



**ABN 74 148 214 260**

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## **NOTICE OF ANNUAL GENERAL MEETING**

**The Annual General Meeting of the Company will be held at Bentleys, Level 1, 12 Kings Park Road, West Perth, Western Australia on 9 November 2012 at 1.00 pm (WST).**

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*This Notice of Annual 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 do not hesitate to contact the Company Secretary by telephone on (08) 9388 8041.***

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# RUMBLE RESOURCES LIMITED

ABN 74 148 214 260

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Rumble Resources Limited (**Company**) will be held at 1.00 pm (WST) on 9 November 2012 at Bentleys, Level 1, 12 Kings Park Road, West Perth, Western Australia (**Meeting**).

The Explanatory Statement to this Notice of Annual General Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the 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 Meeting are those who are registered as Shareholders at 1.00pm (WST) on 7 November 2012.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## AGENDA

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### 1. Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2012, which includes the Financial Report and Directors' Report in relation to that financial year and the Auditor's Report on the Financial Report.

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### 2. Resolution 1 – Remuneration Report

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

*"That the Remuneration Report be adopted by the Shareholders on the terms and conditions set out in the Explanatory Statement."*

#### **Voting Exclusion**

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is

connected with the remuneration of a member of the Key Management Personnel.

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### 3. Resolution 2 – Re-election of Mr Matthew Banks

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

*“That, in accordance with article 11.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Matthew Banks, being a Director, retires by rotation and, being eligible, is hereby re-elected as a Director.”*

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### 4. Resolution 3 – Ratification of prior issue of Shares to Mr John Rutter

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

*“That, in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 150,000 Shares to Mr John Rutter on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by Mr John Rutter (and any associates of such a person) and any person who participated in the issue and any associates of those persons.

The Company will not disregard a vote if:

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

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### 5. Resolution 4 – Ratification of prior issue of Shares to JML Resources Pty Ltd

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

*“That, in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 250,000 Shares to JML Resources Pty Ltd on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by JML Resources Pty Ltd (and any of its associates) and any person who participated in the issue and any associates of those persons.

The Company will not disregard a vote if:

- (a) 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

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

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## 6. Resolution 5 – Ratification of prior issue of Options

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

*“That, in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 641,666 Options to professional and sophisticated investors on the terms and conditions set out in the Explanatory Statement.”*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons.

The Company will not disregard a vote if:

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

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## 7. Resolution 6 – Ratification of prior issue of Shares

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

*“That, in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of up to 3,675,000 Shares at \$0.21 each per Share to raise up to \$771,750 to professional and sophisticated investors on the terms and conditions set out in the Explanatory Statement.”*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons.

The Company will not disregard a vote if:

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

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## 8. Resolution 7 – Approval for the issue of Shares to Canyon Resources Limited

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

*“That, in accordance with Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue 1,500,000 Shares to Canyon Resources Limited on the terms and conditions set out in the Explanatory Statement.”*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by Canyon Resources Limited (and any of its associates) and any person who might obtain a benefit if this Resolution is passed, except a benefit solely in the capacity of a holder of Shares, and any associate of that person (or those persons).

The Company will not disregard a vote if:

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

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## **9. Resolution 8 – Approval for the issue of Shares and Options to Kingslane Pty Ltd**

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

*“That, in accordance with Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue 250,000 Shares and 1,750,000 Options exercisable at \$0.25 on or before 31 July 2014 at an issue price of \$0.001 each to Kingslane Pty Ltd on the terms and conditions set out in the Explanatory Statement.”*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by Kingslane Pty Ltd (and any of its associates) and any person who might obtain a benefit if this Resolution is passed, except a benefit solely in the capacity of a holder of Shares, and any associate of that person (or those persons).

The Company will not disregard a vote if:

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

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## **10. Resolution 9 – Approval of Tranche Two**

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

*“That, in accordance with Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 4,659,000 Shares at an issue price of \$0.21 each per Share and 4,167,000 Options exercisable at \$0.35 each on or before 31 October 2015 to raise up to \$978,390 to professional and sophisticated investors on the terms and conditions set out in the Explanatory Statement.”*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who may participate in the Placement and a person who might obtain a benefit if this Resolution is passed, except a benefit solely in the capacity of a holder of Shares, and any associate of that person (or those persons).

The Company will not disregard a vote if:

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

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## 11. Resolution 10 – Right to apply for Shares under Tranche Two by Directors or their nominees

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

*"That, subject to Shareholders passing Resolution 9, in accordance with Listing Rule 10.11 and for all other purposes, approval be and is hereby given to allow the Company to issue Shares to the Directors or their nominees on the same terms and conditions as those offered under the Placement on the terms and conditions set out in the Explanatory Statement."*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by the participating Directors or their nominees (and any of their associates).

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 Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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## 12. Resolution 11 – Approval of 10% Placement Facility

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

*"That in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (**10% Placement Facility**), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit if this Resolution is passed, except a benefit solely in the capacity of a holder of Shares, and any associate of that person (or those persons).

The Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in

accordance with a direction on the Proxy Form to vote as the proxy decides.

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### **13. Resolution 12 – Approval for the issue of Options to Mr Andrew McBain**

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

*“That, in accordance with Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,000,000 Options to Mr Andrew McBain (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by Mr Andrew McBain (and any of his associates) and any person who may receive a benefit if this Resolution is passed, except a benefit solely in the capacity of a holder of Shares and any associates of that person (or those persons).

The Company will not disregard a vote if:

- (a) 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
  - (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.
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### **14. Resolution 13 – Approval for the issue of Options to Mr Matthew Banks**

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

*“That, subject to Shareholders approving Resolution 2, in accordance with Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Options to Mr Matthew Banks (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by Mr Matthew Banks (and any of his associates) and any person who may receive a benefit if this Resolution is passed, except a benefit solely in the capacity of a holder of Shares and any associates of that person (or those persons).

The Company will not disregard a vote if:

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

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## 15. Resolution 14 – Approval for the issue of Options to Mr Terence Topping

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

*“That, in accordance with Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,000,000 Options to Mr Terence Topping (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by Mr Terence Topping (and any of his associates) and any person who may receive a benefit if this Resolution is passed, except a benefit solely in the capacity of a holder of Shares and any associates of that person (or those persons).

The Company will not disregard a vote if:

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

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## 16. Resolution 15 – Approval for the issue of Options to Mr Michael Smith

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

*“That, in accordance with Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 250,000 Options to Mr Michael Smith (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by Mr Michael Smith (and any of his associates) and any person who may receive a benefit if this Resolution is passed, except a benefit solely in the capacity of a holder of Shares and any associates of that person (or those persons).

The Company will not disregard a vote if:

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

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## 17. Resolution 16 – Approval for the issue of Options to Zenix Nominees Pty Ltd

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

*“That, in accordance with Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue 4,000,000 Options to Zenix Nominees Pty Ltd (or its nominee) (**Broker Options**) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion**

The Company will disregard any votes cast on this Resolution by Zenix Nominees Pty Ltd (or its nominee) (and any of its associates) and any person who might obtain a benefit if this Resolution is passed, except a benefit solely in the capacity of a holder of Shares, and any associate of that person (or those persons).

The Company will not disregard a vote if:

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

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**DATED: 10 OCTOBER 2012**

**BY ORDER OF THE BOARD**



**DAVID PALUMBO  
COMPANY SECRETARY  
RUMBLE RESOURCES LIMITED**

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# RUMBLE RESOURCES LIMITED

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## EXPLANATORY STATEMENT

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### 1. Introduction

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 1.00 pm (WST) on 9 November 2012, at Bentleys, Level 1, 12 Kings Park Road, West Perth, Western Australia.

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

This Explanatory Statement includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be taken by Shareholders
Section 3:	Annual Report
Section 4:	Resolution 1 – Remuneration Report
Section 5:	Resolution 2 – Re-election of Mr Matthew Banks
Section 6:	Resolution 3 – Ratification of prior issue of Shares to Mr John Rutter
Section 7:	Resolution 4 – Ratification of prior issue of Shares to JML Resources Pty Ltd
Section 8:	Resolution 5 – Ratification of prior issue of Options
Section 9:	Resolution 6 – Ratification of prior issue of Shares
Section 10:	Resolution 7 – Approval for the issue of Shares to Canyon Resources Limited
Section 11:	Resolution 8 – Approval for the issue of Shares and Options to Kingslane Pty Ltd
Section 12:	Resolution 9 – Approval of Tranche Two
Section 13:	Resolution 10 – Right to apply for Shares under Tranche Two by Directors or their nominees
Section 14:	Resolution 11 – Approval of 10% Placement Facility
Section 15:	Resolutions 12 to 15 (inclusive) – Approval for the issue of Director Options
Section 16:	Resolution 16 – Approval for the issue of Options to Zenix

	Nominee Pty Ltd
Section 17:	Glossary

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

## 2. Action to be taken by Shareholders

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

### 2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the 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 Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint only two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

### 2.2 Voting Exclusion Statement

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, a person described above may cast a vote on Resolution 1 if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1, and:

- (c) the person is appointed as proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution, but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

**What this means for Shareholders:** If you appoint a member of the key management personnel, or a closely related person of any such member, as your proxy, please ensure that you direct them how you wish to vote on this resolution. If you appoint the Chairman of the meeting as your proxy, you can direct him how to vote either by marking one of the boxes opposite Resolution 1 (Adoption of Remuneration Report) (that is, to vote “for”, “against” or “abstain” from voting) or you can give the Chairman you express authority to vote your proxy as the Chairman decides (in which case the Chairman will vote in favour of this resolution).

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### 3. Annual Report

The Financial Report of the Company and its controlled entities and the reports of the Directors and Auditor for the year ended 30 June 2012 are set out in the Company’s Annual Report 2012. Shareholders can access a copy of the report from the Company’s website ([www.rumblersources.com.au](http://www.rumblersources.com.au)).

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors’ Report and the Auditor’s Report for the financial year ended 30 June 2012.

There is no requirement for Shareholders to approve the Annual Report.

- (a) At the Meeting, Shareholders will be offered the opportunity to:
- (b) discuss the Annual Report which is available online at [www.rumblersources.com.au](http://www.rumblersources.com.au);
- (c) ask questions about, or comment on, the management of the Company; and
- (d) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor’s Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company’s auditor about:

- (a) the preparation and content of the auditor’s report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

which may be submitted no later than 5 business days before the Meeting to the Company Secretary at Suite 24, 22 Railway Road, Subiaco WA 6008 or by facsimile on +61 8 6555 3981.

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### 4. Resolution 1 – Remuneration Report

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors’ Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the

Directors will not be required to alter any of the arrangements in the Remuneration Report.

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* which came into effect on 1 July 2011, amended the Corporations Act to provide that Shareholders will have the opportunity to remove the whole Board except the managing director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2011 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2013 annual general meeting, this may result in the re-election of the Board.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary Resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

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## **5. Resolution 2 – Re-election of Mr Matthew Banks**

In accordance with Listing Rule 14.4, a Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment, or 3 years, whichever is longer.

Article 11.3 of the Constitution requires that one third of all Directors must retire at each annual general meeting (rounded down to the nearest whole number).

Article 11.4 of the Constitution states that a Director who retires is eligible for re-election.

Pursuant to the Constitution, Mr Matthew Banks will retire by rotation and seek re-election.

Details regarding Mr Matthew Banks are set out in the Annual Report.

Mr Matthew Banks was appointed a Director of the Company on 14 January 2011.

The Board (excluding Mr Matthew Banks) recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 2.

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## **6. Resolution 3 – Ratification of prior issue of Shares to Mr John Rutter**

### **6.1 Background**

On 19 December 2011, the Company issued 150,000 Shares as consideration for the acquisition of a 90% interest in the Canegrass Project.

The Canegrass Project consists of one granted exploration license, namely E29/783 and is located 100km north of Kalgoorlie and covers over 100 km<sup>2</sup> of greenstone belt (**Canegrass Project**). The geology is dominated by a sequence of mafic and ultramafic rocks with minor felsic rocks and metasediments. This sequence has been intruded by fine grained felsic porphyry dykes and quartz veins. The Canegrass Project has favourable geology and structures to host significant gold mineralisation and is also prospective for nickel mineralisation.

### **6.2 Listing Rule 7.4**

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, 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 securities in the same class on issue at the commencement of that 12 month period.

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

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

### **6.3 Specific information required by Listing Rule 7.5**

For the purposes of Shareholder ratification of the issue of Shares to Mr John Rutter and the requirements of Listing Rule 7.5, information is provided as follows:

- (a) 150,000 Shares were allotted on 19 December 2011;
- (b) the Shares were issued at a deemed issue price of \$0.20 each;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were allotted and issued to Mr John Rutter, who is not a Related Party of the Company; and
- (e) The Shares were issued as consideration for a 90% interest in the Canegrass Project.
- (f) a voting exclusion statement is included in the Notice.

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## **7. Resolution 4 – Ratification of prior issue of Shares to JML Resources Pty Ltd**

### **7.1 Background**

Resolution 4 seeks Shareholder ratification for the issue of 250,000 Shares to JML Resources Pty Ltd (**JML Resources**).

On 1 May 2012, the Company issued 250,000 Shares as consideration for the acquisition of a 90% interest in exploration licence E45/4027.

The new licence is adjacent to Rumble's existing Beadell tenements and is prospective for copper and other base metals. E45/4027 is located south of the Rudall River National Park and covers an area of 85 km<sup>2</sup>, expanding Rumble's land holding in the region from 430 km<sup>2</sup> to 515 km<sup>2</sup>.

### **7.2 Listing Rule 7.4**

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, 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 securities in the same class on issue at the commencement of that 12 month period.

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

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

### **7.3 Specific information required by Listing Rule 7.5**

For the purposes of Shareholder ratification of the issue of Shares to JML Resources and the requirements of Listing Rule 7.5, information is provided as follows:

- (a) 250,000 Shares were issued and allotted on 1 May 2012;
- (b) the Shares were issued at a deemed issue price of \$0.20 each;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were allotted and issued to JML Resources, who is not a Related Party of the Company;
- (e) the Shares were issued as consideration for a 90% interest in exploration licence E45/4027; and
- (f) a voting exclusion statement is included in the Notice.

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## 8. Resolution 5 – Ratification of prior issue of Options

### 8.1 Background

On 18 July 2012, the Company issued 641,666 Options to sophisticated and professional investors at \$0.01 per Option to raise \$6,417.

### 8.2 Listing Rule 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, 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 securities in the same class on issue at the commencement of that 12 month period.

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

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

### 8.3 Specific information required by Listing Rule 7.5

For the purposes of Shareholder ratification of the issue of Options to professional and sophisticated investors and the requirements of Listing Rule 7.5, information is provided as follows:

- (a) 641,666 Options were issued on 18 July 2012;
- (b) the issue price was \$0.01 each per Option;
- (c) the Options are exercisable at \$0.25 each on or before 31 July 2014 and were issued on the same terms and conditions as the Company's existing class of listed Options;
- (d) the Options were allotted and issued to the following parties who are sophisticated and professional investors identified by Stellar Securities:

Name	Number of Options
Peter James Bennett	83,333
Christopher Roy Farris	41,666
Phillip Farris & Jan Farris	83,333
TGCT Investments	83,333
Rising Assets Pty Ltd	83,333
Thomason Superannuation	183,333
Tim Burd	83,333
<b>TOTAL</b>	<b>641,666</b>

None of these investors are related parties of the Company.

- (e) The funds raised from the issued Shares were utilised for working capital; and
- (f) a voting exclusion statement is included in the Notice.

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## **9. Resolution 6 – Ratification of prior issue of Shares**

### **9.1 Background**

As announced on 28 September 2012, the Company has engaged the services of Hartleys Limited (**Hartleys**), whereby Hartleys will act as broker to the Company in relation to the issue of a total of up to 8,334,000 Shares to sophisticated and professional investors at an issue price of \$0.21 each per Share plus 1:2 free-attaching Options exercisable at \$0.35 each on or before 31 October 2015 to raise up to \$1,750,140 (**Placement**). A first tranche of the Placement comprising of 3,675,000 Shares will be issued under the Company's existing placement capacity pursuant to Listing Rule 7.1 on or around 8 October 2012 (**Tranche One**).

The Company is seeking Shareholder ratification of Tranche One.

### **9.2 Listing Rule 7.4**

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, 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 securities in the same class on issue at the commencement of that 12 month period.

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

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

### **9.3 Specific information required by Listing Rule 7.5**

For the purposes of Shareholder ratification of the issue of Shares to professional and sophisticated investors and the requirements of Listing Rule 7.5, information is provided as follows:

- (a) the Company proposes to allot 3,675,000 Shares on or around 8 October 2012;
- (b) the issue price was \$0.21 each per Share.
- (c) the Shares were allotted and issued to sophisticated and professional investors who were not Related Parties of the Company;
- (d) the Shares to be issued will be fully paid ordinary shares in the capital of the Company and shall rank pari-passu with the Company's current issued capital;
- (e) the funds raised from this issue will be used for continued exploration on the Company's existing assets and to supplement the Company's working capital; and

- (f) a voting exclusion statement is included in the Notice.

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## **10. Resolution 7 – Approval for the issue of Shares to Canyon Resources Limited**

### **10.1 Background**

Resolution 7 seeks Shareholder approval for the issue of 1,500,000 Shares (**Vendor Shares**) to Canyon Resources Limited (**Canyon**) as part consideration for the acquisition of up to a 75% interest in the Derosa Project.

On 6 August 2012, the Company announced that the legal and technical due diligence had been completed on the Derosa project in Burkina Faso, West Africa. The Company has informed Canyon that it will exercise its option to proceed with the Joint Venture for the Derosa Project.

The Derosa Project covers an area of over 1,300km<sup>2</sup>. The project is easily accessible by sealed road, being approximately 125 km northwest of the capital Ouagadougou. The licences are adjacent to the Reo Project operated by Middle Island Resources Ltd (ASX: MDI). The Joint Venture will provide Rumble with an early stage exploration opportunity as well as providing a platform for further acquisitions or similar deals. Rumble has conducted initial due diligence on the Derosa Project with 2 site visits and a comprehensive interpretation of the licence areas. Rumble has also evaluated Burkina Faso's infrastructure, stability and local mining laws and believes that Burkina Faso is a highly attractive region for gold exploration.

Under the terms of the agreement between Canyon and Rumble, Rumble will earn between a 51% to 75% interest in the Derosa Project upon the completion of various expenditure obligations. Please refer to the Company's ASX announcement of 6 August 2012 for further details.

### **10.2 Listing Rule 7.1**

Listing Rule 7.1 requires Shareholder approval for the issue of the Vendors Shares to Canyon. Listing Rule 7.1 provides that, subject to certain exceptions, 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 effect of Resolution 7 will be to allow the Directors to issue the Shares pursuant to Resolution 7 without using the Company's 15% annual capacity.

### **10.3 Specific information required by Listing Rule 7.3**

For the purposes of Shareholder approval of the issue of Shares to Canyon Resources Limited and the requirements of Listing Rule 7.3, information is provided as follows:

- (a) The maximum number of Shares to be issued is 1,500,000;
- (b) The Vendor Shares will be allotted and issued no later than 3 months after the date of this Meeting (or such later date as approved by ASX);
- (c) The Vendor Shares will be issued for nil cash consideration as they are being issued as part consideration for up to a 75% interest in the Derosa Project;
- (d) The Vendor Shares will be issued to Canyon, who is not a Related Party of the Company;

- (e) The Vendor Shares will be fully paid ordinary shares in the capital of the Company that will rank pari-passu with the Company's current issued Shares;
- (f) No funds will be raised from the issue of the Vendor Shares as they are proposed to be issued as part consideration for up to a 75% interest in the Derosa Project; and
- (g) a voting exclusion statement is included in the Notice.

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## **11. Resolution 8 – Approval for the issue of Shares and Options to Kingslane Pty Ltd**

### **11.1 Background**

Resolution 8 seeks Shareholder approval for the issue of 250,000 Shares and 1,750,000 Options exercisable at \$0.25 each on or before 31 July 2014 at an issue price of \$0.001 each (**Kingslane Securities**) to Kingslane Pty Ltd (**Kingslane**) as consideration for the consultancy services provided to the Company.

### **11.2 Listing Rule 7.1**

Listing Rule 7.1 requires Shareholder approval for the issue of the Vendors Shares to the Vendors. Listing Rule 7.1 provides that, subject to certain exceptions, 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 effect of Resolution 8 will be to allow the Directors to issue the Shares pursuant to Resolution 8 without using the Company's 15% annual placement capacity under Listing Rule 7.1.

### **11.3 Specific information required by Listing Rule 7.3**

For the purposes of Shareholder approval of the issue of Shares and Options to Kingslane and the requirements of Listing Rule 7.3, information is provided as follows:

- (a) The maximum number of Shares to be issued is 250,000. The maximum number of Options to be issued is 1,750,000;
- (b) The Kingslane Securities will be allotted and issued no later than 3 months after the date of this Meeting (or such later date as approved by ASX);
- (c) The Kingslane Securities will be issued at \$0.001 each in consideration for assisting the Company in deal origination and facilitation of the Derosa Project acquisition;
- (d) The Kingslane Securities will be issued to Kingslane, who is not a Related Party of the Company;
- (e) The Shares will be issued as fully paid ordinary shares in the capital of the Company that will rank pari-passu with the Company's current issued Shares. The Options are exercisable at \$0.25 each on or before 31 July 2014 and have the same terms and conditions as the Company's existing class of listed Options. Shares issued upon exercise of the Options will be issued as fully paid ordinary shares in the capital of the Company that will rank equally with the Company's current issued Shares;
- (f) No funds will be raised from the issue of the Kingslane Securities. Funds that may be raised on exercise of the Options will be allocated to working capital,

exploration and project development activities as determined by the Board;  
and

- (g) a voting exclusion statement is included in the Notice.

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## 12. Resolution 9 – Approval of Tranche Two

### 12.1 Background

As detailed in Section 9.1, the Company is undertaking the Placement and has already issued Tranche One. The second tranche comprises of up to 4,659,000 Shares at an issue price of \$0.21 each per Share and 4,617,000 Options exercisable at \$0.35 each on or before 31 October 2015 to raise up to \$978,390 (**Tranche Two**).

Resolution 9 seeks Shareholder approval in accordance with Listing Rule 7.1 for the issue of the Shares and Options pursuant to Tranche Two.

### 12.2 Listing Rule 7.1

Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of Shares on issue at the commencement of that 12 month period.

The effect of Resolution 9 will be to allow the Directors to issue the Shares and Options pursuant to Tranche Two without using the Company's 15% annual placement capacity under Listing Rule 7.1.

### 12.3 Specific information required by Listing Rule 7.3

For the purposes of Shareholder approval of the issue of Shares and Options pursuant to Tranche Two and the requirements of Listing Rule 7.3, information is provided as follows:

- (a) the maximum number of securities to be issued is:
  - (i) 4,659,000 Shares; and
  - (ii) 4,167,000 Options,(together the **Tranche Two Securities**).
- (b) the Tranche Two Securities will be allotted and issued no later than 3 months after the date of the Meeting (or such later date as approved by ASX);
- (c) the issue price of the Shares will be \$0.21 each per Share. The Options are free-attaching;
- (d) the Tranche Two Securities will be issued to sophisticated and professional investors who are not Related Parties of the Company;
- (e) the Tranche Two Securities have the following terms:
  - (i) the Shares to be issued will be fully paid ordinary shares in the capital of the Company and shall rank pari-passu with the Company's current issued capital; and
  - (ii) the Options are exercisable at \$0.35 each on or before 31 October 2015 (refer to Schedule 1 for further details). Shares issued upon

exercise of the Options will be issued as fully paid ordinary shares in the capital of the Company that will rank equally with the Company's current issued Shares;

- (f) the Company intends to use the funds raised from Tranche Two to fund continued exploration on the Company's existing assets and to supplement its working capital.
- (g) a voting exclusion statement is included in the Notice.

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## **13. Resolution 10 – Right to apply for Shares under Tranche Two by Directors or their nominees**

### **13.1 General**

Resolution 10 is an ordinary resolution and provides for the issue of Shares to Directors or their nominees should they elect to apply for Shares under Tranche Two.

The issue of Shares pursuant to this Resolution is subject to the passing of Resolution 9 and is to be approved by Shareholders under the requirements of Listing Rule 10.11.

### **13.2 Listing Rule 10.11**

Shareholder approval is required under Listing Rule 10.11 because the Directors are Related Parties of the Company.

Listing Rule 10.11 restricts the Company's ability to issue securities to Directors (or an entity controlled by a Director), unless approval is obtained from Shareholders. The effect of passing Resolution 10 will be to allow the Company to issue a maximum of 200,000 Shares in total to Directors or their nominees (if they elect to participate in the Placement) within one (1) month after the Meeting (or a longer period, if permitted by ASX) without breaching Listing Rule 10.11 or using up the Company's 15% placement capacity under Listing Rule 7.1.

As Shareholder approval is being sought under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

### **13.3 Specific information required by Listing Rule 10.13**

For the purposes of Listing Rule 10.13, information regarding the issue of the New Shares to the Directors is provided as follows:

- (a) the Shares will be issued to Messrs Topping and Smith (or their nominees).
- (b) a maximum of 200,000 Shares will be issued as follows:

<b>Director</b>	<b>No. of New Shares</b>
Mr Terence Topping	100,000
Mr Michael Smith	100,000
<b>TOTAL</b>	<b>200,000</b>

- (c) subject to receiving Shareholder approval, the Company will issue the new Shares no later than one (1) month after the date of the Meeting (or such longer period of time as ASX may in its discretion allow).
- (d) the Shares will be issued to the Directors at an issue price of \$0.21 each per

Share and otherwise on the same terms and conditions as the Shares offered pursuant to Tranche Two.

- (e) a voting exclusion statement is included in the Notice of Meeting.
- (f) The funds raised will be applied towards the Company's ongoing business and to supplement working capital.

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## **14. Resolution 11 – Approval of 10% Placement Facility**

### **14.1 General**

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

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

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 14.2(c) below).

The Board unanimously recommends that Shareholders vote in favour of Resolution 11.

Resolution 11 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chairman intends to exercise all available proxies in favour of Resolution 11.

### **14.2 Listing Rule 7.1A**

- (a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

- (b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the company.

The Company, as at the date of the Notice, has on issue three classes of Equity Securities, namely Shares, unlisted fully paid ordinary shares and listed Options.

- (c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

**(A x D) – E**

- A** is the number of shares on issue 12 months before the date of issue or agreement:
- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
  - (B) plus the number of partly paid shares that became fully paid in the 12 months;
  - (C) plus the number of fully paid shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without Shareholder approval;
  - (D) less the number of fully paid shares cancelled in the 12 months.

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of the Notice, the Company has on issue 35,525,003 Shares and therefore has a capacity to issue:

- (i) subject to Shareholders ratifying Resolutions 3 to 6 (inclusive), 5,328,750 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolutions 7 to 9 (inclusive), 4,193,400 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 14.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

**(10% Placement Period).**

### **14.3 Listing Rule 7.1A**

The effect of Resolution 11 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

### **14.4 Specific information required by Listing Rule 7.3A**

In accordance with Listing Rule 7.3A, information is provided as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:
  - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 11 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
  - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

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

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

Number of Shares on Issue	Dilution			
	Number of Shares issued under 10% Placement Capacity	Funds raised based on issue price of \$0.165 (50% decrease in current issue price)	Funds raised based on issue price of \$0.33 (Current issue price)	Funds raised based on issue price of \$0.495 (50% increase in current issue price)
<b>35,525,003</b> (Current)	3,552,500	\$586,163	\$1,172,325	\$1,758,488
<b>41,934,003</b> (Assuming resolutions 7, 8 and 9 in this Notice are passed)	4,193,400	\$691,911	\$1,383,822	\$2,075,733
<b>53,287,505</b> (50% increase)*	5,328,751	\$879,244	\$1,758,488	\$2,637,732
<b>71,050,006</b> (100% increase)*	7,105,001	\$1,172,325	\$2,334,650	\$3,516,975

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
  - (ii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
  - (iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
  - (iv) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
  - (v) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
  - (vi) The issue price is \$0.33, being the closing price of the Shares on ASX on 8 October 2012.
- (e) The Company will only issue the Equity Securities during the 10% Placement Period.
  - (f) The Company may seek to issue the Equity Securities for the following purposes:
    - (i) non-cash consideration in relation to costs associated with the acquisition of resources assets and investments. In such

circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or

- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of resource assets or investments (which may include costs associated with due diligence and engagement of advisors in assessing new resource assets) and/or continued exploration on the Company's existing resource assets in Western Australia and Burkina Faso.
- (g) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.
- (h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including, but not limited to, the following:
  - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
  - (ii) the effect of the issue of the Equity Securities on the control of the Company;
  - (iii) the financial situation and solvency of the Company; and
  - (i) advice from corporate, financial and broking advisers (if applicable).
- (i) The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a Related Party or an associate of a Related Party of the Company.
- (j) The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.
- (k) A voting exclusion statement is included in the Notice.
- (l) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

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## **15. Resolutions 12 to 15 – Approval for the issue of Options to Directors**

### **15.1 General**

Resolutions 12 to 15 (inclusive) seek Shareholder approval in accordance with Listing Rule 10.11 for the grant of:

- (a) Mr Andrew McBain (or his nominee):
  - (i) 1,000,000 Options exercisable at \$0.35 each on or before 31 October 2015; and

- (ii) 1,000,000 Options exercisable at \$0.45 each on or before 31 October 2015.
- (b) Mr Matthew Banks (or his nominee):
  - (i) 500,000 Options exercisable at \$0.35 each on or before 31 October 2015; and
  - (ii) 500,000 Options exercisable at \$0.45 each on or before 31 October 2015.
- (c) Mr Terence Topping (or his nominee):
  - (i) 1,000,000 Options exercisable at \$0.35 each on or before 31 October 2015; and
  - (ii) 1,000,000 Options exercisable at \$0.45 each on or before 31 October 2015;
- (d) Mr Michael Smith (or his nominee):
  - (i) 250,000 Options exercisable at \$0.35 each on or before 31 October 2015,

(together the **Director Options**).

Mr Andrew McBain is the Managing Director, Mr Terence Topping is an Executive Director and Mr Matthew Banks and Mr Michael Smith are Non-Executive Directors of the Company.

The primary purpose of the grant of the Director Options is not to raise capital, but to form part of the respective Director's remuneration package. Under the Company's present circumstances, the Board considers that the issue of the Director Options is a cost effective and appropriate component of the Directors' remuneration packages, and is preferred over the payment of further cash consideration.

No funds will be raised from the issue of the Director Options. Any funds raised from exercise of the Director Options will be used for general working capital purposes. There are no significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Options upon the terms proposed. The respective Directors must contribute their own money to the Company to fund the exercise price of the respective Options.

The Board acknowledges that the grant of the Director Options is contrary to Recommendation 8.2 of the ASX Corporate Governance Principles and Recommendations. However, the Board considers the grant of Director Options is reasonable in the Company's current circumstances.

## **15.2 Listing Rule 10.11**

Listing Rule 10.11 restricts the Company from issuing securities to a Related Party of the Company, unless approval is obtained from Shareholders.

A "related party" for the purposes of the Listing Rules is defined widely and includes a director of a public company and former directors of a public company.

Messrs McBain, Banks, Topping and Smith are regarded as related parties of the Company by reason of their position as a Director.

Furthermore, Shareholder approval of the grant of the Director Options means that the grant of the Options will not reduce the Company's 15% placement capacity under

Listing Rule 7.1. As Shareholder approval is being sought under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Resolutions 12 to 15 (inclusive) are ordinary resolution. The Chairman will cast all available proxies in favour of these Resolutions.

### 15.3 Specific information required by Listing Rule 10.13

Listing Rule 10.13 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 10.11:

- (a) The Director Options will be issued to:
  - (i) Mr Andrew McBain (or his nominee);
  - (ii) Mr Matthew Banks (or his nominee);
  - (iii) Mr Terence Topping (or his nominee); and
  - (iv) Mr Michael Smith (or his nominee).
- (b) the maximum number of Options to be issued is:

Director	Number of Options	Ex Price	Terms and Conditions
Andrew McBain (or his nominee)	1,000,000	\$0.35	Schedule 1
	1,000,000	\$0.45	Schedule 2
Matthew Banks (or his nominee)	500,000	\$0.35	Schedule 1
	500,000	\$0.45	Schedule 2
Terence Topping (or his nominee)	1,000,000	\$0.35	Schedule 1
	1,000,000	\$0.45	Schedule 2
Mr Michael Smith (or his nominee)	250,000	\$0.35	Schedule 1
<b>TOTAL</b>	<b>5,250,000</b>	-	-

- (c) the Company will issue the Director Options no later than one month after the date of the Meeting or such longer period of time as ASX may in its discretion allow.
- (d) the Options will be issued for nil consideration. The Director Options will not vest, and may not be exercised until, the relevant Director has performed a minimum of 12 months continuous service to the Company commencing on the date the Director Options are issued. Refer to Schedule 1 and Schedule 2 for the terms and conditions of the Director Options.
- (e) a voting exclusion statement is included in the Notice.
- (f) no funds will be raised from the issue of the Director Options.

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## 16. Resolution 16 – Approval for the issue of Options to Zenix Nominees Pty Ltd

### 16.1 General

Resolution 16 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of:

- (a) 2,000,000 Options exercisable at \$0.35 on or before 31 October 2015; and
- (b) 2,000,000 Options exercisable at \$0.45 on or before 31 October 2015,

to Zenix Nominees Pty Ltd (**Zenix**) (or its nominee) (**Broker Options**).

### 16.2 Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 16 will be to allow the Directors to issue the Broker 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 16 is an ordinary resolution.

### 16.3 Specific information required by Listing Rule 7.3

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval for the issue of the Broker Options pursuant to Listing Rule 7.1:

- (a) the maximum number of Options to be issued to Zenix (or its nominee) is 4,000,000.
- (b) The Broker Options 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).
- (c) the Broker Options will be issued for nil cash consideration as they are being issued in lieu of corporate advisory services provided to the Company;
- (d) the Broker Options will be issued to Zenix (or its nominee) who is not a Related Party of the Company;
- (e) the Broker Options will be issued as follows:

No. Of Options	Exercise Price	Terms and Conditions
2,000,000	\$0.35	Schedule 3
2,000,000	\$0.45	Schedule 2

The Broker Options will vest once Hartleys has assisted the Company in raising, in aggregate, not less than \$3,000,000 subsequent to the Placement. Refer to Schedule 3 and Schedule 2 for the terms and conditions of the Broker Options.

- (f) no funds will be raised from the issue of the Broker Options.

- (g) the Company proposes to issue all of the Broker Options on the same date and as soon as possible after the date of the Meeting and in any event, not later than 3 months after the date of the Meeting (or such longer period of time as ASX may in its discretion allow).
- (h) A voting exclusion statement is included in the Notice.

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## 17. Glossary

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

**\$** means Australian Dollars.

**10% Placement Facility** has the meaning given in Section 14.1.

**10% Placement Period** has the meaning given in Section 14.2(f).

**Annual Report** means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2012.

**ASX** means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of Directors of the Company.

**Broker Options** has the meaning in Section 16.1.

**Caingrass Project** has the meaning in Section 6.1.

**Canyon** has the meaning in Section 10.1

**Chairman** means the person appointed to chair the Meeting of the Company convened by the Notice.

**Closely Related Party** means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

**Company** or **Rumble Resources** means Rumble Resources Limited (ABN 74 148 214 260).

**Constitution** means the constitution of the Company.

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

**Derosa Project** means the Company's joint venture mining interest in Burkina Faso.

**Director** means a director of the Company.

**Director Options** has the meaning in Section 15.1.

**Directors' Report** means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

**Equity Security** has the same meaning as in the Listing Rules.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Hartleys** means Hartleys Limited (ACN 104 195 057).

**JML Resources** means JML Resources Limited (ACN 126 154 256).

**Key Management Personnel** means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Kingslane** means Kingslane Pty Ltd (ACN 009 411 410).

**Kingslane Securities** has the meaning in Section 11.1.

**Listing Rules** means the listing rules of ASX.

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

**Notice** means the notice of annual general meeting.

**Option** means an option to acquire a Share.

**Placement** has the meaning in Section 9.1.

**Placement Securities** has the meaning in Section 12.3(a).

**Related Party** means a party so defined by section 228 of the Corporations Act.

**Proxy Form** means the proxy form attached to the Notice.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Resolution** means a resolution referred to in the Notice.

**Schedule** means a schedule to the Notice.

**Section** means a section of the Explanatory Statement.

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

**Shareholder** means a shareholder of the Company.

**Stellar Securities** means Stellar Securities Pty Ltd (ACN 151 395 112).

**Strike** means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**Tranche One** has the meaning in Section 9.1.

**Tranche Two** has the meaning in Section 12.1.

**Tranche Two Securities** has the meaning in Section 12.3.

**Vendor Shares** has the meaning in Section 10.1.

**VWAP** means volume weighted average price.

**WST** means Western Standard Time, being the time in Perth, Western Australia.

**Zenix** means Zenix Nominees Pty Ltd (ACN 107 391 908).

## Schedule 1 – Terms and conditions of \$0.35 listed Options

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

(a) **Entitlement**

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

(b) **Exercise Price and Expiry Date**

The Options have an exercise price of \$0.35 (**Exercise Price**) and an expiry date of 31 October 2015 (**Expiry Date**).

(c) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date.

(d) **Notice of Exercise**

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

(e) **Shares issued on exercise**

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

(f) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(g) **Timing of issue of Shares**

Within 15 Business Days after the receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised the Company will allot and issue the Shares pursuant to the exercise of the Options.

(h) **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. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(i) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the

Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and

(ii) no change will be made to the Exercise Price.

(j) **Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price of an Option.

(k) **Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the Optionholders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(l) **Quotation of the Options**

The Company will apply for quotation of the Options on ASX.

(m) **Options Transferable**

The Options are transferable.

(n) **Lodgement Instructions**

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Registry.

## Schedule 2 – Terms and conditions of \$0.45 unlisted Options

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

(a) **Entitlement**

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

(b) **Exercise Price and Expiry Date**

The Options have an exercise price of \$0.45 (**Exercise Price**) and an expiry date of 31 October 2015 (**Expiry Date**).

(c) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date.

(d) **Notice of Exercise**

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

(e) **Shares issued on exercise**

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

(f) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(g) **Timing of issue of Shares**

Within 15 Business Days after the receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised the Company will allot and issue the Shares pursuant to the exercise of the Options.

(h) **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. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(i) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(j) **Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price of an Option.

(k) **Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the Optionholders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(l) **Quotation of the Options**

The Company will not apply for quotation of the Options on ASX.

(m) **Options Transferable**

The Options are transferable.

(n) **Lodgement Instructions**

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Registry.

### **Schedule 3 – Terms and conditions of \$0.35 unlisted Broker Options**

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

(a) **Entitlement**

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

(b) **Exercise Price and Expiry Date**

The Options have an exercise price of \$0.35 (**Exercise Price**) and an expiry date of 31 October 2015 (**Expiry Date**).

(c) **Exercise Period**

Subject to the Vesting Conditions, the Options are exercisable at any time on or prior to the Expiry Date.

(d) **Vesting Conditions**

The Broker Options will vest once Hartleys has assisted the Company in raising, in aggregate, not less than \$3,000,000 subsequent to the Placement.

(e) **Notice of Exercise**

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

(f) **Shares issued on exercise**

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

(g) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(h) **Timing of issue of Shares**

Within 15 Business Days after the receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised the Company will allot and issue the Shares pursuant to the exercise of the Options.

(i) **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. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(j) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(k) **Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price of an Option.

(l) **Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the Optionholders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(m) **Quotation of the Options**

The Company will not apply for quotation of the Options on ASX.

(n) **Options Transferable**

The Options are transferable.

(o) **Lodgement Instructions**

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Registry.

# RUMBLE RESOURCES LIMITED

ABN 74 148 214 260

## PROXY FORM

The Company Secretary,  
Rumble Resources Limited

**By delivery/post:**  
Suite 24, 22 Railway Road  
SUBIACO WA 6008

**By facsimile:**  
+61 8 6555 3981

Name of Shareholder:

Address of Shareholder:

Number of Shares entitled to vote:

Please mark  to indicate your directions. Further instructions are provided overleaf.

### Step 1 – Appoint a Proxy to Vote on Your Behalf

I/we being Shareholder/s of the Company hereby appoint:

The **Chairman**  **(mark box)** OR if you are **NOT** appointing the Chairman as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman to be held at Bentleys, Level 1, 12 Kings Park Road, West Perth, Western Australia on 9 November 2012 at 1:00pm (WST), as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit).

If 2 proxies are appointed, the proportion or number of votes that 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).

### Important – If the Chairman is your proxy or is appointed your proxy by default

The Chairman intends to vote all available proxies in favour of Resolution 1. If the Chairman is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolution 1, you will be authorising the Chairman to vote in accordance with the Chairman's voting intentions on Resolution 1 even if Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

### Step 2 – Instructions as to Voting on Resolutions

#### INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

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

		For	Against	Abstain
Resolution 1	Remuneration Report			
Resolution 2	Re-election of Mr Matthew Banks			
Resolution 3	Ratification of prior issue of Shares to Mr John Rutter			
Resolution 4	Ratification of prior issue of Shares to JML Resources Pty Ltd			
Resolution 5	Ratification of prior issue of Options			
Resolution 6	Ratification of prior issue of Shares			
Resolution 7	Approval for the issue of Shares to Canyon Resources Limited			
Resolution 8	Approval for the issue of Shares and Options to Kingslane Pty Ltd			

Resolution 9	Approval of Tranche Two			
Resolution 10	Right to apply for Shares under Tranche Two by Directors or their nominees			
Resolution 11	Approval of 10% Placement Facility			
Resolution 12	Approval for the issue of Options to Mr Andrew McBain			
Resolution 13	Approval for the issue of Options to Mr Matthew Banks			
Resolution 14	Approval for the issue of Options to Mr Terence Topping			
Resolution 15	Approval for the issue of Options to Mr Michael Smith			
Resolution 16	Approval for the issue of Options to Zenix Nominees Pty Ltd			

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

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

**The Chairman of the Meeting intends to vote all available proxies in favour of each Resolution.**

Individual or Shareholder 1	Shareholder 2	Shareholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary
_____		_____
Contact Name		Contact Daytime Telephone Date:

**Proxy Notes:**

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the 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 Meeting, the representative of the body corporate to attend the 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 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 at the Perth office of the Company (Suite 24, 22 Railway Road, Subiaco WA 6008 or Facsimile +61 (08) 6555 3981 not less than 48 hours prior to the time of commencement of the Meeting (WST).