
RED SKY ENERGY LIMITED

ACN 099 116 275

NOTICE OF GENERAL MEETING

A General Meeting of the Company will be held at Suite 2, 16 Ord Street, West Perth, Western Australia on 27 November 2009 at 10.30am (WST).

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

Should you wish to discuss any matter please contact the Company Secretary on (08) 9486 1122.

RED SKY ENERGY LIMITED

ACN 099 116 275

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders of Red Sky Energy Limited (**Company and/or Red Sky**) will be held at Suite 2, 16 Ord St West Perth, Perth, WA on 27 November 2009 at 10.30am (WST) (**General Meeting**).

The Explanatory Memorandum to this Notice of General Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Memorandum and Proxy Form are part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered as Shareholders of the Company on 25 November 2009 at 5.00pm (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1 of the Explanatory Memorandum.

AGENDA

1. Resolution 1 - Issue of Shares to Norwest Vendors

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

*"That, in accordance with Listing Rule 7.1 and for all other purposes, the Shareholders approve the issue to the Norwest Vendors (or their nominees) of 79,000,000 Shares (**Norwest Vendor Shares**) at a deemed issue price of 3.5 cents (\$0.035) each in accordance with the Norwest Sale Agreement and on the terms and conditions in the Explanatory Memorandum."*

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who may participate in the Norwest Vendor Shares and a person who might obtain a benefit (except a benefit solely in their capacity as holders of ordinary securities) if the Resolution is passed, or an associate of that person.

However, the Company will not disregard a vote if:

- (a) 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

- (b) it is cast by the person chairing the General 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.

2. Resolution 2 - Issue of Shares to Surat Vendors

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

*"That, in accordance with Listing Rule 7.1 and for all other purposes, the Shareholders approve the issue to the Surat Vendors (or their nominees) of 80,000,000 Shares (**Surat Vendor Shares**) at a deemed issue price of 3.8 cents (\$0.038) each in accordance with the Surat Sale Agreement and on the terms and conditions in the Explanatory Memorandum."*

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who may participate in the Surat Vendor Shares and a person who might obtain a benefit (except a benefit solely in their capacity as holders of ordinary securities) if the Resolution is passed, or an associate of that person.

However, the Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the person chairing the General 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.

3. Resolution 3 - Ratification of Placement of Shares to Norwest Vendors

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

"That, in accordance with Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue of 1,000,000 Shares each at an issue price of \$0.035 to the Norwest Vendors (or their nominees) in accordance with the Norwest Sale Agreement and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by the party who participated in the placement as listed in the Explanatory Memorandum and any associate of them.

However, the Company will not disregard a vote if:

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

4. **Resolution 4 - Ratification of Placement of Shares to Phillip Cooney**

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

"That, in accordance with Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue of 1,120,000 Shares each at an issue price of \$0.03 to Phillip Cooney on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by the party who participated in the placement as listed in the Explanatory Memorandum and any associate of them.

However, the Company will not disregard a vote if:

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

5. **Resolution 5 - Ratification of Placement of Shares to GBU Capital**

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

"That, in accordance with Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue of 47,500,000 Shares each at an issue price of \$0.002 to GBU Capital (or its nominees) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by the party who participated in the placement as listed in the Explanatory Memorandum and any associate of them.

However, the Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the person chairing the General 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.

BY ORDER OF THE BOARD

Company Secretary
Dated: 23 October 2009

RED SKY ENERGY LIMITED

A C N 099 116 275

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the General Meeting to be held at Suite 2, 16 Ord St West Perth, Perth, WA on 27 November 2009 at 10.30am (WST)

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

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be Taken by Shareholders

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

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative ("proxy") to vote in their place. All Shareholders are invited and encouraged to attend the General Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the General Meeting in person.

3. Background Information

3.1 Acquisition of Exploration Permits in NSW

On 7 October 2009, Red Sky announced that it had entered into the sale agreement with the vendors of Norwest Hydrocarbons (**Norwest Sale Agreement**) to acquire 100% of the issued capital of Norwest Hydrocarbons.

Further, on 19 October 2009, Red Sky announced that it had entered into the sale agreement with the vendors of Surat Resources (**Surat Sale Agreement**) to acquire 100% of the issued capital of Surat Resources. .

With the Norwest Hydrocarbons and Surat Resources transactions, Red Sky has a 100% interest in ten Petroleum Exploration Licenses and Applications with significant

Coal Seam Gas (CSG) potential in the Surat and Eromanga Basins in northern New South Wales.

The permits are a potentially significant CSG resource:

- The permits total approximately 94,000km²;
- Data acquisition and analysis of thousands of water bores has identified significant numbers of gassy water bores and water bores intersecting coal across all of the permits;
- The gas is thought to be biogenic in origin, with wide distribution across most of the permits;
- The six easterly permits are a contiguous area in excess of 53,000km²; one of the largest held by any petroleum company in NSW and equivalent to half the area of Tasmania.
- In addition to the nearby Kurrabooma 1 core hole which recently discovered four (4) metres of net coal, previous water bores (QW017686, GW040919, GW801049) intersected up to 5 metres of coal within PEL 123 and PSPA 29;
- Applying this over the area of the easterly permits, with a reasonable gas content of 5m³/t, represents a potential to host combined in place gas resources of 60 Trillion Cubic Feet (TCF) of Coal Seam Gas (CSG).*
- The four westerly permits also have evidence of gassy water bores and water bores intersecting coal. Directly to the north in Queensland, CSG exploration by others have intersected gassy coals in a formation that is expected to extent into NSW across the permits.

On discovery of a significant CSG resource Red Sky will have numerous development/exit options available to it given the infrastructure in close proximity. The easterly permits are within a reasonable distance to the proposed route for the Wallumbilla to Newcastle Pipeline, whilst the westerly permits are in close proximity to the underutilised Moomba to Sydney Pipeline.

Exploration of the project will be led by Managing Director Mr Rohan Gillespie and the CSG experienced team at Energy Infrastructure and Resources Limited (EIR) under a services agreement with Red Sky.

These acquisitions represent a major growth opportunity for Red Sky creating significant value for Red Sky shareholders and offering new investors exposure to exploration in the Surat and Eromanga Basins in NSW.

3.2 Consideration

The consideration payable by the Company under the Norwest Sale Agreement and Surat Sale Agreement consists of the Red Sky Shares totalling 160 million.

The following Red Sky Shares will be issued as consideration for the transactions:

- (a) Norwest Hydrocarbons – 79,000,000 Shares (Resolution 1) and 1,000,000 Shares (Resolution 3).
- (b) Surat Resources -80,000,000 Shares (Resolution 2).

The 1,000,000 shares that have been issued to the vendors of Norwest Hydrocarbons, the subject of Resolution 3, were issued as consideration for the Company entering into the Norwest Sale Agreement.

3.3 Vendors

The vendors of Norwest Hydrocarbons are Hardie Energy Pty Ltd and Santelle Pty Ltd (**Norwest Vendors**).

The vendors of Surat Resources are Glen Kenneth Cunningham and Robyn Gwendoline atf (Linkmead Superannuation Fund) and PLF Investments Pty Ltd atf (Francis Superannuation Fund) (**Surat Vendors**).

The Norwest Vendors own all of the shares in the capital of Norwest Hydrocarbons and the Surat Vendors own all of the shares in the capital of Surat Resources.

- (a) The vendors will be issued Red Sky Shares in accordance with Resolution 1, Resolution 2 and Resolution 3.

3.4 Sale of Shares Agreement and Conditions

Each of the Norwest Sale Agreement and Surat Sale Agreement is subject to the satisfaction of a number of conditions precedent (among other things) including the following:

- (a) The Company undertaking confirmatory due diligence;
- (b) The Company securing Shareholder approval by 30th November 2009 (in the case of NHL) and 31 December 2009 (in the case of SRL); and
- (c) In the case of SRL, the vendors being reasonably satisfied with an escrow period if longer than 12 months.

3.5 Ratification of Placements

The 1,120,000 shares that have been issued to Phillip Cooney, the subject of Resolution 4, were issued in accordance with the Heads of Agreement between RM Corporate Finance Pty Ltd and Red Sky Energy Ltd to restructure the Company announced to the ASX on 29th December 2008

The 47,500,000 Shares that have been issued to the nominees of GBU Capital Pty Ltd, the subject of Resolution 5, were issued in accordance with a corporate advisory services agreement between GBU and Red Sky.

3.6 Revised Capital Structure

If all the Resolutions are passed by the Shareholders, upon the close of the transaction with Norwest Hydrocarbons and Surat Resources, the proposed capital structure is:

- (a) Shares: 846,308,972.
- (b) Listed Options: 298,500 options (exercisable at 2 cents, expiring on or before 2nd September, 2011).
- (c) Unlisted Options: 200 million options (exercisable at 4 cents, expiring on or before 18th September 2014).
- (d) Unlisted Options: approximately 12 million options (exercisable at 20 cents, expiring at various dates).

4. Resolution 1 – Issue of Shares to Norwest Vendors

4.1 General

Resolution 1 seeks Shareholder approval for the authority to issue to the Norwest Vendors (or their nominees) the Norwest Vendor Shares on the terms and conditions in the Explanatory Memorandum.

4.2 Listing Rule 7.1 – Shareholder Approval

Listing Rule 7.1 requires Shareholder approval for the issue of the Norwest Vendor Shares. Listing Rule 7.1 provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the Company's securities then on issue.

The issue of the Norwest Vendor Shares represents more than 15% of the Company's securities on issue for the purposes of Listing Rule 7.1. The Company is seeking Shareholder approval of the issue of the Norwest Vendor Shares so that the Company does not exceed its 15% capacity under Listing Rule 7.1. Accordingly, Shareholder approval is sought in accordance with Listing Rule 7.3.

4.3 Specific information required by Listing Rule 7.3

For the purposes of the Shareholder approval of the issue of securities under the Norwest Sale Agreement and the requirements of Listing Rule 7.3, information is provided as follows:

- (a) A maximum of 79,000,000 Norwest Vendor Shares will be issued.
- (b) The Company will issue the Norwest Vendor Shares in accordance with the terms of the Norwest Sale Agreement and no later than 3 months after the date of the General Meeting (or such longer period of time as ASX may in its discretion allow).
- (c) The Norwest Vendor Shares will be issued in consideration of the acquisition by the Company of all of the issued capital of Norwest Hydrocarbons. The deemed issue price for the Norwest Vendor Shares will be \$0.035 (The 5 day VWAP of Red Sky Shares prior to the date of signing the Norwest Sale Agreement) for each Norwest Vendor Share.
- (d) The Norwest Vendor Shares will be issued to the Norwest Vendors (or their nominees) as described below:

Norwest Vendor (or nominee)	Vendor Shares
Hardie Energy Pty Ltd	39,500,000
Santelle Pty Ltd	39,500,000
TOTAL	79,000,000

- (e) The Norwest Vendor Shares will have the following terms:

- (i) the Norwest Vendor Shares will be fully paid ordinary Shares in the capital of the Company having the same terms and rights of and ranking equally with the Company's existing listed fully paid ordinary shares; and
 - (ii) 60,000,000 of the Norwest Vendor Shares will be subject to a twelve (12) month trading lock from the date of the issue in accordance with the terms of the voluntary escrow agreement in the Norwest Sale Agreement.
- (f) No funds will be raised from the issue of the Norwest Vendor Shares.
 - (g) The issue of the Norwest Vendor Shares will occur progressively.
 - (h) A voting exclusion statement is included in the Notice.

5. Resolution 2 –Issue of Shares to Surat Vendors

5.1 General

Resolution 2 seeks Shareholder approval for the authority to issue to the Surat Vendors (or their nominees) the Surat Vendor Shares on the terms and conditions in the Explanatory Memorandum.

5.2 Listing Rule 7.1 – Shareholder Approval

Listing Rule 7.1 requires Shareholder approval for the issue of the Surat Vendor Shares. Listing Rule 7.1 provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the Company's securities then on issue.

The issue of the Surat Vendor Shares represents more than 15% of the Company's securities on issue for the purposes of Listing Rule 7.1. The Company is seeking Shareholder approval of the issue of the Surat Vendor Shares so that the Company does not exceed its 15% capacity under Listing Rule 7.1. Accordingly, Shareholder approval is sought in accordance with Listing Rule 7.3.

5.3 Specific information required by Listing Rule 7.3

For the purposes of the Shareholder approval of the issue of securities under the Surat Sale Agreement and the requirements of Listing Rule 7.3, information is provided as follows:

- (a) A maximum of 80,000,000 Surat Vendor Shares will be issued.
- (b) The Company will issue the Surat Vendor Shares in accordance with the terms of the Sale Agreement and no later than 3 months after the date of the General Meeting (or such longer period of time as ASX may in its discretion allow).
- (c) The Surat Vendor Shares will be issued in consideration of the acquisition by the Company of all of the issued capital of Surat Resources. The deemed issue price for the Surat Vendor Shares will be \$0.038 (The 5 day VWAP of Red Sky Shares prior to the date of signing the Surat Sale Agreement) for each Surat Vendor Share.

- (d) The Surat Vendor Shares will be issued to the Surat Vendors (or their nominees) as described below:

Surat Vendor (or nominee)	Vendor Shares
Glen Kenneth Cunningham and Robyn Gwendoline atf (Linkmead Superannuation Fund)	40,000,000
PLF Investments Pty Ltd atf (Francis Superannuation Fund)	40,000,000
TOTAL	80,000,000

- (e) The Surat Vendor Shares will have the following terms:
- (iii) the Surat Vendor Shares will be fully paid ordinary shares in the capital of the Company having the same terms and rights of and ranking equally with the Company's existing listed fully paid ordinary shares; and
 - (iv) 80,000,000 of the Surat Vendor Shares will be subject to a twelve (12) month trading lock from the date of the issue in accordance with the terms of the voluntary escrow agreement in the Surat Sale Agreement.
- (f) No funds will be raised from the issue of the Surat Vendor Shares.
- (g) The issue of the Surat Vendor Shares will occur progressively.
- (h) A voting exclusion statement is included in the Notice.

6. Resolution 3 - Ratification of Placement of Shares to Norwest Vendors

6.1 General

Resolution 3 of the Notice of Meeting proposes the ratification for the issue of 1,000,000 Shares to the Norwest Vendors (or their nominees) in accordance with the Norwest Sale Agreement, thereby satisfying the requirements of Listing Rule 7.4. The shares the subject of Resolution 3 are being issued as consideration for the Company entering into the Norwest Sale of Shares Agreement.

The Shares issued to the Norwest Vendors were issued within the Company's 15% limit permitted under Listing Rule 7.1, without the need for Shareholder approval. The effect of Shareholders passing Resolution 3 will be to restore the Company's ability to issue securities within that limit, to the extent of the 1,000,000.

6.2 Specific information required by Listing Rule 7.5

In compliance with the information requirements of ASX Listing Rule 7.5 Shareholders are advised of the following particulars in relation to the placement:

- (a) The number of Shares allotted was 1,000,000.
- (b) The Shares were issued a \$0.035 per Share.
- (c) The Shares will rank equally in all respects with the existing Shares on issue.
- (d) The Norwest Vendors were allotted the following Shares:

Norwest Vendor (or nominee)	Vendor Shares
Hardie Energy Pty Ltd	500,000
Santelle Pty Ltd	500,000
TOTAL	1,000,000

Hardie Energy Pty and Santelle Pty Ltd who were allotted the 500,000 shares each are not a related party of Red Sky or any of the directors of the Company.

- (e) No funds will be raised from the issue of the Norwest Vendor Shares.
- (f) A voting exclusion statement is included in the Notice.

7. Resolution 4 - Ratification of Placement of Shares to Phillip Cooney

7.1 General

Resolution 4 of the Notice of Meeting proposes the ratification for the prior issue of 1,120,000 Shares to Phillip Cooney in accordance with the Heads of Agreement, thereby satisfying the requirements of Listing Rule 7.4.

The Shares issued to Philip Cooney were issued within the Company's 15% limit permitted under Listing Rule 7.1, without the need for Shareholder approval. The effect of Shareholders passing Resolution 4 will be to restore the Company's ability to issue securities within that limit, to the extent of the 1,120,000.

7.2 Specific information required by Listing Rule 7.5

In compliance with the information requirements of ASX Listing Rule 7.5 Shareholders are advised of the following particulars in relation to the placement:

- (a) The number of Shares allotted was 1,120,000.
- (b) The Shares were issued a \$0.03 per Share.
- (c) The Shares will rank equally in all respects with the existing Shares on issue.

- (d) Phillip Cooney was allotted the 1,120,000 shares and is not a related party of Red Sky or any of the directors of the Company.
- (e) No funds will be raised from the issue of the Shares.
- (f) A voting exclusion statement is included in the Notice.

8. Resolution 5 - Ratification of Placement of Shares to GBU Capital

8.1 General

Resolution 5 of the Notice of Meeting proposes the ratification for the prior issue and allotment of 47,500,000 Shares to GBU Capital (or its nominees) in accordance with a corporate advisory services agreement, thereby satisfying the requirements of Listing Rule 7.4.

The Shares issued to GBU Capital were issued within the Company's 15% limit permitted under Listing Rule 7.1, without the need for Shareholder approval. The effect of Shareholders passing Resolution 5 will be to restore the Company's ability to issue securities within that limit, to the extent of the 47,500,000.

8.2 Specific information required by Listing Rule 7.5

In compliance with the information requirements of ASX Listing Rule 7.5 Shareholders are advised of the following particulars in relation to the placement:

- (a) The number of Shares allotted was 47,500,000.
- (b) The Shares were issued a \$0.002 per Share.
- (c) The Shares will rank equally in all respects with the existing Shares on issue.
- (d) GBU Capital (or its nominees) were allotted 47,500,000 Shares. GBU Capital is not a related party of Red Sky or any of the directors of the Company.
- (e) The Shares were issues in accordance with a corporate advisory services agreement between GBU and the Company. The funds raised (\$95,000) were allocated to working capital.
- (f) A voting exclusion statement is included in the Notice.

Schedule 1 – Definitions

In this Explanatory Memorandum and Notice:

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited and where the context permits the Australian Securities Exchange operated by ASX Limited.

Board means the Company's board of Directors.

Business Day means as defined in the Listing Rules.

Company or **Red Sky** means Red Sky Energy Limited ACN 099 166 275.

Constitution means the constitution of the Company.

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

CSG has the meaning given to it in section 3.1 of this Explanatory Memorandum.

Director means a director of the Company and **Directors** means all of them.

Explanatory Memorandum means this explanatory memorandum.

GBU Capital means GBU Capital Pty Ltd ABN 54 132 445 900.

General Meeting has the meaning given in the introductory paragraph of the Notice.

Heads of Agreement means the agreement between RM Corporate Finance Pty Ltd and Red Sky Energy Ltd to restructure the Company announced to the ASX on 29th December 2008.

Listing Rules means the listing rules of ASX.

Norwest Hydrocarbons means Norwest Hydrocarbons Pty Limited ACN 129 874 951.

Norwest Vendor Shares means the seventy nine million (79,000,000) shares in the capital of the Company to be issued to Hardie Energy Pty Ltd and Santelle Pty Ltd in accordance with the Norwest Sale Agreement..

Norwest Vendors has the meaning given to it in section 3.3 of the Explanatory Memorandum.

Notice means the Notice of General Meeting to which the Explanatory Memorandum is attached.

Placement has the meaning given to it in Resolution 3.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

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

Shareholder means a shareholder of the Company.

Surat Resources means Surat Resources Pty Limited ACN 139 958 633.

Surat Vendor Shares means eighty million (80,000,000) shares in the capital of the Company to be issued to Glen Kenneth Cunningham and Robyn Gwendoline Cunningham as trustees for the Linkmead Superannuation Fund and PLF Investments Pty Ltd as trustee for the Francis Superannuation Fund in accordance with the Surat Sale Agreement.

Surat Vendors has the meaning given to it in section 3.3 of the Explanatory Memorandum.

VWAP means volume weighted average price.

WST means Western Standard Time.

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

RED SKY ENERGY LIMITED
ACN 099 116 275

PROXY FORM

The Company Secretary
Red Sky Energy Limited

By delivery:
Red Sky Energy Limited
Suite 4, 16 Ord Street
WEST PERTH WA 6005

By post:
Red Sky Energy Limited
PO Box 1779
WEST PERTH WA 6872

By facsimile:
08 9486 1011

I/We ¹ _____

of _____

being a Shareholder/Shareholders of the Company and entitled to _____

votes in the Company, hereby appoint ² _____

or failing such appointment the chairman of the General Meeting as my/our proxy to vote for me/us on my/our behalf at the General Meeting of the Company to be held at Suite 2, 16 Ord St West Perth, Perth, WA on 27 November 2009 at 10.30am (WST and at any adjournment thereof in the manner indicated below or, in the absence of indication, as he thinks fit. If 2 proxies are appointed, the proportion or number of votes of this proxy is authorised to exercise is * []% of the Shareholder's votes*/ [] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

INSTRUCTIONS AS TO VOTING ON RESOLUTION

The chairman of the General Meeting intends to vote undirected proxies in favour of the Resolutions.

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Issue of Shares to Norwest Vendors			
Resolution 2	Issue of Shares to Surat Vendors			
Resolution 3	Ratification of Placement of Shares to Norwest Vendors			
Resolution 4	Ratification of Placement of Shares Phillip Cooney			
Resolution 5	Ratification of Placement of Shares to GBU Capital			

Authorised signature/s This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

¹ Insert name and address of Shareholder

² Insert name and address of proxy

*Omit if not applicable

Proxy Notes:

A Shareholder entitled to attend and vote at the General Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting. If the Shareholder is entitled to cast 2 or more votes at the General Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting, the representative of the body corporate to attend the General Meeting must produce the 'Certificate of Appointment of Representative' prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a power of attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the power of attorney to this Proxy Form when you return it.

Companies: a director can sign jointly with another director or a company secretary. A sole director who is also a sole company secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the General Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission (Suite 2, 16 Ord Street, West Perth, WA 6005 or Facsimile number 9486 1011 if faxed within Australia or +61 8 9486 1011 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the General Meeting (WST).