



Notice of Annual General Meeting and Explanatory Memorandum

Cokal Limited

ACN 082 541 437

Date of Meeting: 29 November 2016

Time of Meeting: 11.00am (Brisbane time)

Place of Meeting: Endeavour Room, Christie Centre, Level 1, 320 Adelaide Street, Brisbane QLD 4000

This is an important document and requires your attention

If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional advisor.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of shareholders of Cokal Limited ACN 082 541 437 (**Company**) will be held at Endeavour Room, Christie Centre, Level 1, 320 Adelaide Street, Brisbane QLD 4000 on 29 November 2016 at 11.00am (Brisbane time).

Terms used in this Notice of Meeting are defined in Section 8 of the accompanying Explanatory Memorandum.

AGENDA

ORDINARY BUSINESS

Financial Statements

To receive and consider the Company's 2016 Annual Report comprising the Directors' Report, Independent Auditors' Report, Directors' Declaration, Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity, Statement of Cash Flows and notes to and forming part of the financial statements for the Company and its controlled entities for the financial year ended 30 June 2016.

1. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, pass the following Resolution as a non-binding ordinary resolution under section 250R(2) of the *Corporations Act 2001*:

“That the Remuneration Report for the year ended 30 June 2016 (as set out in the Directors' Report) is adopted.”

The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

If 25% or more of votes that are cast are voted against the remuneration report at two consecutive AGM's, Shareholders will be required to vote at the second of those AGM's on a resolution proposing that an extraordinary general meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election (a 'spill resolution').

VOTING EXCLUSION STATEMENT

The Company will disregard and not count any votes cast (in any capacity) on Resolution 1 by or on behalf of either or both the following persons:

- (a) a member of the Company's Key Management Personnel; or
- (b) a Closely Related Party of a member of the Company's Key Management Personnel,

unless:

- (c) the person:
 - (i) does so in relation to a resolution where they hold a Directed Proxy Form; or
 - (ii) is the Chairman of the Meeting and is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution; and
 - (iii) the vote is not cast on behalf of a person described in paragraph (a) and (b) above.

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2. Resolution 2 – Re-election of Mr Patrick Hanna as a Director

To consider and, if thought fit, pass the following Ordinary Resolution, without amendment:

“That Mr Patrick Hanna, who retires at the close of the Annual General Meeting in accordance with Rule 5.2 of the Company’s Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director.”

3. Resolution 3 – Ratification of Previous Issues of Private Placement Shares

To consider and, if thought fit, pass the following Ordinary Resolution, without amendment:

“That, in accordance with the provisions of Listing Rule 7.4 and for all other purposes the Shareholders ratify the previous issues of 93,750,000 fully paid ordinary Shares in the Company at an issue price of \$0.016 per Share to institutional and sophisticated investors on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 3 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 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 the direction on the proxy form to vote as the proxy decides.

SPECIAL BUSINESS

4. Resolution 4 - Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

To consider and, if thought fit, pass the following Resolution, as a Special Resolution, without amendment:

*“That, pursuant to and in accordance with Listing Rule 7.1A, and for all other purposes, Shareholders approve the issue of such number of Shares equal to up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions described in the Explanatory Memorandum (**Placement Securities**).”*

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution 4 by:

- (a) a person who may participate in the issue of the Placement Securities and a person who might obtain a benefit if this Resolution 4 is passed, except a benefit solely in their capacity as a holder of Shares if the Resolution is passed; and
- (b) an associate of that person (or those persons).

However the Company need not disregard a vote if:

- (a) 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
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

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GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the Board
DP Cornish
Company Secretary
26 October 2016

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to shareholders of Cokal Limited ACN 082 541 437 (**Company**) to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held at Endeavour Room, Christie Centre, Level 1, 320 Adelaide Street, Brisbane QLD 4000 on 29 November 2016 at 11.00am (Brisbane time).

The purpose of this Explanatory Statement is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions to be considered by the Meeting.

The Directors recommend that Shareholders read the Notice of Meeting (**Notice**) and this Explanatory Statement before determining whether to support the resolutions or otherwise.

Other than as contained in the Notice and Explanatory Statement, the Directors believe that there is no other information known to the Company or the Directors that is reasonably required by Shareholders to decide whether or not it is in the Company's best interests to pass any of the resolutions.

Terms used in this Explanatory Memorandum are defined in Section 8.

2. Financial Statements

The Corporations Act requires the financial report, the directors' report and the auditor's report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the financial report, the directors' report or the auditor's report. The Company's 2016 Annual Report is placed before the Shareholders for discussion. No voting is required for this item.

The Company will not provide a hard copy of the Company's Annual Financial Report to Shareholders unless specifically requested to do so. The Company's Annual Financial Report is available on its website at www.cokal.com.au

3. Resolution 1 - Adoption of Remuneration Report

3.1 Remuneration Report

The Remuneration Report is set out in the Directors' Report section of the Company's 2016 Annual Report. The Annual Report is available to download on the Company's website, www.cokal.com.au

Under Section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors or the Company.

Under the Corporations Act, if at least 25% of the votes cast on the resolution are voted against adoption of the Remuneration Report at two consecutive Annual General Meetings, the Company will be required to put to Shareholders a resolution at the second of those Annual General Meetings proposing the calling of an extraordinary general meeting within 90 days to consider the re-election of all of the directors of the Company (other than the Managing Director) ("spill resolution").

If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene the extraordinary general meeting ("spill meeting") within 90 days of the second Annual General Meeting. All of the directors who were in office when the second (consecutive) Directors' Report was considered at the second (consecutive) Annual General Meeting, other than the Managing Director, will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting those persons whose election or re-election as directors are approved will be the directors of the Company.

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At the 2015 Annual General Meeting less than 25% of the votes cast were voted against adoption of the Remuneration Report included in the 2015 Annual Report.

In summary the Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executive of the Company; and
- details and explains any performance conditions applicable to the remuneration of executives directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

3.2 Recommendation

As the Directors have a personal interest in the proposed Resolution 1, they make no recommendation as to how Shareholders should vote on the Resolution.

3.3 Voting restrictions on Key Management Personnel and their Closely Related Parties and their proxies

As set out in the notes to Resolution 1, a voting exclusion statement applies with respect to the voting on this Resolution by certain persons connected to the Company.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolutions the subject of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.

4. Resolution 2 – Re-election of Mr Patrick Hanna as a Director

4.1 Background

Mr Patrick Hanna retires by rotation in accordance with Rule 5.2 of the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director.

Under Rule 5.2 of the Company's Constitution, one-third of Directors are required to retire at each annual general meeting (excluding directors seeking election at the meeting for the first time, or the Managing Director).

4.2 Pat Hanna's qualifications and experience

Mr Hanna has over 33 years' experience as a coal geologist in the areas of exploration and evaluation including planning, budgeting and managing drilling programs in Australia and Indonesia, gained since graduating from the University of New South Wales in 1976. Mr Hanna has authored and co-authored numerous coal industry publications.

- Geologist with over 33 years' experience in coal.
- Extensive experience in Indonesian coal.
- Exploration Manager for Riversdale Mining, principal responsibility for discovery and documentation of new coking coal basin in Mozambique.

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- Ex-member of JORC committee.
- Principal Geologist SRK Australia 6yrs.
- Author of 19 technical publications.
- Reviewed and consulted on over forty (40) coal projects globally.
- Highly experienced and respected.

Mr Hanna is a member of the Audit Committee and during the past three years has not served as a director of another listed entity.

Mr Hanna has been an executive director of the Company since December 2010 and was last re-elected in 2013. Mr Hanna is not considered by the Board to be an independent Director due to his executive functions.

4.3 Recommendation

The Directors (with Mr Hanna abstaining) recommend that you vote in favour of this Ordinary Resolution.

5. Resolution 3 – Ratification of Previous Issues of Private Placement Shares

5.1 Introduction

On 22 July 2016, the Company announced that it had raised \$1.2 million by way of a private placement to institutional and sophisticated investors (**Private Placement**). On 8 August 2016, the Company advised Shareholders of the decision to increase the Private Placement by A\$300,000 to \$1.5 million. A total of 93,750,000 Shares were issued at \$0.016 per Share in four tranches, as follows:

Tranche No.	Date of Issue	No. Shares Issued under LR7.1	No. Shares Issued under LR7.1A
Tranche 1	26-Jul-16	0	25,000,000
Tranche 2	29-Jul-16	18,815,730	24,934,270
Tranche 3	3-Aug-16	6,250,000	0
Tranche 4	12-Aug-16	18,750,000	0
Total		43,815,730	49,934,270

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

5.2 ASX Listing Rule 7.4

Under Chapter 7 of the ASX Listing Rules, there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities. ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

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

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Approval is sought under Resolution 3 to allow the Company to ratify the issue and allotment of 93,750,000 Shares issued in the Private Placement not previously approved by Shareholders pursuant to 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.

5.3 Information required by ASX listing Rule 7.5

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the Share issue under the Private Placement pursuant to and in accordance with ASX Listing Rule 7.5:

- (a) the number of securities allotted by the Company pursuant to the Private Placement was 93,750,000 Shares; 43,815,730 Shares were issued pursuant to ASX Listing Rule 7.1 and 49,934,270 Shares were issued pursuant to ASX Listing Rule 7.1A;
- (b) the Shares were issued and allotted in four tranches, as noted in 5.1 (above);
- (c) the Shares were allotted for consideration of \$0.016 per Share;
- (d) the issued Shares are fully paid ordinary shares and in the capital of the Company and rank equally with the existing Shares on issue;
- (e) the allottees of the Shares were subscribers to the Private Placement who are exempt from the disclosure requirements of the Corporations Act. None of the allottees were related parties of the Company at the time of the Private Placement;
- (f) the funds raised from this issue were used to provide working capital for the Company which will enable it to continue to develop funding opportunities for its Indonesian projects; and
- (g) a voting exclusion statement relating to this Resolution is included in the Notice of Meeting.

5.4 Recommendation

None of the Directors has a personal interest in the subject matter of Resolution 3. The Board recommends Shareholders vote in favour of Resolution 3 as it provides the Company with the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without shareholder approval.

6. Resolution 4 - Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

6.1 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables eligible entities to issue such number of Shares equal to 10% of their issued share capital through placements over a 12 month period after the annual general meeting (**Enhanced Placement Capacity**). This Enhanced Placement Capacity is in addition to the Company's placement capacity under ASX Listing Rule 7.1 (**15% Placement Capacity**).

The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A. The Company has a market capitalisation of less than \$300 million and is not included in the S&P ASX 300 Index.

Resolution 4 is a Special Resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a case of a corporate shareholder, by a corporate representative).

If approved, the effect of Resolution 4 will be to allow the Directors to issue Shares under ASX Listing Rule 7.1A during the period in which the approval is valid, in addition to the Company's 15% Placement Capacity.

6.2 Calculation of the Enhanced Placement Capacity

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The actual number of Shares that the Company will have capacity to issue under the Enhanced Placement Capacity will be calculated at the date of issue of the Shares in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

6.3 Minimum Price of securities issued under ASX Listing Rule 7.1A – ASX Listing Rule 7.3A.1

Pursuant to and in accordance with ASX Listing Rule 7.3A.1, the issue price of the securities issued pursuant to approval under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average price for the relevant class of equity securities over the 15 trading days immediately before:

- (a) the date on which the price at which the securities are to be issued is agreed; or
- (b) if the securities are not issued within 5 trading days of the date in paragraph (a) above, the date on which the securities are issued.

The minimum price cannot be determined at this stage, however, the Company will disclose to the ASX the issue price on the date of issue of the securities.

6.4 Dilution to existing Shareholders – ASX Listing Rule 7.3A.2

If Resolution 4 is approved by the Shareholders and the Company issues Shares under the Enhanced Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in Table 1 (below).

There is a risk that:

- (a) the market price for the Shares may be significantly lower on the date of the issue of the Shares than on the date of the Meeting; and
- (b) the Shares may be issued at a price that is at a discount to the market price for the Shares on the issue date.

If Shares are issued at a discount to the net tangible asset value per Share (**NTA**) there may be a negative impact on NTA.

Table 1 (below) shows the dilution of existing Shareholders on the basis of the current market price of Shares (as at 18 October 2016) and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1.2 as at the date of this Notice.

Table 1 also shows:

- 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 or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price

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Table 1

ASX Listing Rule 7.1A.2		Dilution		
		\$0.023 50% decrease in Market Price	\$0.046 Market Price	\$0.092 100% increase in Market Price
Current Issued Capital 593,092,704 Shares	10% Voting Dilution	59,309,270	59,309,270	59,309,270
	Funds raised	\$1,364,113	\$2,728,226	\$5,456,453
50% increase in current Issued Capital 889,639,056 Shares	10% Voting Dilution	88,963,906	88,963,906	88,963,906
	Funds raised	\$2,046,170	\$4,092,340	\$8,184,679
100% increase in current Issued Capital 1,186,185,408 Shares	10% Voting Dilution	118,618,541	118,618,541	118,618,541
	Funds raised	\$2,728,226	\$5,456,453	\$10,912,906

Assumptions and explanations

- Table 1 reflects the share capital of the Company as at the date of this Notice. As at the date of this Notice, the Company has 593,092,704 Shares on issue and 60,150,000 options on issue.
- Table 1 does not take into account the additional 60,150,000 Shares that would be on issue if the 60,150,000 options on issue in the Company were to be exercised, or if the 75,000,000 options being considered in Resolution 4 were issued and exercised.
- The Market Price is 4.6 cents based on the closing price of the Shares on ASX on 18 October 2016.
- Table 1 only shows the effect of dilution based on the Enhanced Placement Capacity and not the 15% Placement Capacity.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- Table 1 assumes the Company issues the maximum number of securities available to it under the Enhanced Placement Capacity.
- The increases in Issued Capital have been calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at 18 October 2016.
- The issue price of the Securities used in Table 1 does not take into account the discount to the Market Price (if any).

6.5 Final date for issue – ASX Listing Rule 7.3A.3

As required by ASX Listing Rule 7.3A.3, the Company will only issue and allot the securities under the Enhanced Placement Capacity during the period commencing on the date of the Meeting and expiring of the first to occur of:

- 12 months after the date of the Meeting (which the Company anticipates will be 29 November 2017); and
- the date Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (the disposal of the main undertaking of the Company).

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6.6 Purpose – ASX Listing Rule 7.3A.4

The purpose for which the securities may be issued under the Enhanced Placement Capacity include to raise funds for the Company. Any funds raised from the issue of those securities are intended to be used as follows:

- general working capital;
- advancement of the Company's BBM coal project; and
- payment of any expenses associated with the issue of the securities.

6.7 Equity Securities Issued for Non-cash consideration – ASX Listing Rule 7.3A.4

The Company may issue securities under the Enhanced Placement Capacity for non-cash consideration, such as the acquisition of new assets, services or investments.

If the Company issues securities for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the securities complies with ASX Listing Rule 7.1A.3.

6.8 Company's Allocation Policy – ASX Listing Rule 7.3A.5

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of securities pursuant to the Enhanced Placement Capacity.

The identity of the allottees of the securities will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
- the effect of the issue of the securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees of the securities under the Enhanced Placement Capacity have not been determined as at the date of this Notice but 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 assets or investments, it is possible that the allottees under the Enhanced Placement Capacity will be the vendors of the new assets or investments.

6.9 Shareholder Approval previously obtained under ASX Listing Rule 7.1A – ASX Listing Rule 7.3A.6

The Company obtained Shareholder approval under ASX Listing Rule 7.1A at the Company's last Annual General Meeting held on 16 November 2015.

Pursuant to ASX Listing Rule 7.3A.6(a), the Company has issued equity securities in the 12 months preceding the date of the Meeting. The total number of equity securities issued by the Company in the 12 months preceding the Meeting and the percentage they represent of the total number of equity securities on issue at the commencement of that 12 month period are as follows:

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	Equity Securities
Number of equity securities on issue at commencement of 12 month period	499,342,704 Shares 60,150,000 - unlisted options Total – 559,492,704 equity securities
Equity securities issued in prior 12 month period	93,750,000 Shares Nil - unlisted options Total – 93,750,000 equity securities
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	16.76 increase in equity securities

As required by ASX Listing Rule 7.3A.6(b), details of equity securities issued in previous 12 months are as follows:

Private Placement Shares	
Total Number of Shares issued:	93,750,000 in a Private Placement at a price of \$0.016 per Share The Shares were issued in four tranches: - 25,000,000 on 26 July 2016; - 43,750,000 on 29 July 2016; - 6,250,000 on 3 August 2016; and - 18,750,000 on 12 August 2016.
Class/Type of equity security:	Ordinary Shares
Summary of terms:	Shares rank pari passu with all other Shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined:	The allottees of the Shares were subscribers to the Private Placement who are exempt from the disclosure requirements of the Corporations Act. None of the allottees were related parties of the Company at the time of the Private Placement.
Date of issue:	26 July 2016
Number issued:	25,000,000
Price at which equity securities were issued:	\$0.016 per share
Discount to market price (if any):	Date agreed to be issued was 22 July 2016. The 15 day VWAP before the date agreed to be issued was \$0.0175, so 8.6% discount. Closing price on date of issue was \$0.023 = discount of 30.4%
Date of issue:	29 July 2016
Number issued:	43,750,000
Price at which equity securities were issued:	\$0.016 per share
Discount to market price (if any):	Date agreed to be issued was 22 July 2016. The 15 day VWAP before the date agreed to be issued was \$0.0175, so 8.6% discount. Closing price on date of issue was \$0.026 = discount of 38.5%

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Date of issue:	3 August 2016
Number issued:	6,250,000
Price at which equity securities were issued:	\$0.016 per share
Discount to market price (if any):	Closing price on date of issue was \$0.027 = discount of 40.7%
Date of issue:	12 August 2016
Number issued:	18,750,000
Price at which equity securities were issued:	\$0.016 per share
Discount to market price (if any):	Closing price on date of issue was \$0.027 = discount of 40.7%
For cash issues	
Total cash consideration received:	\$1,500,000
Amount of cash consideration spent:	Cash when raised is held in a common bank account and is not tracked separately
Use of cash consideration:	Working capital and development of Indonesian projects
Intended use for remaining amount of cash (if any):	Working capital and development of Indonesian projects

6.10 Voting Exclusion Statement – ASX Listing Rule 7.3A.7

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in a proposed issue of Shares. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

6.11 Recommendation

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

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7. Interpretation

\$ means Australian Dollars

Annual General Meeting or **Meeting** means the Annual General Meeting of the Company to be held on 29 November 2016.

ASIC means the Australian Securities and Investments Commission.

ASX means the ASX Limited ACN 008 624 691.

Board means the board of directors of the Company.

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependent of the member or the member's spouse; or
- (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 dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this paragraph.

Company means Cokal Limited ACN 082 541 437

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

Directed Proxy Form means a proxy form which specifies how the proxy is to vote.

Directors means the directors of the Company.

Equity Securities has the meaning give to that term in the Listing Rules.

Listing Rules means the listing rules of the ASX.

Key Management Personnel has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity. The Remuneration Report identifies the Company's key management personnel for the financial year ended 30 June 2016.

Market Price has the meaning given to that term in the Listing Rules.

Notice of Meeting or **Notice** means this notice of meeting.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast by members entitled to vote on the Resolution.

Placement Securities means the Equity Securities that may be issued if Resolution 4 is passed, representing up to 10% of the issued capital of the Company (at the time of issue) and calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3, and otherwise on the terms and conditions described in the Explanatory Memorandum.

Remuneration Resolution means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel and includes Resolution 1 in this Notice of Meeting.

Resolution means a resolution to be proposed at the Meeting.

Shares means ordinary fully paid shares in the issued capital of the Company

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Special Resolution means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) passed by at least 75% of the votes cast by members entitled to vote on the Resolution.

Undirected Proxy Form means a proxy form which does not specify how the proxy is to vote.

VWAP means the volume weighted average market price of the Shares.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Duncan Cornish (Company Secretary):

Phone: +61 7 3212 6299

Email: dcornish@corpservices.com.au

Proxy, representative and voting entitlement instructions

PROXIES AND REPRESENTATIVES

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the Corporations Act.

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Corporations Act.

This proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, scanned and emailed or sent by facsimile transmission to the address listed below**, not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Cokal Limited
GPO Box 2676, Brisbane QLD 4001

Email: dcornish@corpservices.com.au
Fax: +61 7 3212 6250
Phone: +61 7 3212 6299

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company.

A proxy form is **attached** to this Notice.

VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (Brisbane time) on 27 November 2016. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

SIGNING INSTRUCTIONS

You must sign the proxy form as follows in the spaces provided:

Individual:	Where the holding is in one name, the holder must sign.
Joint Holding:	Where the holding is in more than one name, all of the security holders should sign.
Power of Attorney:	To sign under Power of Attorney, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies:	Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.


BY MAIL

Cokal Limited
GPO Box 2676
Brisbane QLD 4001


BY EMAIL

dcornish@corpservices.com.au


BY FAX

+61 7 3212 6250


ALL ENQUIRIES TO

Telephone: +61 7 3212 6299

PROXY FORM

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

APPOINT A PROXY

☐

the Chairman of the Meeting (mark box)

OR if you a **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 11.00am (Brisbane time) on Tuesday, 29 November 2016 at Endeavour Room, Christie Centre, Level 1, 320 Adelaide Street, Brisbane QLD 4000 (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

STEP 2

Resolutions	For	Against	Abstain*	Resolutions	For	Against	Abstain*
1. Adoption of Remuneration Report	☐	☐	☐	4. Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A	☐	☐	☐
2. Re-election of Mr Patrick Hanna as a Director	☐	☐	☐				
3. Ratification of Previous Issues of Private Placement Shares	☐	☐	☐				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

STEP 3

This form should be signed by the shareholder. If a joint holding, all shareholders must sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your shares using this form.

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together. To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11.00am (Brisbane time) on Sunday, 27 November 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using one of the following methods:



BY MAIL

Cokal Limited
GPO Box 2676
Brisbane QLD 4001



BY EMAIL

dcornish@corpservices.com.au



BY FAX

+61 7 3212 6250

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.