnet.

For the purposes of the pro forma, balances relating to non-controlling interest have been applied to the value of accumulated losses.

(d) **Rights Issue** – a pre-Consolidation three for two renounceable Rights issue of Shares at an issue price of \$0.001, to raise approximately \$518,291. The Directors estimate that costs for the Rights issue will be \$30,000 and this estimated cost has been deducted from the capital raising of \$518,290. These however have been treated as pre-acquisition costs for the purposes of the pro forma, and form part of the adjustment in (4)(d).

(e) **Director Issue** – an issue of shares in lieu of director fees as approved by Shareholders at the AGM held on 26 November 2015 – Period 1 December 2015 to 31 March 2016, at an issue price of \$0.002551 per share.

(f) **Prospectus Issue** – A Prospectus raise a minimum of 190,000,000 at \$0.02 to raise \$3,800,000, up to a maximum 290,000,000 at \$0.02 to raise \$5,800,000, before estimated costs of \$228,000 (maximum \$348,000).

(g) **Performance Rights** – As part of the acquisition, pre-Acquisition NCO performance rights are to be cancelled.

(h) **Costs associated with the acquisition of Ausnet** – For pro-forma purposes the costs of acquisition for due diligence, preparation of the explanatory memorandum, etc. are assumed to have been incurred and expensed in the pro forma Group balance sheets.

(i) **Consolidation** – The equity components of NCO have been adjusted for the proposed consolidation of ten NCO shares to one NCO share

(j) No pro forma adjustment has been made for any capital raised as a result of the exercise of any options.

(k) No pro forma adjustment has been made for the grant of a proposed loan between NCO and Ausnet, on the basis that these represent both an asset and liability to the merged entity.

## (2) Cash and cash equivalents

The movement in cash and cash equivalents as reflected in the unaudited pro-forma balance sheet at 31 December 2015 is shown as follows:

		Minimum \$	Minimum \$
Cash and cash equivalents at 31 December 2015 – Actual		464,863	464,863
<i>Pro-forma adjustments</i>			
- Net proceeds from 3:2 Rights Issue of 518,290,690 shares at \$0.001	(1)(d)	488,291	488,291
- Net proceeds from Prospectus	(1)(f)	3,572,000	5,452,000
		<u>4,525,154</u>	<u>6,405,154</u>

## (3) Corporate transaction accounting expense

Corporate transaction accounting expense represents the excess of consideration over the fair value of NCO's net assets as follows:

	Notes	Minimum \$	Minimum \$
<i>Pro-forma adjustment: Reverse Acquisition of Namibian Copper</i>			
Market value of NCO shares immediately prior to the reverse acquisition at a deemed 2 cents per share	(4)(c)	5,655,860	7,655,860
Less: Fair value of NCO net assets (including cash raised in note (2))	(4)(c)	<u>(4,289,744)</u>	<u>(6,169,744)</u>
Corporate transaction accounting expense	(4)(c)	<u>1,366,116</u>	<u>1,486,116</u>

## (4) Issued Capital

The movement in issued capital as reflected in the pro forma balance sheets at 31 December 2015 is shown below:

Minimum Prospectus Issue	Notes	Minimum Issued ordinary shares No.	Options over shares No.	Performance equity No.	Minimum Merged Ausnet / NCO \$
Namibian Copper 31 December 2015 – Actual	(4)(a)	345,527,157	240,760,719	12,000,000	7,602,895
<i>Merged NCO / Ausnet Issued Capital</i>					
Opening: Ausnet 31 December 2015 – Actual		96,338,870	-	-	2,239,888
- Elimination of existing shares of Ausnet (number)	(4)(b)	(96,338,870)	-	-	-
- Existing shares of NCO	(4)(a)	345,527,157	240,760,719	12,000,000	7,700,702
- Net Issued as part 3:2 Rights issue at \$0.001	(1)(d)	518,290,660	-	-	488,291
- Issue of shares in lieu of director fees	(1)(e)	14,112,114	-	-	36,000
- Cancellation of pre-Acquisition performance right	(1)(g)	-	-	(12,000,000)	-
- Issued to Richmond Advisory	(1)(b)	50,000,000	50,000,000	-	-
- Less effect of the proposed Consolidation at 10:1	(1)(i)	(835,136,938)	(261,684,647)	-	-
- Issued as part Prospectus Issue (indicative minimum)	(1)(f)	190,000,000	-	-	3,572,000
- Issued as part of reverse acquisition	(1)(a)	200,000,000	-	66,666,667	5,333,333
- Issued to Incoming Directors	(1)(a)(iii)	-	-	46,666,667	933,333
- Elimination of existing shares of NCO (value)	(4)(d)	-	-	-	(12,407,799)
		<u>482,792,993</u>	<u>29,076,072</u>	<u>113,333,334</u>	<u>7,895,748</u>



Maximum Prospectus Issue	Notes	Maximum Issued ordinary shares	Options over shares	Performance equity	Maximum Merged Ausnet / NCO
		No.	No.	No.	\$
Namibian Copper 31 December 2015 – Actual	(4)(a)	345,527,157	240,760,719	12,000,000	7,602,895
<i>Merged NCO / Ausnet Issued Capital</i>					
Opening: Ausnet 31 December 2015 – Actual		96,338,870	-	-	2,239,888
- Elimination of existing shares of Ausnet (number)	(4)(b)	(96,338,870)	-	-	-
- Existing shares of NCO	(4)(a)	345,527,157	240,760,719	12,000,000	7,700,702
- Net Issued as part 3:2 Rights issue at \$0.001	(1)(d)	518,290,660	-	-	488,291
- Issue of shares in lieu of director fees	(1)(e)	14,112,114	-	-	36,000
- Cancellation of pre-Acquisition performance right	(1)(g)	-	-	(12,000,000)	-
- Issued to Richmond Advisory	(1)(b)	50,000,000	50,000,000	-	-
- Less effect of the proposed Consolidation at 10:1	(1)(i)	(835,136,938)	(261,684,647)	-	-
- Issued as part Prospectus Issue (indicative minimum)	(1)(f)	290,000,000	-	-	5,452,000
- Issued as part of reverse acquisition	(1)(a)	200,000,000	-	66,666,667	5,333,333
- Issued to Incoming Directors	(1)(a)(iii)	-	-	46,666,667	933,333
- Elimination of existing shares of NCO (value)	(4)(d)	-	-	-	(12,287,799)
		582,792,993	29,076,072	113,333,334	9,895,748

- (a) **NCO Issued Capital** – As at 31 December 2015, NCO had on issue 345,527,157 fully paid ordinary shares, 240,760,719 listed options, and 12,000,000 performance rights.
- (b) **Reverse Acquisition – Ausnet** – The number of shares on issue is adjusted to reflect only the listed entity's (NCO) issued capital.
- (c) **Reverse Acquisition – NCO** – The pro-forma adjustment reflects the deemed issue of shares to acquire NCO. Performance shares have been issued at a value of 2 cents for the purposes of this pro forma. Both Consideration Shares and Performance Shares have been issued on a post-Consolidation basis.

The fair value, as determined by the Board, of NCO's net assets at 31 December 2015, per the auditor reviewed balance sheet was \$479,989 plus the net cash raised in note (2) of \$5,940,291 (maximum of 5,688,291), being \$4,289,744 (maximum of \$6,169,744). The fair value of the deemed consideration was assessed at a minimum of \$5,655,860 (maximum of \$7,655,860), being the sum of the issued capital at 31 December 2015, subject to consolidation, plus (1)(d) and (1)(f) above at 2 cents. The difference between the deemed purchase price and fair value of net assets acquired represents a corporate transaction accounting expense of \$1,366,116 (maximum of \$1,486,116).

- (d) **Reverse Acquisition – Ausnet** – As part of the reverse acquisition the issued capital includes the following adjustments (in value only):

	Notes	Minimum \$	Minimum \$
Elimination of existing capital in NCO	(4)(a)	(7,700,702)	(7,700,702)
Elimination of net 3:2 Rights issue of 518,290,660 (treated as pre-acquisition equity)	(1)(d)	(488,291)	(488,291)
Elimination of issue of shares in lieu of director fees (treated as pre-acquisition equity)	(1)(e)	(36,000)	(36,000)
Elimination of acquisition value of Ausnet	(4)(b)	(5,333,333)	(5,333,333)
Elimination issued to Incoming Directors	(1)(a)(iii)	(933,333)	(933,333)
Add deemed reverse acquisition value of NCO	(3),(4)(c)	5,655,860	7,655,860
Elimination of net Prospectus shares (treated as pre-acquisition equity)	(1)(f)	(3,572,000)	(5,452,000)
		(12,407,799)	(12,287,799)

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## SCHEDULE 2 – TERMS AND CONDITIONS OF OPTIONS

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(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.015 (**Exercise Price**). Following completion of the Consolidation the Exercise Price will be \$0.15.

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 April 2019 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

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## SCHEDULE 3 – TERMS OF PERFORMANCE SHARES

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The terms of the Performance Shares are set out as follows:

### 1. Rights attaching to the Performance Shares

- (a) **(Performance Shares):** Each Performance Share is a share in the capital of Namibian Copper NL (ACN 118 913 232) (**NCO**).
- (b) **(General meetings):** Each Performance Share confers on the holder (**Holder**) the right to receive notices of general meetings and financial reports and accounts of NCO that are circulated to the holders of fully paid ordinary shares in the capital of NCO (**Shareholders**). Holders have the right to attend general meetings of Shareholders.
- (c) **(No voting rights):** A Performance Share does not entitle the Holder to vote on any resolutions proposed by NCO except as otherwise required by law.
- (d) **(No dividend rights):** A Performance Share does not entitle the Holder to any dividends.
- (e) **(No rights to return of capital)** A Performance Share does not entitle the Holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (f) **(Rights on winding up):** A Performance Share does not entitle the Holder to participate in the surplus profits or assets of NCO upon winding up.
- (g) **(Not transferable):** A Performance Share is not transferable.
- (h) **(Reorganisation of capital):** If at any time the issued capital of NCO is reconstructed (including a consolidation, subdivision, reduction, cancellation or return of issued share capital), all rights of a Holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of reorganisation.
- (i) **(Application to ASX):** The Performance Shares will not be quoted on ASX. However, if NCO is listed on ASX at the time of conversion of the performance shares into fully paid ordinary shares (**Shares**), NCO must within 10 Business Days apply for the official quotation of the Shares arising from the conversion on ASX.
- (j) **(Participation in entitlements and bonus issues):** A Performance Share does not entitle a Holder (in their capacity as a holder of a Performance Share) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
- (k) **(Amendments required by ASX):** The terms of Performance Share may be amended as necessary by the NCO board in order to comply with the ASX Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the ASX Listing Rules, following such amendment, the economic and other rights of the Holder are not diminished or terminated.

- (l) **(No Other Rights):** A Performance Share gives the Holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

## 2. Conversion of the Performance Shares

- (a) **(Milestones):** A Performance Share in the relevant class will convert into one Share upon achievement of:

- (i) **Consideration Performance Shares:** 10% growth in the mortgage and finance business loan book of Ausnet within 18 months of Settlement (**Milestone 1**); and

- (ii) **Incentive Performance Shares:**

- (A) 10% growth in the mortgage and finance business loan book of Ausnet within eighteen (18) months of Settlement; and

- (B) the 20 day volume weighted average market price of Shares equals or exceeds \$0.09 (or 3 times the actual Acquisition Share price calculated in accordance with clause 2(c) of the Heads of Agreement) at any time within 24 months of Settlement

**(Milestone 2);**

(each referred to as a **Milestone**).

Satisfaction of each of Milestone 1 and Milestone 2 must be signed off by an independent director of the Company (being a director who will not receive any Shares upon conversion of the Performance Shares). If an independent director cannot be identified, the Board will engage the Company's auditor to verify satisfaction of the relevant Milestone.

- (b) **(Conversion on change of control):** Notwithstanding the relevant Milestone has not been satisfied, upon the occurrence of either:

- (i) a takeover bid under Chapter 6 of the *Corporations Act 2001* (Cth) having been made in respect of NCO having received acceptances for more than 50% of NCO's shares on issue and being declared unconditional by the bidder; or

- (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of NCO or its amalgamation with any other company or companies,

that number of Performance Shares that is equal to a maximum of 10% of the Shares on issue immediately following conversion under this paragraph will convert into an equivalent number of Shares. The conversion will be completed on a pro rata basis across each class of Performance Shares then on issue as well as on a pro rata basis for each Holder. Performance Shares that are not converted into Shares under this paragraph will continue to be held by the Holders on the same terms and conditions.

- (c) **(Takeover Provisions)**
- (i) If the conversion of Performance Shares (or part thereof) under clauses 2(a) or 2(b) would result in any person being in contravention of section 606(1) of the Corporations Act, then the conversion of each Performance Share that would cause the contravention shall be deferred until such time or times thereafter that the conversion would not result in a contravention of section 606(1). Following a deferment under this clause 2(c), NCO shall at all times be required to convert that number of Performance Shares that would not result in a contravention of section 606(1).
  - (ii) The Holders shall give notification to NCO in writing if they consider that the conversion of Performance Shares (or part thereof) under clauses 2(a) or 2(b) may result in the contravention of section 606(1), failing which NCO shall assume that the conversion of Performance Shares (or part thereof) under clauses 2(a) or 2(b) will not result in any person being in contravention of section 606(1).
  - (iii) NCO may (but is not obliged to), by written notice, request the Holders to give notification to NCO in writing within seven days if they consider that the conversion of Performance Shares (or part thereof) under clauses 2(a) or 2(b) may result in the contravention of section 606(1). If the Holders do not give notification to NCO within seven days that they consider the conversion of Performance Shares (or part thereof) under clauses 2(a) or 2(b) may result in the contravention of section 606(1), then NCO shall assume that the conversion of Performance Shares (or part thereof) under clauses 2(a) or 2(b) will not result in any person being in contravention of section 606(1).
- (d) **(Redemption if Milestone not achieved)** If the relevant Milestone is not achieved by the required date, then the total number of Performance Shares on issue to each Holder will convert into one Share.
- (e) **(Conversion Procedure):** NCO will issue the Holder with a new holding statement for the Share issued upon conversion of a Performance Share within ten Business Days following the conversion.
- (f) **(Ranking upon conversion)** The Share into which a Performance Share may convert will rank pari passu in all respects with the existing Shares.

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## SCHEDULE 4 – SUMMARY OF OPTION SCHEME

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The key terms of the Option Scheme are as follows:

- (a) **Eligibility:** Participants in the Scheme may be:
- (i) a Director (whether executive or non-executive) of the Company, its subsidiaries and any other related body corporate of the Company (**Group Company**);
  - (ii) a full or part time employee of any Group Company;
  - (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 (or any amendment to or replacement of that Class Order) (**Class Order**); or
  - (iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a Participant under clauses (a), (b) or (c) above,
- who is declared by the Board to be eligible to receive grants of Options under the Scheme (**Participants**).
- (b) **Administration of Scheme:** The Board is responsible for the operation of the Scheme and has a broad discretion to determine which Participants will be offered Options under the Scheme.
- (c) **Offer:** The Board may issue an offer to a Participant to participate in the Scheme. The offer:
- (i) set out the number of Options offered under the Scheme;
  - (ii) will specify the exercise price and expiry date of the Options;
  - (iii) will specify any exercise conditions and restriction periods applying to the Options;
  - (iv) will specify an acceptance period; and
  - (v) specify any other terms and conditions attaching to the Options.
- (d) **Issue price:** unless the Options are quoted on the ASX, Options issued under the Scheme will be issued for no more than nominal cash consideration.
- (e) **Exercise Conditions:** An Option may be made subject to exercise conditions as determined by the Board in its discretion and as specified in the offer for the Option.
- (f) **Restriction Periods:** a Share issued on exercise of an Option may be made subject to a restriction period as determined by the Board in with the Scheme and as specified in the Offer for the Option.
- (g) **Lapse of Options:** Subject to this Scheme, a Participant's unexercised Option will lapse immediately and all rights in respect of that Option will be lost if, in respect of the Option:

- (i) the relevant person ceases to be a Participant for any reason whatsoever (including without limitation resignation or termination for cause) and:
  - (A) any exercise conditions have not been met by the date the relevant person ceases to be a Participant (**Ceasing Date**); or
  - (B) where any exercise conditions have been met by the Ceasing Date or the Option is not subject to any exercise conditions, the Participant does not exercise the Option within a period of three (3) months after the Ceasing Date (or a further date as determined by the Board after the Ceasing Date);
- (ii) any exercise conditions are unable to be met; or
- (iii) the expiry date has passed,

whichever is earlier.

- (h) **Power of attorney:** Each Participant, in consideration of an offer, irrevocably appoints the Company and any person nominated from time to time by the Company (each an "attorney"), severally, as the Participant's attorney to complete and execute any documents including applications for Shares and Share transfers and to do all acts or things on behalf of and in the name of the Participant which may be convenient or necessary for the purpose of giving effect to the provisions of the Scheme.
- (i) **Scheme limit:** The Company must have reasonable grounds to believe, when making an offer, that the number of Shares to be received on exercise of Options offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.
- (j) **Restriction on transfer:** Options will not be transferable except to the extent provided for by the Scheme or unless the Offer provides otherwise.
- (k) **Quotation on ASX:** Options will not be quoted on the ASX, except to the extent provided for by the Scheme or unless the Offer provides otherwise.
- (l) **Rights attaching to Shares:** Each Share issued on exercise of an Option will have the same terms and conditions as the Company's issued Shares (other than in respect of transfer restrictions imposed by the Scheme) and it will rank equally with all other issued Shares from the issue date except for entitlements which have a record date before the issue date.



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## SCHEDULE 5 – SUMMARY OF PERFORMANCE RIGHTS PLAN

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The key terms of the Plan are as follows:

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

**(Eligible Participants).**

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

- (f) Subject to the Corporations Act, the ASX Listing Rules and the Plan, the Company must issue to the Participant or his or her personal representative (as the case may be) the number of Shares the Participant is entitled to be issued in respect of vested Performance Rights that are exercised, within 10 business days of the Performance Rights being exercised.
- (g) A Performance Right will lapse upon the earlier to occur of:
- (i) an unauthorised dealing in, or hedging of, the Performance Right occurring, as governed by the Plan;
  - (ii) a vesting condition in relation to the Performance Right is not satisfied by the due date, or becomes incapable of satisfaction, as determined by the Board in its absolute discretion, unless the Board exercises its discretion to vest the Performance Right in accordance with the Plan;
  - (iii) a vested Performance Right is not exercised within the time limit specified in the Plan;
  - (iv) an Eligible Participant (or, where the participant is a nominee of the Eligible Participant, that Eligible Participant) ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Performance Right in accordance with the Plan;
  - (v) the Board deems that a Performance Right lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant in accordance with the Plan;
  - (vi) the Company undergoes a change of control or a winding up resolution or order is made, and the Board does not exercise its discretion to vest the Performance Right in accordance with the Plan;
  - (vii) the Expiry Date of the Performance Right; and
  - (viii) the seven (7) year anniversary of the date of grant of the Performance Rights.
- (h) The Board may, in its absolute discretion, by written notice to a participant, resolve to waive any of the vesting conditions applying to the Performance Rights due to:
- (i) a Eligible Participant or, where the participant is a nominee of an Eligible Participant, that Eligible Participant, ceasing to be an Eligible Participant as a result of:
    - (A) death or total or permanent disability; or
    - (B) retirement or redundancy; or
  - (ii) an Eligible Participant or, where the participant is a nominee of an Eligible Participant, that Eligible Participant, suffering severe financial hardship;
  - (iii) the terminal illness of the participant (or Eligible Participant, as applicable) or of an immediate family member of the participant (or Eligible Participant, as applicable);

- (iv) a change of control occurring or the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company, in which case, a participant (or their personal legal representative where applicable) may exercise any vested Performance Right at any time within one month of the Board notifying that the Performance Right has vested, failing which the Performance Right will lapse, by a signed written notice to the Board specifying the Performance Rights being exercised and providing the certificate for those Performance Rights.

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## ANNEXURE A – NOMINATION OF AUDITOR LETTER

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26 May 2016

Mr Neil Warburton  
Director  
Namibian Copper NL  
Suite 12, Level 1  
11 Ventnor Avenue  
WEST PERTH WA 6005

Dear Neil

### NOTICE OF NOMINATION OF AUDITOR – NAMIBIAN COPPER NL

We, Vin Ethos Pty Ltd as trustees for the Vin Ethos Trust, being a member of Namibian Copper NL (ACN 118 913 232) (**Company**), nominate Bentleys Audit and Corporate (WA) Pty Ltd in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Yours faithfully



Jay Stephenson

On behalf of Vin Ethos Pty Ltd as trustees for the Vin Ethos Trust

## PROXY FORM

**NAMIBIAN COPPER NL  
(TO BE RENAMED "AUSNET FINANCIAL SERVICES LIMITED")  
ACN 118 913 232**

### GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

**OR:**  the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10:00am (WST), on 20 July 2016 at Suite 12, 11 Ventnor Avenue, West Perth WA, and at any adjournment thereof.

#### AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 2, 11, 12, 13, 14, 15, 19 and 20 (except where I/we have indicated a different voting intention below) even though Resolutions 2, 11, 12, 13, 14, 15, 19 and 20 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

#### CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Change to Nature and Scale of Activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of Pre-Consolidation Shares and Options to Related Party - Richmond Food Systems Pty Ltd ATF The Monterey Trust	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Creation of New Class of Securities – Performance Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Consideration Securities to Ausnet Shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Shares – Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Election of Director – Paul Niardone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Election of Director – Adam Davey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Election of Director – Philip Re	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Election of Director – John Kolenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	Issue of Incentive Performance Shares to Paul Niardone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12	Issue of Incentive Performance Shares to Philip Re	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13	Issue of Incentive Performance Shares to Adam Davey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 14	Issue of Incentive Performance Shares to John Kolenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 15	Issue of Incentive Performance Shares to Ross Cotton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 16	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 17	Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 18	Appointment of Auditor to Replace Auditor Removed from Office	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 19	Adoption of Option Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 20	Adoption of Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 21	Ratification of Prior Issue of Shares	<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.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: \_\_\_\_\_ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

Contact name:

Contact ph (daytime):

E-mail address:

Consent for contact by e-mail  
in relation to this Proxy Form:

YES  NO

## Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(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 should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (i) post to Namibian Copper NL, PO Box 52, West Perth WA 6872; or
  - (ii) facsimile to the Company on facsimile number +61 8 86141 3599,so that it is received not less than 48 hours prior to commencement of the Meeting.

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