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## **STONEWALL RESOURCES LIMITED**

**ACN 131 758 177**

## **NOTICE OF ANNUAL GENERAL MEETING**

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TIME: 12:00pm AEDT

DATE: Thursday 30 November 2017

PLACE: Royal Automobile Club of Australia  
Vintage Room  
89 Macquarie Street  
SYDNEY NSW 2000

**THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY.  
PLEASE READ IT CAREFULLY.**

If you are unable to attend the Annual General Meeting, please complete the Proxy Form enclosed and return it in accordance with the instructions set out on that form. If you are in any doubt as to how to vote, you should consult your financial or legal adviser as soon as possible. Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on (+61 2) 9460 2021.

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is hereby given that the 2017 Annual General Meeting of Stonewall Resources Limited (**Company**) will be held at:

Venue: Royal Automobile Club of Australia  
Vintage Room  
89 Macquarie Street  
SYDNEY NSW 2000

Date: Thursday, 30 November 2017

Time: 12.00pm AEDT

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting.

The Directors have determined pursuant to Regulations 7.11.37 and 7.11.38 of the Corporations Act 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 7.00 pm (AEDT) on Tuesday, 28 November 2017.

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### AGENDA

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#### ORDINARY BUSINESS

##### A. TO RECEIVE FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

"To receive and consider the Financial Report, Directors' Report and the Auditor's Report for the year ended 30 June 2017."

*Note: This item of business is for discussion and is not for resolution.*

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#### RESOLUTIONS

##### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That the Remuneration Report (which forms part of the Directors' Report) for the year ended 30 June 2017 be adopted."

*Note - the vote on this item is advisory only and does not bind the directors or the Company.*

##### **Voting Prohibition Statement:**

A vote on this resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- A member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- A closely related party of such a member.

However, a person (the **voter**) described above may cast a vote on this resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- The voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or

- The voter is the Chair and the appointment of the Chair as proxy:
    - Does not specify the way the proxy is to vote on this resolution; and
    - Expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company, or if the Company is part of a consolidated entity, for the entity.
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## **2. RESOLUTION 2 – ELECTION OF DIRECTOR: MR ROBERT PETER THOMSON**

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

“That Mr Robert Peter Thomson, who was appointed a director of the Company on 25 November 2016 in accordance with clause 13.2 of the Company’s constitution and, being eligible, offers himself for election, be elected as a director of the Company.”

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## **3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR: MR YIHAO (ERIC) ZHANG**

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

“That Mr Yihao (Eric) Zhang, a director of the Company retiring by rotation pursuant to clause 16.1 of the Company’s constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company.”

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## **4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS**

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 195,078,147 fully paid ordinary shares and 131,578,947 options to sophisticated investors 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 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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## **5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO KAMARA GROUP**

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 5,000,000 options to Kamjoh Pty Limited ATF TA Kamara Group on the terms and conditions set out in the Explanatory Statement.”

**Voting Exclusion Statement:** The Company will disregard any votes cast on this resolution by Kamara Group (or its 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.

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## **6. RESOLUTION 6 – APPROVAL FOR THE ISSUE OF SHARES AND ATTACHING OPTIONS UNDER SHARE PURCHASE PLAN**

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

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of fully paid ordinary shares in the Company and attaching options pursuant to the Share Purchase Plan announced on 22 September 2017.”

**Voting Exclusion:** The Company will disregard any votes cast on this resolution by a person who may participate in the issue 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 – APPROVAL FOR THE PLACEMENT OF SHORTFALL SHARES AND ATTACHING OPTIONS UNDER SHARE PURCHASE PLAN**

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

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Directors to place such number of shortfall shares and attaching options from the Share Purchase Plan announced on 22 September 2017, being the number of fully paid ordinary shares and attaching options not subscribed by eligible shareholders under the Share Purchase Plan, each share to be issued 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 may participate in the issue 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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## **8. RESOLUTION 8 – APPROVAL FOR THE ISSUE OF SHARES AND ATTACHING OPTIONS UNDER SHARE PURCHASE PLAN TO DIRECTORS**

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

“That for the purposes of ASX Listing Rule 10.11, and for all other purposes, Shareholders approve the allotment and issue of a total of 2,368,419 fully paid ordinary shares and 2,368,419 attaching Options to directors of the Company, being 789,473 fully paid ordinary shares and 789,473 attaching Options to each of the directors, Messrs Trevor Fourie, Robert Thomson and Eric Zhang or their related entities, pursuant to the Share Purchase Plan announced on 22 September 2017.”

**Voting Exclusion Statement:** The Company will disregard any votes cast on this resolution by Messrs Fourie, Thomson and Zhang (or their 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.

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## 9. RESOLUTION 9 - APPROVAL OF ADDITIONAL PLACEMENT CAPACITY

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

“That, for the purposes of the ASX Listing Rules, including ASX Listing Rule 7.1A, and for all other purposes, the issue of equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (Additional Placement Capacity) and on the terms and conditions set out in the Explanatory Statement, be approved.”

### Voting Exclusion Statement

The Company will disregard any votes cast by a person who may participate in an issue of equity securities under the Additional Placement Capacity (and any associate of that person) and 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 associate of that person). However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or 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.

At the date of this Notice, the Company has not approached any particular existing shareholders to participate in the issue of equity securities under the Additional Placement Capacity. No existing shareholders' votes will therefore be excluded under the voting exclusion in this Notice.

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### Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

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### Proxies

Please note that:

- (a) A shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) A proxy need not be a member of the Company;
- (c) A shareholder may appoint a body corporate or an individual as its proxy;
- (d) A body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

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The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorizing him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

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**Voting Entitlements**

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Act 2001 (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of members as at 7.00pm AEDT on Tuesday, 28 November 2017. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Annual General Meeting.

**By Order of the Board**

**Chin Haw Lim**

Company Secretary

27 October 2017

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's 2017 Annual General Meeting (**AGM**) to be held on Thursday, 30 November 2017 at 12.00 pm (AEDT).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting.

### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Company's Remuneration Report to shareholders forms part of the Directors' Report for the year ended 30 June 2017 and is set out in the Company's 2017 Annual Report. The Remuneration Report is submitted to shareholders for consideration and adoption by way of a non-binding resolution.

Under the Corporations Act 2001, if the Company's Remuneration Report receives a 'no' vote of 25 per cent or more at two consecutive Annual General Meetings, a resolution must then be put to shareholders (**Spill Resolution**) at the second Annual General Meeting as to whether another meeting should be held (within 90 days) at which all directors who were in office must stand for re-election.

At the Company's previous annual general meeting the votes cast against the Remuneration Report for the year ended 30 June 2016 were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

Shareholders will be given a reasonable opportunity at the meeting to ask questions and comment on the Remuneration Report.

Shareholders appointing a proxy for this resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy, you must direct your proxy how to vote on this resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member), you do not need to direct your proxy how to vote on this resolution. However, if you do not direct the Chair how to vote, **you expressly acknowledge and authorise the Chair to exercise your proxy on this resolution (except where you have indicated a different voting intention on the proxy form) even though this resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel, which includes the Chairman.**

If you appoint any other person as your proxy, you do not need to direct your proxy how to vote on this resolution, and you do not need to mark any further acknowledgement on the Proxy Form.

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### 2. RESOLUTION 2 - ELECTION OF MR ROBERT PETER THOMSON

Mr Thomson was appointed to the Board as the Managing Director since the last Annual General Meeting pursuant to clause 13.2 of the Company's Constitution and is seeking election as a director of the Company. Clause 13.2 of the Company's Constitution states that any director appointed under this clause may hold office only until the next Annual General Meeting and is then eligible for election at that meeting. Mr Thomson is eligible and offers himself for election as a director of the Company. Biographical information follows below:

Mr. Thomson commenced his career in underground gold operations in southern Africa during the seventies and has since been involved in numerous successful gold ventures which included transitioning companies from exploration to production and the establishment of sustainable operations. He was involved in building the large and successful 100,000+ ozpa Chatree (Thailand) and Sepon Stage 1 (Laos) gold mines and as the former CEO of Climax Mining,

he was instrumental in the development of the Didipio Gold Mining Operation in the Philippines, which was eventually taken over by OceanaGold Corporation.

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### **3. RESOLUTION 3 – RE-ELECTION OF MR YIHAO (ERIC) ZHANG**

Resolution 3 seeks approval for the re-election of Mr Zhang who is retiring by rotation pursuant to clause 16.1 of the Company's Constitution, which states that at least one third of the Company's directors must retire from office at each Annual General Meeting. Mr Zhang is eligible for re-election under clause 16.2 and offers himself for re-election as a director of the Company. Biographical information follows below:

Dr Zhang is Chief Executive Officer and a Director of Tasman Funds Management Pty Ltd, a Sydney-China based funds management company. He is also a Director of China Construction International Corporation (Australia) Pty Ltd, a Chinese State Owned Enterprise subsidiary in Australia.

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### **4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS**

#### **4.1 General**

On 29 June 2017, the Company issued 63,499,200 fully paid ordinary shares at an issue price of \$0.025 per share to raise approximately \$1.59 million.

On 27 November 2017, the Company announced that it had received commitments for the placement of 131,578,947 fully paid ordinary shares (subject to rounding) at \$0.019 per share and 131,578,947 free attaching options (subject to rounding) to raise \$2,500,000 before costs. Each option will be exercisable at \$0.03 per share and expire on 31 October 2020. The shares and options will be issued on 2 November 2017.

The issues were made to sophisticated investors.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those shares and options, being a total of 195,078,147 fully paid ordinary shares and 131,578,947 options.

#### **4.2 ASX Listing Rule 7.1**

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.

#### **4.3 ASX Listing Rule 7.4**

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.

The issue did not breach 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.



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

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.5:

- (a) 63,499,200 fully paid ordinary shares were issued on 29 June 2017 and 131,578,947 fully paid ordinary shares to be issued on 2 November 2017;
  - (b) The issue price was \$0.025 per share for 63,499,200 shares, \$0.019 per share for 131,578,947 shares and nil for the Options;
  - (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 Options are exercisable at \$0.030 per share and expire on 31 October 2020;
  - (e) The shares and options were allotted and issued to sophisticated investors. These investors are not related parties of the Company; and
  - (f) The funds raised from the issue were used to assist with the Company's working capital requirements and advancement of the Company's projects.
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### **5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO KAMARA GROUP**

#### **5.1 General**

On 20 July 2017, the Company issued 5,000,000 unlisted Options (on the terms and conditions set out below) to Kamjoh Pty Limited ATF TA Kamara Group ("Kamara Group") in consideration for corporate advisory services provided by the Kamara Group.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Options.

#### **5.2 ASX Listing Rule 7.1**

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.

#### **5.3 ASX Listing Rule 7.4**

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.

The issue did not breach 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.

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

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.5:

- (a) 5,000,000 Options were issued;

- (b) The Options were issued for nil consideration in satisfaction of corporate advisory services provided by Kamara Group to the Company;
  - (c) The Options are exercisable at \$0.025 per share and expire on 19 July 2022;
  - (d) The Options were issued to Kamjoh Pty Limited ATF TA Kamara Group, an unrelated party of the Company; and
  - (e) No funds were raised from the issue as the Options were issued in consideration for corporate advisory services provided by the Kamara Group to the Company.
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## **6. RESOLUTION 6 – APPROVAL FOR THE ISSUE OF SHARES AND OPTIONS UNDER SHARE PURCHASE PLAN**

### **6.1 General**

On 22 September 2017, the Company announced a Share Purchase Plan (“**SPP**”) which offers shareholders who were registered holders of ordinary shares in the Company with an address in Australia or New Zealand (“**Eligible Shareholders**”) at 7:00pm (AEST) on 21 September 2017 (“**Record Date**”) the opportunity to subscribe for up to \$15,000 worth of fully paid ordinary shares in the Company free of brokerage or other transaction costs. The issue price of the SPP was subsequently amended to \$0.019 per share and Eligible Shareholders will also be entitled to 1 free attaching listed option (“**Option**”) for every share subscribed.

There were 416 Eligible Shareholders on the Record Date.

Resolution 6 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 328,420,768 shares and 328,420,768 options, if all Eligible Shareholders apply for their full entitlement of \$15,000 worth of fully paid ordinary shares in the Company.

### **6.2 ASX Listing Rule 7.1**

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.

By approving this issue, the Company will be allowed to issue the shares and options without using the Company’s 15% annual placement capacity under ASX Listing Rule 7.1, thus 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.

### **6.3 Technical information required by ASX Listing Rule 7.3**

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.3:

- (a) The maximum number of securities to be issued is 328,420,768 shares and 328,420,768 options on the basis that each Eligible Shareholder apply for their full entitlement;
- (b) The shares and Options will be issued on 30 November 2017 or such other date no later than 3 months after the date of the meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules);
- (c) The issue price will be \$0.019 per share and nil for the Options.
- (d) The shares and Options will be issued to Eligible Shareholders who were registered holders of ordinary shares in the Company with an address in Australia or New Zealand on the Record Date;
- (e) The shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company’s existing shares;

- (f) The Options will be exercisable at \$0.03 per share and expire on 31 October 2020; and
  - (g) The funds raised from the issue will be applied towards exploration and drilling costs and for general working capital.
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## **7. RESOLUTION 7 – APPROVAL FOR THE PLACEMENT OF SHORTFALL SHARES AND OPTIONS UNDER SHARE PURCHASE PLAN**

### **7.1 General**

As discussed in Resolution 6 above, on 22 September 2017, the Company announced a Share Purchase Plan (“SPP”) which offers shareholders who were registered holders of ordinary shares in the Company with an address in Australia or New Zealand (“Eligible Shareholders”) at 7:00pm (AEST) on 21 September 2017 (“Record Date”) the opportunity to subscribe for up to \$15,000 worth of fully paid ordinary shares in the Company free of brokerage or other transaction costs. The issue price of the SPP was subsequently amended to \$0.019 per share and Eligible Shareholders will also be entitled to 1 free attaching listed option (“Option”) for every share subscribed.

In the event not all Eligible Shareholders apply for their full entitlement of \$15,000 worth of fully paid ordinary shares in the Company, the Directors have reserved the right to place the shortfall shares, being the number of fully paid ordinary shares and free attaching options not subscribed by Eligible Shareholders under the SPP (“Shortfall Shares and Options”), on the same terms and conditions under the SPP.

Resolution 7 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the Shortfall Shares and Options.

### **7.2 ASX Listing Rule 7.1**

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.

By approving this issue, the Company will be allowed to issue the Shortfall Shares and Options without using the Company’s 15% annual placement capacity under ASX Listing Rule 7.1, thus 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.

### **7.3 Technical information required by ASX Listing Rule 7.3**

The following information is provided pursuant to and in accordance with ASX Listing Rule 7.3:

- (a) The number of securities to be issued will be the shortfall under the SPP, being the number of securities offered under the SPP (328,420,768 shares and 328,420,768 Options) minus the number of securities subscribed by Eligible Shareholders. In the unlikely event that Eligible Shareholders do not apply for any of their entitlements under the SPP, the maximum number of securities to be issued is 328,420,768 shares and 328,420,768 Options.
- (b) The shares and Options will be issued no later than 3 months after the date of the meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules);
- (c) The issue price will be \$0.019 per share and nil for the Options;
- (d) The shares and Options will be available to be issued to investors who are not related parties of the Company;
- (e) The shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company’s existing shares;

- (f) The Options will be exercisable at \$0.03 per share and expire on 31 October 2020; and
  - (g) The funds raised from the issue will be applied towards exploration and drilling costs and for general working capital.
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## **8. RESOLUTION 8 – APPROVAL FOR THE ISSUE OF SHARES AND OPTIONS UNDER SHARE PURCHASE PLAN TO DIRECTORS**

### **8.1 General**

As discussed in Resolution 6 above, on 22 September 2017, the Company announced a Share Purchase Plan (“SPP”) which offers shareholders who were registered holders of ordinary shares in the Company with an address in Australia or New Zealand (“Eligible Shareholders”) at 7:00pm (AEST) on 21 September 2017 (“Record Date”) the opportunity to subscribe for up to \$15,000 worth of fully paid ordinary shares in the Company free of brokerage or other transaction costs. The issue price of the SPP was subsequently amended to \$0.019 per share and Eligible Shareholders will also be entitled to 1 free attaching listed option (“Option”) for every share subscribed.

The directors of the Company, Messrs Trevor Fourie, Robert Thomson and Eric Zhang or their related entities are Eligible Shareholders and intend to take up their entitlement under the SPP.

Resolution 8 seeks Shareholder approval for the issue of shares and Options under the SPP to Messrs Fourie, Thomson and Zhang or their related entities pursuant to ASX Listing Rule 10.11.

### **8.2 ASX Listing Rule 10.11**

ASX Listing Rule 10.11 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 issue of the shares and Options to Messrs Fourie, Thomson and Zhang or their related entities involves the issue of securities to related parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. The exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

### **8.3 Technical information required by ASX Listing Rule 10.13**

The following information is provided pursuant to and in accordance with ASX Listing Rule 10.13:

- (a) The shares and attaching Options will be issued to Messrs Fourie, Thomson and Zhang or their related entities, related parties of the Company by virtue of being directors of the Company;
  - (b) The maximum number of shares to be issued is 2,368,419, being 789,473 fully paid ordinary shares to each of Messrs Fourie, Thomson and Zhang or their related entities;
  - (c) The maximum number of attaching Options to be issued is 2,368,419, being 789,473 Options to each of Messrs Fourie, Thomson and Zhang or their related entities ;
  - (d) The shares and attaching 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);
  - (e) The issue price will be \$0.019 per share and nil for the Options;
  - (f) The shares issued will be fully paid ordinary shares in the capital of the Company, on the same terms and conditions as the Company’s existing shares;
  - (g) The Options will be exercisable at \$0.03 per share and expire on 31 October 2020;
  - (h) The funds raised from the issue will be applied towards exploration and drilling costs and for general working capital.
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## 9. RESOLUTION 9 - APPROVAL OF ADDITIONAL PLACEMENT CAPACITY

ASX Listing Rule 7.1A enables certain 'eligible entities' to issue equity securities of up to 10% of their issued share capital through placements over a 12 month period commencing after the Annual General Meeting ("**Additional Placement Capacity**"). ASX Listing Rules require that Shareholders approve the Additional Placement Capacity by special resolution at an Annual General Meeting before any equity securities are issued under the Additional Placement Capacity.

For the purposes of ASX Listing Rule 7.1A an 'eligible entity' is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an 'eligible entity'. The Additional Placement Capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1 and, as such, if the Additional Placement Capacity is approved, the Directors will be allowed to issue equity securities of up to 25% of the Company's issued share capital without prior approval from shareholders.

The Company seeks shareholder approval by way of a special resolution to have the ability to issue equity securities under the Additional Placement Capacity should the need arise.

Importantly:

- Pursuant to ASX Listing Rule 7.1A.3 the issue price for each security issued under the Additional Placement Capacity will not be less than 75% of the volume weighted average price for securities in that class over the 15 trading days on which trades in that class were recorded immediately before:
  - The date on which the price at which the securities are to be issued is agreed; or
  - If the securities are not issued within 5 trading days of the date above, the date on which the securities are issued.
- The issue of equity securities under the Additional Placement Capacity may result in voting dilution of existing ordinary shareholders (as shown in the table below). There is also the risk that:
  - The market price for equity securities in that class may be significantly lower on the issue date than on the date of the Annual General Meeting; and
  - The equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.
- Equity securities under the Additional Placement Capacity may be issued until the earlier of:
  - The date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
  - The date of approval by ordinary shareholders of a significant change to the Company's activities under ASX Listing Rule 11.1.2 or the date of approval by ordinary shareholders of a disposal of a major asset under ASX Listing Rule 11.2.

To be clear, any approval of the Additional Placement Capacity at this Annual General Meeting will cease to be valid in the event that ordinary shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

- The Company may issue equity securities under the Additional Placement Capacity for the following purposes:
  - Non-cash consideration: for the acquisition of new assets and investments (in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3); or
  - Cash consideration: to raise funds for the exploration and development of the Company's existing assets, the acquisition of new assets or investments (including assets associated with such acquisition), to repay debt or to fund working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any equity securities.

- The Company’s allocation policy for issues under the Additional Placement Capacity is dependent on prevailing market conditions at the time of any proposed issue. The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
  - The purpose of the issue;
  - The methods of raising funds that are available to the Company, including rights issues or other issues in which existing shareholders may participate;
  - The effect of the issue of the equity securities on the control of the Company;
  - The financial situation and solvency of the Company;
  - Prevailing market conditions; and
  - Advice from the Company’s advisors.

The allottees under the Additional Placement Capacity have not yet been determined but if such an exercise was undertaken, allottees may include existing substantial shareholders and or new shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the allottees under the Additional Placement Capacity will be vendors of the new resources, assets or investments.

- A voting exclusion statement has been included in this Notice. However, as at the date of this Notice, the Company has not approached any particular existing shareholders to participate in the issue of equity securities under the Additional Placement Capacity. No existing shareholders’ votes will therefore be excluded under the voting exclusion in the Notice.
- When the Company issues equity securities pursuant to the Additional Placement Capacity, it will give to ASX:
  - A list of the allottees of the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
  - The information required by Listing Rule 3.10.5A for release to the market.

**Information under Listing Rule 7.3A.6(a):**

The table below shows the total number of equity securities issued in the past 12 months preceding the date of the Annual General Meeting and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12 month period.

Equity securities issued in prior 12 month period	(a) 220,589,232 shares (b) 251,611,120 options/performance rights (c) Convertible note (\$2,520,000)
Percentage of total number of equity securities on issue at commencement of 12 month period	26%

**Information under Listing Rule 7.3A.6(b):**

The tables below set out specific details for each issue of equity securities that have taken place in the 12 month period preceding the date of the Annual General Meeting.

**Shares**

Issued to	Number	Issue price	Discount to market price	Total cash received	Total cash spent	Remaining cash
The Australian Special Opportunity Fund, LP – Collateral shares	25,000,000	-	-	-	-	-
Sophisticated investors – share placement	33,333,335	\$0.015	\$0.002	\$500,000	\$500,000	-
Tasman Funds Management Pty Ltd – exercise of options	3,000,000	\$0.0165	\$0.0065	\$49,500	\$49,500	-
Tasman Funds Management Pty Ltd – exercise of options	2,000,000	\$0.015	\$0.008	\$30,000	\$30,000	-
The Australian Special Opportunity Fund, LP – conversion of loan	5,263,158	\$0.019	\$0.012	-	-	-
SBI Investments (PR) LLC – exercise of options	4,000,000	\$0.011	\$0.018	\$44,000	\$44,000	-
Eligible shareholders under Share Purchase Plan	35,714,231	\$0.021	\$0.001	\$750,000	\$750,000	-
The Australian Special Opportunity Fund, LP – conversion of loan	23,684,211	\$0.019	\$0.009	-	-	-
Sophisticated investors – share placement	63,499,200	\$0.025	-	\$1,587,480	\$1,587,480	-
Robert Thomson – Managing Director sign-on shares *	2,500,000	-	-	-	-	-
George Jenkins – in payment of salary *	1,000,000	\$0.020	\$0.005	-	-	-
Chin Haw Lim – in payment of salary *	1,000,000	\$0.020	\$0.005	-	-	-
The Australian Special Opportunity Fund, LP – conversion of loan	13,157,895	\$0.019	\$0.007	-	-	-
Trevor Fourie – in payment of director fees *	2,876,400	\$0.020	\$0.003	-	-	-
Yang (Simon) Liu – in payment of director fees *	2,500,000	\$0.020	\$0.003	-	-	-
Yihao (Eric) Zhang – in payment of director fees *	2,060,802	\$0.020	\$0.003	-	-	-
<b>Total</b>	<b>220,589,232</b>					

The cash raised from the above share issues were used for general working capital and advancement of the Company's gold projects.

### Options/ Performance Rights

Issued to	Number	Exercise price	Expiry date
Trevor Fourie *	5,000,000	\$0.025	19 Jul 2022
	2,000,000	\$0.035	19 Jul 2022
	2,000,000	\$0.040	19 Jul 2022
Robert Thomson *	20,000,000	\$0.020	30 Apr 2020
	10,000,000	\$0.030	19 Jul 2022
	10,000,000	\$0.035	19 Jul 2022
	10,000,000	\$0.040	19 Jul 2022
	15,000,000	\$0.025	19 Jul 2022
	10,000,000	\$0.025	19 Jul 2022
	10,000,000	\$0.030	19 Jul 2022
	10,000,000	\$0.030	19 Jul 2022
	10,000,000	-	19 Jul 2022
Bill Richie Yang *	15,000,000	\$0.020	30 Apr 2020
	7,500,000	\$0.030	19 Jul 2022
	7,500,000	\$0.035	19 Jul 2022
	7,500,000	\$0.040	19 Jul 2022
	15,000,000	\$0.025	19 Jul 2022
	9,500,000	-	19 Jul 2022
Yang (Simon) Liu *	2,000,000	\$0.035	19 Jul 2022
	2,000,000	\$0.040	19 Jul 2022
Yihao (Eric) Zhang *	2,000,000	\$0.035	19 Jul 2022
	2,000,000	\$0.040	19 Jul 2022
Chin Haw Lim	5,000,000	\$0.025	19 Jul 2022
	2,000,000	\$0.030	19 Jul 2022
	1,500,000	\$0.035	19 Jul 2022
	1,500,000	\$0.040	19 Jul 2022
George Jenkins	5,000,000	\$0.030	19 Jul 2022
	2,500,000	\$0.035	19 Jul 2022
	2,500,000	\$0.040	19 Jul 2022
	1,500,000	-	19 Jul 2022
Tasman Funds Management Pty Ltd *	5,000,000	\$0.030	22 Aug 2019
Hanhong New Energy Holdings Ltd *	5,000,000	\$0.030	22 Aug 2019
The Australian Special Opportunity Fund, LP	10,000,000	\$0.025	18 Jan 2020
	10,000,000	\$0.030	18 Jan 2020
Kamjoh Pty Limited ATF TA Kamara Group	5,000,000	\$0.025	19 Jul 2022
Sophisticated investors – free attaching option	2,222,223	\$0.030	15 Aug 2019
	6,144,448	\$0.030	21 Aug 2019
	2,744,449	\$0.030	01 Sep 2019
<b>Total</b>	<b>251,611,120</b>		

\*The issue of these securities was approved by shareholders at a general meeting on 23 June 2017.



## **Convertible Security**

As announced on 18 January 2017, the Company has entered into a Convertible Security Funding Agreement (“Agreement”) with The Australian Special Opportunity Fund, LP (“ASOF”) a fund managed by Lind Partners, LLC. A Convertible Security was issued to ASOF for the initial face value of \$2,520,000, which may convert into 132,631,579 Shares (based on the pre-set conversion price of \$0.019). The initial face value of the Convertible Security will be increased by \$600,000, as a result of the Company receiving ten further monthly advances of \$60,000 from ASOF and accordingly, the Convertible Security will then be able to convert into a total of 164,210,526 shares in the Company (based on the pre-set conversion price of \$0.019). ASOF has since converted \$800,000 of the Convertible Security into 42,105,264 shares in the Company (see above).

## **Potential Dilution**

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) Two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- (ii) Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.010 50% decrease in Issue Price	\$0.020 Issue Price	\$0.040 100% increase in Issue Price
2,103,758,994	<b>10% Voting Dilution</b>	210,375,899 Shares	210,375,899 Shares	210,375,899 Shares
	<b>Funds raised</b>	\$210,376	\$420,752	\$841,504
3,155,638,491	<b>10% Voting Dilution</b>	315,563,849 Shares	315,563,849 Shares	315,563,849 Shares
	<b>Funds raised</b>	\$315,564	\$631,128	\$1,262,255
4,207,517,988	<b>10% Voting Dilution</b>	420,751,799 Shares	420,751,799 Shares	420,751,799 Shares
	<b>Funds raised</b>	\$420,752	\$841,504	\$1,683,007

The above table has been prepared based on the following assumptions:

- Current Variable A is calculated as at 17 October 2017.
- The Company issues the maximum number of equity securities available under the Additional Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The table shows only the issue of equity securities under the Additional Placement Capacity and not under Listing Rule 7.1.
- The issue of equity securities under the Additional Placement Capacity includes only shares.
- The issue price of \$0.020 was the closing price of shares on ASX on 17 October 2017.

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

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**VENUE**

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The Annual General Meeting of the Company to which this Notice of Meeting relates will be held at 12.00 pm AEDT on Thursday, 30 November 2017 at:

Royal Automobile Club of Australia  
Vintage Room  
89 Macquarie Street  
SYDNEY NSW 2000

**YOUR VOTE IS IMPORTANT**

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

**VOTING IN PERSON**

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

**VOTING BY PROXY**

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

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

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. (If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.)



#### All Correspondence to:

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

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 12:00pm AEDT on Tuesday 28 November 2017.**

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

#### Appointment of a Second Proxy

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

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

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

#### STEP 3 SIGN THE FORM

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

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

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

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

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

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **12:00pm, AEDT on Tuesday 28 November 2017.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged by:

-  **By Fax** + 61 2 9290 9655
-  **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
-  **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

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

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

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of Stonewall Resources Limited (Company) and entitled to attend and vote hereby appoint:

the Chair of the Meeting (mark box)

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Royal Automobile Club of Australia, Vintage Room, 89 Macquarie Street, Sydney NSW 2000 on Thursday 30 November 2017 at 12:00pm AEDT** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**  
\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director: Mr Robert Peter Thomson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director: Mr Yihao (Eric) Zhang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Prior Issue of Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of Prior Issue of Options to Kamara Group	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval for the Issue of Shares and Attaching Options Under Share Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval for the Placement of Shortfall Shares and Attaching Options Under Share Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval for the Issue of Shares and Attaching Options Under Share Purchase Plan to Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval of Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**  
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary