
WARATAH RESOURCES LIMITED

ACN 125 688 940

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11:00am (AEDT)

DATE: 28 November 2014

PLACE: Level 3, 66 Hunter Street
SYDNEY, NSW 2000

This Notice of Meeting should be read in its entirety. Shareholders in doubt as to how they should vote should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 2) 9232 6383.

CONTENTS PAGE

Business of the Meeting (setting out the proposed resolutions)	4
Explanatory Statement (explaining the proposed resolutions)	8
Glossary	28
Proxy Form	attached

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Waratah Resources Limited (Waratah or the Company) will be held at Level 3, 66 Hunter Street, Sydney NSW 2000 on 28 November 2014, at 11.00am AEDT.

The Explanatory Statement that accompanies and forms part of this Notice of Annual General Meeting sets out the background information on the various matters to be considered. This Notice of Annual General Meeting and Explanatory Statement should be read in their entirety.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00 pm (AEDT) on 26 November 2014.

VOTING IN PERSON

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

VOTING BY PROXY

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 2001* (Cth), 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.

New sections 250BB and 250BC of the Corporations Act came into effect on 1st August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

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

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

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

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

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

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

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

QUESTIONS FROM SHAREHOLDERS

The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions or make comments on the management of the Company at the meeting. Members with specific queries concerning any aspect of the Financial Report for the year ended 30 June 2014 are requested to submit those queries in writing by no later than 14 November 2014 to enable the Board time to consider the queries and where appropriate to make enquires of the Auditor.

By mail: Company Secretary
Level 2, 66 Hunter Street
Sydney NSW 2000 Australia

By facsimile: +61 2 9232 6383

By email: anne.adaley@waratahresources.com.au

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2014 together with the Directors' declaration, the Directors' report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

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

"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2014."

Note: the vote on this Resolution 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 either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) 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:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) 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.

3. RESOLUTION 2: RATIFICATION OF PRIOR ISSUE - SHARES

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 100,000 Shares to Mr Gregory Clyde Campbell on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Gregory Clyde Campbell and any associate of Mr Gregory Clyde Campbell. 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.

4. RESOLUTION 3: RATIFICATION OF PRIOR ISSUE - SHARES

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 272,222 Shares to Mr Eric de Diesbach on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Eric de Diesbach and any associate of Mr Eric de Diesbach. 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.

5. RESOLUTION 4: RE-ELECTION OF DIRECTOR – PHILIP IGNATIUS MCNAMARA

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

"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Philip Ignatius McNamara, a Director, retires by rotation, and being eligible, is re-elected as a Director."

6. RESOLUTION 5: APPROVAL OF 10% PLACEMENT CAPACITY – SHARES

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

"That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling 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 and on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company will 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.

7. RESOLUTION 6: RENEWAL OF EMPLOYEE INCENTIVE OPTION PLAN

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

“That, for the purposes of ASX Listing Rule 7.2 (Exception 9) and for all other purposes, shareholders approve the renewal of the Company’s Incentive Option Plan and to issue securities under that plan on the terms and conditions summarised in the accompanying Explanatory Statement and to grant Options from time to time under the Option Plan”.

Voting Exclusion: The Company will disregard any votes cast on this Item 7 by any of the Directors of the Company or the persons who may participate in the proposed issue of Options referred to in Item 7, or who may obtain a benefit if this Item 7 is passed (except a benefit solely in the capacity of a holder of ordinary securities) and an associate of those persons. However, the Company will 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 direction on the proxy form, or, it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. RESOLUTION 7: RENEWAL OF PERFORMANCE RIGHTS PLAN

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

“That, for the purposes of ASX Listing Rule 7.2 (Exception 9) and for all other purposes, shareholders approve the renewal of the Company’s Performance Rights Plan (PRP) and to issue securities under that plan on the terms and conditions summarised in the accompanying Explanatory Statement and to grant Performance Rights from time to time under the PRP”.

Voting Exclusion: The Company will disregard any votes cast on this Item 8 by any of the Directors of the Company or the persons who may participate in the proposed issue of Options referred to in Item 8, or who may obtain a benefit if this Item 8 is passed (except a benefit solely in the capacity of a holder of ordinary securities) and an associate of those persons. However, the Company will 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 direction on the proxy form, or, it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

9. RESOLUTION 8: ISSUE OF SHARES TO MR BEN KIRKPATRICK IN LIEU OF PART SALARY

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the members approve the issue to Mr Ben Kirkpatrick of up to 14,400,000 fully paid ordinary shares in the Company at an issue price of \$0.01 per share, and otherwise on the terms and conditions, and in the circumstances described in the Explanatory Statement which accompanies this Notice of Annual General Meeting".

Voting Exclusion: The Company will disregard any votes cast on Item 9 by Mr Ben Kirkpatrick and any associate of Mr Ben Kirkpatrick. However, the Company will 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 direction on the proxy form, or, it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

10. RESOLUTION 9: ISSUE OF SHARES TO MCNAMARA ADVISORY IN LIEU OF CONSULTING FEES

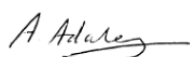
To consider and, if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the members approve the issue to McNamara Advisory of up to 5,000,000 fully paid ordinary shares in the Company at an issue price of \$0.01 per share, and otherwise on the terms and conditions, and in the circumstances described in the Explanatory Statement which accompanies this Notice of Annual General Meeting".

Voting Exclusion: The Company will disregard any votes cast on Item 10 by McNamara Advisory and any associate of McNamara Advisory, including Mr Philip McNamara. However, the Company will 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 direction on the proxy form, or, it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

DATED: 24 OCTOBER 2014

BY ORDER OF THE BOARD



ANNE ADALEY

COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. FINANCIAL STATEMENTS AND REPORTS – AGENDA ITEM

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2014 together with the Directors' declaration, the Directors' report, the Remuneration Report and the auditor's report.

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 to Shareholders is available on its website www.waratahresources.com.au.

2. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1st July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the previous financial year) was approved, other than the managing director of the company, 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 of the company is approved will be the directors of the company.

2.3 Previous voting results

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

2.4 Proxy voting restrictions

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.

If you appoint any other person as your proxy -

You **do not** need to direct your proxy how to vote on this Resolution.

3. RESOLUTION 2: RATIFICATION OF PRIOR ISSUE - SHARES

3.1 General

On 25 February 2014, the Company issued 100,000 Shares to Mr Gregory Clyde Campbell a consultant to the Company, in lieu of payment of consulting fees.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the above Shares (**Ratification**).

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 provides that the previous issue did not breach ASX Listing 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

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

3.2 Technical information required by ASX Listing Rule 7.4

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

- (a) 100,000 Shares were allotted;
- (b) the Shares were issued at a deemed issue price of \$0.03 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were allotted and issued to Mr Gregory Clyde Campbell who is not a related party of the Company; and
- (e) as the Shares were issued in lieu of payment of consulting fees, no funds were raised from the issue of Shares.

4. RESOLUTION 3: RATIFICATION OF PRIOR ISSUE - SHARES

4.1 General

On 21 March 2014, the Company issued 272,222 Shares to Mr Eric de Diesbach an employee of the Company, in lieu of payment of part salary.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the above Shares (**Ratification**).

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 provides that the previous issue did not breach ASX Listing 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

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

4.2 Technical information required by ASX Listing Rule 7.4

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

- (a) 272,222 Shares were allotted;
- (b) the issue price was \$0.03 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were allotted and issued to Mr Eric de Diesbach, an employee of the Company; and
- (e) The Shares were issued in lieu of payment of salary and applied to the Company's working capital.

5. RESOLUTION 4: RE-ELECTION OF DIRECTOR – PHILIP IGNATIUS MCNAMARA

Clause 13.2 of the Constitution requires that at the Company's annual general meeting every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

The Company currently has three Directors including the Executive Chairman/Managing Director. Accordingly one Director must retire in accordance with clause 13.2 of the Constitution. A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

In accordance with Clause 13.2 of the Constitution, Mr Philip McNamara will retire at the end of the Annual General Meeting and will seek re-election pursuant to Item 5 of the Notice of Annual General Meeting.

Details on this candidate:

Philip McNamara has worked in the Australian resources industry for 31 years, having worked on coal projects and mines for numerous multinational companies including Coal and Allied, Shell Coal, Sumitomo Coal, Xstrata and Yancoal where he has been responsible for mine management, operations control, productivity reform initiatives, mine construction and the introduction of emerging technologies to mine production.

In early 2008, Mr McNamara joined Waratah Coal as Vice President Corporate Development, with responsibility for assisting with capital raising, business development, marketing and investor relations activities of the company, along with other technical and management functions of Waratah Coal's exploration in the Galilee Basin. He became Managing Director of Waratah Coal and was an integral member of the Company's "China First Coal Project" located in the Galilee Basin. He was instrumental in the development of project feasibility studies, booking of coal reserves and progression of major Chinese partnerships.

In July 2010 Mr McNamara joined Armour Energy as CEO and Managing Director to drive the company's project and corporate development initiatives. Through

his period as CEO Armour Energy secured significant areas of shale gas exploration tenure in the Northern Territory and Queensland, raised \$75M through an Initial Public Offering and listing of the Company on the ASX and discovered the most significant gas flow in the Northern Territory in more than 30 years.

The Directors unanimously support the re-election of Mr McNamara as a Director of the Company (with Mr McNamara abstaining).

6. RESOLUTION 5: APPROVAL OF 10% PLACEMENT CAPACITY – SHARES

6.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 5, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in section 6.2 below).

The effect of Resolution 5 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 5 for it to be passed.

6.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1st August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$5,976,857.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has two classes of Equity Securities on issue, being the Shares (ASX Code: WGO) and unquoted Options.

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;
 - (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without Shareholder approval; and
 - (iv) less the number of Shares cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

6.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the VWAP of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section 10.3(a)(i), the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and

- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.01 50% decrease in Issue Price	\$0.02 Issue Price	\$0.04 100% increase in Issue Price
351,447,622 (Current Variable A)	Shares issued: 10% voting dilution	35,144,762	35,144,762	35,144,762
	Funds raised	\$316,303	\$632,606	\$1,265,211
527,171,433 (50% increase in Variable A)	Shares issued: 10% voting dilution	52,717,143	52,717,143	52,717,143
	Funds raised	\$474,454	\$948,909	\$1,897,817
702,895,244 (100% increase in Variable A)	Shares issued: 10% voting dilution	70,289,524	70,289,524	70,289,524
	Funds raised	\$632,606	\$1,265,211	\$2,530,423

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1

The table above uses the following assumptions:

1. There are currently 351,447,622 Shares on issue comprising:
 - (a) 332,047,622 existing Shares as at the date of this Notice of Meeting; and
 - (b) 19,400,000 Shares which will be issued if Resolution 8 and Resolution 9 are passed at this Meeting.
2. The issue price set out above is the closing price of the Shares on the ASX on 16 September 2014.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

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

(d) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) The proceeds of the Placement will be used to continue with the development of the Australian Commodities Division, continue to evaluate and assess the Company's exploration assets in Gabon as well as continue to maintain the Gabon exploration licences in good standing order and provide working capital for the Company.
- (ii) as non-cash consideration for the on-going development of the Australian Commodities Division, continued exploration activities in Africa and for working capital purposes. In such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

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

(e) **Allocation under the 10% Placement Capacity**

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the allottees under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous Approval under ASX Listing Rule 7.1A**

The Company has previously obtained Shareholder approval under ASX Listing Rule 7.1A at the 2012 Annual General Meeting.

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

As the Company has previously obtained Shareholder approval under Listing Rule 7.1A, and is now seeking Shareholder approval to renew its capacity to issue an additional 10% of its issued capital under Listing Rule 7.1A, it is required by Listing Rule 7.3A.6 to provide details of all issues of securities in the 12 months preceding the date of the meeting.

As required by Listing Rule 7.3A.6(a) the total number of securities issued preceding the date of meeting and the percentage they represent of the Company's securities on issue at the commencement of that 12 month period are presented in the Table below:

Total Number of Equity Securities issued in last 12 months (Listing Rule 7.3A.6(a))	
Number of Equity Securities issued	43,622,222 Shares
Percentage previous issues represent of total number of Equity	15 %

Securities on issue at 29 November 2013 being commencement of the 12 month period	
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As required by Listing Rule 7.3A.6(b) the details of all issues of securities by the Company during the 12 months preceding the date of meeting are presented in the Table below:

Details of Equity Securities Issued in Last 12 Months (Listing Rule 7.3A.6(b))
--

Date of Issue	25 February 2014
Number issued	43,250,000 Ordinary Shares
Class and type of Equity Security	Fully paid Ordinary Shares
Summary of terms	Fully paid Ordinary Shares
Names of persons who received Equity Securities	Various sophisticated investors
Issue price	\$0.03
Discount to market price (if any)	Nil
For cash issue	
Total cash consideration received	\$1,297,500.00
Amount of cash consideration spent	\$1,297,500.00
Use of cash consideration	Raising funds went towards the further development of the Commodities business as it expands its operations and for the ongoing expenses in relation to the Company's exploration projects in Gabon.
Intended use of remaining cash consideration	N/A
For non-cash issues	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A

Date of Issue	25 February 2014
Number issued	100,000 Ordinary Shares
Class and type of Equity Security	Fully paid Ordinary Shares
Summary of terms	Fully paid Ordinary Shares
Names of persons who received Equity Securities	Mr Clyde Campbell (Consultant)
Issue price	\$0.03
Discount to market price (if any)	Nil
For cash issue	
Total cash consideration received	N/A
Amount of cash consideration spent	N/A
Use of cash consideration	N/A
Intended use of remaining cash consideration	N/A
For non-cash issues	
Non-cash consideration paid	Consulting services provided by Mr Gregory Clyde Campbell to the Company
Current value of that non-cash consideration	N/A

Date of Issue	21 March 2014
Number issued	272,222 Ordinary Shares
Class and type of Equity Security	Fully paid Ordinary Shares
Summary of terms	Fully paid Ordinary Shares
Names of persons who received Equity Securities	Mr Eric Diesbach
Issue price	\$0.03
Discount to market price (if any)	Nil
For cash issue	
Total cash consideration received	\$8,166.66
Amount of cash consideration spent	\$8,166.66

Use of cash consideration	Funds were applied to the Company's working capital.
Intended use of remaining cash consideration	N/A
For non-cash issues	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A

(h) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) 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
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

6.4 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 5.

7. RESOLUTION 6: RENEWAL OF EMPLOYEE INCENTIVE OPTION PLAN

7.1 General

Item 7 seeks shareholder approval for the renewal of the Company's Employee Incentive Option Plan (Option Plan). The Option Plan was established pursuant to shareholder approval at the general meeting of the Company held on 14 April 2011.

Since the date of last approval, the following securities have been granted under the Option Plan.

Recipient	Number of Options	Exercise Price	Grant Date	Expiry Date
T Streeter	6,000,000	\$0.30	27 Jun 2012	27 Jun 2015
R White	5,000,000	\$0.30	27 Jun 2012	27 Jun 2015
B Kirkpatrick	5,000,000	\$0.075	29 Nov 2012	18 Dec 2015
B Kirkpatrick	5,000,000	\$0.10	29 Nov 2012	18 Dec 2015

Pursuant to the ASX Listing rule 7.2 (exception 9), this resolution seeks to renew Shareholder approval to the issue of securities of the Company under, and

pursuant to , the rules of the Option Plan as an exception to Listing Rule 7.1 for a further 3 years.

Under the Option Plan the Board may grant options (on terms and subject to such conditions as it sees fit) to subscribe for Shares in the Company to eligible participants in accordance with the Option Plan.

The objective of the Option Plan is to provide the Company with a remuneration mechanism, through the issue of securities in the capital of the Company, to motivate and reward the performance of executive directors and employees in achieving specified performance milestones within a specified performance period. The Board will ensure that the performance milestones attached to the securities issued pursuant to the Option Plan are aligned with the successful growth of the Company's business activities. The Directors and employees of the company have been, and will continue to be, instrumental in the growth of the Company. The Directors consider that the Option Plan is an appropriate method to:

- (a) reward directors and employees for their past performance;
- (b) provide long term incentives for participation in the Company's future growth;
- (c) motivate directors and generate loyalty from senior employees; and
- (d) assist to retain the services of valuable directors and employees.

The Option Plan will also be used as part of the remuneration planning for non-executive Directors. Although this is not in accordance with the recommendations contained in the Corporate Governance Council Guidelines, the Company considers that it is appropriate for non-executive Directors to participate in the Option Plan given the size of the Company.

In the case of an offer to a Director of any Incentive Options under the Plan, the acquisition of these securities will require Shareholder approval in accordance with ASX Listing Rule 10.14.

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.

One of the exceptions to ASX Listing Rule 7.1 is Listing Rule 7.2 (Exception 9) which provides that ASX Listing Rule 7.1 does not apply to an issue under an employee incentive scheme if, within the 3 years before the date issue, shareholders have approved the issue as an exception to ASX Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to grant Options to directors and employees of the Company pursuant to the Option Plan during the period of 3 years after the meeting (or a longer period, if allowed by ASX), and to issue shares to those employees if they achieve the performance and vesting conditions of the Options granted, without using the Company's 15% annual placement capacity.

7.3 Employee Incentive Option Plan

The key terms of the Option Plan are summarised below. A full copy of the Option Plan is available for inspection at the Company's registered office until the date of the Meeting.

- (a) **Eligibility and Grant of Incentive Options:** The Board may grant Incentive Options to any full or part time employee or Director of the Company or Director of the Company or an associated body corporate. Incentive Options may be granted by the Board at any time.
- (b) **Consideration:** Each Incentive Option issued under the Plan will be issued for nil cash consideration.
- (c) **Conversion:** Each Incentive Option is exercisable into one Share in the Company ranking equally in all respect with the existing issued Shares in the Company.
- (d) **Exercise Price and Expiry Date:** The exercise price and expiry date for Incentive Options granted under the Plan will be determined by the Board prior to the grant of the Incentive Options.
- (e) **Exercise Restrictions:** The Incentive Options granted under the Plan may be subject to conditions on exercise as may be fixed by the Directors prior to grant of the Incentive Options (**Exercise Conditions**). Any restrictions imposed by the Directors must be set out in the offer for the Incentive Options.
- (f) **Lapsing of Incentive Options:** An unexercised Incentive Option will lapse:
 - (i) on its Expiry Date;
 - (ii) if any Exercise Condition is unable to be met; and
 - (iii) subject to certain exceptions, on the eligible participant ceasing employment with the Company.
- (g) **Share Restriction Period:** Shares issued on the exercise of Incentive Options may be subject to a restriction that they may not be transferred or otherwise dealt with until a Restriction Period has expired, as specified in the offer for the Incentive Options.
- (h) **Disposal of Options:** Incentive Options will not be transferable and will not be quoted on the ASX, unless the offer provides otherwise or the Board in its absolute discretion approves.
- (i) **Trigger Events:** The Company may permit Incentive Options to be exercised in certain circumstances where there is a change in control of the Company (including by takeover) or entry into a scheme of arrangement.

(j) **Participation in Rights Issues and Bonus Issues:**

- (i) There are no participating rights or entitlements inherent in the Incentive Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Incentive Options.
- (ii) The Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least six (6) Business Days after the issue is announced. This will give Option holders the opportunity to exercise their Incentive Options prior to the date for determining entitlements to participate in any such issue.
- (iii) If the Company makes a pro rata issue of securities (except a bonus issue) to the holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Option Exercise Price shall be reduced according to the formula specified in the Listing Rules.
- (iv) In the event of a bonus issue of Shares being made pro-rata to Shareholders, (other than an issue in lieu of dividends), the number of Shares issued on exercise of each Option will include the number of bonus Shares that would have been issued if the Option had been exercised prior to the record date for the bonus issue. No adjustment will be made to the exercise price per Share of the Option.

(k) **Reorganisation:** The terms upon which Incentive Options will be granted will not prevent the Incentive Options being re-organised as required by the Listing Rules on the re-organisation of the capital of the Company.

(l) **Limitations on Offers:** The Company must take reasonable steps to ensure that the number of Shares to be received on exercise of Incentive Options offered under an offer when aggregated with:

- (i) the number of Shares that would be issued if each outstanding offer for Shares, units of Shares or options to acquire Shares under the Plan or any other employee share scheme of the Company were to be exercised or accepted; and
- (ii) the number of Shares issued during the previous 5 years from the exercise of Incentive Options issued under the Plan (or any other employee share plan of the Company extended only to Eligible Participants),

does not exceed 5% of the total number of Shares on issue at the time of an offer (but disregarding any offer of Shares or option to acquire Shares that can be disregarded in accordance with ASIC Class Order 03/184).

The Directors recommend that Shareholders vote in favour of this Resolution.

8. RESOLUTION 7: RENEWAL OF PERFORMANCE RIGHTS PLAN

8.1 General

Item 8 seeks shareholder approval for the renewal of the Company's Performance Rights Plan (PRP) to provide ongoing incentives to any full time or part time employee of the Company or any of its subsidiaries (including a director or company secretary of the Company or its subsidiaries who holds salaried employment with the Company or its subsidiaries on a full or part time basis), or a consultant, who is determined by the Board to be eligible to receive grants of Rights under the PRP (**Eligible Participants**).

The PRP was established pursuant to shareholder approval at the general meeting of the Company held on 14 April 2011.

Since the date of last approval, no securities have been issued under the PRP.

Pursuant to the ASX Listing rule 7.2 (exception 9), this Resolution seeks to renew Shareholder approval to the issue of performance rights under, and pursuant to, the rules of the PRP as an exception to Listing Rule 7.1 for a further 3 years.

A performance rights plan provides a number of additional advantages to the Company over the Option Plan, including:

- (a) unlike Options, the employee is not entitled to the securities until the performance criteria are met and the performance rights are exercised;
- (b) performance rights are less dilutive than Options; and
- (c) performance rights may be more tax effective.

If Resolution 7 is passed, the Company will be able to issue performance rights to Eligible Participants under the PRP and to issue Shares to those Eligible Participants if they achieve the performance and vesting conditions of the performance rights. The performance and vesting conditions applicable to any particular performance right issued under the PRP may vary and will be set at the time of grant at the discretion of the Board and under the terms of the PRP.

It is considered by the Directors that the adoption of the PRP and the future issue of Rights and Shares under the PRP will provide Eligible Participants with the opportunity to participate in the future growth of the Company.

In the case of an offer to a Director of Rights under the PR Plan, the acquisition of these securities will require Shareholder approval in accordance with ASX Listing Rule 10.14.

A summary of the terms and conditions of the PRP is set out in Section 8.2. The full terms and conditions of the PRP may be obtained free of charge by contacting the Company Secretary.

8.2 Summary of the Performance Rights Plan

The material terms of the PR Plan can be summarised as follows:

- (a) **Purpose of the PRP:** The purpose of the PRP is to provide an incentive to Eligible Participants by enabling them to participate in the future growth of the Company and upon becoming shareholders, to participate in the Company's profits and development. Under the PRP Eligible

Participants may be granted rights to Shares upon the satisfaction of specified performance criteria and specified periods of tenure (**Rights**). The provision of this incentive is expected to result in future benefits to the shareholders and Eligible Participants.

- (b) **Offer of Rights:** When an Eligible Participant satisfies specified criteria imposed by the Board (including performance criteria and specified periods of tenure) the Board may make a written offer (**Offer**) to the Eligible Participant of Rights. The Offer will specify the number of Rights being offered and the conditions that must be met by the Eligible Participant before the Rights will vest.
- (c) **Number of Rights Offered:** The number of Rights that will be offered to an Eligible Participant pursuant to an Offer is entirely within the discretion of the Directors. Each Right will, upon vesting, entitle the holder to one (1) share in the capital of the Company.
- (d) **Vesting Conditions:** The Rights will not vest unless the vesting conditions imposed by the Board have been satisfied.
- (e) **Exercise Price:** An Eligible Participant will not be required to make any payment in return for a grant of Rights nor for the issue or transfer of shares upon the vesting of Rights.
- (f) **Lapse of Rights:** Rights that have not vested will lapse on the seventh anniversary of the date of grant of the Rights or on the first to occur of certain specified events, including:
 - (i) a failure to meet the Vesting Conditions;
 - (ii) a purported transfer of the Rights without the Board's consent;
 - (iii) the Eligible Participant ceasing his or her employment or employment relationship with the Company or its relevant subsidiary; or
 - (iv) any other circumstances specified by the Board in the Offer.
- (g) **Shares Allotted Upon Exercise of Rights:** The Company will issue or transfer shares to the Eligible Participant as soon as practicable after the vesting of Rights. The shares allotted under the PRP will be of the same class and will rank equally with shares in the Company at the date of issue. The Company will seek listing of the new shares on ASX within the time required by ASX Listing Rules.
- (h) **Transfer of Rights:** A Right is not transferable without the consent of the Board.
- (i) **Takeover, Scheme or Arrangement:** In the event of a takeover bid under which the bidder acquires a relevant interest in at least 50.1% of the Company's shares, being declared unconditional, the Board may determine that all or a specified number of the Rights vest. Unless the Board determines otherwise any Right which the Board determines does not vest will lapse.

In the event that a Court approves a proposed compromise or arrangement for the purpose of a scheme for the reconstruction of the Company or its amalgamation with any other company, or any person

becomes bound or entitled to acquire shares in the Company under the Corporations Act, the Board may determine that all or a specified number of an Eligible Participant's Rights vest. Unless otherwise determined by the Board any Right which the Board determines does not vest will lapse.

- (j) **Bonus Issues, Rights Issues and Capital Reconstruction:** In order to prevent a reduction of the number of shares to which the Rights relate in the event of bonus issues, rights issues or a capital reconstruction, there are provisions in the rules which provide a method of adjustment of the number of Rights to prevent such a reduction.
- (k) **Participation in New Issues:** There are no participating rights or entitlements inherent in the Rights and the holders will not be entitled to participate in new shares of capital offered to shareholders during the currency of the Rights. In addition holders of Rights will not be entitled to vote or receive dividends as a result of their holding of Rights.

The Directors recommend that Shareholders vote in favour of this Resolution.

9. RESOLUTION 8: ISSUE OF SHARES TO MR BEN KIRKPATRICK IN LIEU OF PART SALARY

In respect of the shares to be issued to Mr Ben Kirkpatrick in lieu of payment of part salary, Waratah is seeking shareholder approval under ASX Listing Rule 10.11.

ASX Listing Rule 10.13 requires that certain information is included in a notice of meeting to approve a transaction for the purpose of ASX Listing Rule 10.11. This information is provided in the table below.

Mr Ben Kirkpatrick is a related party of the Company under s 228 of the Corporations Act because he is a director of the Company at the date of this Notice of Annual General Meeting.

ASX Listing Rule 10.11 requires the approval of shareholders where an entity proposes to issue equity securities to a related party. As Mr Ben Kirkpatrick is a related party of the Company at the date of this Notice, shareholder approval is required.

If Mr Ben Kirkpatrick was not a related party of the Company shareholder approval for the issue would ordinarily be required under ASX Listing Rule 7.1. However, exception 14 to Listing Rule 7.2 provides that if shareholder approval for a transaction is obtained pursuant to Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Details of the shares to be issued to Mr Ben Kirkpatrick

Name of the allottee	Mr Ben Kirkpatrick
The maximum number of shares to be issued	14,400,000 fully paid ordinary shares
The date on which the shares will be issued	The shares will be issued within one month after the date of the meeting.
Relationship between Mr Ben Kirkpatrick and the Company giving rise to the related party status	Mr Ben Kirkpatrick is a director of Waratah.

The price at which the shares will be issued	\$0.01 per share. \$144,000 of Mr Ben Kirkpatrick's annual remuneration package will be applied against the subscription price for the shares.
The terms of the shares	All shares issued will rank equally in all respects with the existing fully paid ordinary shares.
The intended use of the funds raised	No funds will be received by Waratah for this issue. However, this issue will conserve cash over the next financial year for the Company.

The Directors other than Mr Ben Kirkpatrick recommend Shareholders vote in favour of the issue of these shares.

10. RESOLUTION 9: ISSUE OF SHARES TO MCNAMARA ADVISORY IN LIEU OF CONSULTING FEES

In respect of the shares to be issued to McNamara Advisory in lieu of payment of consulting fees, Waratah is seeking shareholder approval under ASX Listing Rule 10.11. McNamara Advisory is 100% owned (and therefore controlled) by Mr Philip McNamara, a director of Waratah.

ASX Listing Rule 10.13 requires that certain information is included in a notice of meeting to approve a transaction for the purpose of ASX Listing Rule 10.11. This information is provided in the table below.

Mr Philip McNamara is a related party of the Company under s 228 of the Corporations Act because he is a director of the Company at the date of this Notice of Annual General Meeting.

ASX Listing Rule 10.11 requires the approval of shareholders where an entity proposes to issue equity securities to a related party. As Mr Philip McNamara is a related party of the Company at the date of this Notice, shareholder approval is required.

If Mr Philip McNamara was not a related party of the Company shareholder approval for the issue would ordinarily be required under ASX Listing Rule 7.1. However, exception 14 to Listing Rule 7.2 provides that if shareholder approval for a transaction is obtained pursuant to Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Details of the shares to be issued to Mr Philip McNamara

Name of the allottee	McNamara Advisory
The maximum number of shares to be issued	5,000,000 fully paid ordinary shares
The date on which the shares will be issued	The shares will be issued within one month after the date of the meeting.
Relationship between McNamara Advisory and the Company giving rise to the related party status	McNamara Advisory is 100% owned by Mr Philip McNamara, who is a director of Waratah.
The price at which the shares will be issued	\$0.01 per share. The amounts payable by Waratah to McNamara Advisory in respect of consulting fees, being \$50,000, will be applied against the subscription price for the shares.

The terms of the shares	All shares issued will rank equally in all respects with the existing fully paid ordinary shares.
The intended use of the funds raised	No funds will be received by Waratah for this issue. However, this issue will relieve Waratah of its outstanding liability to pay consulting fees to Mr Philip McNamara.

The Directors other than Mr Philip McNamara recommend Shareholders vote in favour of the issue of these shares.

11. ENQUIRIES

Shareholders are requested to contact the Company Secretary, Anne Adaley, on (+ 61 2) 9232 6383 if they have any queries in respect to the matters set out in this Notice.

GLOSSARY

10% Placement Capacity has the meaning given in section 6.1 of this Notice.

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

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

Company means Waratah Resources Limited (ACN 125 688 940).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

Option means an option to acquire a Share.

Option Holder means a holder of an Option.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Directors' report section of the Company's annual financial report for the year ended 30 June 2014.

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

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

Shareholder means a holder of a Share.

Variable A means "A" as set out in the calculation in section 6.2 of this Notice.

VWAP means volume weighted average price.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** 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 11:00am (AEDT) on Wednesday 26 November 2014.**

🖨 TO VOTE ONLINE

STEP 1: VISIT www.votingonline.com.au/wgoagm2014

STEP 2: Enter your holding/investment type:

STEP 3: Enter your Reference Number:

STEP 4: Enter your VAC:

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

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 security holder 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 **11:00am (AEDT) on Wednesday, 26 November 2014.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** www.votingonline.com.au/wgoagm2014

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

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

Waratah Resources Limited

ACN 125 688 940

☐

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 **Waratah 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 shareholder) 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 **Level 3, 66 Hunter Street, Sydney NSW 2000 on Friday, 28 November 2014 at 11:00am (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 Resolutions 1,6,7 & 8, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these resolutions even though Resolution 1,6,7 & 8 are connected with the remuneration of a member of key management personnel for Waratah Resources Limited.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1, 6, 7 & 8). 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 the Remuneration Report	☐	☐	☐
Resolution 2	Ratification of prior issue of 100,000 Shares to Mr Gregory Clyde Campbell	☐	☐	☐
Resolution 3	Ratification of prior issue of 272,222 Shares to Mr Eric de Diesbach	☐	☐	☐
Resolution 4	Re-election of Mr Philip Ignatius McNamara as a Director	☐	☐	☐
Resolution 5	Approval of 10% Placement capacity - Shares	☐	☐	☐
Resolution 6	Renewal of Employee Incentive Option Plan	☐	☐	☐
Resolution 7	Renewal of Performance Rights Plan	☐	☐	☐
Resolution 8	Issue of 14,400,000 Shares to Mr Ben Kirkpatrick in Lieu of part salary	☐	☐	☐
Resolution 9	Issue of 5,000,000 Shares to McNamara Advisory in Lieu of consulting fees	☐	☐	☐

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2014