

AUSROC METALS LIMITED
(SUBJECT TO DEED OF COMPANY ARRANGEMENT)
(ACN 073 155 781)
(TO BE RENAMED WOOMERA MINING LIMITED)

NOTICE OF 2017 ANNUAL GENERAL MEETING AND EXPLANTORY MEMORANDUM

Date of Meeting

Tuesday, 5 December 2017

Time of Meeting

11:30 am (ACDT)

Place of Meeting

Minter Ellison, 25 Grenfell St Adelaide SA 5000

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

The Deed Administrators of the Company have not independently verified any of the information contained in this Notice of Meeting. The Deed Administrators of the Company, nor their servants, agents or employees makes any representation or warranty express or implied as to the accuracy, reasonableness or completeness of the information contained in this Notice of Meeting. To the extent permissible by law, all such parties and entities expressly disclaim any and all liability for, or based on or relating to, any such information contained in, or errors in or omissions from this Notice of Meeting and accompanying Explanatory Memorandum.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Proponent of the Deed of Company Arrangement, Caason Investments Pty Ltd on (03) 9211 6000.

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KEY DATES

Event	Indicative Date
Dispatch of Notice of Meeting of Shareholders	3 November 2017
Payment of the Proponent Sum (Subject to certain conditions precedent in the DOCA and Reconstruction Deed)	On or before 7 November 2017
Shareholders Meeting	5 December 2017
Lodgement of Prospectus	5 December 2017
Consolidation Record Date	10 December 2017
Offer Open	20 December 2017
Offer Close	22 February 2018
Complete the Acquisition (including all issues of shares contemplated in this Explanatory Memorandum)	28 February 2018
Anticipated readmission to official quotation (Re-compliance with Chapters 1 and 2 of the Listing Rules)	6 March 2018

Important Note

As of 6 December 2017 (**Removal Date**), the Company securities will have been suspended from trading for a continuous period of 3 years. Pursuant to ASX Guidance Note 33 *Removal of Entities from the ASX Official List* the Company may be automatically removed from the official list of the ASX on the Removal Date in accordance with paragraph 3.4 of ASX Listing Rules Guidance Note 33.

However, pursuant to paragraph 3.4 of the ASX Listing Rules Guidance Note 33, ASX may grant a short extension of the 3-year deadline for the automatic removal of a long-term suspended entity if the Company can demonstrate to ASX's satisfaction that it is in the "final stages" of implementing a transaction that will lead to the resumption of trading in its securities.

For these purposes, ASX considers that "final stages" means:

- (i) having announced the transaction to the market;
- (ii) having signed definitive legal agreements for the transaction (including for any financing required in respect of the transaction;
- (iii) if the transaction requires a prospectus or product disclosure statement to be lodged with ASIC, having lodged that document with ASIC and it not being the subject of a stop order or other regulatory action by ASIC;
- (iv) if the transaction requires approval by security holders or from a governmental agency or financier, the entity having obtained all such approvals; and
- (v) ASX otherwise being satisfied that the transaction is reasonably capable of being consummated within the period of extension.

The Company has satisfied the first requirement. The Company has entered into binding agreements in respect of the Acquisition. The Company intends to lodge a prospectus on 5 December 2017, satisfying the third requirement, and the Company intends to obtain the necessary shareholder approvals at the Annual General Meeting which is the subject of this Notice of Meeting, thereby satisfying the fourth requirement.

If the Acquisition Resolutions are passed by the shareholders, the Company considers that there are reasonable prospects that it will be in a position to satisfy the necessary requirements of the ASX under paragraph 3.4 of the ASX Listing Rules Guidance Note 33 to seek a short extension of the 3-year deadline for the automatic removal of the Company from the official list of the ASX in order to complete the Acquisition and seek reinstatement to official quotation.

However, Shareholders should be aware that the decision to grant short extension of the 3-year deadline for the automatic removal is within the absolute discretion of the ASX.

Notes:

1. The above timetable is indicative only and assumes that the ASX grants a short-term extension to the automatic removal of the Company from the official list of the ASX.
2. The ASX has an absolute discretion in deciding whether to grant a short-term extension and therefore the Acquisition may not proceed if ASX exercises its discretion not to grant a short-term extension.
3. Completion of the Acquisition is subject to shareholder approval as required under the ASX Listing Rules and therefore the Acquisition may not proceed if such shareholder approval is not obtained.
4. The Company is required to re-comply with ASX's requirements for admission and quotation and therefore the Acquisition may not proceed if those requirements are not met.
5. The ASX has an absolute discretion in not deciding whether to re-admit the Company to the official list and to quote its securities and therefore the Acquisition may not proceed if ASX exercises that discretion not to re-admit the Company; and
6. Shareholders and investors should take account the above uncertainties in deciding whether to approve the Acquisition or buy or sell the Company's securities.

Disclaimer:

This Notice of Meeting has been prepared by the proponent of the deed of company arrangement, Caason Investments Pty Ltd (ACN 089 590 858), and is based on financial and other information located in the books and records provided by the Company and Woomera Exploration Limited.

The books and records of the Company received to date have been considered, but no independent verification of the information supplied has been undertaken by the Deed Administrators of the Company. The Deed Administrators of the Company have no reason to doubt the information contained in this Notice of Meeting. The statements and opinions made in this Notice of Meeting are made in good faith, and in the belief that such statements and opinions are not false or misleading.

AUSROC METALS LIMITED (SUBJECT TO DEED OF COMPANY ARRANGEMENT)

(ACN 073 155 781)

(TO BE RENAMED WOOMERA MINING LIMITED)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF AUSROC METALS LTD (SUBJECT TO DEED OF COMPANY ARRANGEMENT) (ACN 073 155 781) ('COMPANY') WILL BE HELD AT **MINTER ELLISON, 25 GRENFELL ST ADELAIDE SA 5000** ON **TUESDAY, 5 DECEMBER 2017** AT **11:30AM (ACDT)** ('MEETING') FOR THE PURPOSES OF TRANSACTING THE FOLLOWING BUSINESS.

Each of the Resolutions proposed to be put to Shareholders at the Meeting are set out in this Notice of Annual General Meeting ('Notice' or 'Notice of Meeting'). The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form accompanying this Notice of Meeting are hereby incorporated in and comprise part of this Notice.

The terms used and defined in the Explanatory memorandum have the same meaning when used in this Notice.

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in the Glossary, or where they are first used in the Notice or Explanatory Memorandum.

AGENDA

Item 1: Financial Reports

To consider and receive the Financial Statements, the Deed Administrators/Liquidators Report, and the Independent Auditor's Report contained within the Ausroc Metals Limited Annual Report for the year ended 30 June 2017.

No resolution is required for this item of business.

Resolution 1: (Advisory) to Adopt the Remuneration Report

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

"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the period ended 30 June 2017 and contained in the Annual Report (as set out on pages 5 to 7 of the Deed Administrators/Liquidators Report) for the Company be adopted."

Voting Exclusion Statement for Resolution 1

Advisory Resolution

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

Voting Restriction pursuant to Section 250R(4) of the Corporations Act

A vote on Resolution 1 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 ("KMP") whose remuneration details are included in

the Remuneration Report; and

- (b) a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- (d) the vote is cast by the chair of the Meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

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

Resolution 2: Consolidation of Capital

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

"That, subject to each of the other Acquisition Resolutions being passed, for the purposes of section 254H of the Corporations Act 2001 (Cth), Listing Rule 7.20, and for all other purposes, approval is given for consolidation of the issued share capital of the Company on the basis that every fifty (50) Shares be consolidated into one (1) Share, and where this results in a fraction of a Share being held by a Shareholder, the fraction being rounded up to the nearest whole Share. The Consolidation will take effect in accordance with the timetable set out in the Explanatory Memorandum."

Further details in respect of Resolution 2 are set out in the Explanatory Memorandum.

Resolution 3: Change to Nature and Scale of Activities

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

"That, subject to each of the other Acquisition Resolutions being passed, for the purposes of Listing Rule 11.1.2 and for all other purposes, the Company be authorised to make a significant change to the nature and scale of its activities on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement for Resolution 3

The Company will disregard any votes cast on this Resolution 3 by:

- (a) any person who might obtain a benefit (except a benefit solely in their capacity as holder of ordinary securities) if this Resolution is passed; and
- (b) any Associates of those persons.

However, the Company need not disregard a vote on Resolution 3, if:

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

Resolution 4: Approval of Acquisition of Woomera Exploration Ltd

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

*"That, subject to each of the other Acquisition Resolutions being passed, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Directors to issue up to 68,259,459 Shares (on a post-Consolidation basis) (**Consideration Shares**) to the WEX Shareholders (or each of their nominees) as consideration for the Acquisition on the terms and conditions set out in the Explanatory Memorandum".*

Voting Exclusion Statement for Resolution 4

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

- (a) any person who may participate in the proposed issue of the Consideration Shares, or any other person who might obtain a benefit (except a benefit solely in their capacity as holder of ordinary securities) if this Resolution is passed; and
- (b) any Associates of those persons.

However, the Company need not disregard a vote on Resolution 4, if:

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

Resolution 5: Issue of Shares and Options to Caason (or Caason Nominees)

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

"That, subject to each of the other Acquisition Resolutions being passed, for the purposes of Listing Rules 7.1, and for all other purposes, Shareholders approve and authorise the Directors to:

- (a) *issue up to 3,227,635 Shares (on a post-Consolidation basis) to Caason (or Caason Nominees) on terms and conditions set out in the Explanatory Memorandum (**Proponent Shares**);*
- (b) *issue 6,428,571 Shares (on a post-Consolidation basis) to Caason (or Caason Nominees at a deemed issue price of \$0.14 per Share (**Caason Shares**); and*
- (c) *issue 6,428,571 Options (on a post-Consolidation basis) to Caason (or Caason Nominees) at an exercise price of \$0.20 and on the terms and conditions set out in the Explanatory Memorandum (**Caason Options**),*

on the terms and conditions set out in the Explanatory Memorandum."

Further details in respect of Resolution 5 are set out in the Explanatory Memorandum.

Voting Exclusion Statement for Resolution 5

The Company will disregard any votes cast on this Resolution 5 by:

- (a) any person who may participate in the proposed issue of the Proponent Shares, the Caason Shares or the Caason Options, or any other person who might obtain a benefit (except a benefit solely in their capacity as holder of ordinary securities) if this Resolution is passed; and
- (b) any Associates of those persons.

However, the Company need not disregard a vote on Resolution 5, if:

- (c) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions

on the Proxy Form; or

- (d) 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.

Resolution 6: Issue of Shares and Options to Mr Robert Hunt

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

“That, subject to each of the other Acquisition Resolutions being passed, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Directors to:

- (a) *issue 1,904,264 Shares (on a post-Consolidation basis) to Hunt (or the Hunt Nominee) at a deemed issue price of \$0.14 per Share (**Hunt Shares**); and*
- (b) *issue 1,904,264 Options (on a post-Consolidation basis) to Hunt (or the Hunt Nominee) at an exercise price of \$0.20 (**Hunt Options**),*

on the terms and conditions set out in the Explanatory Memorandum”.

Further details in respect of Resolution 6 are set out in the Explanatory Memorandum.

Voting Exclusion Statement for Resolution 6

The Company will disregard any votes cast on this Resolution 6 by:

- (a) any person who may participate in the proposed issue of the Hunt Shares or Hunt Options, or any other person who might obtain a benefit (except a benefit solely in their capacity as holder of ordinary securities) if this Resolution is passed; and
- (b) any Associates of those persons.

However, the Company need not disregard a vote on Resolution 6, if:

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

Resolution 7: Issue of Shares to Trident Capital

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

*“That, subject to each of the other Acquisition Resolutions being passed, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Directors to issue 107,143 Shares (on a post-Consolidation basis) at a deemed issue price of \$0.14 per Share (**Trident Shares**) to Trident Capital on the terms and conditions set out in the Explanatory Memorandum”.*

Further details in respect of Resolution 7 are set out in the Explanatory Memorandum.

Voting Exclusion Statement for Resolution 7

The Company will disregard any votes cast on this Resolution 7 by:

- (a) any person who may participate in the proposed issue of the Trident Shares, or any other person who might obtain a benefit (except a benefit solely in their capacity as holder of ordinary securities) if this Resolution is passed; and
- (b) any Associates of those persons.

However, the Company need not disregard a vote on Resolution 7, if:

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

Resolution 8: Issue of Shares to Lithium Shareholders

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

*“That, subject to each of the other Acquisition Resolutions being passed, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Directors to issue 6,250,000 Shares (on a post-Consolidation basis) at a deemed issue price of \$0.14 per Share (**Lithium Consideration Shares**) to the Lithium Shareholders on the terms and conditions set out in the Explanatory Memorandum”.*

Further details in respect of Resolution 8 are set out in the Explanatory Memorandum.

Voting Exclusion Statement for Resolution 8

The Company will disregard any votes cast on this Resolution 8 by:

- (a) any person who may participate in the proposed issue of the Lithium Consideration Shares, or any other person who might obtain a benefit (except a benefit solely in their capacity as holder of ordinary securities) if this Resolution is passed; and
- (b) any Associates of those persons.

However, the Company need not disregard a vote on Resolution 8, if:

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

Resolution 9: Issue of options to Mr Gerard Anderson

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

*“That, subject to each of the other Acquisition Resolutions being passed, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Directors to issue 6,000,000 Options (on a post-Consolidation basis) to Mr Gerard Anderson at an exercise price of \$0.20 per Option (**Anderson Options**),*

on the terms and conditions set out in the Explanatory Memorandum”.

Further details in respect of Resolution 9 are set out in the Explanatory Memorandum.

Voting Exclusion Statement for Resolution 9

The Company will disregard any votes cast on this Resolution 9 by:

- (a) any person who may participate in the proposed issue of the Anderson Options, or any other person who might obtain a benefit (except a benefit solely in their capacity as holder of ordinary securities) if this Resolution is passed; and
- (b) any Associates of those persons.

However, the Company need not disregard a vote on Resolution 9, if:

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

Resolution 10: Issue of options to Mr Donald Triggs

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

*“That, subject to each of the other Acquisition Resolutions being passed, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Directors to issue 3,000,000 Options (on a post-Consolidation basis) to Mr Donald Triggs at an exercise price of \$0.20 per Option (**Triggs Options**),*

on the terms and conditions set out in the Explanatory Memorandum”.

Further details in respect of Resolution 10 are set out in the Explanatory Memorandum.

Voting Exclusion Statement for Resolution 10

The Company will disregard any votes cast on this Resolution 10 by:

- (a) any person who may participate in the proposed issue of the Triggs Options, or any other person who might obtain a benefit (except a benefit solely in their capacity as holder of ordinary securities) if this Resolution is passed; and
- (b) any Associates of those persons.

However, the Company need not disregard a vote on Resolution 10, if:

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

Resolution 11: Authority to issue Capital Raising Shares

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

*“That, subject to each of the other Acquisition Resolutions being passed, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Directors to issue at least 20,000,000 and up to 35,000,000 Shares (**Capital Raising Shares**), each at an issue price of \$0.20 (**Capital Raising**), on the terms and conditions set out in the Explanatory Memorandum.”*

Further details in respect of Resolution 11 are set out in the Explanatory Memorandum.

Voting Exclusion Statement for Resolution 11

The Company will disregard any votes cast on this Resolution 11 by:

- (a) any person who might obtain a benefit (except a benefit solely in their capacity as holder of ordinary securities) if this Resolution is passed; and
- (b) any Associates of those persons.

However, the Company need not disregard a vote on Resolution 11, if:

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

- (d) 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.

Resolution 12: Election of Mr Neville Martin as a Non-Executive Director and Chairman

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

"That, subject to each of the other Acquisition Resolutions being passed, Mr Neville Martin, being eligible and having consented to act, be:

(a) to the extent that Mr Neville Martin was appointed to fill a casual vacancy before the Meeting, re-elected as a Non-Executive Director and Chairman; or

(b) to the extent that Mr Neville Martin was not appointed to fill a casual vacancy before the Meeting, elected as a Non-Executive Director and Chairman with effect on and from the close of the Meeting,

in accordance with the Company's Constitution and the ASX Listing Rules."

Further details in respect of Resolution 12 are set out in the Explanatory Memorandum.

Resolution 13: Election of Mr David Lindh as a Non-Executive Director

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

"That, subject to each of the other Acquisition Resolutions being passed, Mr David Lindh, being eligible and having consented to act, be:

(a) to the extent that Mr David Lindh was appointed to fill a casual vacancy before the Meeting, re-elected as a Non-Executive Director; or

(b) to the extent that Mr David Lindh was not appointed to fill a casual vacancy before the Meeting, elected as a Non-Executive Director with effect on and from the close of the Meeting,

in accordance with the Company's Constitution and the ASX Listing Rules."

Further details in respect of Resolution 13 are set out in the Explanatory Memorandum.

Resolution 14: Election of Mr Donald Triggs as an Executive Director

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

"That, subject to each of the other Acquisition Resolutions being passed, Mr Donald Triggs, being eligible and having consented to act, be:

(a) to the extent that Mr Donald Triggs was appointed to fill a casual vacancy before the Meeting, re-elected as an Executive Director; or

(b) to the extent that Mr Donald Triggs was not appointed to fill a casual vacancy before the Meeting, elected as an Executive Director with effect on and from the close of the Meeting,

in accordance with the Company's Constitution and the ASX Listing Rules."

Further details in respect of Resolution 14 are set out in the Explanatory Memorandum.

Resolution 15: Election of Mr Joe Fekete as a Non-Executive Director

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

"That, subject to each of the other Acquisition Resolutions being passed, Mr Joe Fekete, being eligible and having consented to act, be:

- (a) *to the extent that Mr Joe Fekete was appointed to fill a casual vacancy before the Meeting, re-elected as a Non-Executive Director; or*
- (b) *to the extent that Mr Joe Fekete was not appointed to fill a casual vacancy before the Meeting, elected as a Non-Executive Director with effect on and from the close of the Meeting,*

in accordance with the Company's Constitution and the ASX Listing Rules."

Further details in respect of Resolution 15 are set out in the Explanatory Memorandum.

SPECIAL RESOLUTIONS

Resolution 16: Change of Company Name

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

"That, subject to each of the other Acquisition Resolutions being passed, for the purposes of section 157(1)(a) of the Corporations Act 2001 (Cth), and for all other purposes, the name of the Company be changed from Ausroc Metals Limited to Woomera Mining Limited effective on and from the date that is 14 days after completion of the Acquisition."

Further details in respect of Resolution 16 are set out in the Explanatory Memorandum.

Resolution 17: Amendment of Company's constitution

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

"That, subject to each of the other Acquisition Resolutions being passed, for the purposes of section 136(2) of the Corporations Act 2001 (Cth), and for all other purposes, each reference to "Ausroc Metals Limited" in the Company's constitution be deleted and replaced with a reference to "Woomera Mining Limited" effective on and from the date that is 14 days after completion of the Acquisition."

Further details in respect of Resolution 17 are set out in the Explanatory Memorandum.

PROXIES

Appointing a proxy

Members are entitled to appoint up to two proxies to act generally at the Meeting on their behalf, and to vote in accordance with their directions on the Proxy Form. A proxy need not be a Member. A personalised Proxy Form is attached to this Notice of Meeting.

Where two proxies are appointed, each proxy can be appointed to represent a specified proportion or number of the votes of the member. If no number or proportion of votes is specified, each proxy may exercise half of the member's votes. Neither proxy is entitled to vote on a show of hands if more than one proxy attends the Meeting.

If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each resolution by marking the appropriate boxes on the Proxy Form.

Completed Proxy Forms (together with any authority under which the Proxy Form was signed, or a certified copy of the authority) must be returned by 11:30am (ACDT) on 3 December 2017.

- (a) by mail to Share Registry as follows:

Attention: Nicole Lewis, Computershare Relationship Manager, Investor Services

Level 11, 172 St Georges Terrace

Perth WA 6000, Australia

- (b) personally to Share Registry:

Attention: Nicole Lewis

Level 11, 172 St Georges Terrace

Perth WA 6000, Australia

P +61 8 9323 2052 ext 6132052

M 0405 314 663

- (c) by email to Nicole.lewis@computershare.com.au

Further instructions are on the reverse of the Proxy Form.

Undirected Proxies and Voting Restrictions

Where permitted, the Chairman of the Meeting will vote undirected proxies in favour of all the resolutions. This will be on the basis that the Proxy Form expressly authorises the Chairman to vote undirected proxies even if the resolution is connected directly or indirectly with the remuneration of the Company's key management personnel.

Corporate representation

A corporation which is a member, or which has been appointed a proxy, may appoint an individual to act as a representative to vote at the Meeting. The appointment must comply with Section 250D of the *Corporations Act 2001 (Cth)*. The representative should bring to the Meeting evidence of his or her appointment unless it has previously been provided to the Share Registry.

VOTING EXCLUSION

Where a voting exclusion applies, 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.

ENTITLEMENT TO ATTEND AND VOTE AT THE MEETING

All members may attend the Meeting. The Directors have determined that for the purposes of voting at the Meeting, shares will be taken to be held by the persons who are registered as the holders of those shares as at 5.00 pm (ACDT) on 3 December 2017.

By Order of Christopher Michael Williamson and David Ashley Norman Hurt in their capacity as Deed Administrators of the Company

Ausroc Metals Limited

Signed by Christopher Michael Williamson and David Ashley Norman Hurt in their capacity as Deed Administrators of the Company.

Dated: 3 November 2017

The accompanying Explanatory Memorandum and Proxy Form including voting instructions form part of this Notice of Meeting.

EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

This Explanatory Memorandum accompanies and forms part of the Ausroc Metals Limited ('Company') Notice of Meeting for the Annual General Meeting to be held on 5 December 2017 at Minter Ellison, 25 Grenfell St Adelaide SA 5000 at 11:30 am (ACDT).

This Explanatory Memorandum should be read in conjunction with, and forms part of, the accompanying Notice of Meeting. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Acquisition Resolutions set out in the Notice.

For the avoidance of doubt, Resolutions 2 to 17 (inclusive) in the Notice of Meeting, are referred to as "**Acquisition Resolutions**" throughout this Notice.

Resolutions 2 to 17 (inclusive) are inter-conditional on all of those Resolutions being approved. If any of Resolutions 2 to 17 (inclusive) are not passed, then all of Resolutions 2 to 17 (inclusive) will be taken to have been rejected by Shareholders.

If the Acquisition Resolutions are not passed and the Acquisition of WEX is not completed, the Deed Administrators anticipate that the Company will be removed from the official list of the ASX in accordance with section 3.4 of ASX Guidance Note 33 *Removal of Entities from the ASX Official List*.

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

1. Overview

1.1 Background to Resolutions

The purpose of the Acquisition Resolutions is to obtain Shareholder approval to enable the Company to complete the proposed Acquisition and to enable trading of the securities in the Company to be re-instated by the ASX following the Company's re-compliance with Chapters 1 and 2 of the ASX Listing Rules.

This Explanatory Memorandum set outs the details of the proposed Acquisition and the relevant terms.

1.2 Background on the Company

Ausroc Metals Ltd was listed on the ASX on 15 September 2005 (then named "Monaro Mining NL"), and its original activities involved the exploration of minerals and development of mining tenements.

1.3 Suspension of ASX trading and Appointment of Administrator

The Company's securities were suspended from official quotation on ASX on 27 November 2014.

On 23 August 2016, Christopher Michael Williamson and David Ashley Norman Hurt were appointed joint and several liquidators of the Company pursuant to an Order of the Supreme Court of Western Australia (COR 138 of 2016) (**Liquidators**).

At a meeting of creditors held on 9 February 2017, the creditors of the Company resolved to appoint Christopher Michael Williamson and David Ashley Norman Hurt as voluntary administrators (**Administrators**).

On or about 14 July 2017, the Company entered into a deed of company arrangement and a reconstruction deed with the Administrators and the proponent of the deed of company arrangement, Caason Investments Pty Ltd (ACN 089 590 858). Accordingly, the Administrators became Deed Administrators under the deed of company arrangement.

The terms of the deed of company arrangement and a reconstruction deed were then subsequently amended on or about 12 October 2017.

The Deed Administrators estimate that the claims of the Company's Creditors are approximately \$8,720,836.45 of which \$5,848,637.50 is owing to secured creditors and \$2,872,198.95 is owing to unsecured creditors. None of the secured creditors are related parties of the Company.

On 2 November 2017, the Supreme Court of Western Australia ordered that the winding up of the Company be terminated with effect on and from 2 November 2017.

1.4 Potential Removal of the Company from the official list of the ASX

As of 6 December 2017 (**Removal Date**), the Company securities will have been suspended from trading for a continuous period of 3 years and the Company may be automatically removed from the official list of the ASX on the Removal Date in accordance with paragraph 3.4 of ASX Listing Rules Guidance Note 33.

However, pursuant to paragraph 3.4 of the ASX Listing Rules Guidance Note 33, ASX may grant a short extension of the 3-year deadline for the automatic removal of a long-term suspended entity if the Company can demonstrate to ASX's satisfaction that it is in the final stages of implementing a transaction that will lead to the resumption of trading in its securities.

If the Acquisition Resolutions are passed by the shareholders, the Company considers that there are reasonable prospects that it will be in a position to satisfy the necessary requirements of the ASX under paragraph 3.4 of the ASX Listing Rules Guidance Note 33 to seek a short extension of the 3-year deadline for the automatic removal of the Company from the official list of the ASX in order to complete the Acquisition and seek reinstatement to official quotation.

2. Summary of the Transaction

2.1 Background

On or about 14 July 2017, the Company entered into a deed of company arrangement and a reconstruction deed with the Administrators and the proponent of the deed of company arrangement, Caason Investments Pty Ltd (ACN 089 590 858) (**Caason**) to allow for the recapitalisation of the Company and ultimately the termination of the winding up of the Company.

On 8 September 2017, Caason as the proponent under the deed of company arrangement entered into a term sheet with Woomera Exploration Limited (ACN 150 741 352) (**WEX**) pursuant to which Caason would, to the extent possible as the proponent under the DOCA, procure that the Company acquire all ordinary shares issued in WEX (**Acquisition**).

The terms of the deed of company arrangement and reconstruction deed were subsequently amended on or about 12 October 2017.

Pursuant to the Deed of Company Arrangement and the Reconstruction Deed, the Company has agreed to:

- (a) execute a deed of accession pursuant to which the Company agrees to observe, perform and be bound by all terms of the Term Sheet; and
- (b) do all things reasonably necessary to give effect to the Term Sheet, including completing the Acquisition, immediately upon the termination of the Deed of Company Arrangement.

Once the Acquisition has been completed by the Company, WEX will become a wholly owned subsidiary of the Company.

2.2 About Caason

Caason Investments Pty Ltd (ACN 089 590 858) (**Caason**) is a sophisticated investments group and private family office with interest in international trade, direct investment, sustainable development and innovation across multiple sectors and diverse markets. The Caason Group has developed and acquired a portfolio of quality assets and businesses.

Caason is a secured creditor of the Company and Caason's director, Mr Craig Astill currently holds approximately 8.86% of the issued shares in the Company.

2.3 Woomera Exploration Limited (ACN 150 741 352)

WEX is a registered unlisted public company limited by shares which operates a mining business in South Australia and Western Australia with one wholly owned subsidiary, Norsa Exploration Pty Ltd (ACN 156 268 727) (**Norsa**).

WEX holds approximately 5,584 km² of tenements in the highly prospective Musgrave Province and Gawler Craton regions of South Australia, comprising 6 Exploration Licences (**ELs**) and 3 Exploration Licence Applications (**ELAs**). Three of the ELs and 1 ELA are located within the Musgrave Province and the remaining 3 ELs and 2 ELAs are located within the Gawler Craton. Exploration rights within these regions are tightly held with holdings by several of Australia's biggest mining companies.

WEX commenced preliminary exploration operations in May 2011 immediately following the Australian government's announcement of the relaxing of access conditions to the Woomera Prohibited Area. Exploration principally involved conducting studies of available technical information with a view to developing a good understanding of the potential of these assets.

2.4 WEX's acquisition of Volt Lithium Pty Ltd (ACN 612 465 237) and Liquid Lithium Pty Ltd (ACN 612 730 337)

In addition to the tenements in South Australia, WEX has entered into agreements to acquire Volt Lithium Pty Ltd (ACN 612

465 237) and Liquid Lithium Pty Ltd (ACN 612 730 337) which together own a lithium tenement package situated in Western Australia which is highly prospective for hard rock lithium and the potential for lithium rich brine style mineralisation. Upon completion of the acquisitions Volt Lithium Pty Ltd and Liquid Lithium Pty Ltd those entities will become wholly owned subsidiaries of WEX in addition to Norsa.

2.5 WEX Directors

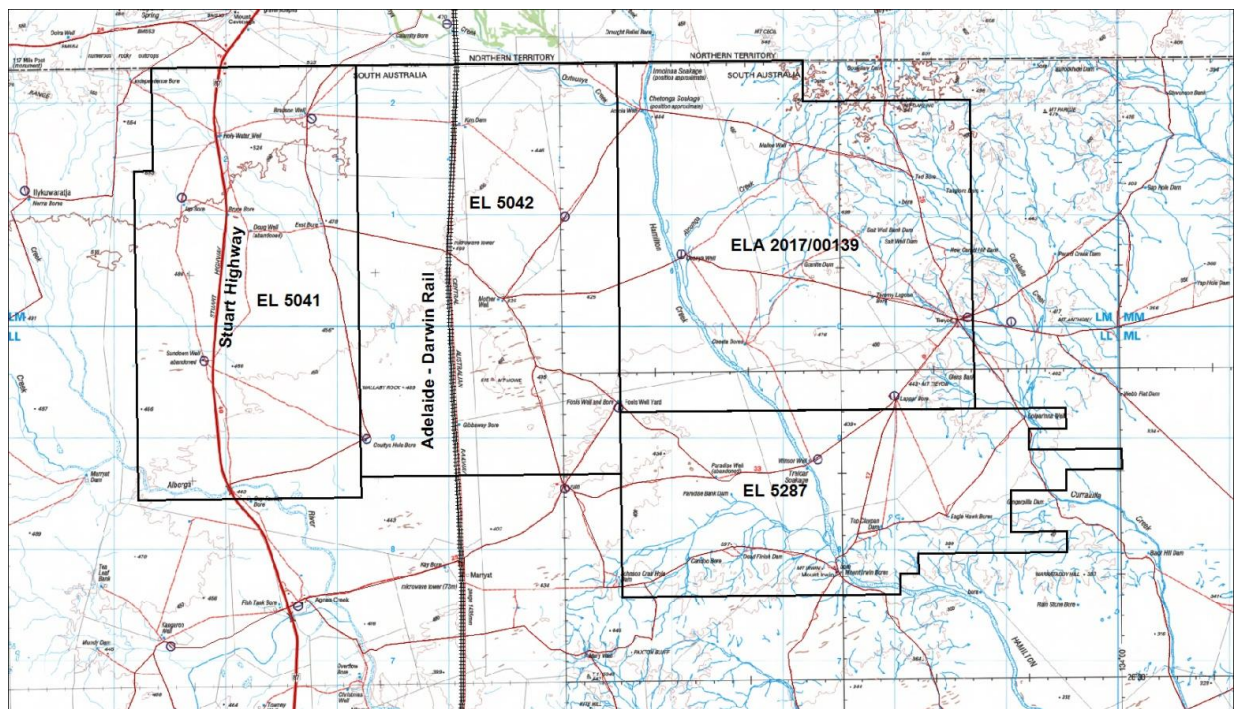
WEX's current board of directors comprise of individuals with the relevant experience and skills, including industry and business knowledge, financial management and corporate governance skills required to successfully operate a mining exploration business. The current board of directors of WEX comprise of:

- (a) Mr Gerard Anderson (Managing Director);
- (b) Mr Neville Martin (Non-Executive and Chairman);
- (c) Mr Donald Triggs (Executive Director); and
- (d) Mr David Lindh (Non-Executive Director).

2.6 Musgrave Block

On 11 September 2017, WEX entered into a binding heads of agreement with OZ Exploration Pty Ltd (ACN 137 626 914) (**OZ Exploration**) (a wholly owned subsidiary of ASX list OZ Minerals Limited (ACN 005 482 824) (ASX:OZL)) in relation to a series of mining tenements in the Musgrave Province in South Australia (**Musgrave Tenements**) pursuant to which OZ Exploration Pty Ltd agrees to complete a Reverse Circulation drilling program totalling 3,850 metres on the tenements with the Musgrave Province (**OZ Minerals HOA**).

Figure 1 – Location of Musgrave tenements



The key terms of the OZ Minerals HOA are as follows:

- (a) the OZ Minerals HOA is conditional on the execution of a Native Title Mining Agreement (**NTMA**) with the Tjajiwara Unmurru (the relevant recognised native title claimants);
- (b) the Reverse Circulation drilling program is to be completed by OZ Exploration on or before the period of 12 months from the date that WEX gives OZ Exploration written notice that the NTMA has been entered into with the traditional owners of the relevant land (**Effective Date and Stage 1 Commitment**);
- (c) on completion of the Stage 1 Commitment, OZ Exploration may elect to earn a 51% interest in the Musgrave Tenements by funding \$2,500,000 of exploration expenditure (inclusive of the Stage 1 Commitment expenditure) within 18 months of the Effective Date (**Stage 2 Commitment**);

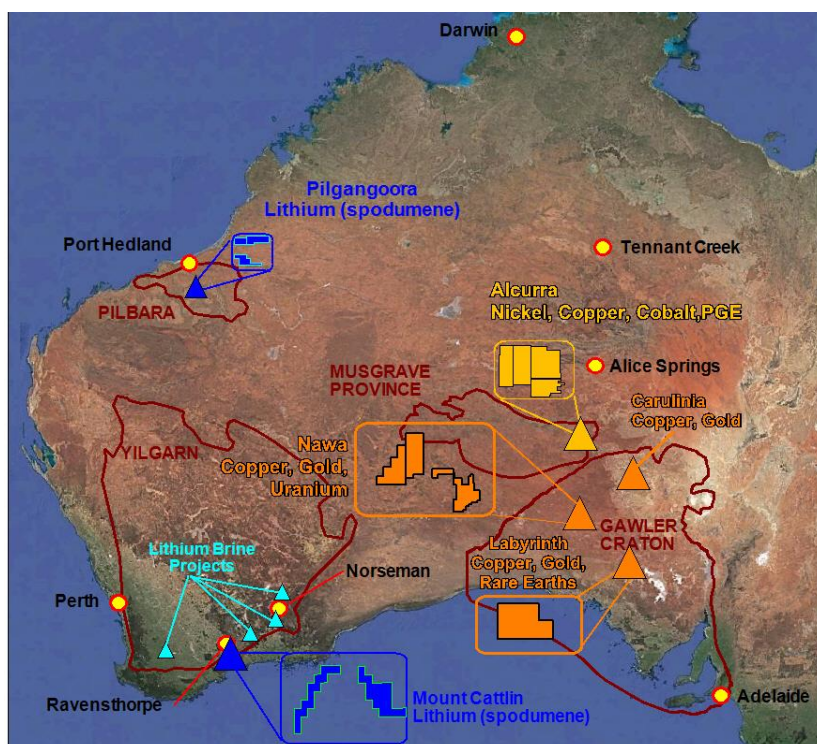
- (d) upon OZ Exploration meeting its Stage 2 Commitment, OZ Exploration will be entitled to a 51% interest in the Musgrave Tenements and the parties must execute all documents required under the *South Australian Mining Act 1978* (SA) to effect a transfer of a 51% interest in the Musgrave Tenements from WEX to OZ Exploration;
- (e) if OZ Exploration becomes entitled to the 51% interest in the Musgrave Tenements a joint venture will come into effect between the parties with the initial joint venture interest being: OZ Exploration 51% and WEX 49%;
- (f) within 60 days of the commencement of the joint venture, OZ Exploration may, by written notice to WEX, elect to earn a further 24% interest in the Musgrave Tenements by spending a further \$5,000,000 on exploration within 24 months of the commencement of the joint venture (**Stage 3 Commitment**); and
- (g) upon OZ Exploration meeting its Stage 3 Commitment, OZ Exploration will become entitled to hold a 75% interest in the Musgrave Tenements and the parties must execute all documents required under the *South Australian Mining Act 1978* (SA) to effect such outcome.

2.7 Current Tenements

Apart from WEX's tenements in the Musgrave Province (which are subject to the OZ Minerals HOA), all of the South Australian tenements are currently 100% owned by WEX. Upon completion of the acquisition of Volt Lithium Pty Ltd and Liquid Lithium Pty Ltd, the Western Australian hard rock and lithium rich brine projects will also be 100% controlled by WEX.

WEX's tenements provide the Company with strong exposure to several strategic and expanding metals markets, namely copper ($\pm$ gold, uranium), nickel, cobalt and lithium.

Figure 2 – Overview of tenements:



(a) South Australia Granted Tenements

The table below sets out the tenements situated in South Australia for which exploration licences have been granted as at the date of Notice of Meeting. WEX's strategy is to explore these tenements; in the case of the Musgrave Province under the farm in arrangements contemplated in the OZ Minerals HOA; and otherwise by WEX directly:

Tenement Name	Number	Location	Area (km ²)	Status	Expiry Date	Notes
Sundown	EL 5041 (Subsequent ELA 2017/00156)	Musgrave Province	768	Granted	10 October 2017**	Held by WEX. Subject of the Oz Minerals

Tenement Name	Number	Location	Area (km ²)	Status	Expiry Date	Notes
						HOA
Mount Howe	EL 5042 (Subsequent ELA 2017/00157)	Musgrave Province	854	Granted	10 October 2017**	Held by WEX. Subject of the Oz Minerals HOA
Mount Irwin	EL 5287	Musgrave Province	595 ++	Granted	24 June 2018	Held by Norsa. Subject of the Oz Minerals HOA
Mount Carulinia	EL 5040 (Subsequent ELA 2017/00155)	Gawler Craton	401	Granted	10 October 2017**	Held by WEX
Whymlet	EL 5113 (Subsequent ELA 2017/00182)	Gawler Craton	266	Granted	28 November 2017**	Held by WEX
Tallaringa	EL 5116 (Subsequent ELA 2017/00183)	Gawler Craton	923 ++	Granted	28 November 2017**	Held by WEX

Note:

++ tenement is subject of a partial surrender of area

** the Exploration Licence is in its final term and an application for a subsequent licence has been submitted.

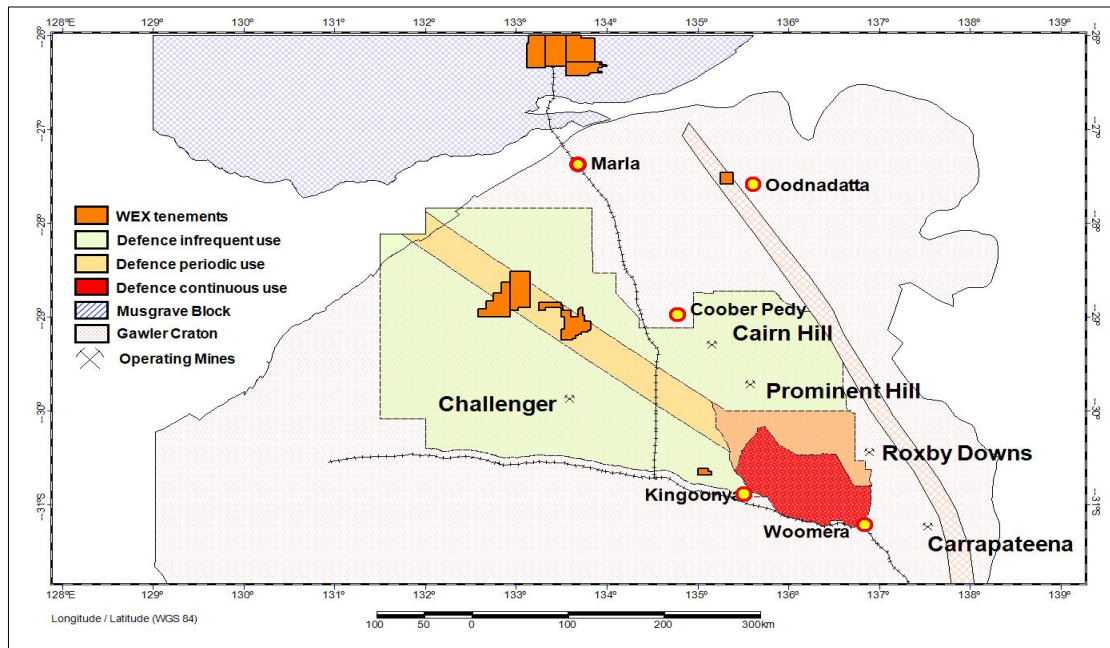
Each of EL 5040 (Subsequent 2017/00155), EL 5041 (Subsequent ELA 2017/00156) and EL 5042 (Subsequent ELA 2017/00157) have reached their 5-year anniversary of being granted, and as is required in South Australia, WEX has submitted Subsequent Licence Applications to retain each of these tenements.

The Department of Premier and Cabinet of South Australia – Mineral Resources Division (**Department**) has confirmed that the Department will progress EL 5041 (Subsequent ELA 2017/00156) and EL 5042 (Subsequent ELA 2017/00157) to grant.

The Department has also indicated that they will grant EL 5040 (Subsequent ELA 2017/00155), EL 5113 (Subsequent ELA 2017/00182) and EL 5116 (Subsequent ELA 2017/00183), however, WEX is obliged to reduce the area of its holding by 25%. In order to meet the reduction requirement, WEX has surrendered all of its previously held EL 5286 in the Eastern Musgrave and submitted partial surrender documents to reduce EL 5116 (Subsequent ELA 2017/00183) by 446 km² and EL 5287 by 90 km².

As a result, it is anticipated that EL 5116 (Subsequent ELA 2017/00183) will be reduced to a total area of 462 km² and EL 5287 will be reduced to a total area of 505 km². Final confirmation of a reduction in area is expected in a subsequent confirmation from the Department.

Figure 3 – Tenements in South Australia:

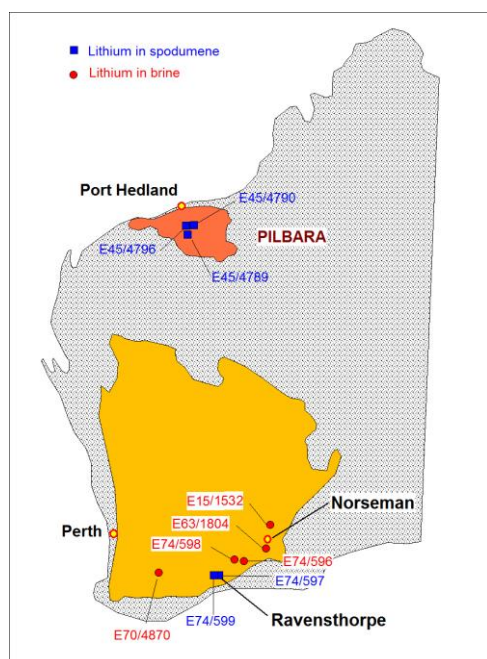


(b) Western Australia Granted Tenements

The below sets out the tenements situated in Western Australia for which exploration licences have been granted as at the date of this Notice of Meeting. These tenements are held by Volt Lithium Pty Ltd and Liquid Lithium Pty Ltd, which companies are to be acquired by WEX.

Tenement Name	Number	Location	Area (km ²)	Status	Expiry Date	Notes
Magpie Range Pilgangoora	E45/4790	Central Pilbara	64	Granted	6 June 2022	Held by Volt Lithium Pty. Ltd.
Peak Charles Salt Lake	E74/596	SE Yilgarn	92	Granted	3 May 2022	Held by Volt Lithium Pty. Ltd.
Mt Cattlin East	E74/597	SE Yilgarn / Ravensthorpe	56	Granted	3 January 2022	Held by Volt Lithium Pty. Ltd.
Lake Dundas	E63/1804	SE Yilgarn/ Norseman	57	Granted	30 April 2022	Held by Liquid Lithium Pty. Ltd.
Lake Sharpe	E74/598	SE Yilgarn	60	Granted	27 April 2022	Held by Liquid Lithium Pty. Ltd
Mt. Cattlin East West	E74/599	SE Yilgarn / Ravensthorpe	40	Granted	17 January 2022	Held by Liquid Lithium Pty. Ltd
Magpie Range West	E45/4796	Central Pilbara	29	Granted	4 July 2022	Held by Liquid Lithium Pty Ltd.
Lake Cowan	E15/1532	SE Yilgarn/ Norseman	3	Granted	4 May 2022	Held by Liquid Lithium Pty. Ltd

Figure 4- Western Australia tenement locations (including applications for tenements)



2.8 Applications for Tenements

(a) South Australian Applications for Tenements

The below table sets out the tenements situated in South Australia which are presently the subject of Exploration Licence Applications. These tenements are not granted exploration licences and until granted the WEX cannot undertake any exploration operation on the relevant land.

Tenement Name	Number	Location	Area (km ²)	Status	Notes
Great Central Desert	ELA 2012/00119	Gawler Craton	929	Not Granted – under Application	Application by Norsa.
Great Victorian Desert	ELA 2012/00120	Gawler Craton	848	Not Granted – under Application	Application by Norsa.
Not applicable	ELA 2017/00139	Musgrave Province	929	Not Granted – under Application	Application by WEX. Subject of the Oz Minerals HOA

The Department has confirmed that the Department will progress ELA 2017/00139 to grant.

(b) Western Australian Applications for Tenements

The below table sets out the tenements situated in Western Australia which are the subject of applications for the grant of exploration licences by Volt Lithium Pty Ltd and Liquid Lithium Pty Ltd.

Tenement Name	Number	Location	Area (km ²)	Status	Notes
Turner Siding Pilgangoora	E45/4789	Central Pilbara	57	Not Granted – under Application	Application by Volt Lithium Pty Ltd.

Tenement Name	Number	Location	Area (km ²)	Status	Notes
Dumbleyung Salt Lake	E70/4870	SE Yilgarn	86	Not Granted – under Application	Application by Volt Lithium Pty Ltd.

2.9 Summary of WEX's tenements

(a) Musgrave Block Alcurra Ni-Cu-Co-PGE Project (SA)

The Musgrave Province is considered highly prospective for intrusion hosted nickel copper sulphide deposits within the Giles Complex, which is part of the Warakurna Large Igneous Province, one of the largest layered mafic to ultramafic igneous provinces in the world.

WEX's tenements in the Musgrave Province (EL 5041, EL 5042 & EL 5287) are considered by WEX to be highly prospective for Nebo-Babel style magmatic Ni-Cu-Co-PGE sulphide and are the subject of binding OZ Minerals HOA providing for Oz Minerals to farm-in to those tenements under a work commitment arrangement. There is also recognised potential for base metal mineralisation.

The Alcurra Project consists of a large number of magnetic/gravity/EM geophysical targets supported by geochemical sampling and some drilling. Five drill ready targets including the Cavanagh target will be priority drill tested under the Farm-in Agreement under the OZ Minerals HOA. The details of the OZ Minerals HOA appear in Section 2.6.

(b) The Gawler Craton tenements

The Gawler Craton is considered highly prospective for a spectrum of mineral deposits including IOCGs, ISCGs, Pb - Zn, Au and Ag, which are temporally linked to the Hiltaba Suite and Gawler Range Volcanics (GRV) magmatic event (1595 - 1570Ma). These include the formation of the well known IOCG deposits of Olympic Dam, Prominent Hill, Carrapateena and Hillside which demonstrate the high potential for further IOCG type deposits in the region.

While there has been a significant amount of exploration and discoveries made in the Gawler Craton, there is a vast quantity of almost untouched exploration space which remains available. For many of these areas, the remote location and the presence of cover has hindered exploration activities. The relaxing of access conditions by the Australian Government in respect of the Woomera Prohibited Area has created a unique opportunity to access a prospective region within the Woomera Prohibited Area which has been subjected to only limited exploration in the past. The Woomera Prohibited Area is subject to a co-existence protocol with the Department of Defence which has relaxed previous restrictions and provides access for non-Defence users apart from certain excluded periods

Under a co-existence framework, the Department of Defence remains the primary user of the Woomera Prohibited Area. The Woomera Prohibited Area is divided into "green", "amber" and "red" access zones, each offering different levels of access or time-share to non-Defence users.

Four of WEX's Gawler Craton Tenements, being EL5113, EL5116, ELA 2012/00119 and ELA 2017/00139 fall within the Woomera Prohibited Area as follows:

- (a) EL5113 is located within the "Infrequent Defence Use" exclusion zone (Green Zone) in which WEX will have a presumption of access, however, WEX may be required to evacuate for up to 56 days a year; and
- (b) EL 5116 and ELA 2012/00119 and ELA 2012/00120 are located within the "Periodic Defence Use" exclusion zone (Amber Zone 2) which could exclude the WEX from conducting exploration operations on the tenement area for up to 70 days a year and requires the Company to give 3 months' notice of exploration activity.

None of the above regulatory requirements in respect of the Woomera Prohibited Area are anticipated to adversely affect the WEX's exploration plans.

(i) Gawler Craton Carulinia IOCGU Project (SA)

The Carulinia project (EL 5040) is WEX's only Gawler Craton tenement that falls outside the Woomera Prohibited Area and is situated approximately 10 km west of Oodnadatta on the Torrens Hinge Zone which is a complex structure defining the eastern margin of the Gawler Craton.

The primary target on EL 5040 is a large coincident gravity (14 mGal) and magnetic (1000nT) anomaly which has striking similarities to those signatures over Olympic Dam and Carrapateena. There is a thick cover sequence in the project area that has been a deterrent to extensive investigations. Only two drill holes have

intersected basement and the vast majority of the tenement remains unexplored.

Recent 3D magnetic and gravity inversion modelling undertaken by WEX indicate that the Mount Carulinia anomaly is composed of a highly magnetic core, surrounded by high density gravity shell. None of the historic drill holes previously undertaken by other companies intersected the high grade gravity shell associated with the target.

(ii) Gawler Craton Labyrinth Ni-Cu Project (SA)

The Labyrinth project (EL 5113) covers an area of 266 km² and lies within Woomera Prohibited Area in the central Gawler Craton approximately 30 Kms north-west of Kingoonya and 40 Kms north-east of Tarcoola between the Stuart Highway and the Adelaide-Darwin rail. The prospectivity of a large portion of EL 5113 remains unknown, due to the limited exploration completed over the tenement to date, however previous drilling has revealed the potential for Ni-Cu sulphide and rare earth mineralisation in peridotites and basalts respectively.

The western portion of the tenement is highly prospective for gold mineralisation. Elsewhere on the tenement, there exists the potential for Lithium Brines with Lake Labryinth.

(iii) Gawler Craton Nawa Project (SA)

This project is situated within EL 5116 and ELA 2012/00119 and ELA 2012/00120, all within the Woomera Prohibited Area. The presence of a Hiltaba Suite in the project area highlights the potential for a variety of mineralisation styles including IOCG deposits. There is also the potential for BIF hosted gold mineralisation.

(c) Yilgarn Craton and Pilbara Craton tenements

WEX, through its acquisition of Volt Lithium Pty Ltd and Liquid Lithium Pty Ltd, will acquire approximately 544 km² of tenement within the Yilgarn Craton and Pilbara Craton (including the Western Australia tenements under application set out in section 2.8(b)). Six of the granted tenements and one of the tenement applications are located within the Yilgarn Craton and the two remaining granted tenements and one tenement application are located within Pilbara Craton.

The Pilbara and Yilgarn cratons are both prospective for hard rock spodumene mineralization. The Yilgarn Craton contains a number of non-perennial salt lakes considered to be prospective for lithium enriched brine mineralization. This prospective for lithium enriched brine mineralization is supported by a regional analysis by Geoscience Australia ranking the Yilgarn as one of several regions favourable to host lithium enriched brines.

(i) Pilgangoora Lithium Project (WA)

The Pilgangoora 'hard rock' lithium project (E45/4790, E45/4789 & E45/4796) is a highly prospective tenement package located in the Pilbara Craton.

WEX's Pilgangoora tenements are proximal to the Pilgangoora Lithium-Tantalum Project of Pilbara Minerals Limited which has an Indicated and Inferred Resource of 156.3 million tonnes grading 1.25% Li₂O (lithia) and 128ppm Ta₂O₅ (tantallite) containing 1.57 million tonnes of lithium oxide and 44.2 million pounds of Ta₂O₅ making it one of the larger pegmatite hosted Lithium projects in the world (ASX:PLS Announcement, 25 January 2017).

South-west along the Wodgina-Strelley shear is the Wodgina Lithium Mine which has announced a resource 120Mt @ 1.28% Li₂O (ASX:MIN Announcement, 28 April 2017) and to the east, Altura Mining has announced a resource of 40.3Mt @ 1.0% Li₂O (ASX:AJM Announcement, 30 January 2017).

(ii) Mt Cattlin Lithium Project (WA)

WEX's Mount Cattlin Lithium project comprises two exploration licences (E74/597 and E74/599) covering an area of approximately 96 km² and is located immediately north of Ravensthorpe, WA.

The WEX tenements lie on the boundary of the Ravensthorpe greenstone belt where the Geological Survey of WA have noted that structurally controlled lithium hosted pegmatites are widespread. The tenements are considered to be prospective for hard rock lithium mineralisation based on geological and structural analogues drawn from the nearby Mount Cattlin lithium discovery of Galaxy Lithium Australia Limited. WEX considers that structurally controlled lithium hosted pegmatites are widespread through the area of these tenements and that early stage exploration is warranted.

(iii) WA Lakes Lithium Project (WA)

The lithium rich brine projects (Lake Dundas E63/1804, Lake Cowan E15/1532, Lake Dumbleyung E70/4870,

Lake Sharpe E74/598 and Peak Charles Salt Lake E74/596) lie within the Yilgarn Craton, which is identified as a region rated favourably to host lithium enriched brines in salt lakes. The prospects for these lakes to host lithium enriched brines varies from lake to lake however WEX considers that each lake warrants further evaluation.

E70/4870 is within an environmentally sensitive area with Dumbleyung Lake Nature Park and Cobline Nature Reserve covering a significant portion of the tenement.

2.10 Terms of the Transaction

The principal terms of the Term Sheet between Caason and WEX dated 8 September 2017 are as follows:

- (a) Completion of the Term Sheet is subject to a series of conditions precedent including:
 - (i) the DOCA being completed in accordance with its terms;
 - (ii) a Court of competent jurisdiction making an order to the effect that the winding up of the Company is or will be terminated or indefinitely stayed pursuant to section 482 of the Corporations Act or otherwise;
 - (iii) the non-underwritten Capital Raising is undertaken and completed by the Company;
 - (iv) the Company executing definitive transaction documents; and
 - (v) the Company obtaining all necessary regulatory approvals (including any ASX waivers and ASIC relief including deferred relief to hold the 2017 annual general meeting outside the period required under section 250N of the Corporations Act) it requires to complete the Acquisition.
- (b) Caason will procure the Company to acquire, and WEX will procure the WEX Shareholders to sell, 100% of the issued share capital of WEX and seek re-admission to the Office List of the ASX;
- (c) The aggregate consideration for the acquisition of 100% of the issued share capital of WEX is the Consideration Shares, being 68,259,459 ordinary shares in the Company (on a post-Consolidation basis);
- (d) The aggregate consideration for the acquisition of 100% of the issued share capital in Volt Lithium Pty Ltd and Liquid Lithium Pty Ltd by WEX is a total aggregate cash payment of \$500,000 and the issue of the Lithium Consideration Shares to the Lithium Shareholders, being 6,250,000 ordinary shares in the Company (on a post-Consolidation basis);
- (e) The Company will also issue 3,227,635 Shares (on a post-Consolidation basis) to Caason (or Caason Nominees) in consideration for the payment, by Caason (or the Caason Nominee) of the amount of \$451,869 in the Creditors' Fund under the DOCA (**Proponent Sum**) (noting that the number of Shares may be subject to change in accordance with the terms of the DOCA, depending upon the final quantum of the Proponent Sum);
- (f) Caason, as a secured creditor of the Company, will forgive \$2,329,199 of its total \$3,229,199 secured debt owed by the Company with the balance of \$900,000 (**Reduced Caason Debt**) to be converted into the securities set out in section 2.10(g);
- (g) The Company will issue to Caason (or Caason Nominees):
 - (i) 6,428,571 Shares (on a post-Consolidation basis) to Caason (or the Caason Nominee) at a deemed issue price of \$0.14 per Share (**Caason Shares**); and
 - (ii) 6,428,571 Options (on a post-Consolidation basis) to Caason (or the Caason Nominee), exercisable within 3 years from the date of issue, at an exercise price of \$0.20 per Option (**Caason Options**),in full satisfaction of the Reduced Caason Debt (collectively referred to as the "**Caason Party Securities**");
- (h) The Company will also issue to Hunt:
 - (i) 1,904,264 shares (on a post-Consolidation basis), which represents a price of \$0.14 per share (**Hunt Shares**); and
 - (ii) 1,904,264 options exercisable at \$0.20 expiring two years after the date of issue (**Hunt Options**)(collectively referred to herein as "**Hunt Securities**");

- (i) The Company will conduct the non-underwritten Capital Raising pursuant to the Prospectus;
- (j) The Company will pay a cash reimbursement of \$202,720.07 (incl GST) to Caason out of the proceeds of the non-underwritten Capital Raising;
- (k) The Company will enter into a share sale agreement with each of the WEX Shareholders pursuant to which the WEX Shareholders will sell 100% of the issued capital in WEX to the Company on the terms consistent with the Term Sheet; and
- (l) Upon completion of the DOCA and Reconstruction Deed, the existing Director of the Company will resign as Director of the Company and casual vacancies nominated by Caason and WEX will be appointed to the Board (see section 2.11) with effect on and from Completion of the DOCA and Reconstruction Deed.

2.11 Proposed Board of Directors of the Company

Pursuant to, and on completion of, the DOCA and Reconstruction Deed, the existing Director of the Company will resign as Director of the Company and:

- (a) Mr Gerard Anderson will be appointed as Managing Director;
- (b) Mr Neville Martin will be appointed as Non-Executive and Chairman);
- (c) Mr David Lindh will be appointed as Non-Executive Director;
- (d) Mr Donald Triggs will be appointed as Executive Director; and
- (e) Mr Joe Fekete will be appointed as Non-Executive Director

(collectively referred to as “**Casual Vacancy Directors**”),

to fill the casual vacancies of the Board until the Meeting.

If the Casual Vacancy Directors are appointed to the Board prior to the Meeting, then pursuant to ASX Listing Rule 14.4 each of the Casual Vacancy Directors (with exception to Mr Gerard Anderson who will be appointed as Managing Director) will hold office only until the Meeting where they will retire from the Board and offer themselves for re-election.

ASX Listing Rule 14.4 does not apply to a managing director, therefore, Mr Gerard Anderson will not retire from the Board and is not required to seek re-election.

If the Casual Vacancy Directors are appointed to the Board prior to the Meeting, then it is proposed that the each of the Casual Vacancy Directors (with exception to Mr Gerard Anderson) be re-appointed as directors of the Company in accordance with Resolutions 12, 13, 14 and 15.

If, however, the Casual Vacancy Directors are not appointed to the Board prior to the Meeting, then each of the Casual Vacancy Directors (with exception to Mr Gerard Anderson) seek election to the Board with effect on and from the date of the Meeting.

In any event, once the Casual Vacancy Directors (excluding Mr Gerrard Anderson) are appointed to the Board they intend to appoint Mr Gerard Anderson as Managing Director.

See Sections 15.2, 16.2, 17.2, 18.2 and 19.2 of this Explanatory Memorandum for further information regarding the skills, qualifications and experience of the Managing Director and each of the Casual Vacancy Directors.

2.12 Pro forma balance sheet

An unaudited pro forma balance sheet is set out in Schedule 1 showing the effect of the Acquisition on the Company. It assumes that all the Acquisition Resolutions are passed and that the events the subject of the Acquisition Resolutions have occurred.

2.13 Audited Accounts

Audited financial accounts of WEX for the financial years ending 30 June 2017 and 30 June 2016 are set out in Schedule 3.

2.14 Impact of proposed Acquisition on the Company's capital structure

There are currently 304,773,963 Shares on issue in the Company.

The Company's indicative capital structure upon Completion of the Acquisition Resolutions is set out in the table below. All figures are expressed on post-Consolidation basis.

Shares	Number of Shares
Shares on issue as at the date of the Notice (post Consolidation)	6,095,480
Shares to be issued to WEX Shareholders in consideration for the acquisition of 100% of the issued shares in WEX (subject of Resolution 4)	68,259,459
Shares to be issued to Caason (or the Caason Nominee) in consideration for the payment of the Proponent Sum (subject of Resolution 5)	3,227,635
Shares to be issued to Caason (or the Caason Nominee) in satisfaction of the Reduced Caason Debt (subject of Resolution 5)	6,428,571
Shares to be issued to Mr Robert Hunt in full and final satisfaction of secured debt obligations owed by the Company to Hunt (subject of Resolution 6)	1,904,264
Shares to be issued to Trident Capital in full and final satisfaction of the Trident Conversion Debt (subject of Resolution 7)	107,143
Shares to be issued to Lithium Shareholders as partial consideration for the acquisition of 100% of the issued shares in Volt Lithium Pty Ltd and Liquid Lithium Pty Ltd by WEX (subject of Resolution 8)	6,250,000
Shares to be issued pursuant to the Capital Raising (subject of Resolution 11)	Up to 35,000,000
Maximum total number of Shares on issue on completion of the Acquisition	127,272,552
Options	
Options on issue as at the date of the Notice	Nil
Options to be issued to Caason (or the Caason Nominee) in satisfaction of the Reduced Caason Debt (subject of Resolution 5)	6,428,571
Option to be issued to Mr Robert Hunt in full and final satisfaction of secured debt obligations owed by the Company to Hunt (subject of Resolution 6)	1,904,264
Options to be issued to Mr Gerard Anderson (subject of Resolution 9)	6,000,000
Options to be issued to Mr Donald Triggs (subject of Resolution 10)	3,000,000
Maximum total number of Options on issue on completion of the Acquisition	17,332,835

2.15 Timetable

An indicative timetable for the Completion of the Acquisition and re-compliance with Chapters 1 and 2 of the Listing Rules is set out in the table below. The dates are indicative only and may change, subject to compliance with the requirements of the Corporations Act and the Listing Rules.

Event	Indicative Date
Dispatch of Notice of Meeting of Shareholders	3 November 2017
Payment of the Proponent Sum (Subject to certain conditions precedent in the DOCA and Reconstruction Deed)	On or before 7 November 2017
Shareholders Meeting	5 December 2017
Lodgement of Prospectus	5 December 2017
Consolidation Record Date	10 December 2017
Offer Open	20 December 2017
Offer Close	22 February 2018
Complete the Acquisition (including all issues of shares contemplated in this Explanatory Memorandum)	28 February 2018
Anticipated readmission to official quotation (Re-compliance with	6 March 2018

Event	Indicative Date
Chapters 1 and 2 of the Listing Rules)	

2.16 Risk Factors

If the Acquisition is to be completed, the business, assets and operations of WEX, and the inherent risks associated with WEX's business, will have the potential to influence the operating and financial performance of the Company in the future. As a result, the performance of WEX can impact the value of an investment in the Company and its securities.

The Board of the Company will manage the risks associated with the WEX business, assets and operations by carefully planning its activities and implementing risk control measures. However, some of the risks are highly unpredictable and the extent to which the Board can manage such risks after the Acquisition may be limited.

Based on the information currently available, there are key risk factors affecting the Company, Shareholders of the Company and WEX's business, assets and operations as follows:

- (a) **(Exploration and development risk)** the business of exploration, project development and mining contains risks by its very nature. To prosper, a mining exploration and development company needs to have successful exploration operations and acquisition of reserves; it must be competent in the design and construction of efficient production/processing facilities, and must be competent in its operations and managerial performance and must be proficient in the marketing of product.

There can be no assurance that funds spent on exploration will result in the discovery of an economic resource and even if an apparently viable deposit or economic resource is identified, there is no guarantee that it can be viably or commercially exploited.

- (b) **(Operational Risks)** The operations of WEX may be affected by various factors including failures in internal controls and financial fraud. To the extent that such matters may be within the control of WEX, the risks will be addressed through management and supervision controls.

The exploration programs of WEX and project development and mining operations may be affected by numerous factors beyond the control of WEX. These may include adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, plant and equipment, and events involving fire or explosions and the occurrence of other incidents beyond the control of WEX.

- (c) **(Tenement Risks)** WEX's interest in tenements situated in South Australia and Western Australia are governed by legislation and are evidenced by the granting of leases and licences by the relevant States. The maintaining of tenements, obtaining subsequent licences or renewals, or getting tenements granted, often depends on the Company being successful in obtaining the required statutory approvals for its proposed activities.

Despite WEX's intention to be in full compliance with all obligations applicable to the tenements, there can be no guarantee that tenements that are subject to renewal will be renewed or that expenditure commitments and other conditions that apply to the tenements will be satisfied.

- (d) **(Woomera Prohibited Area access)** as set out in section 2.9(b), four of WEX's Gawler Craton Tenements (EL5113, EL5116, ELA 2012/00119 and ELA 2017/00139) fall within the Woomera Prohibited Area which is subject to a co-existence arrangement with the Department of Defence which may occasionally restrict WEX's access to areas within the Woomera Prohibited Area. As a result, the operations of WEX may be affected by evacuation periods whereby WEX may not be permitted to enter parts of the Woomera Prohibited Area.

- (e) **(Ability to exploit successful discoveries)** It may not always be possible for the Company or WEX to exploit successful discoveries which may be made in areas in with the tenement areas. Such exploration would involve obtaining the necessary licences or clearances from the relevant authorities that may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further, the decision to proceed to further exploration may require participation of other companies whose interests and objectives may not be the same as the Company's.

- (f) **(Environmental Approvals Risk)** WEX is reliant on environmental approvals in South Australia and Western Australia to enable it to proceed with the exploration and any development of the tenements. There is no guarantee that the required approvals will be granted and failure by WEX to obtain the relevant approvals, or any delay in the award or transfer of the approvals, may materially and adversely affect the ability of WEX to proceed with the proposed exploration and development operations.

- (g) **(Native Title and Aboriginal Heritage)** Many of the areas the subject of WEX's tenements or applications for tenements are subject in whole or in part to native title determinations, or claims made by native title parties and may contain aboriginal heritage sites. The ability of WEX to gain access to a tenement and to undertake exploration or development operations on that tenement may be delayed or prohibited in the event that applicable consents cannot be obtained from the relevant native title parties.
- (h) **(Grant of Future Authorisation to Explore and Mine)** If WEX discovers an economically viable mineral deposit that it then intends to develop, it will, among other things, require various approvals, licences and permits before it will be able to mine the deposit. There can be no guarantee that WEX will be able to obtain all required approvals, licences and permits. To the extent that required authorisations are not obtained or are delayed, WEX's operational and financial performance may be adversely affected.
- (i) **(Future Funding)** The funds the Company proposes to raise under the Prospectus are considered sufficient to meet the immediate objectives of WEX. Further funding may be required for example if costs exceed estimates or if there are revenue shortfalls. Additional funding will likely be required for further exploration activities beyond the immediate objectives or to acquire other assets. This may require the Company to engage in equity or debt financings to secure additional funds. Any additional equity financing may be dilutive to Shareholders or may be undertaken at lower prices than the offer price under the Prospectus. There can be no assurance that such funding will be available on satisfactory terms or at all at the relevant time. Any inability to obtain sufficient funding for the Company and WEX's activities and future projects may result in the delay or cancellation of certain activities or projects.
- (j) **(Reliance on key personnel)** The Company's success and growth depends, in part, on its ability to retain and attract key personnel. The Company may not be able to hire and retain such personnel at compensation levels consistent with market salary structures. The Company's future, like most businesses, also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace.

The inability (if any) to attract appropriately qualified personnel could have a material adverse effect on the Company's business.

- (k) **(Government Regulation)** The mining, processing, development and mineral exploration activities of the Company and WEX are subject to various laws governing prospecting, development, production, occupational health, mine safety, toxic substances, land use, water use, land claims of local people, and other matters.

No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development or the operations of the Company. Amendments to current laws and regulations governing operations and activities of mining or more stringent implementation thereof could have a substantial adverse impact on the Company.

- (l) **(Removal from Official List)** As of 6 December 2017 (**Removal Date**), the Company securities will have been suspended from trading for a continuous period of 3 years and the Company may be automatically removed from the official list of the ASX on the Removal Date in accordance with paragraph 3.4 of ASX Listing Rules Guidance Note 33.

However, pursuant to paragraph 3.4 of the ASX Listing Rules Guidance Note 33, ASX may grant a short extension of the 3-year deadline for the automatic removal of a long-term suspended entity if the Company can demonstrate to ASX's satisfaction that it is in the final stages of implementing a transaction that will lead to the resumption of trading in its securities. For these purposes, "final stages" means:

- (i) having announced the transaction to the market;
- (ii) having signed definitive legal agreements for the transaction (including for any financing required in respect of the transaction);
- (iii) if the transaction requires a prospectus or product disclosure statement to be lodged with ASIC, having lodged that document with ASIC and it not being the subject of a stop order or other regulatory action by ASIC;
- (iv) if the transaction requires approval by security holders or from a governmental agency or financier, the entity having obtained all such approvals; and
- (v) ASX otherwise being satisfied that the transaction is reasonably capable of being consummated within the period of extension.

While there are significant time constraints in reaching the "final stages" of implementing a transaction that will lead to the resumption of trading in its securities before the Removal Date, if the Acquisition Resolutions are passed by the shareholders, the Company considers that there are reasonable prospects that it will be in a position to satisfy the necessary requirements of the ASX under paragraph 3.4 of the ASX Listing Rules Guidance Note 33 to seek a short

extension of the 3-year deadline for the automatic removal of the Company from the official list of the ASX in order to complete the Acquisition and seek reinstatement to official quotation. However, Shareholders should be aware that the decision to grant short extension of the 3-year deadline for the automatic removal is within the absolute discretion of the ASX.

- (m) **(Re-quotation of Shares on ASX)** The proposed Acquisition constitutes a significant change in the scale of the Company's activities and the Company needs to re-comply with Chapters 1 & 2 of the ASX Listing rules as if it were seeking admission to the official list of the ASX for the first time.

There is a risk that the Company may not be able to meet the requirements of the ASX in order for the Shares to be re-quoted on the ASX. Should this occur, the Shares will not be able to be traded on the ASX until all such requirements are satisfied (if at all). Accordingly, Shareholders may be prevented from trading their Shares if the Company remains suspended until such time as it re-complies with the ASX Listing Rules.

- (n) **(Dilution Risk)** As at the date of this Notice, the current Shareholders of the Company hold 304,773,963 Shares which, subject to the Acquisition Resolutions will be consolidated into 6,095,480 Shares. It is anticipated that upon completion of the Acquisition, the existing Shareholders will retain approximately 4.79% of the issued capital in the Company (assuming the maximum amount of \$7,500,000 is raised in the Capital Raising).

There is a risk that the interests of Shareholders will be further diluted in the event that the Company undertakes any future raisings to fund the development of its business.

- (o) **(Contractual Risk)** Under the Deed of Company Arrangement and Term Sheet, the Company has agreed to acquire 100% of the issued capital in WEX. The ability for the Company to complete the Acquisition and achieve its objectives stated in this Notice will depend on each of the condition precedent being satisfied and the performance by the parties of their obligations under the abovementioned agreements. If any party defaults in the performance of their obligations, it may be necessary for the Company to approach a court to seek a legal remedy, which may be costly.
- (p) **(Share Market Risk)** If re-admitted to the official list of the ASX, share market conditions may affect the value of the Company's quoted Securities regardless of the Company's operating performance. Share market conditions are affected by many factors which are outside the control of the Company. These risks include:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) commodity price fluctuations;
- (v) general market sector performance;
- (vi) changes in investor sentiment toward particular market sectors;
- (vii) terrorism and other hostilities

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company, WEX, Shareholders or by investors in the Company. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of the Company and the value of the Company's securities.

2.17 Company's Intentions

The Company's main objective is to provide a return to Shareholders through the successful exploration for, and development of, economically viable mineral deposits.

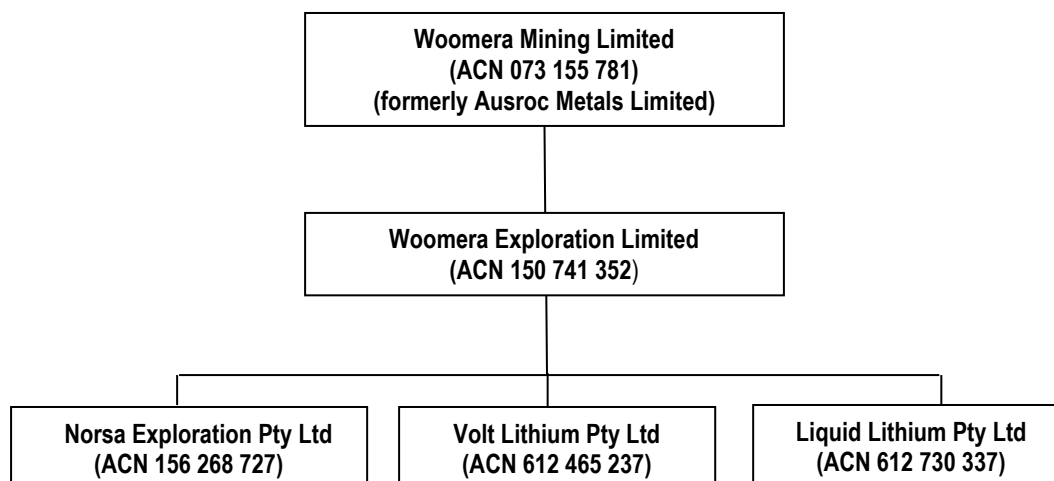
In seeking to achieve its objectives, the Company will identify, fund, acquire and develop:

- (a) Mineral deposits in South Australia; and
- (b) Lithium projects in Western Australia;

and to undertake those activities either as sole explorer, funders and manager of the relevant operations or through farm-in agreements and joint venture arrangements with larger companies (for example, the arrangements contemplated under the OZ Minerals HOA).

2.18 Post-Acquisition Ownership Structure

If the Acquisition Resolutions are approved and the Acquisition is completed, the overall ownership structure of the Company will be as follows:



2.19 Control implications of the Acquisition

Completion of the Acquisition and the issue of shares contemplated by this Notice of Meeting will not result in any person acquiring control of, or a voting power of 20% or more in, the Company. However, the proposed issue of new shares in connection with the Acquisition will all have a significant dilutionary effect on the holdings of existing shareholders.

2.20 Advantages of proposed Acquisition

The Deed Administrators are of the view that the following non-exhaustive list of advantages may be relevant to Shareholders' decision on how to vote on the Acquisition Resolutions:

- (a) As set out in sections 2.7 to 2.9, the Company will be exposed to series of tenements which are highly prospective for a spectrum of mineral deposits;
- (b) completion of the proposed Acquisition is expected to cause the Company's securities to re-commence trading on the ASX;
- (c) the Company's ability to raise funds and attract strategic investors may be improved; and
- (d) the appointment of the Casual Vacancy Directors and their subsequent re-election will add relevant experience, skills and networks to the Board to assist with the growth and successful operation of the Company.

2.21 Disadvantages proposed Acquisition

The Deed Administrators are of the view that the following non-exhaustive list of disadvantages may be relevant to Shareholders' decision on how to vote on the Acquisition Resolutions:

- (a) As set out in section 2.16, there are inherent risks associated with exploration and mining activities which will have the potential to influence the operating and financial performance of the Company in the future. There is no guarantee that the Acquisition will result in increased share value for Shareholders; and
- (b) the proposed Acquisition will result in the issue of new Shares (on a post-Consolidation basis) in respect of the Capital Raising, to WEX Shareholders, Caason (or Caason Nominees), Hunt, Lithium Shareholders and Trident Capital which will all have a significant dilutionary effect on the holdings of existing Shareholders.

2.22 Recommendations of the Deed Administrators

The Deed Administrators recommend that the Shareholders vote in favour of all of the Acquisition Resolutions to allow the Company to complete the Acquisition on the basis that the Deed Administrators consider the Acquisition is in the best interests of the Company and its shareholders.

The Deed Administrators note that, given that the Company's Shares were last traded on ASX on 27 November 2014, the price at which Shares have historically traded on ASX are not considered a reliable basis to assess the value of the Shares

proposed to be issued pursuant to the Acquisition. Further, due to the Company's current state of affairs, the lack of profit history and the immediate lack of a reliable future cash flow from any remaining assets, maintainable earnings are not considered a reliable basis to assess the value of the Shares proposed to be issued pursuant to the Acquisition.

In addition, the Deed Administrators also note that in the event that the Acquisition Resolutions are not passed by the shareholders, it is likely that the Company will be removed from the official list of the ASX given that the Company will not be able to demonstrate to the ASX's satisfaction before the Removal Date that the Company is in the final stages of implementing a transaction that will lead to the resumption of trading of the Company's securities which would assist in justifying the extension of the Removal Date. If the Company is removed from the official list of the ASX, the ability for shareholders to realise their investment may be significantly hindered.

2.23 Reinstatement to Official Quotation

The Company will acquire WEX which holds a series of exploration tenements in South Australia and Western Australia upon WEX's acquisition of Volt Lithium Pty Ltd and Liquid Lithium Pty Ltd. As a result, the scale of the Company's operation will change. Accordingly, subject to Shareholders approving the Acquisition Resolutions and upon Completion of the Acquisition (including the non-underwritten Capital Raising under the Prospectus), the Company intends to re-comply with the requirements of Chapters 1 and 2 of the ASX Listing Rules to obtain re-instatement of the Company's securities to official quotation.

Completion of the Acquisition should allow the Company to meet the requirements of Chapters 1 and 2 of the Listing Rules, and enable the securities in the Company to recommence trading on the ASX. However, Shareholders should be aware that the decision to reinstate the Company's securities to official quotation is within the absolute discretion of the ASX.

2.24 Plans for the Company if the Acquisition Resolutions are not passed

If the Acquisition Resolutions are not passed and the Acquisition of WEX is not completed, the Deed Administrators anticipate that the Company will be removed from the official list of the ASX in accordance with section 3.4 of ASX Guidance Note 33 *Removal of Entities from the ASX Official List*.

3. Item 1 – Financial Reports

As required by section 317 of the Corporations Act and as required by ASX in connection with the Acquisition, the Annual Financial Report, including the Deed Administrators/Liquidators Report, Independent Auditor's Report and the Financial Statements for the year ended 30 June 2017 ("**2017 Annual Financial Report**") will be laid before the Meeting.

There is no requirement for shareholders to approve the 2017 Annual Financial Report. However, the Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the operations and management of the Company. Shareholders will be given a reasonable opportunity to ask the auditor questions also the conduct of the audit and the content of the auditor's report.

4. Resolution 1 - (Advisory) to Adopt the Remuneration Report

4.1 Remuneration Report

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory resolution.

If there is a vote of 25% or more against the Remuneration Report at the Meeting, and another vote of 25% or more at the next AGM ("**Second Strike**"), then a resolution will be put to Shareholders at the next AGM to put the Board (other than the Managing Director) up for re-election ("**Spill Resolution**"). If the Spill Resolution passes, then the Company must hold an extraordinary general meeting within 90 days at which all Directors (other than the Managing Director) who were Directors at the time the Remuneration Report that received the Second Strike will retire and may resubmit themselves for re-election.

The Remuneration Report is set out in the Deed Administrators/Liquidators Report section of the 2017 Annual Report. The Remuneration Report, amongst other things:

- (a) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;
- (b) explains the relationship between the Board's remuneration policy and the Company's performance;
- (c) sets out remuneration details for each Key Management Personnel of the Company; and
- (d) details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the

Company.

The Deed Administrators'/Liquidators Report is available on pages 2 to 7 in the Company's Annual Report.

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

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

A voting exclusion statement is set out under Resolution 1 in the Notice of Meeting.

4.3 Deed Administrators' recommendation

The Deed Administrators recommend that shareholders vote in favour of the adoption of the Remuneration Report.

5. Resolution 2 – Consolidation of Capital

5.1 General

Resolution 2 seeks Shareholder approval to consolidate the number of Shares on issue on a one (1) new Share for each fifty (50) existing Shares basis (**Consolidation**).

If Resolution 2 is passed, immediately prior to the issue of Shares pursuant to the Capital Raising (Resolution 11), and assuming no new Securities are otherwise issued before the Consolidation takes effect, Shares on issue in the Company will be reduced from 304,773,963 to 6,095,480 (subject to rounding). There are no options on issue in the Company.

The proposed Consolidation will reduce the number of Shares on issue, creating a more appropriate capital structure to undertake the Acquisition, and to provide greater flexibility to undertake capital initiatives thereafter.

The Directors intend to implement the Consolidation prior to the issue of Shares and Options pursuant to the other Acquisition Resolutions.

The Consolidation is to occur two (2) Business Days after the Meeting, being 29 November 2017 (**Consolidation Date**).

Resolution 2 is an ordinary resolution and is subject to each of the Acquisition Resolutions being passed.

5.2 Applicable Corporations Act provision

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

5.3 Fractional entitlements

Not all Shareholders will hold that number of Shares that can be evenly divided by 50. Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole Share.

5.4 Taxation

It is not considered that any taxation implications will exist for Shareholders arising from the Consolidation. However, Shareholders are advised to seek their own tax advice on the effect of the Consolidation and the Company, the Directors and the Proposed Directors and their advisers do not accept any responsibility for the individual taxation implications arising from the Consolidation or the Acquisition Resolutions.

5.5 Holding statements

From the Consolidation Date all holding statements for previously quoted Shares will cease to have any effect, except as evidence of entitlement to a certain number of securities on a post-Consolidation basis.

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

It is the responsibility of each Shareholder to check the number of Shares held prior to disposal.

5.6 Effect on capital structure

If this Resolution is approved, every 50 Shares on issue will be consolidated into 1 Share. Overall, this will result in the number of Shares on issue reducing from 304,773,963 to approximately 6,095,480.

As the Consolidation applies equally to all Shareholders, individual holdings will be reduced in the same ratio as the total number of Shares (subject to rounding). Accordingly, the Consolidation itself will have no material effect on the percentage interest in the Company of each Shareholder.

5.7 Indicative timetable

If Resolution 2 is passed, the Consolidation will take effect in accordance with the following indicative timetable (as set out in Appendix 7A (paragraph 8) of the Listing Rules. The dates are indicative only and may change, subject to compliance with the requirements of the Corporations Act and the Listing Rules.

Event	Target date
Annual General Meeting and approval of Resolution 2 (Consolidation)	5 December 2017
Company advises the ASX or approval of Resolution 2 (Consolidation)	5 December 2017
Last day for trading Shares on a pre-Consolidation basis would ordinarily end*	6 December 2017
Post Consolidation trading would ordinarily start on a deferred settlement basis*	7 December 2017
First day for despatch of notice to each Shareholder informing them of the changes to their holdings. First day for the Company to register Shares on a post-Consolidation basis and first day for issue of Holding Statements.	9 December 2017
Issue Date. Deferred settlement market would ordinarily end. * Last day for Shares to be entered into holders' Share holdings. Last day for despatch of notice to each Shareholder informing them of the changes to their holdings.	15 December 2017

* As the Company's Securities are currently suspended and will continue to be suspended from trading after the Meeting, there will not be any pre-consolidated trading or deferred settlement trading.

5.8 Deed Administrators' recommendation

The Deed Administrators recommend the Shareholders vote in favour of Resolution 2, on the basis that the Deed Administrators consider the Acquisition Resolutions are in the best interests of the Company.

If Resolution 2 (together with the other Acquisition Resolutions) are not passed, then, the Casual Vacancy Directors may have limited options but to place the Company in liquidation.

6. Resolution 3 – Change to Scale of Activities

6.1 Background

Resolution 3 seeks approval from Shareholders under Listing Rule 11.1.2 for the significant change to the scale of the activities of the Company as a result of the Acquisition. See sections 2.6 to 2.9 for the operations proposed to be undertaken by the Company upon completion of the Acquisition.

Resolution 3 is an ordinary resolution. Resolution 3 is subject to the approval of each of the other Acquisition Resolutions.

6.2 Listing Rule 11.1 Requirements

Chapter 11 of the Listing Rules sets out the requirements to be followed by a listed company that proposes to make any significant change in the nature or scale of its activities. The Acquisition of WEX by the Company will have the effect of increasing the scale of the Company's activities.

Resolution 3 seeks Shareholder approval to allow the Company to complete the Acquisition. As the Acquisition will change the scale of the Company's activities, the Company must:

- (a) under Listing Rule 11.1.1, notify ASX of the proposed change;
- (b) under Listing Rule 11.1.2, obtain shareholder approval to undertake the change; and
- (c) under Listing Rule 11.1.3, meet the requirements of Chapters 1 and 2 of the Listing Rules as if the Company was applying for admission to the official list of ASX, if required by ASX.

The ASX has confirmed that the Company will need to re-comply with the requirements of Chapters 1 and 2 of the Listing Rules. The Company proposes to undertake the Capital Raising pursuant to Resolution 11 to meet some of the requirements of re-compliance.

The Company does not anticipate that the completion of the Acquisition will result in the Company needing to borrow funds or raise any further capital in the short term.

See Section 2 of this Explanatory Memorandum for further information on the Acquisition and the likely affect that the Acquisition will have on the Company.

A voting exclusion statement is included in the Notice.

7. Resolution 4 – Approval of Acquisition of Woomera Exploration Ltd

7.1 General

As outlined in Section 2 of this Explanatory Memorandum, the Company is proposing to acquire all of the issued capital in WEX from the WEX Shareholders.

The Acquisition is subject to the Conditions set out in Section 2.10 above, including the requirement to obtain Shareholder approval.

A detailed description of the proposed Acquisition and WEX's business is outlined in Section 2 above and in the Independent Geologist's Report.

Shareholder approval is required under Listing Rule 7.1.

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Given the Consideration Shares to be issued under Resolution 4 will exceed the 15% threshold set out in Listing Rule 7.1, and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required under Listing Rule 7.1.

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue the Consideration Shares to the WEX Shareholders as consideration for the Acquisition.

Resolution 4 is an ordinary resolution. Resolution 4 is subject to the approval of each of the other Acquisition Resolutions.

7.2 Specific information required by Listing Rule 7.3

The following information is provided for the purposes of Listing Rule 7.3:

- (a) The maximum number of securities the Company will issue under Resolution 4 is 68,259,459 Shares (on a post-Consolidation basis).
- (b) The Consideration Shares will be issued to the WEX Shareholders.
- (c) Each of the Related WEX Shareholders are Related Parties of the Company as a result of the application of section 228(6) of the Corporations Act, as the Company has reasonable grounds to believe that each of the Related WEX Shareholders are likely to become a Director of the Company upon completion of the Acquisition. With exception to any of the Related WEX Shareholders (and their respective parents and children (if any)), none of the WEX Shareholders are related parties of the Company.

- (d) The Consideration Shares will be issued no later than three months after the date of the Meeting (or such longer period of time as ASX may in its discretion allow) and it is intended that the Consideration Shares will be issued on the same date, being the date of Completion.
- (e) The Consideration Shares will be issued for nil cash consideration as they are being issued as part of the consideration for the Acquisition. Accordingly, no funds will be raised from the issue of the Consideration Shares. One (1) Consideration Share is to be issued by the Company for one (1) ordinary Share in WEX.
- (f) The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (g) A voting exclusion statement is included in the Notice.

7.3 Listing Rule 10.11 & Chapter 2E of the Corporations Act

Each of Neville Martin, David Lindh, Donald Triggs, and Gerard Anderson ("**Related WEX Shareholders**") are Related Parties of the Company as a result of the application of section 228(6) of the Corporations Act, as the Company has reasonable grounds to believe that each of the Related WEX Shareholders are likely to become a Director of the Company upon completion of the Acquisition. However, Shareholder approval of the issue of Consideration Shares to the Related WEX Shareholders for the purposes of Listing Rule 10.11 is not required. This is because Listing Rule 10.12, Exception 6, provides an exception to the application of Listing Rule 10.11 where a relevant person is a Related Party by reason only of the transaction which is the reason for the issue of the securities and the application to it of section 228(6) of the Corporations Act.

Section 208 of the Corporations Act provides that a public company must not, subject to certain exceptions, give a financial benefit to a Related Party without approval of the Company's members.

A financial benefit as defined in section 229 of the Corporations Act includes issuing shares to a Related Party.

Section 210 of the Corporations Act provides an exception to the requirement to obtain shareholder approval for giving a financial benefit to a Related Party, where (notably) the financial benefit is on terms that would be reasonable in the circumstances if the public company and the Related Party were dealing at arm's length. The terms of the Acquisition, including the issue of Consideration Shares to the Related WEX Shareholders and the proposed appointment of Neville Martin, David Lindh, Donald Triggs, and Gerard Anderson to the Board, were negotiated between the Company and WEX at arm's length. The Related WEX Shareholders will receive an issue of Consideration Shares which are the subject of Resolution 4 on arm's length terms.

8. Resolution 5 – Issue of Shares and Options to Caason (or Caason Nominees)

8.1 Background

Resolution 5 seeks approval from Shareholders for the Company to issue up to a total of 9,642,023 Shares and 6,428,571 Options (on a post-Consolidation basis) to Caason (or Caason Nominees) as follows:

- (a) up to 3,227,635 Shares (on a post-Consolidation basis) to Caason (or Caason Nominees) in consideration for the payment, by Caason of the amount of \$451,869, in respect of Administrator and professional advisor fees related to the administration under the DOCA (**Proponent Sum**) (noting that the number of Shares may be subject to change in accordance with the terms of the DOCA, depending upon the final quantum of the Proponent Sum);

and:

- (b) up to 6,428,571 Shares (on a post-Consolidation basis) to Caason (or Caason Nominees) at a deemed issue price of \$0.14 per Share (**Caason Shares**); and
- (c) 6,428,571 Options (on a post-Consolidation basis) to Caason (or the Caason Nominee), exercisable within 3 years from the date of issue, at an exercise price of \$0.20 per Option (**Caason Options**),

in satisfaction of the Reduced Caason Debt (collectively referred to as the "**Caason Party Securities**").

Resolution 5 is subject to all Acquisition Resolutions being approved by Shareholders.

8.1 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity

(such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Given the Caason Party Securities to be issued under Resolution 5 will exceed the 15% threshold set out in Listing Rule 7.1, and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required under Listing Rule 7.1.

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

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue the Caason Party Securities to Caason (or Caason Nominees) as consideration for:

- (a) the payment, by Caason, of the Proponent Sum in accordance with the terms of the DOCA; and
- (b) the full and final satisfaction of the Reduced Caason Debt owed by the Company to Caason in the amount of \$900,000.

Resolution 5 is an ordinary resolution. Resolution 5 is subject to the approval of each of the other Acquisition Resolutions.

8.2 Technical information required by Listing Rule 7.3

The following information is provided for the purposes of Listing Rule 7.3:

- (a) The maximum number of securities the Company will issue to Caason (or Caason Nominees) under Resolution 5 is 9,656,206 Shares (on a post-Consolidation basis) and 6,428,571 Options (on a post-Consolidation basis).
- (b) the Caason Shares will be issued on a post-Consolidation basis at a deemed issue price of \$0.14 per Share;
- (c) Caason Options will be exercisable at \$0.20 per Option within 3 years after the date of issue;
- (d) Caason is not a related party of WEX or the Company;
- (e) the Caason Party Securities will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification to Listing Rules), and it is intended that the Caason Party Securities will be issued on the same date, being the date of Completion of the Acquisition;
- (f) the Caason Shares to be issued to Caason (or the Caason Nominee) will be fully paid ordinary shares in the capital of the Company issued on a post-Consolidation basis on the same terms and conditions as the Company's existing Shares on issue;
- (g) the Caason Shares and Caason Options will be issued for nil cash consideration as they are being issued as part of the Acquisition, in full and final satisfaction of secured debt obligations owed by the Company to Caason in the amount the Reduced Caason Debt of \$900,000;
- (h) further terms and conditions in respect of the Options are set out in Schedule 2; and
- (i) a voting exclusion statement is included in the Notice accompanying the Explanatory Memorandum.

8.3 Directors Interests

Neither the current Directors of the Company or the Administrator have any direct or indirect interests in Caason.

8.4 Deed Administrators' Recommendation

The Deed Administrators recommend the Shareholders vote in favour of Resolution 5, on the basis that the Deed Administrators consider the Acquisition Resolutions are in the best interests of the Company.

If Resolution 5 (together with the other Acquisition Resolutions) are not passed, then, the Casual Vacancy Directors may have limited options but to place the Company in liquidation.

9. Resolution 6 – Issue of Shares and Options to Mr Robert Hunt

9.1 General

Mr Robert Hunt is a secured creditor of the Company who is owed a secured debt of \$266,597 by the Company (**Hunt Debt**).

Resolution 6 seeks approval from Shareholders for the Company to issue up to a total of 1,904,264 Shares and 1,904,264 Options (on a post-Consolidation basis) to Hunt as follows:

- (a) 1,904,264 shares (on a post-Consolidation basis), which represents a price of \$0.14 per share (**Hunt Shares**); and
- (b) 1,904,264 options exercisable at \$0.20 expiring three years after the date of issue (**Hunt Options**)

(collectively referred to herein as “**Hunt Securities**”),

in full and final satisfaction of the Hunt Debt owed by the Company to Hunt and the release of Hunt’s security interest respect of the Hunt Debt.

Resolution 6 is subject to all Acquisition Resolutions being approved by Shareholders.

9.2 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Given the Hunt Securities to be issued under Resolution 6 will exceed the 15% threshold set out in Listing Rule 7.1, and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required under Listing Rule 7.1.

The effect of Resolution 6 will be to allow the Company to issue the Hunt Securities during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company’s 15% annual placement capacity.

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue the Hunt Securities to Hunt as consideration for the full and final satisfaction of secured debt obligations owed by the Company to Hunt in the amount of \$266,597.

Resolution 6 is an ordinary resolution. Resolution 6 is subject to the approval of each of the other Acquisition Resolutions.

9.3 Technical information required by Listing Rule 7.3

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

- (a) The maximum number of securities the Company will issue to Mr Robert Hunt under Resolution 6 is 1,904,264 Shares (on a post-Consolidation basis) and 1,904,264 Options (on a post-Consolidation basis);
- (b) the Hunt Shares will be issued on a post-Consolidation basis at a deemed issue price of \$0.14 per Share;
- (c) the Hunt Options will be exercisable at \$0.20 per Option within three years after the date of issue;
- (d) Mr Robert Hunt is not a related party of WEX or the Company;
- (e) the Hunt Securities will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification to Listing Rules), and it is intended that the Hunt Securities will be issued on the same date, being the date of Completion of the Acquisition;
- (f) the Hunt Shares to be issued to Hunt will be fully paid ordinary shares in the capital of the Company issued on a post-Consolidation basis on the same terms and conditions as the Company’s existing Shares on issue;
- (g) the Hunt Securities will be issued for nil cash consideration as they are being issued as part of the Acquisition, in full and final satisfaction of secured debt obligations owed by the Company to Hunt in the amount of \$266,597;
- (h) further terms and conditions in respect of the Options are set out in Schedule 2; and
- (i) a voting exclusion statement is included in the Notice accompanying the Explanatory Memorandum.

9.4 Directors Interests

Neither the current Directors of the Company or the Administrator have any direct or indirect interests in Hunt.

9.5 Deed Administrators’ Recommendation

The Deed Administrators recommend the Shareholders vote in favour of Resolution 6, on the basis that the Deed Administrators consider the Acquisition Resolutions are in the best interests of the Company.

If Resolution 6 (together with the other Acquisition Resolutions) are not passed, then, the Casual Vacancy Directors may have limited options but to place the Company in liquidation.

10. Resolution 7 – Issue of Shares to Trident Capital

10.1 General

As at the date of this Notice, the Company owes Trident Capital the total aggregate amount of \$42,500 arising as a result of the following:

- (a) Trident Capital paying the Company's 2017 annual ASX listing fee of \$27,500 on behalf of the Company (**Trident Repayment Debt**);
- (b) Trident Capital incurring \$15,000 in expenses in relation to submitting a reconstruction proposal to the Administrators in respect of the Company (**Trident Conversion Debt**).

Resolution 7 seeks approval from Shareholders for the Company to issue a total of 107,143 (on a post-Consolidation basis) to Trident Capital in full and final satisfaction of the Trident Conversion Debt.

Resolution 7 is subject to all Acquisition Resolutions being approved by Shareholders.

10.2 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Given the Trident Shares to be issued under Resolution 7 will exceed the 15% threshold set out in Listing Rule 7.1, and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required under Listing Rule 7.1.

The effect of Resolution 7 will be to allow the Company to issue the Trident Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Resolution 7 is an ordinary resolution.

10.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Trident Shares:

- (a) The maximum number of shares the Company will issue to Trident Capital under Resolution 7 is 107,143 Shares (on a post-Consolidation basis);
- (b) the Trident Shares will be issued on a post-Consolidation basis at a deemed issue price of \$0.14 per Share;
- (c) the Trident Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification to Listing Rules), and it is intended that the Trident Shares will be issued on the date of Completion of the Acquisition;
- (d) Trident Capital is not a related party of WEX or the Company;
- (e) the Trident Shares to be issued to Trident Capital will be fully paid ordinary shares in the capital of the Company issued on a post-Consolidation basis on the same terms and conditions as the Company's existing Shares on issue;
- (f) the Trident Shares will be issued for nil cash consideration as they are being issued in full and final satisfaction of the Trident Conversion Debt owed by the Company to Trident Capital in the amount of \$15,000;
- (g) The Trident Repayment Debt is to be repaid by the Company out of the proceeds of the Capital Raising; and
- (h) a voting exclusion statement is included in the Notice accompanying the Explanatory Memorandum.

10.4 Directors Interests

Neither the current Directors of the Company or the Administrator have any direct or indirect interests in the Trident Capital.

10.5 Deed Administrators' Recommendation

The Deed Administrators recommend the Shareholders vote in favour of Resolution 7, on the basis that the Deed Administrators consider the Acquisition Resolutions are in the best interests of the Company.

If Resolution 7 (together with the other Acquisition Resolutions) are not passed, then, the Casual Vacancy Directors may have limited options but to place the Company in liquidation.

11. Resolution 8 – Issue of Shares to Lithium Shareholders

11.1 General

As set out in section 2.4, WEX has entered into agreements to acquire 100% of all issued shares in Volt Lithium Pty Ltd (ACN 612 465 237) and Liquid Lithium Pty Ltd (ACN 612 730 337) which together own a lithium tenement package situated in Western Australia which is highly prospective for hard rock lithium and the potential for lithium rich brine style mineralisation.

Resolution 8 seeks approval from Shareholders for the Company to issue a total of 6,250,000 (on a post-Consolidation basis) to Lithium Shareholders, which represents a price of \$0.14 per Share, as partial consideration for the acquisition of 100% of all issued shares in Volt Lithium Pty Ltd (ACN 612 465 237) and Liquid Lithium Pty Ltd (ACN 612 730 337) by WEX.

Resolution 8 is subject to all Acquisition Resolutions being approved by Shareholders.

11.2 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Given the Lithium Consideration Shares to be issued under Resolution 8 will exceed the 15% threshold set out in Listing Rule 7.1, and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required under Listing Rule 7.1.

The effect of Resolution 8 will be to allow the Company to issue the Lithium Consideration Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Resolution 8 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue the Lithium Consideration Shares to the Lithium Shareholders as consideration for the acquisition of 100% of all issued shares in Volt Lithium Pty Ltd (ACN 612 465 237) and Liquid Lithium Pty Ltd (ACN 612 730 337) by WEX.

Resolution 8 is an ordinary resolution. Resolution 8 is subject to the approval of each of the other Acquisition Resolutions.

11.3 Technical information required by Listing Rule 7.3

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

- (a) The maximum number of shares the Company will issue to Lithium Shareholders under Resolution 8 is 6,250,000 Shares (on a post-Consolidation basis);
- (b) the Lithium Consideration Shares will be issued on a post-Consolidation basis at a deemed issue price of \$0.14 per Share;
- (c) none of the Lithium Shareholders are related parties of the Company or WEX;
- (d) the Lithium Consideration Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification to Listing Rules), and it is intended that the the Lithium Consideration Shares will be issued on the date of Completion of the Acquisition;
- (e) the Lithium Consideration Shares to be issued to Lithium Shareholders will be fully paid ordinary shares in the capital of the Company issued on a post-Consolidation basis on the same terms and conditions as the Company's existing

Shares on issue;

- (f) the Lithium Consideration Shares will be issued for nil cash consideration as they are being issued as part of the Acquisition, as partial consideration for the acquisition of 100% of all issued shares in Volt Lithium Pty Ltd (ACN 612 465 237) and Liquid Lithium Pty Ltd (ACN 612 730 337) by WEX; and
- (g) a voting exclusion statement is included in the Notice accompanying the Explanatory Memorandum.

11.4 Directors Interests

Neither the current Directors of the Company or the Administrator have any direct or indirect interests in the Lithium Shareholders.

11.5 Deed Administrators' Recommendation

The Deed Administrators recommend the Shareholders vote in favour of Resolution 8, on the basis that the Deed Administrators consider the Acquisition Resolutions are in the best interests of the Company.

If Resolution 8 (together with the other Acquisition Resolutions) are not passed, then, the Casual Vacancy Directors may have limited options but to place the Company in liquidation.

12. Resolution 9 – Issue of Options to Mr Gerard Anderson

12.1 General

Resolution 9 seeks approval from Shareholders for the Company to issue up to issue 6,000,000 Options (on a post-Consolidation basis) to Mr Gerard Anderson at an exercise price of \$0.20 as follows:

- (a) 2,000,000 Options (on a post-Consolidation basis) expiring 12 months after the date of issue; and
- (b) 4,000,000 Options (on a post-Consolidation basis) expiring 36 months after the date of issue.

Resolution 9 is subject to all Acquisition Resolutions being approved by Shareholders.

12.2 Listing Rule 10.11 & Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

Mr Gerard Anderson is a Related Party of the Company as a result of the application of section 228(6) of the Corporations Act, as the Company has reasonable grounds to believe that Mr Anderson is likely to become a Director of the Company upon Completion of the Acquisition.

A financial benefit as defined in section 229 of the Corporations Act includes issuing options to a Related Party.

Section 210 of the Corporations Act provides an exception to the requirement to obtain shareholder approval for giving a financial benefit to a Related Party, where (notably) the financial benefit is on terms that would be reasonable in the circumstances if the public company and the Related Party were dealing at arm's length. The terms of the Acquisition, including the issue of the Anderson Options and the proposed appointment of Mr Anderson to the Board, were negotiated between the Company and WEX at arm's length. Mr Anderson will receive the issue of the Anderson Options which are the subject of Resolution 9 on arm's length terms.

Shareholder approval of the issue of Anderson Options to Mr Anderson for the purposes of Listing Rule 10.11 is not required. This is because Listing Rule 10.12, Exception 6, provides an exception to the application of Listing Rule 10.11 where a relevant person is a Related Party by reason only of the transaction which is the reason for the issue of the securities and the application to it of section 228(6) of the Corporations Act.

12.3 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Given the Anderson Options be issued under Resolution 9 will exceed the 15% threshold set out in Listing Rule 7.1, and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required under Listing Rule 7.1.

The effect of Resolution 9 will be to allow the Company to issue the Anderson Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Resolution 9 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue the Anderson Options as part consideration for the Acquisition and pursuant to an incentive arrangement for executive directors.

Resolution 9 is an ordinary resolution. Resolution 9 is subject to the approval of each of the other Acquisition Resolutions.

12.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Anderson Options:

- (a) The maximum number of Options the Company will issue to Mr Gerard Anderson under Resolution 9 is 6,000,000 Options (on a post-Consolidation basis);
- (b) the Anderson Options will be issued nil cash consideration in connection with the Acquisition as part of an incentive arrangement for executive directors with an exercise price of \$0.20 per option;
- (c) Mr Gerard Anderson is a Related Party of the Company as a result of the application of section 228(6) of the Corporations Act, as the Company has reasonable grounds to believe that Mr Gerard Anderson is likely to become a Director of the Company upon completion of the Acquisition;
- (d) the Anderson Options, if exercised, will result in the issue of one fully paid ordinary share (on a post-Consolidation basis) per option on the same terms and conditions as the Company's existing Shares on issue;
- (e) further terms and conditions in respect of the Options are set out in Schedule 2; and
- (f) a voting exclusion statement is included in the Notice accompanying the Explanatory Memorandum.

12.5 Deed Administrators' Recommendation

The Deed Administrators recommend the Shareholders vote in favour of Resolution 9, on the basis that the Deed Administrators consider the Acquisition Resolutions are in the best interests of the Company.

If Resolution 9 (together with the other Acquisition Resolutions) are not passed, then, the Casual Vacancy Directors may have limited options but to place the Company in liquidation.

13. Resolution 10 – Issue of Options to Mr Donald Triggs

13.1 General

Resolution 10 seeks approval from Shareholders for the Company to issue up to issue 3,000,000 Options (on a post-Consolidation basis) to Mr Donald Triggs at an exercise price of \$0.20 as follows:

- (c) 1,000,000 Options (on a post-Consolidation basis) expiring 12 months after the date of issue; and
- (d) 2,000,000 Options (on a post-Consolidation basis) expiring 36 months after the date of issue.

Resolution 10 is subject to all Acquisition Resolutions being approved by Shareholders.

13.2 Listing Rule 10.11 & Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

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

Mr Donald Triggs is a Related Party of the Company as a result of the application of section 228(6) of the Corporations Act, as the Company has reasonable grounds to believe that Mr Triggs is likely to become a Director of the Company upon Completion of the Acquisition.

A financial benefit as defined in section 229 of the Corporations Act includes issuing options to a Related Party.

Section 210 of the Corporations Act provides an exception to the requirement to obtain shareholder approval for giving a financial benefit to a Related Party, where (notably) the financial benefit is on terms that would be reasonable in the circumstances if the public company and the Related Party were dealing at arm's length. The terms of the Acquisition, including the issue of the Triggs Options and the proposed appointment of Mr Triggs to the Board, were negotiated between the Company and WEX at arm's length. Mr Triggs will receive the issue of the Triggs Options which are the subject of Resolution 10 on arm's length terms.

Shareholder approval of the issue of Triggs Options to Mr Triggs for the purposes of Listing Rule 10.11 is not required. This is because Listing Rule 10.12, Exception 6, provides an exception to the application of Listing Rule 10.11 where a relevant person is a Related Party by reason only of the transaction which is the reason for the issue of the securities and the application to it of section 228(6) of the Corporations Act.

13.3 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Given the Triggs Options be issued under Resolution 10 will exceed the 15% threshold set out in Listing Rule 7.1, and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required under Listing Rule 7.1.

The effect of Resolution 10 will be to allow the Company to issue the Triggs Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Resolution 10 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue the Triggs Options as part consideration for the Acquisition and pursuant to an incentive arrangement for executive directors.

Resolution 10 is an ordinary resolution. Resolution 10 is subject to the approval of each of the other Acquisition Resolutions.

13.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Triggs Options:

- (a) The maximum number of Options the Company will issue to Mr Donald Triggs under Resolution 10 is 3,000,000 Options (on a post-Consolidation basis);
- (b) the Triggs Options will be issued will be issued for nil cash consideration in connection with the Acquisition as part of an incentive arrangement for executive directors with an exercise price of \$0.20 per option;
- (c) the Triggs Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification to Listing Rules), and it is intended that the Triggs Options will be issued on the date of Completion of the Acquisition;
- (d) Mr Donald Triggs is a Related Party of the Company as a result of the application of section 228(6) of the Corporations Act, as the Company has reasonable grounds to believe that Mr Gerard Anderson is likely to become a Director of the Company upon completion of the Acquisition;
- (e) the Triggs Options, if exercised, will result in the issue of one fully paid ordinary share (on a post-Consolidation basis) per option on the same terms and conditions as the Company's existing Shares on issue;

- (f) further terms and conditions in respect of the Options are set out in Schedule 2; and
- (g) a voting exclusion statement is included in the Notice accompanying the Explanatory Memorandum.

13.5 Deed Administrators' Recommendation

The Deed Administrators recommend the Shareholders vote in favour of Resolution 10, on the basis that the Deed Administrators consider the Acquisition Resolutions are in the best interests of the Company.

If Resolution 10 (together with the other Acquisition Resolutions) are not passed, then, the Casual Vacancy Directors may have limited options but to place the Company in liquidation.

14. Resolution 11 – Authority to issue Capital Raising Shares

14.1 General

The Company will seek to raise at least \$4 million and up to \$7 million (before costs) by way of the issue of at least 20,000,000 and up to 35,000,000 Shares at \$0.20 per Share (**Capital Raising Shares**).

Resolution 11 seeks Shareholder approval, pursuant to Listing Rule 7.1, for the issue of the Capital Raising Shares.

The Capital Raising will not be underwritten.

The funds raised from the Capital Raising will be used to provide capital for the development of the WEX assets, to pay the costs of the Acquisition and Capital Raising, reimburse Caason for expenses incurred in connection with the DOCA, and for general working capital. A proposed use of funds table is set out below:

	Minimum Subscription		Maximum Subscription	
	Year 1	Year 2	Year 1	Year 2
Estimated Cash on Hand prior to offer	\$360,000	N/A	\$360,000	N/A
Capital Raised under the offer	\$4,000,000	N/A	\$7,000,000	N/A
Total Funds Available	\$4,360,000		\$7,360,000	
Lead Manager Fees	\$280,000	N/A	\$525,000	N/A
Expenses of the offer	\$303,450	N/A	\$333,850	N/A
Acquisition of Volt Lithium Pty. Ltd (cash component)	\$250,000	N/A	\$250,000	N/A
Acquisition of Liquid Lithium Pty. Ltd. (cash component)	\$250,000	N/A	\$250,000	N/A
Proposed Exploration Expenditure:				
Musgrave Project	N/A*	N/A*	N/A*	N/A*
Gawler Craton – Labyrinth Project (SA)	\$129,800	\$170,000	\$339,300	\$223,700
Gawler Craton – NAWA Project (SA)	\$95,500	\$287,500	\$102,000	\$671,000
Gawler Craton – Carulinia Project (SA)	\$54,800	\$358,500	\$522,300	\$539,300
Pilbara – Pilgangoora Project (WA)	\$65,800	\$126,800	\$127,300	\$217,700
Mt. Catlin Project (WA)	\$43,000	\$84,000	\$109,500	\$126,600
South East Yilgam Lithium Brine Projects	\$40,000	\$30,500	\$48,500	\$38,110
Total Proposed Exploration Expenditure	\$428,900	\$1,057,600	\$1,248,900	\$1,816,400
Corporate, overheads,	\$700,000	\$700,000	\$700,000	\$700,000

	Minimum Subscription		Maximum Subscription	
executive remuneration and other expenses				
Reimbursement of Caason	\$202,720	-	\$202,720	-
Working Capital	\$81,165	\$81,165	\$654,065	\$654,065
Total Budgeted Expenditure	\$2,496,235	\$1,863,765	\$4,164,535	\$3,195,465

* OZ Minerals HOA applies.

Note: The above table is a statement of current intentions as at the date of this Notice of Meeting. Further details regarding the use of the funds raised from the Capital Raising will be set out in the Prospectus. Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcomes of exploration success, operational and development activities, regulatory developments, and market and general economic conditions. In light of this, the Company reserves its right to alter the way the funds are applied.

14.2 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Given the Capital Raising Shares to be issued under Resolution 11 will exceed the 15% threshold set out in Listing Rule 7.1, and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required under Listing Rule 7.1.

Resolution 11 is an ordinary resolution. Resolution 11 is subject to the approval of each of the other Acquisition Resolutions.

14.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Capital Raising Shares:

- (a) the maximum number of Shares the Company may issue pursuant to the Capital Raising is 35,000,000 Shares (on a post-Consolidation basis);
- (b) the Capital Raising Shares will be issued at an issue price of \$0.20 per Share;
- (c) the Capital Raising Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification to Listing Rules), and it is intended that the Capital Raising Shares will be issued on the same date, being on or before the date of Completion of the Acquisition;
- (d) the Capital Raising Shares will be issued to under the Prospectus;
- (e) the Capital Raising is not underwritten;
- (f) the Capital Raising Shares be fully paid ordinary shares in the capital of the Company issued on a post-Consolidation basis on the same terms and conditions as the Company's existing Shares on issue, and will rank equally with all other existing Shares on issue;
- (g) a voting exclusion statement is included in the Notice accompanying the Explanatory Memorandum.

14.4 Deed Administrators' Recommendation

The Deed Administrators recommend the Shareholders vote in favour of Resolution 11, on the basis that the Deed Administrators consider the Acquisition Resolutions are in the best interests of the Company.

If Resolution 11 (together with the other Acquisition Resolutions) are not passed, then, the Casual Vacancy Directors may have limited options but to place the Company in liquidation.

15. Mr Gerard Anderson, Managing Director

15.1 General

In connection with the Acquisition, Mr Gerard Anderson will be appointed as the Managing Director of the Company upon completion of the Deed of Company Arrangement and Reconstruction Deed.

If the Deed of Company Arrangement and the Reconstruction Deed are completed, and the Casual Vacancy Directors are appointed to the Board prior to the Meeting, then pursuant to ASX Listing Rule 14.4 each of the Casual Vacancy Directors will hold office only until the Meeting where they will retire from the Board and offer themselves for re-election. However, ASX Listing Rule 14.4 does not apply to a managing director, therefore, Mr Gerard Anderson will not retire from the Board and is not required to seek re-election.

If, however, the Casual Vacancy Directors are not appointed to the Board prior to the Meeting, the Casual Vacancy Directors (excluding Mr Gerard Anderson) intend to appoint Mr Gerard Anderson as managing director once they are appointed.

15.2 Director Profile – Mr Gerard Anderson

Mr Gerard Anderson is a geologist with 42 years' experience in exploration, mine and resource geology, principally in iron ore, gold and base metals. Mr Anderson's senior management positions have included Exploration Superintendent of the Boddington Gold Mine, Chief Geologist of the Bronzewing Gold Mine, Chief Geologist Kalgoorlie Consolidated Gold Mines, General Manager Golden Grove Operations, General Manager Newmont Joint Ventures, Managing Director of ASX Listed companies Croesus Mining NL, Centrex Metals Limited (From 11 April 2006 until 16 July 2010) and Archer Exploration Limited (From July 2008 until April 2016).

16. Resolution 12 – Election of Mr Neville Martin as a Non-Executive Director and Chairman

16.1 General

In connection with the Acquisition, Mr Neville Martin will be appointed as a Non-Executive Director and Chairman to fill a casual vacancy upon completion of the Deed of Company Arrangement and Reconstruction Deed.

If the Deed of Company Arrangement and the Reconstruction Deed are completed, and the Casual Vacancy Directors are appointed to the Board prior to the Meeting, then pursuant to ASX Listing Rule 14.4 Mr Neville Martin will hold office only until the Meeting where he will be entitled to seek re-election. In such case, Mr Neville Martin, having consented to act, seeks approval to be re-elected as Non-Executive Director and Chairman.

If, however, the Casual Vacancy Directors are not appointed to the Board prior to the Meeting, then Mr Neville Martin, having consented to act, seeks approval to be elected as Non-Executive Director and Chairman with effect on and from the close of the Meeting.

Clause 6.2 of the Constitution provides that the Company in general meeting may by ordinary resolution appoint any person as a Director.

16.2 Director's Profile – Mr Neville Martin

Mr Neville Martin is the Non-Executive Chairman of WEX and is a former partner (now consultant) with the law firm Minter Ellison. He has over 40 years' experience in corporate law and mining, oil and gas law. He is a director of ASX Listed Sundance Energy Australia Limited. He is the former Chairman of Adelaide Energy Ltd and former director of ASX listed companies Stuart Petroleum and Austin Exploration Ltd.

17. Resolution 13 – Election of Mr David Lindh as a Non-Executive Director

17.1 General

In connection with the Acquisition, Mr David Lindh will be appointed as a Non-Executive Director to fill a casual vacancy upon completion of the Deed of Company Arrangement and Reconstruction Deed.

If the Deed of Company Arrangement and the Reconstruction Deed are completed, and the Casual Vacancy Directors are appointed to the Board prior to the Meeting, then pursuant to ASX Listing Rule 14.4 Mr David Lindh will hold office only until the Meeting where he will be entitled to seek re-election. In such case, Mr David Lindh, having consented to act, seeks approval to be re-elected as Non-Executive Director.

If, however, the Casual Vacancy Directors are not appointed to the Board prior to the Meeting, then Mr David Lindh, having consented to act, seeks approval to be elected as Non-Executive Director with effect on and from the close of the Meeting.

Clause 6.2 of the Constitution provides that the Company in general meeting may by ordinary resolution appoint any person as a Director.

17.2 Director's Profile – Mr David Lindh

Mr David Lindh is a non-executive director of WEX and is a consultant in corporate and commercial matters, with over 40 years' experience as both a lawyer and a company director. He is currently Chairman of NSX listed Nuncannaco Science Ltd. He is a former Chairman of ASX listed Centrex Metals Ltd and was a non-executive director of ETSA Corporation, Electranet and ASX listed company Enterprise Energy Ltd. He is also a director of various private companies and is a consultant specialising in the energy and resources industry with law firm Minter Ellison.

18. Resolution 14 – Election of Mr Donald Triggs as an Executive Director

18.1 General

In connection with the Acquisition, Mr Donald Triggs will be appointed as an Executive Director to fill a casual vacancy upon completion of the Deed of Company Arrangement and Reconstruction Deed.

If the Deed of Company Arrangement and the Reconstruction Deed are completed, and the Casual Vacancy Directors are appointed to the Board prior to the Meeting, then pursuant to ASX Listing Rule 14.4 Mr Donald Triggs will hold office only until the Meeting where he will be entitled to seek re-election. In such case, Mr Donald Triggs, having consented to act, seeks approval to be re-elected as an-Executive Director.

If, however, the Casual Vacancy Directors are not appointed to the Board prior to the Meeting, then Mr Donald Triggs, having consented to act, seeks approval to be elected as an Executive Director with effect on and from the close of the Meeting.

Clause 6.2 of the Constitution provides that the Company in general meeting may by ordinary resolution appoint any person as a Director.

18.2 Director's Profile – Mr Donald Triggs

Mr Donald Triggs is an executive director of WEX, and has 30 years' experience consulting to the resource, utilities, and information technology sectors. Clients have included CRA/Rio Tinto, Normandy, MIM, Xstrata, Optima Energy, Telstra, Santos, New Hampton Goldfields and Mineral Deposits Limited. He is the former General Manager of the ASX listed company Primary Resources Limited, and is currently director of Norsa Exploration Pty Ltd, and is managing the Company's exploration projects in the Musgrave Block and Gawler Craton.

19. Resolution 15 – Election of Mr Joe Fekete as a Non-Executive Director

19.1 General

In connection with the Acquisition, Mr Joe Fekete will be appointed as a Non-Executive Director and Chairman to fill a casual vacancy upon completion of the Deed of Company Arrangement and Reconstruction Deed.

If the Deed of Company Arrangement and the Reconstruction Deed are completed, and the Casual Vacancy Directors are appointed to the Board prior to the Meeting, then pursuant to ASX Listing Rule 14.4 Mr Joe Fekete will hold office only until the Meeting where he will be entitled to seek re-election. In such case, Mr Joe Fekete, having consented to act, seeks approval to be re-elected as Non-Executive Director.

If, however, the Casual Vacancy Directors are not appointed to the Board prior to the Meeting, then Mr Joe Fekete, having consented to act, seeks approval to be elected as Non-Executive Director with effect on and from the close of the Meeting.

Clause 6.2 of the Constitution provides that the Company in general meeting may by ordinary resolution appoint any person as a Director.

19.2 Director's Profile – Mr Joe Fekete

Mr Joe Fekete holds a Bachelor of Business in Accounting and is a registered Company Secretary. Mr Fekete is a member of both the CPA Australia and the Chartered Institute of Secretaries. Mr Fekete's business management and accounting experience spans over 20 years in various industries including mining, advertising, travel, wholesale retail distribution, construction, and public practice. Mr Fekete is an experienced professional who has gained his experience in areas of statutory reporting, IPOs, accounting, system development, restructuring and general business management. Mr Fekete is also experienced in public disclosure requirements and dealing with external parties, including statutory reporting and in the

delivery of quality management information within the organization on a timely basis.

Mr Fekete is currently a director for WOW Travel Pty Ltd and in the past was a Director for Rail Plus Australasia Pty Ltd, Go-Connect Ltd (ASX:GCN), Brands Australia Pty Ltd and Altius Mining Ltd (ASX:AYM).

20. Resolution 16 – Change of Company Name

20.1 General

Resolution 16 seeks Shareholder approval pursuant to Section 157(1)(a) of the Corporations Act to change to Company name to “Woomera Mining Limited”.

20.2 Section 157(1)(a) of the Corporations Act

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

Resolution 16 seeks the approval of Shareholders for the Company to change its name to “Woomera Mining Limited”. The Company proposes this change of name on the basis that it will more accurately reflect the future operations of the Company once the Acquisition has completed.

Resolution 16 is a special resolution. For a special resolution to be passed at least 75% of all votes cast by Shareholders present and eligible to vote (whether in person, by proxy, by attorney or by corporate representative) must be in favour of the resolution.

In accordance with section 157(3) of the Corporations Act, if Resolution 16 is passed the change of name will take effect when ASIC alters the details of the Company’s registration on the register.

Resolution 16 is subject to each other Acquisition Resolution being passed.

The Deed Administrators recommend the Shareholders vote in favour of Resolution 16, on the basis that the Deed Administrators consider the Acquisition Resolutions are in the best interests of the Company.

If Resolution 16 (together with the other Acquisition Resolutions) are not passed, then, the Casual Vacancy Directors may have limited options but to place the Company in liquidation.

21. Resolution 17 – Amendment of Constitution

21.1 General

Resolution 17 seeks Shareholder approval pursuant to Section 136(2) of the Corporations Act to delete and replace each reference to “Ausroc Metals Limited” in the Company’s constitution with a reference to “Woomera Mining Limited”.

In the event that the Company changes its name to “Woomera Mining Limited” pursuant to Resolution 17, then any reference to “Ausroc Metals Limited” in the Company’s constitution would be outdated and should be amended to reflect the Company’s new name.

21.2 Section 136(2) of the Corporations Act

Section 136(2) of the Corporations Act provides that a company may modify provisions of its constitution by a special resolution in favour of amending the constitution.

Resolution 17 is a special resolution. For a special resolution to be passed at least 75% of all votes cast by Shareholders present and eligible to vote (whether in person, by proxy, by attorney or by corporate representative) must be in favour of the resolution.

Resolution 17 is subject to each other Acquisition Resolution being passed.

The Deed Administrators recommend the Shareholders vote in favour of Resolution 17, on the basis that the Deed Administrators consider the Acquisition Resolutions are in the best interests of the Company.

If Resolution 17 (together with the other Acquisition Resolutions) are not passed, then, the Casual Vacancy Directors may have limited options but to place the Company in liquidation.

GLOSSARY

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

Acquisition has the meaning as defined in Section 2.1.

ACDT means Australian Central Daylight Time, being the time in Adelaide, South Australia, Australia.

Administrators means Mr Christopher Michael Williamson and Mr David Ashley Norman Hurt jointly and severally;

Ag means silver.

ASIC means Australian Securities and Investments Commission.

Associate has the same meaning as in the Corporation Act.

ASX means ASX Limited or the Australian Securities Exchange, as the context requires.

Au means gold.

Board means the Directors of the Company as at the date of this Notice of Meeting.

Chair and **Chairman** means the person appointed to chair the Meeting.

Caason means Caason Investments Pty Ltd (ACN 089 590 858).

Caason Group means Caason and each of its Related Body Corporate.

Caason Party Securities has the meaning given in Section 8.1.

Caason Nominee means a third-party nominee(s) nominated by Caason.

Co means cobalt.

Company means Ausroc Metals Limited (ACN 073 155 781).

Completion means the completion of the Acquisition.

Consolidation has the meaning given in Section 5.

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Creditors' Fund means the creditors' fund in respect of the DOCA property established under the DOCA.

Cu means copper.

Deed Administrators means the administrators of the DOCA, being the Administrators.

Director means a director of the Company.

Deed of Company Arrangement or DOCA means the deed of company arrangement between the Company, the Deed Administrators and Caason as amended on or about 13 October 2017.

Explanatory Memorandum means the explanatory memorandum to the Notice of Meeting.

Hunt Securities has the meaning given in Section 9.1.

IOCG means Iron oxide copper gold ore.

IOCGU mean iron oxide copper-gold-uranium.

Lithium Shareholders means the shareholders of the issued capital in Volt Lithium Pty Ltd (ACN 612 465 237) and Liquid Lithium Pty Ltd (ACN 612 730 337).

Listing Rules means the listing rules of the ASX.

Option means an option to acquire a Share.

Meeting means the annual general meeting proposed in this Notice of Meeting.

Ni means nickel.

Notice or **Notice of Meeting** means this Notice of Annual General Meeting.

Pb means lead.

PGE means phenyl glycidyl ether.

Professional Investors means professional investors within the meaning of section 708 of the Corporations Act.

Prospectus means the prospectus in respect of the issue of the Consideration Shares and Capital Raising Shares.

Proxy Form means the proxy form attached to the Notice of Meeting.

Reconstruction Deed means the reconstruction deed between the Company, the Deed Administrators and Caason as amended on or about 13 October 2017.

Related Body Corporate means any entity:

- (a) prescribed by Section 9 of the Corporations Act; and
- (b) any entity which is controlled as prescribed by Section 50AA of the Corporations Act.

Resolution means a resolution contained in this Notice of Meeting.

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

Shareholder means a holder of a Share.

Sophisticated Investors means sophisticated investors within the meaning of section 708 of the Corporations Act;

Trident Capital means Trident Capital Pty Ltd (ACN 100 561 733).

WEX means Woomera Exploration Limited (ACN 150 741 352)

WEX Shareholders means the shareholders of all issued capital in WEX.

Zn means zinc.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

SCHEDULE 1 – UNAUDITED PRO-FORMA BALANCE SHEET

	NOTES	2017 ARK AUDITED ACCOUNTS	PRO FORMA ADJUST ARISING FROM ARK DOCA	2017 WEX AUDITED ACCOUNTS	COMPLETION OF DOCA	MINIMUM \$4,000,000 CAPITAL RAISING	ARK CONSOLIDATED POSITION AFTER DOCA/ AQUITION & CAPITAL RAISING
		\$	\$	\$	\$	\$	\$
CURRENT ASSETS							
Cash and cash equivalents	1	7,666	-	208,461	-	4,000,000	4,216,127
Trade and other receivables		21,184	(21,184)	-	-	-	-
Other financial assets	2	8,895	-	2,384	-	-	11,279
TOTAL CURRENT ASSETS		37,745	(21,184)	210,845	-	4,000,000	4,227,406
NON-CURRENT ASSETS							
Property, plant and equipment	3	47,672	(47,672)	680	-	-	680
Exploration and evaluation expenditure	4	54,291	-	265,737	-	-	320,028
TOTAL NON-CURRENT ASSETS		101,963	(47,672)	266,417	-	-	320,709
TOTAL ASSETS		139,708	(68,856)	477,262	-	4,000,000	4,548,115
CURRENT LIABILITIES							
Trade and other payables	5	1,000,308	(582,017)	82,845	(418,291)	-	82,845
Borrowings		3,064,680	(1,883,023)	-	(1,181,657)	-	-
Provisions		33,578	-	-	(33,578)	-	-
Other Liabilities		-	-	129,992	(129,992)	-	-
TOTAL CURRENT LIABILITIES		4,098,566	(2,465,040)	212,837	(1,763,518)	-	82,845
NON-CURRENT LIABILITIES							
Deferred tax liabilities		-	-	-	-	-	-
TOTAL NON-CURRENT LIABILITIES		-	-	-	-	-	-
TOTAL LIABILITIES		4,098,566	(2,465,040)	212,837	(1,763,518)	-	82,845
NET ASSETS / (LIABILITIES)		(3,958,858)	(2,533,896)	264,425	(1,763,518)	4,000,000	4,465,270
EQUITY							
Issued capital		59,838,056	-	624,608	1,403,335	4,000,000	65,866,000
Reserves		4,723,537	(4,723,537)	-	-	-	-
Accumulated (losses)/profits		(68,520,451)	7,257,433	(360,183)	360,183	-	(61,400,730)
TOTAL EQUITY / (DEFICIENCY IN EQUITY)		(3,958,858)	2,533,896	264,425	1,763,518	4,000,000	4,465,270

- (a) **(Column 2017 ARK Audited Accounts)** – Audited accounts of the Company as lodged and released to ASX from BDO Perth.
- (b) **(Column 2017 WEX Audited Accounts)** – Audited accounts of WEX which is to be acquired by the Company as per Resolution 4.
- (c) **(Column Proforma adjustments)** - Adjustments arising from the write off of assets and liabilities not recoverable or payable upon the Company coming out of Administration/Liquidation and the W/off of Tax Losses in WEX upon 100% takeover.

- (d) **(Column Completion of DOCA)** - Entries relate to Capital Raised by the Proponent to payout agreed liabilities of Secured Creditors and the Conversion of Debt to Equity by various parties as per Resolutions 5,6 & 7.
- (e) **(Column Minimum \$4,000,000 Capital Raising)** Completion of the minimum subscription of \$4m under the Capital Raising as per Resolution 11.

NOTE 1 - CASH AND CASH EQUIVALENTS

	2017 \$
Cash at Bank and on hand	4,216,127
	<u>4,216,127</u>

The above figures are an accumulation of reconciled cash at the end of the financial year in both ARK & WEX Audited Accounts and the inclusion of the proposed Capital Raising of \$4m.

NOTE 2 – OTHER FINANCIAL ASSETS

	2017 \$
Monies on Deposit	8,895
Other Miscellaneous Receivables	2,384
	<u>11,279</u>

The above figures are an accumulation of receivables at the end of the financial year in both ARK & WEX Audited Accounts..

NOTE 3 – Property Plant & Equipment

	2017 \$
Intangible Assets - Software	680
	<u>680</u>

The above figures are an accumulation of Other Assets at the end of the financial year in both ARK & WEX Audited Accounts.

NOTE 4 – EXPLORATION ASSET

	2017 WEX \$	2017 ARK \$	2017 Total \$
Opening balance	188,252	54,291	242,543
Additions through normal activities	112,405	-	112,405
Impairment of exploration assets	(34,920)	-	(34,920)
Closing balance	<u>265,737</u>	<u>54,291</u>	<u>320,028</u>

Exploration assets represent expenditure on exploration licenses in the north of South Australia.

Impairment expense for the financial year represents capitalised costs for exploration on tenements which have since been relinquished.

NOTE 5 - TRADE AND OTHER PAYABLES

	2017
	\$
Trade payables and accruals	45,793
Short term loans from shareholders	<u>35,100</u>
	<u>80,893</u>

Included in short term loans from shareholders are cash advances received from two WEX shareholders/Directors - Mr David Lindh and Mr Neville Martin. The amount of the loans are \$24,000 and \$11,100 respectively. The loans are considered to be short term and are non-interest bearing.

SCHEDULE 2 – TERMS AND CONDITIONS OF OPTIONS

Terms and condition of unlisted Options (Resolutions 5, 6, 9 & 10)

(a) Entitlement

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

(b) Exercise Price

Subject to paragraph (i) below, the amount payable upon exercise of each Option will be \$0.20 (**Exercise Price**)

(c) Expiry Date

Each of the Options expire at 5:00 pm (ACDT) on the Option's respective expiry date (**Expiry Date**) as follows:

Resolution	Option holder	Number of Options	Expiry Date
Resolution 5	Caason (or Caason Nominees)	6,428,571	36 months from the date of issue.
Resolution 6	Hunt	1,904,264	36 months from the date of issue.
Resolution 9	Mr Gerard Anderson	2,000,000	12 months from the date of issue.
Resolution 9	Mr Gerard Anderson	4,000,000	36 months from the date of issue.
Resolution 10	Mr Donald Triggs	1,000,000	12 months from the date of issue.
Resolution 10	Mr Donald Tiggs	2,000,000	36 months from the date of issue.

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

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

(e) Notice of Exercise

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

(f) Exercise Date

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

(g) Timing of issue of Shares on exercise

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

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act (if applicable) and otherwise comply with the Corporations Act and ASX Listing Rules.

(h) Shares issued on exercise

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

(i) Reconstruction of capital

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

(j) Participation in new issues

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

(k) Change in exercise price

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

**SCHEDULE 3 – WEX AUDITED ACCOUNTS FOR THE FINANCIAL YEARS ENDING 30
JUNE 2017 AND 30 JUNE 2016**

Financial Report

Woomera Exploration Limited

Year Ended 30 June 2017

WOOMERA EXPLORATION LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2017

The Directors present their report together with the financial report of Woomera Exploration Limited ("the Company or WEX") for the year ended 30 June 2017.

Principal activities

The Company holds a number of exploration licences in South Australia and engages in exploration activities including identifying future drill targets and maintaining its tenements in good standing. The Company proposes to undertake further exploration activities on such tenements in the future subject to further capital raisings.

The Company is working towards a listing on the ASX either by way of an IPO or a back door listing, the timing of which will depend on a number of factors including market conditions and satisfaction of regulatory requirements.

Review and results of operations

During the financial year, the Company entered into binding terms sheets to acquire 100% of two private companies, Volt Lithium Pty Ltd and Liquid Lithium Pty Ltd. These companies hold 10 lithium tenements (2 granted licences and 8 applications), situated in Western Australia. Three of the tenements are in the Pilbara region and are within the Pilgangoora province, which has proven lithium resources as spodumene bearing pegmatites. The Pilgangoora tenements lie within the same granitoid complex that hosts the 129Mt spodumene deposit of Pilbara Minerals Limited.

The other 7 tenements are in the vicinity of the Ravensthorpe/Norseman region of WA. Two of the Ravensthorpe tenements are near the Mt Cattlin spodumene mine. The other tenements overlay Lakes Sharpe, Dundas, Cowan, Dumbleyung and Peak Charles, and have been identified by Geoscience Australia for their high concentrations of lithium in brine.

WEX has agreed to pay to the vendors a total of \$500,000 and to issue 6.25 million WEX shares by way of consideration, and the transactions are conditional on securing an ASX Listing for WEX.

The net loss of the Company after income tax for the financial year ended 30 June 2017 was \$94,228 (2016: \$42,328).

Significant changes in the state of affairs

As part of the preparation for a proposed IPO or back door listing, WEX completed a 53:100 consolidation during the financial year (i.e. 53 new shares were issued for every 100 shares held) ("Consolidation"). The Consolidation reduced the then current 123,275,242 shares on issue (calculated on a fully diluted basis) to a more IPO manageable 65,335,878. The Consolidation was recommended by WEX's financial advisers in order to enhance the Company's proposed offering and to avoid any overreach with the pre IPO valuation.

There have been no other significant changes in the state of affairs of the Company other than the issue of additional shares following the completion of seed capital raisings.

Dividends paid or recommended

No dividends have been paid or provided by the Company.

After balance date events

The Company entered into a binding heads of agreement with Oz Exploration Pty Ltd (a wholly owned subsidiary of ASX listed OZ Minerals Limited) ("OZE") pursuant to which OZE has agreed to explore our Eastern Musgrave province tenements (ELs 5041, 5042 and 5287 and ELA 2017/0039) ("Tenements") via a farmin arrangement and joint venture.

WOOMERA EXPLORATION LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2017

The key terms of the OZE transaction are as follows:

- OZE will complete a Reverse Circulation drilling program totalling approximately 3,850m on the Tenements within the first 12 months of the grant of native title access ("Stage 1 Commitment");
- On completion of the Stage 1 Commitment, OZE may elect to earn a 51% interest in the Tenements by funding \$2.5 million of exploration expenditure (inclusive of the Stage 1 Commitment expenditure) within a further 6 months ("Stage 2 Commitment"), following such earn-in the parties will form a JV;
- Within 60 days of commencing the JV, OZE may elect by notice in writing to earn a further 24% interest in the Tenements by spending a further \$5 million on exploration within a further two years (securing a 75% interest for total expenditure of \$7.5 million);
- WEX will manage the exploration during the Stage 1 and Stage 2 Commitment periods pursuant to the directions made by an exploration committee established by the parties;
- During the JV period, OZE will be solely responsible for exploration programs and budgets;
- OZE will be the first manager of the JV and shall remain so while it still holds the larger JV interest.

The Company has also entered into a binding term sheet with Caason Investments Pty Ltd ("Caason") with respect to a proposed back door listing of the Company's shares via ASX listed Ausroc Metals Limited (ASX:ARK)("ARK"). ARK is an ASX listed company which is currently the subject of a Deed of Company Arrangement. Caason is the largest creditor of ARK and has agreed to procure ARK to acquire 100% of the issued shares of WEX which will then issue that same number of shares in ARK to the WEX shareholders upon readmission to the ASX.

The existing debts of ARK will be extinguished as part of the transaction. WEX has also agreed to appoint a Board nominee of Caason to the merged entity.

There has not arisen in the interval between 30 June 2017 and the date of this report any other item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Company, to affect significantly the operations of the Company, the results of those operations, or the state of affairs of the Company, in future years.

Likely developments

Plans are well underway for WEX to seek a back door listing of its shares via ARK in early 2018. This will depend on the successful completion of a capital raising. Although there can be no certainty that the proposed back door will be achieved, the WEX Board believes that the Company has good prospects for a successful outcome.

It is proposed that ARK will raise up to \$7 million via a prospectus in conjunction with its readmission to the ASX. The minimum subscription is expected to be \$4 million. Sequoia Corporate Finance Pty Ltd has entered into a mandate letter with WEX to act as Lead Manager for the back door listing or IPO. It will be necessary to raise the minimum subscription in order to achieve the readmission of ARK to the ASX.

Environmental issues

The operations of the Company are not subject to any particular and significant environmental regulation under a law of the Commonwealth or a State or Territory. To the best of the Company's knowledge no member of the Company has incurred any material environmental liability during the year.

Information on Directors

The Directors of the Company at any time during or since the end of the financial year are as set out below. Details of Directors' qualifications, experience and special responsibilities are as follows.

Neville Wayne Martin LLB (*University of Adelaide*) – Chairman, Non-Executive Director (Appointed 30 May 2011)

Mr Martin is the Non-Executive Chairman of the Company and is a former partner (now consultant) with the law firm Minter Ellison. He has over 40 years' experience in corporate law and mining, oil and gas law. He is also a director of ASX Listed Sundance Energy Australia Limited.

WOOMERA EXPLORATION LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2017

David John Lindh LLB – Non-Executive Director (Appointed 22 May 2012)

Mr Lindh is a non-executive director of the Company. He is a consultant in corporate and commercial matters and is the former Chairman of ASX listed Centrex Metals Limited and was a non-executive director of ETSA Corporation, Electranet and ASX Listed company Enterprise Energy Ltd. He is also Chairman of currently NSX listed NuCannaCo Science Limited.

Donald Maxwell Triggs B.Sc. (University of Adelaide) – Executive Director (Appointed 23 May 2012)

Mr Triggs is an executive director of the Company and senior executive holding the position of Exploration Director. He has over 30 years' experience consulting to the resource, utilities and information technology sectors. He is a former General Manager of ASX Listed Primary Resources Limited.

Gerard Anderson – Managing Director (Appointed 5 September 2016)

Mr Anderson is a geologist with 42 years' experience in exploration, mine and resource geology, principally in iron ore, gold and base metals. Gerard's senior management positions have included Exploration Superintendent of the Boddington Gold Mine, Chief Geologist of the Bronzewing Gold Mine, Chief Geologist Kalgoorlie Consolidated Gold Mines, General Manager Golden Grove Operations, General Manager Newmont Joint Ventures, Managing Director of ASX Listed companies Croesus Mining NL, Centrex Metals Limited and Archer Exploration Limited.

Company Secretary

Jonathan Lindh was appointed as Company Secretary on 27 May 2014. Jonathan is an Australian qualified lawyer with over 10 years' legal, company secretarial and corporate advisory experience, predominantly in the energy and resources sector. He holds a Bachelor of Laws, a Bachelor of International Studies and post graduate qualifications in corporate finance and corporate governance. He also serves as company secretary of various other listed and unlisted public and private companies.

Meetings of Directors

The number of Directors' meetings (including meetings of committees of Directors) and number of meetings attended by each of the Directors of the Company during the financial year are:

Director	Board Meetings	
	A	B
Neville Martin	7	7
David Lindh	7	7
Donald Triggs	7	7
Gerard Anderson	7	7

A – Number of meetings attended

B – Number of meetings held during the time the director held office during the year

Shares Issued on Exercise of Remuneration Options

Gerard Anderson exercised 200,000 options for 200,000 shares at an exercise price of \$0.05 each on 24 February 2017.

Options

At the date of signing this report, there were no options on issue.

Indemnification and insurance of officers

Indemnification

The Company is required to indemnify the Directors and other officers of the Company against any liabilities incurred by the Directors and officers that may arise from their position as Directors and officers of the Company. No costs were incurred during the year pursuant to this indemnity.

WOOMERA EXPLORATION LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2017

Insurance premiums

The Company has not paid insurance premiums in respect of Directors' and officers' either during the year or since the end of the year.

Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company or to intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings. There were no such proceedings brought or interventions on behalf of the Company with leave from the Court under section 237 of the Corporations Act 2001.

Non-audit Services

During the year, Grant Thornton, the Company's auditors, performed certain other services in addition to their statutory audit duties. The Board has considered the non-audit services provided during the year and is satisfied that the provision of those non-audit services during the year is compatible with, and did not compromise, the auditor independence requirements of the *Corporations Act 2001*.

Details of the amounts paid to the auditors of the Company, Grant Thornton, and its related practices for audit and non-audit services provided during the year are set out in Note 4 to the Financial Statements.

Auditor's Independence Declaration

The auditor's independence declaration as required by section 307C of the Corporations Act 2001 for the year ended 30 June 2017 is set out immediately following the end of the Directors' report.

The Report of Directors is signed in accordance with a resolution of the Board of Directors:

Dated this 23rd day of October 2017



N. W. Martin
Chairman

Grant Thornton House
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170 Frome Street
Adelaide, SA 5000
Correspondence to:
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Auditor's Independence Declaration to the Directors of Woomera Exploration Limited

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of Woomera Exploration Limited for the year ended 30 June 2017, I declare that, to the best of my knowledge and belief, there have been:

- a no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- b no contraventions of any applicable code of professional conduct in relation to the audit.



GRANT THORNTON AUDIT PTY LTD
Chartered Accountants



J L Humphrey
Partner - Audit & Assurance

Adelaide, 23 October 2017

Grant Thornton Audit Pty Ltd ACN 130 913 594
a subsidiary or related entity of Grant Thornton Australia Ltd ABN 41 127 556 389

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WOOMERA EXPLORATION LIMITED

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2017

	Note	2017 \$	2016 \$
Revenue		-	-
Other revenue		-	-
Total revenue		-	-
Administration expenses		(13,280)	(3,284)
Accounting & audit fees		(7,000)	(2,531)
Advertising		(495)	-
Professional services expense		(38,500)	(9,004)
Finance expense		(33)	(197)
Impairment expense		(34,920)	(27,312)
Loss before income tax expense		(94,228)	(42,328)
Income tax expense	2	-	-
Loss for the year attributable to members of the parent entity		(94,228)	(42,328)
Other comprehensive income for the year.		-	-
Total comprehensive income for the year attributable to members of the parent entity		(94,228)	(42,328)
Earnings per share			
- Basic Earnings per share (cents)	13	(0.15)	(0.07)

The accompanying notes form part of these financial statements

WOOMERA EXPLORATION LIMITED

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2017

	Note	2017 \$	2016 \$
Current assets			
Cash and cash equivalents	5	208,461	12,381
Other receivables		2,384	605
Total current assets		210,845	12,986
Total non-current assets			
Intangible assets – software		680	-
Exploration assets	6	265,737	188,252
		266,417	188,252
Total assets		477,262	201,238
Current liabilities			
Trade and other payables	7	82,845	88,665
Share subscriptions received in advance		129,992	-
Total current liabilities		212,837	88,665
Total non-current liabilities		-	-
Total liabilities		212,837	88,665
Net assets		264,425	112,573
Equity			
Issued capital	8	624,608	378,528
Retained losses		(360,183)	(265,955)
Total equity		264,425	112,573

The accompanying notes form part of these financial statements

WOOMERA EXPLORATION LIMITED

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2017**

	Issued Capital \$	Retained Losses \$	Total \$
Balance as at 30 June 2015	302,477	(223,627)	(78,850)
Shares issued for the year	76,051	-	76,051
Loss for the year	-	(42,328)	(42,328)
Other comprehensive income	-	-	-
Balance as at 30 June 2016	378,528	(265,955)	112,573
Balance as at 30 June 2016	378,528	(265,955)	112,573
Shares issued for the year	246,080	-	246,080
Loss for the year	-	(94,228)	(94,228)
Other comprehensive income	-	-	-
Balance as at 30 June 2017	624,608	(360,183)	264,425

The accompanying notes form part of these financial statements

WOOMERA EXPLORATION LIMITED

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2017**

	Note	2017 \$	2016 \$
Cash flows from operating activities			
Cash receipts in the course of operations		-	-
Cash payments to suppliers		(56,908)	(33,917)
Interest received		-	2
Net cash (used in) operating activities	10(a)	<u>(56,908)</u>	<u>(33,915)</u>
Cash flows from investing activities			
Payments for software licences		(680)	-
Payments for exploration assets		<u>(112,404)</u>	<u>(34,746)</u>
Net cash (used in) investing activities		<u>(113,084)</u>	<u>(34,746)</u>
Cash flows from financing activities			
Proceeds received for shares issued		246,080	50,385
Proceeds received for shares not yet issued		129,992	-
Short term loans from shareholders		-	26,000
Repayment of short term loans to shareholders		<u>(10,000)</u>	<u>-</u>
Net cash provided by financing activities		<u>366,072</u>	<u>76,385</u>
Net increase (decrease) in cash		<u>196,080</u>	<u>7,724</u>
Cash at the beginning of the financial year		<u>12,381</u>	<u>4,657</u>
Cash at the end of the financial year	5	<u>208,461</u>	<u>12,381</u>

The accompanying notes form part of these financial statements

NOTE 1 - STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

This general purpose financial statements of the Company have been prepared in accordance with the requirements of the Corporations Act 2001 (Cth), Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. Compliance with Australian Accounting Standards results in full compliance with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). Woomera Exploration Limited is an unlisted public company, registered and domiciled in Australia. Woomera Exploration Limited is a for profit entity for the purpose of preparing the financial statements.

The financial statements for the year ended 30 June 2017 were approved and authorised by the Board of Directors on October 2017.

The Financial Report has been prepared on an accruals basis, and is based on historical costs, modified by the measurement at fair value of selected on-current assets, financial assets and financial liabilities.

The significant policies which have been adopted in the preparation of this financial report are summarised below.

(a) Operating segment

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity), whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance and for which discrete financial information is available. This includes start-up operations which are yet to earn revenues. Management will also consider other factors in determining operating segments such as the existence of a line manager and the level of segment information presented to the Board of Directors.

Operating segments have been identified based on the information provided to the chief operating decision makers – being the Board.

The Company aggregates two or more operating segments when they have similar economic characteristics, and the segments are similar in the nature of the minerals targeted.

Operating segments that meet the quantitative criteria, as prescribed by AASB 8, are reported separately. However, an operating segment that does not meet the quantitative criteria is still reported separately where information about the segment would be useful to users of the financial statements.

The Directors have considered the requirements of AASB 8 – Operating Segments and the internal reports that are reviewed by the Board in allocating resources have concluded that at this time there are no separately identifiable segments.

(b) Finance income and expense

Finance income comprises interest income on funds invested, gains on disposal of financial assets and changes in fair value of financial assets held at fair value through profit or loss. Finance expenses comprise changes in the fair value of financial assets held at fair value through profit or loss and impairment losses on financial assets.

Interest income is recognised as it accrues in profit or loss, using the effective interest rate method. All income is stated net of goods and services tax (GST).

(c) Exploration and evaluation expenditure

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that right of tenure is current and those costs are expected to be recouped through the successful development of the area (or, alternatively by its sale) or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves and operations in relation to the area are continuing.

Refer key judgements – note 1(k)(ii)

(d) Financial instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the entity becomes a party to the provisions to the instrument. For financial assets, this is equivalent to date that the Company commits itself to either the purchase or sale of the asset.

Financial instruments are initially measured at fair value plus transaction costs, except where the instrument is classified as 'fair value through profit and loss', in which case the costs are expensed to profit or loss immediately.

Classification and subsequent measurement

Financial instruments are subsequently measured at either fair value or amortised cost using the interest method or cost. Fair value represents the amount for which an asset could be exchanged, or a liability settle, between knowledgeable willing parties. Where available, quoted prices in an active market are used to determine fair value.

(i) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost. Loans and receivables are included in current assets except for those not expected to mature within 12 months after the end of the reporting period.

(ii) Financial liabilities

Non-derivative financial liabilities are subsequently measured at cost.

Impairment

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired.

(e) Impairment of assets

At each reporting date, the Company reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to profit or loss.

Where it is not probable to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2017**

(f) Trade and other receivables

Trade and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Company provides money, goods or services directly to a debtor with no intention of selling the receivables. They are included in current assets, except for those with maturities greater than 12 months after the balance date which are classified as non-current assets.

Trade and other receivables are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method, less provision for impairment. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

(g) Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the Company prior to the end of the reporting period which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date. They are recognised initially at their fair value and subsequently amortised cost using the effective interest rate method. Trade and other payables are stated at amortised cost.

(h) Income Tax

Tax expense recognised in profit or loss comprises the sum of deferred tax and current tax not recognised in other comprehensive income or directly in equity.

Current income tax assets and/or liabilities comprise those obligations to, or claims from, the Australian Taxation Office (ATO) and other fiscal authorities relating to the current or prior reporting periods, that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements.

Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. Deferred tax on temporary differences associated with investments in subsidiaries and joint ventures is not provided if reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted by the end of the reporting period. Deferred tax liabilities are always provided for in full.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax assets and liabilities are offset only when the Company has a right and intention to set-off current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in profit or loss, except where they relate to items that are recognised in other comprehensive income (such as the revaluation of land) or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

(i) Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2017**

(j) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST. Cash flows are presented in the statement of cash flows on a gross basis, except for the GST components of investing and financing activities, which are disclosed as operating cash flows.

(k) Critical accounting estimates and judgements

The Directors evaluate estimates and judgements incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends of economic data, obtained both externally and within the Company.

i) Key estimates – impairment

The Company assesses impairment at each reporting date by evaluating conditions specific to the Company that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined.

ii) Key judgements – exploration and evaluation expenditure

The future recoverability of capitalised exploration and evaluation expenditure is dependent on a number of factors, including whether the Company decides to exploit the related lease itself or, if not, whether it successfully recovers the related exploration and evaluation asset through sale.

(l) Adoption of the new and revised accounting standards

The Company has adopted the following revisions and amendments to AASB's issued by the Australian Accounting Standards Board and IFRS issued by the International Accounting Standards Board, which are relevant to and effective for the Company's financial statements for the annual period beginning 1 July 2016:

- AASB 2014-3 Amendments to Australian Accounting Standards – Accounting for Acquisitions of Interests in Joint Operations;
- AASB 2014-4 Amendments to Australian Accounting Standards – Clarification of Acceptable Methods of Depreciation and Amortisation;
- AASB 2015-1 Amendments to Australian Accounting Standards – Annual Improvements to Australian Accounting Standards 2012-2014 Cycle;
- AASB 2015-2 Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 101
- AASB 1057 Application of Australian Accounting Standards;
- AASB 2014-8 Amendments to Australian Accounting Standards arising from AASB 9 (December 2014) – Application of AASB 9 (December 2009) and AASB 9 (December 2010); and
- AASB 2015-3 Amendments to Australian Accounting Standards arising from the Withdrawal of AASB 1031 Materiality

Management has reviewed the requirements of the above standards and has concluded that there was no effect on the classification or presentation of balances.

(m) Recently issued accounting standards to be applied in future accounting periods

The accounting standards that have not been early adopted for the period ended 30 June 2016, but will be applicable to the Company in future reporting periods are detailed below. Apart from these standards, we have considered other accounting standards that will be applicable in future reporting periods, however they have been considered insignificant to the Company.

Standard / Interpretation	Effective Date
AASB 9 Financial Instruments, AASB 2010-7 Amendments to Australian Accounting Standards arising from AASB 9 (December 2010), AASB 2014-1 Amendments to Australian Accounting Standards (Part E- Financial Instruments), AASB 2014-7 Amendments to Australian Accounting Standards arising from AASB 9 (December 2014).	1 January 2018
AASB 16 'Leases'	1 January 2019
AASB 2016-1 'Amendments to Australian Accounting Standards - Recognition of Deferred Tax Assets for Unrealised Losses'	1 January 2017
AASB 2016-2 'Amendments to Australian Accounting Standards - Disclosure Initiative: Amendments to AASB 107'	1 January 2017

There are no other standards that are not yet effective and that are expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

WOOMERA EXPLORATION LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2017**

NOTE 2 - INCOME TAX EXPENSE

	2017 \$	2016 \$
The components of tax expense comprise:		
Current income tax charge	-	-
	-	-
The prima facie tax on profit from ordinary activities before income tax is reconciled to the income tax as follows:		
Prima facie income tax benefit calculated at 27.5% on loss from ordinary activities	25,913	12,698
Deferred tax asset in respect of tax losses not brought to account	(27,913)	(12,698)
Income tax expense attributable to loss from ordinary activities	-	-
Income tax losses		
Deferred tax asset arising from carried forward tax losses not recognised at reporting date as the asset is not regarded as meeting the probable criteria		
- tax losses at 27.5%	84,577	58,664

NOTE 3 - REMUNERATION OF DIRECTORS AND KEY MANAGEMENT PERSONNEL**(a) Directors and Key Management Personnel**

The names and positions held by Directors and Key Management Personnel of the Company during the financial year are:

Directors	Position
Neville Wayne Martin	Director
David Lindh	Director
Donald Triggs	Director
Gerard Anderson	Director

(b) Directors' Remuneration

No remuneration has been paid to the Directors during the year.

WOOMERA EXPLORATION LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2017**

NOTE 4 - AUDITORS' REMUNERATION

	2017 \$	2016 \$
Remuneration of the auditor for:		
- Audit services	6,200	2,500
- Taxation and other services	800	-
	<u>7,000</u>	<u>2,500</u>

NOTE 5 - CASH AND CASH EQUIVALENTS

	2017 \$	2016 \$
Cash at Bank and on hand	208,461	12,381
	<u>208,461</u>	<u>12,381</u>

The above figures are reconciled to cash at the end of the financial year as shown in the statement of cash flows as follows:

Cash and cash equivalents	208,461	12,381
---------------------------	---------	--------

NOTE 6 – EXPLORATION ASSET

	2017 \$	2016 \$
Opening balance	188,252	159,883
Additions through normal activities	112,405	55,861
Impairment of exploration assets	(34,920)	(27,312)
Closing balance	<u>265,737</u>	<u>188,252</u>

Exploration assets represent expenditure on exploration licenses in the north of South Australia.

Impairment expense for the financial year represents capitalised costs for exploration on tenements which have since been relinquished.

WOOMERA EXPLORATION LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2017**

NOTE 7 - TRADE AND OTHER PAYABLES

	2017	2016
	\$	\$
Trade payables and accruals	47,745	43,565
Short term loans from shareholders	35,100	45,100
	<u>82,845</u>	<u>88,665</u>

Included in short term loans from shareholders are cash advances received from two shareholders/Directors - Mr David Lindh and Mr Neville Martin. The amount of the loans are \$24,000 and \$11,100 respectively. The loans are considered to be short term and are non-interest bearing.

NOTE 8 - ISSUED CAPITAL

	Number of shares	\$
Issued and paid-up share capital		
(a) Ordinary shares		
Balance at 30 June 2015	117,118,233	302,477
Shares issued during the year	2,599,600	76,051
Balance at 30 June 2016	119,717,833	378,528
Shares issued during the year	3,557,409	246,080
Share consolidation	(57,939,364)	-
Balance at 30 June 2017	65,335,878	624,608

Effective 12 May 2017, the shareholders of the company approved a share consolidation be undertaken which resulted in 53 for 100 consolidation.

Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders' meetings.

In the event of winding up of the Company ordinary shareholders rank after all creditors and are fully entitled to any proceeds of liquidation.

(a) Capital management

Management effectively manages the Company's capital by assessing the Company's financial risks and adjusting its capital structure accordingly. The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Company's capital is shown as issued capital in the statement of financial position.

WOOMERA EXPLORATION LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2017****NOTE 9 - FINANCIAL INSTRUMENTS**

The company's financial instruments consist of cash and cash equivalents, other receivables, and trade and other payables.

	2017	2016
	\$	\$
Cash and cash equivalents	208,461	12,381
Other receivables	2,384	605
Trade and other payables	(82,845)	(88,665)
Net financial liabilities	<u>128,000</u>	<u>(75,679)</u>

Net fair values of financial assets and liabilities

Fair values are amounts at which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arms- length transaction. The carrying value of financial assets and financial liabilities held are approximate to their fair value.

NOTE 10 - NOTES TO THE STATEMENTS OF CASH FLOWS**(a) Reconciliation of loss from ordinary activities after income tax to net cash provided by operating activities**

	2017	2016
	\$	\$
Loss from ordinary activities after income tax	(94,228)	(42,328)
Non-cash flows in loss		
Impairment of exploration assets	34,920	27,312
Net cash (used in) operating activities before changes in assets and liabilities	<u>(59,308)</u>	<u>(15,016)</u>
Change in assets and liabilities during the financial year		
(Increase) / decrease in other current assets	(1,780)	(365)
Increase / (decrease) in trade payables (excluding loans)	4,180	(18,534)
Net cash provided by/(used in) operating activities	<u>(56,908)</u>	<u>(33,915)</u>

WOOMERA EXPLORATION LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2017****NOTE 11 - RELATED PARTIES****(a) Directors' transactions with the Company**

The company has incurred professional expenses totalling \$21,420 and \$39,000 with Jonathan Lindh (Company Secretary) and Don Triggs (Director) respectively for services provided during the year.

Unsecured director loans of \$11,100 and \$24,000 from Neville Martin and David Lindh and their related entities, respectively, remain outstanding at year end.

(b) Equity holdings: Directors interests (direct or indirect) in shares and options of the company as at 30 June 2017 are as follows**Fully paid ordinary shares**

Director	Opening Balance	Issued during the year	Closing balance
N. Martin	16,859,999	100,000	11,378,837
D. Lindh	31,433,333	100,000	15,652,667
D. Triggs	17,000,000	-	8,177,901
G. Anderson	2,200,000	200,000	1,272,000

Options

Director	Opening Balance	Excersied	Closing balance
N. Martin	-	-	-
D. Lindh	-	-	-
D. Triggs	-	-	-
G. Anderson	200,000	(200,000)	-

NOTE 12 – INTEREST IN SUBSIDIARIES

CONTROLLED ENTITY	COUNTRY OF INCORPORATION	2017	2016
Norsa Exploration Pty Ltd	Australia	100%	100%

NOTE 13 - EARNINGS PER SHARE

The weighted average number of shares for the purpose of diluted earnings per share can be reconciled to the weighted average number of ordinary shares used in the calculation of basic earnings per share as follows:

	2017	2016*
Weighted average number of shares used in basic earnings per share	64,023,618	62,247,888
Profit / (loss) per share – basic (cents)	(0.15)	(0.07)

** post consolidation*

In accordance with AASB 133 'Earnings per Share', there are no dilutive securities.

WOOMERA EXPLORATION LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2017****NOTE 14 – PARENT ENTITY INFORMATION**

Information relating to Woomera Exploration Ltd (the parent entity)

	2017	2016
	\$	\$
Current assets		
Cash and cash equivalents	208,461	12,381
Other receivables	2,384	605
Total current assets	210,845	12,986
Total non-current assets		
Intangible assets - software	680	-
Exploration assets	265,737	188,252
	266,417	188,252
Total assets	477,262	201,238
Current liabilities		
Trade and other payables	82,845	88,665
Share subscriptions received in advance	129,992	-
Total current liabilities	212,837	88,665
Total liabilities	212,837	88,665
Net assets	264,425	112,573
Equity		
Issued capital	624,608	378,528
Retained losses	(360,183)	(265,955)
Total equity	264,425	112,573
Total comprehensive loss for the year	(94,228)	(42,328)

NOTE 15 - EVENTS SUBSEQUENT TO BALANCE DATE

There has not arisen in the interval between 30 June 2017 and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Company, to affect significantly the operations of the Company, the results of those operations, or the state of affairs of the Company, in future years.

WOOMERA EXPLORATION LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2017**

NOTE 16 - COMPANY DETAILS

The registered office and principal place of business of the Company is:

Level 4, 22 Grenfell Street
Adelaide SA 5000

NOTE 17 - GOING CONCERN

The financial report has been prepared on the basis of going concern. The Company incurred a loss of \$94,228 for the year ended 30 June 2017 and had net cash outflows from operations and investing activities of \$169,992 as at 30 June 2017. The Company's ability to continue as a going concern is contingent upon successfully raising additional capital and/or the support of director related entities for the provision of working capital loans.

If additional funds are not raised the going concern basis may not be appropriate, with the result that the Company may have to realise its assets and extinguish its liabilities, other than in the ordinary course of business and in amounts different from those stated in this financial report. No allowance for such circumstances has been made in the financial report.

WOOMERA EXPLORATION LIMITED

**DIRECTORS' DECLARATION
FOR THE YEAR ENDED 30 JUNE 2017**

1 In the opinion of the Directors of Woomera Exploration Limited:

- (a) the financial statements and notes, as set out on pages 7 to 21, are in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the financial position as at 30 June 2017 and of the performance for the year ended on that date of the Company; and
 - (ii) complying with Accounting Standards.
- (b) In the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.

Dated this 23rd day of October 2017



N. W. Martin
Chairman

Grant Thornton House
Level 3
170 Frome Street
Adelaide, SA 5000
Correspondence to:
GPO Box 1270
Adelaide SA 5001

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Independent Auditor's Report to the members of Woomera Exploration Limited

Report on the audit of the financial report

Opinion

We have audited the financial report of Woomera Exploration Limited (the Company) and its subsidiary (the Group), which comprises the consolidated statement of financial position as at 30 June 2017, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- a giving a true and fair view of the Group's financial position as at 30 June 2017 and of its performance for the year ended on that date; and
- b complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Company in accordance with the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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Material Uncertainty Related to Going Concern

We draw attention to Note 17 in the financial report which indicates that the Group incurred a net loss of \$94,228 during the year ended 30 June 2017 and had net cash outflows from operations and investing activities of \$169,992 as at 30 June 2017. These conditions, along with other matters as set forth in Note 17, indicate that a material uncertainty exists that may cast doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Responsibilities of the Directors for the Financial Report

The Directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001*. The Directors responsibility also includes such internal control as the Directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at:
http://www.auasb.gov.au/auditors_responsibilities/ar3.pdf. This description forms part of our auditor's report.



GRANT THORNTON AUDIT PTY LTD
Chartered Accountants



J L Humphrey
Partner - Audit & Assurance

Adelaide, 23 October 2017

Financial Report

Woomera Exploration Limited

Year Ended 30 June 2016

WOOMERA EXPLORATION LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2016

The Directors present their report together with the financial report of Woomera Exploration Limited ("the Company or WEX") for the year ended 30 June 2016.

Principal activities

The Company is still in the formation stage and has no current business activities. It does, however, hold a number of exploration licences in South Australia and proposes to undertake exploration activities on such tenements in the future subject to further capital raisings.

Review and results of operations

The net loss of the company after income tax for the financial year ended 30 June 2016 was \$42,328 (2015: 168,600).

Significant changes in the state of affairs

There have been no significant changes in the state of affairs of the Company.

Dividends paid or recommended

No dividends have been paid or provided by the Company.

After balance date events

There has not arisen in the interval between 30 June 2016 and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Company, to affect significantly the operations of the Company, the results of those operations, or the state of affairs of the Company, in future years.

Likely developments

The company was incorporated on the 30th May 2011 and is the holder of a number of exploration licences in South Australia. The company intends to undertake exploration activities on its tenements in due course following a capital raising from shareholders and other investors.

Environmental issues

The operations of the Company are not subject to any particular and significant environmental regulation under a law of the Commonwealth or a State or Territory. To the best of the Company's knowledge no member of the Company has incurred any material environmental liability during the year.

WOOMERA EXPLORATION LIMITED

DIRECTORS' REPORT (CONT) FOR THE YEAR ENDED 30 JUNE 2016

Information on Directors

The Directors of the Company at any time during the financial year are as set out below. Details of Directors' qualifications, experience and special responsibilities are as follows.

Neville Wayne Martin LLB (*University of Adelaide*) – Chairman, Non-Executive Director (Appointed 30 May 2011)

Neville Martin is a consultant with the law firm Minter Ellison in Adelaide, and has over 35 years experience in corporate and commercial law. He is a former director of Stuart Petroleum Limited and Austin Exploration Limited (oil and gas exploration companies listed on the ASX) and was the Chairman of the ASX listed Adelaide Energy Limited. He is currently a non-executive director of ASX listed Sundance Energy Ltd and Pawnee Energy Limited.

David John Lindh LLB – Non-Executive Director (Appointed 22 May 2012)

Mr Lindh has over 30 years experience as both a lawyer and company director. Mr Lindh is currently the chairman of ASX listed Pawnee Energy Ltd and has been the Chairman of Enterprise Energy Ltd, Orca Petroleum Ltd and Centrex Metals Ltd.

Mr Lindh is also a director of various other unlisted companies and a consultant with Minter Ellison lawyers in Adelaide. Mr Lindh was awarded a Medal of the Order of Australia in recognition of his services to business and equestrian sport.

Donald Maxwell Triggs B.Sc. (*University of Adelaide*) – Executive Director (Appointed 23 May 2012)

Donald Triggs has over thirty years experience consulting to the Resource, Utilities, and Information Technology sectors. Clients have included CRA/Rio Tinto, Normandy, MIM, Xstrata, Optima Energy, Telstra, Santos, New Hampton Goldfields and Mineral Deposits Limited. He is the former General Manager of the ASX listed company, Primary Resources Limited and is currently director of Norsa Exploration Pty Ltd and is managing exploration projects in the West Pilbara, Musgrave Block and Gawler Craton.

Company Secretary

Jonathan Lindh was appointed as Company Secretary on 27 May 2014. Jonathan has over 10 years' legal and corporate advisory experience predominantly in the energy and resources sector. He holds a Bachelor of Laws, a Bachelor of International Studies and post graduate qualifications in corporate finance and corporate governance.

Meetings of Directors

The number of Directors' meetings (including meetings of committees of Directors) and number of meetings attended by each of the Directors of the Company during the financial year are:

Director	Board Meetings	
	A	B
Neville Martin	2	2
David Lindh	2	2
Donald Triggs	2	2

A – Number of meetings attended

B – Number of meetings held during the time the director held office during the year

WOOMERA EXPLORATION LIMITED

DIRECTORS' REPORT (CONT) FOR THE YEAR ENDED 30 JUNE 2016

Shares Issued on Exercise of Remuneration Options

No shares were issued to Directors as result of the exercise of options during the financial year.

Directors' Interests in shares and options

Directors' relevant interests in shares and options of the Company are disclosed in Note 11 to the financial statements.

Options

At the date of signing this report, there were 1,000,000 WEX options on issue exercisable at \$0.05 each on or before 30 June 2017.

Indemnification and insurance of officers

Indemnification

The Company is required to indemnify the Directors and other officers of the Company against any liabilities incurred by the Directors and officers that may arise from their position as Directors and officers of the Company. No costs were incurred during the year pursuant to this indemnity.

Insurance premiums

The Company has not paid insurance premiums in respect of Directors' and officers' either during the year or since the end of the year.

Proceedings on behalf of the Company

No person has applied to the Court under section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company or to intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings. There were no such proceedings brought or interventions on behalf of the Company with leave from the Court under section 237 of the Corporations Act 2001.

Non-audit Services

During the year, Grant Thornton, the Company's auditors, performed certain other services in addition to their statutory audit duties. The Board has considered the non-audit services provided during the year and is satisfied that the provision of those non-audit services during the year is compatible with, and did not compromise, the auditor independence requirements of the *Corporations Act 2001*.

Details of the amounts paid to the auditors of the Company, Grant Thornton, and its related practices for audit and non-audit services provided during the year are set out in Note 4 to the Financial Statements.

Auditor's Independence Declaration

The auditor's independence declaration as required by section 307C of the Corporations Act 2001 for the year ended 30 June 2016 is set out immediately following the end of the Directors' report.

The Report of Directors is signed in accordance with a resolution of the Board of Directors:

Dated this 31st day of October 2016



David J. Lindh OAM
Director

Level 1,
67 Greenhill Rd
Wayville SA 5034

Correspondence to:
GPO Box 1270
Adelaide SA 5001

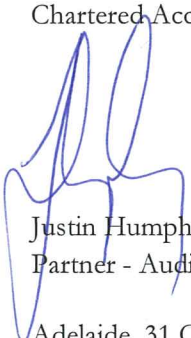
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**AUDITOR'S INDEPENDENCE DECLARATION
TO THE DIRECTORS OF WOOMERA EXPLORATION LIMITED**

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of Woomera Exploration Limited for the year ended 30 June 2016, I declare that, to the best of my knowledge and belief, there have been:

- a no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- b no contraventions of any applicable code of professional conduct in relation to the audit.


GRANT THORNTON AUDIT PTY LTD
Chartered Accountants


Justin Humphrey
Partner - Audit & Assurance

Adelaide, 31 October 2016

Grant Thornton Audit Pty Ltd ACN 130 913 594
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WOOMERA EXPLORATION LIMITED

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2016

	Note	2016 \$	2015 \$
Revenue		-	-
Total revenue		-	-
Administration expenses		(3,284)	(7,419)
Accounting & audit fees		(2,531)	(2,500)
Professional service expense		(9,004)	(26,556)
Finance expense		(197)	(146)
Impairment expense		(27,312)	(131,979)
Loss before income tax expense		(42,328)	(168,600)
Income tax expense	2	-	-
Loss for the year attributable to members of the parent entity		(42,328)	(168,600)
Other comprehensive income for the year.		-	-
Total comprehensive income for the year attributable to members of the parent entity		(42,328)	(168,600)

The accompanying notes form part of these financial statements

WOOMERA EXPLORATION LIMITED

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2016**

	Note	2016 \$	2015 \$
Current assets			
Cash and cash equivalents	5	12,381	4,657
Other receivables		605	250
Total current assets		<u>12,986</u>	<u>4,907</u>
Total non-current assets			
Exploration assets	6	188,252	159,883
		<u>188,252</u>	<u>159,883</u>
Total assets		<u>201,238</u>	<u>164,790</u>
Current liabilities			
Trade and other payables	7	88,665	85,940
Total current liabilities		<u>88,665</u>	<u>85,940</u>
Total non-current liabilities		<u>-</u>	<u>-</u>
Total liabilities		<u>88,665</u>	<u>85,940</u>
Net assets		<u>112,573</u>	<u>78,850</u>
Equity			
Issued capital	8	378,528	302,477
Retained losses		(265,955)	(223,627)
Total equity		<u>112,573</u>	<u>78,850</u>

The accompanying notes form part of these financial statements

WOOMERA EXPLORATION LIMITED

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2016**

	Issued Capital \$	Retained Losses \$	Total \$
Balance as at 30 June 2014	222,477	(55,027)	167,450
Shares issued for the year	80,000	-	80,000
Loss for the year	-	(168,600)	(168,600)
Other comprehensive income	-	-	-
Balance as at 30 June 2015	302,477	(223,627)	(78,850)
Shares issued for the year	76,051	-	76,051
Loss for the year	-	(42,328)	(42,328)
Other comprehensive income	-	-	-
Balance as at 30 June 2016	378,528	(265,955)	112,573

The accompanying notes form part of these financial statements

WOOMERA EXPLORATION LIMITED

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2016**

	Note	2016 \$	2015 \$
Cash flows from operating activities			
Cash receipts in the course of operations		2	2
Cash payments in the course of operations		(33,917)	(23,323)
Net cash (used in) operating activities	10(a)	(33,915)	(23,321)
Cash flows from investing activities			
Payments for exploration assets		(34,746)	(62,495)
Net cash (used in) investing activities		(34,746)	(62,495)
Cash flows from financing activities			
Proceeds received for shares issued		50,385	80,000
Loans from shareholders		26,000	5,348
Net cash provided by financing activities		76,385	85,348
Net increase (decrease) in cash		7,724	(468)
Cash at the beginning of the financial year		4,657	5,125
Cash at the end of the financial year	5	12,381	4,657

The accompanying notes form part of these financial statements

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2016**

NOTE 1 - STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The following report covers Woomera Exploration Limited and its controlled entities (The Group), an unlisted public Company, incorporated and domiciled in Australia.

(a) Basis of preparation

This general purpose financial report has been prepared in accordance with Australian Accounting Standards, Australian Accounting reduced disclosure requirements of the Australian Accounting Standard Board (AASB) and the Corporation Act 2001. The company is a for-profit-entity for financial reporting purposes under Australian Accounting Standards.

Material accounting policies adopted in the preparation of this financial report are presented below and have been consistently applied unless otherwise stated.

The financial report has been prepared on an accruals basis and is based on historical costs, modified where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

(b) Income Tax

The income tax expense (revenue) for the year comprises current income tax expense (income) and deferred income tax (income).

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Current and deferred income tax (expense)/benefit is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or liability is settled. Deferred tax is credited in the Income Statement except where it relates to items that may be credited directly to equity, in which case the deferred tax is adjusted directly against equity.

Deferred income tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the Company will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

NOTE 1 - STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONT)

(c) Impairment of assets

At each reporting date, the Company reviews the carrying values of its assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the statement of profit or loss and other comprehensive income.

(d) Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

(e) Exploration, development and evaluation expenditure

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest. These costs are only carried forward to the extent that right of tenure is current and those costs are expected to be recouped through the successful development of the area (or, alternatively by its sale) or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves and operations in relation to the area are continuing.

Accumulated costs, in relation to an abandoned area, are written off in full against profit in the period in which the decision to abandon the area is made.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves. A regular review is undertaken of each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest.

Costs of site restoration are provided over the life of the facility from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structures, waste removal and rehabilitation of the site in accordance with clauses of the mining permits. Such costs have been determined using estimates of future costs, current legal requirements and technology on an undiscounted basis.

Any changes in the estimates for the costs are accounted on a prospective basis. In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly, the costs have been determined on the basis that the restoration will be completed within one year of abandoning the site.

(f) New and revised standards that are effective for these financial statements

There are no other standards that are not yet effective and that are expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

WOOMERA EXPLORATION LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2016****NOTE 2 - INCOME TAX EXPENSE**

	2016 \$	2015 \$
The components of tax expense comprise:		
Current income tax charge	-	-
	-	-
The prima facie tax on profit from ordinary activities before income tax is reconciled to the income tax as follows:		
Prima facie income tax benefit calculated at 30% on loss from ordinary activities	12,698	45,966
Deferred tax asset in respect of tax losses not brought to account	(12,698)	(45,966)
Income tax expense attributable to loss from ordinary activities	-	-
Income tax losses		
Deferred tax asset arising from carried forward tax losses not recognised at reporting date as the asset is not regarded as meeting the probable criteria		
- tax losses at 30%	58,664	45,966

NOTE 3 - REMUNERATION OF DIRECTORS AND KEY MANAGEMENT PERSONNEL**(a) Directors and Key Management Personnel**

The names and positions held by Directors and Key Management Personnel of the Company during the financial year are:

Directors	Position
Neville Wayne Martin	Director
David Lindh	Director
Donald Triggs	Director

(b) Directors' Remuneration

No remuneration has been paid to the Directors during the year.

WOOMERA EXPLORATION LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2016****NOTE 4 - AUDITORS' REMUNERATION**

	2016 \$	2015 \$
Remuneration of the auditor for:		
- Audit services	2,500	2,500
- Taxation and other services	-	6,000
	2,500	8,500

NOTE 5 - CASH AND CASH EQUIVALENTS

	2016 \$	2015 \$
Cash at Bank and on hand	12,381	4,657
	12,381	4,657

NOTE 6 – EXPLORATION ASSET

	2016 \$	2015 \$
Opening balance	159,883	183,272
Additions through normal activities	55,861	108,590
Impairment of exploration assets	(27,312)	(131,979)
Closing balance	188,252	159,883

Exploration assets represent expenditure on exploration licenses in the north of South Australia.

WOOMERA EXPLORATION LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2016**

NOTE 7 - TRADE AND OTHER PAYABLES

	2016 \$	2015 \$
Trade payables and accruals	43,565	66,840
Other payables	45,100	19,100
	<u>88,665</u>	<u>85,940</u>

NOTE 8 - ISSUED CAPITAL

Issued and paid-up share capital	Number of shares	\$
(a) Ordinary shares		
Balance at 30 June 2014	105,961,166	222,477
Shares issued during the year	8,733,334	80,000
Balance at 30 June 2015	<u>114,694,500</u>	<u>302,477</u>
Shares issued during the year	2,599,600	76,051
Balance at 30 June 2016	<u>117,294,100</u>	<u>378,528</u>

Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders' meetings.

In the event of winding up of the Company ordinary shareholders rank after all creditors and are fully entitled to any proceeds of liquidation.

NOTE 9 - FINANCIAL INSTRUMENTS

The company's financial instruments consist of cash and cash equivalents and trade and other payables.

	2016 \$	2015 \$
Cash and cash equivalents	12,381	4,657
Trade and other payables	(88,665)	(85,940)
Net financial liabilities	<u>(76,284)</u>	<u>(81,283)</u>

Net fair values of financial assets and liabilities

Fair values are amounts at which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arms-length transaction. The carrying value of financial assets and financial liabilities held are approximate to their fair value.

WOOMERA EXPLORATION LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2016****NOTE 10 - NOTES TO THE STATEMENTS OF CASH FLOWS****(a) Reconciliation of loss from ordinary activities after income tax to net cash provided by operating activities**

	2016 \$	2015 \$
Loss from ordinary activities after income tax	(42,328)	(168,600)
Non-cash flows in loss		
Impairment of exploration assets	27,312	131,979
Net cash (used in) operating activities before changes in assets and liabilities	(15,016)	(36,621)
Change in assets and liabilities during the financial year		
(Increase) / decrease in other current assets	(365)	413
Increase / (decrease) in payables	(18,534)	12,887
Net cash provided by/(used in) operating activities	(33,915)	(23,321)

NOTE 11 - RELATED PARTIES**(a) Directors' transactions with the Company**

The company has incurred professional expenses totalling \$5,100 and \$15,300 with Jonathan Lindh (Company Secretary) and Don Triggs (Director) respectively for services provided during the year. \$6,180 and \$36,017 were payable at year end respectively.

Unsecured director loans of \$16,098 and \$29,000 from Neville Martin and David Lindh and their related entities, respectively, remain outstanding at year end.

(b) Equity holdings: Directors interests (direct or indirect) in shares and options of the company as at 30 June 2016 are as follows**Fully paid ordinary shares**

Director	Opening Balance	Issued during the year	Closing balance
N. Martin	16,859,999	-	16,859,999
D. Lindh	31,433,333	-	31,433,333
D. Triggs	14,666,667	2,333,333	17,000,00

WOOMERA EXPLORATION LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2016**

NOTE 12 – INTEREST IN SUBSIDIARIES

CONTROLLED ENTITY	COUNTRY OF INCORPORATION	2016	2015
Norsa Exploration Pty Ltd	Australia	100%	100%

NOTE 13 – PARENT ENTITY INFORMATION

Information relating to Woomera Exploration Ltd (the parent entity)

	2016	2015
	\$	\$
Current assets		
Cash and cash equivalents	12,381	4,273
Prepayments	605	250
Total current assets	12,986	4,523
Total non-current assets		
Exploration assets	188,252	160,267
	188,252	160,267
Total assets	201,238	164,790
Current liabilities		
Trade and other payables	88,665	85,940
Total current liabilities	88,665	85,940
Total liabilities	88,665	85,940
Net assets	112,573	78,850
Equity		
Issued capital	378,528	302,477
Retained losses	(265,955)	(223,627)
Total equity	112,573	78,850
Total comprehensive loss for the year	(42,328)	(168,600)

NOTE 14 - EVENTS SUBSEQUENT TO BALANCE DATE

There has not arisen in the interval between 30 June 2016 and the date of this report any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Company, to affect significantly the operations of the Company, the results of those operations, or the state of affairs of the Company, in future years.

NOTE 15 - COMPANY DETAILS

The registered office and principal place of business of the Company is:

92 Osterley Avenue
Bridgewater SA 5155

NOTE 16 - GOING CONCERN

The financial report has been prepared on the basis of going concern. The Company incurred a loss of \$42,328 for the year ended 30 June 2016 and had a current asset deficiency of \$75,679 as at 30 June 2016. The Company's ability to continue as a going concern is contingent upon successfully raising additional capital and/or the support of director related entities for the provision of working capital loans.

If additional funds are not raised the going concern basis may not be appropriate, with the result that the Company may have to realise its assets and extinguish its liabilities, other than in the ordinary course of business and in amounts different from those stated in this financial report. No allowance for such circumstances has been made in the financial report.

WOOMERA EXPLORATION LIMITED

**DIRECTORS' DECLARATION
FOR THE YEAR ENDED 30 JUNE 2016**

- 1 In the opinion of the Directors of Woomera Exploration Limited:
- (a) the financial statements and notes, as set out on pages 5 to 16, are in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the financial position as at 30 June 2016 and of the performance for the year ended on that date of the Company; and
 - (ii) complying with Accounting Standards.
 - (b) In the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.

Dated this 31st day of October 2016

A handwritten signature in blue ink, appearing to read 'David Lindh', with a stylized flourish at the end.

David J. Lindh OAM
Director

Level 1,
67 Greenhill Rd
Wayville SA 5034

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WOOMERA EXPLORATION LIMITED

We have audited the accompanying financial report of Woomera Exploration Limited (the Company), which comprises the consolidated statement of financial position as at 30 June 2016, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information and the directors' declaration of the consolidated entity comprising the Company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' Responsibility for the Financial Report

The Directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001*. The Directors' responsibility also includes such internal control as the Directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require us to comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

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An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

Auditor's Opinion

In our opinion:

- a the financial report of Woomera Exploration Limited is in accordance with the *Corporations Act 2001*, including:
 - i giving a true and fair view of the consolidated entity's financial position as at 30 June 2016 and of its performance for the year ended on that date; and
 - ii Complying with Australian Accounting Standards and the Corporations Regulations 2001; and
- b The financial report also complies with International Financial Reporting Standards as disclosed in the notes to the financial statements.

Material uncertainty regarding going concern

Without qualification to the audit opinion expressed above, we draw attention to Note 16 in the financial report which indicates that the company incurred a net loss of \$42,328 during the year ended 30 June 2016 and, as of the date, had a current asset deficiency of \$75,679. These conditions, along with other matters as set forth in Note 16, indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern and therefore, the company may be unable to realise its assets and discharge its liabilities in the normal course of business, and at the amounts stated in the financial report.



GRANT THORNTON AUDIT PTY LTD
Chartered Accountants



Justin Humphrey
Partner - Audit & Assurance

Adelaide, 31 October 2016