

ORO VERDE LIMITED
ABN 84 083 646 477

NOTICE OF GENERAL MEETING
PROXY FORM
AND
EXPLANATORY MEMORANDUM

Date of Meeting
Friday, 13 July 2018

Time of Meeting
8:30am (WST)

Place of Meeting
The Celtic Club
48 Ord Street
WEST PERTH WA

This Notice of General Meeting and the accompanying Explanatory Memorandum should be read in its entirety. If you are in doubt as to how you should vote, you should seek advice from their accountant, solicitor or other professional adviser prior to voting. A Proxy Form is enclosed. If you are unable to attend the Meeting, please complete and return the enclosed Proxy Form in accordance with the specified directions.

ORO VERDE LIMITED
ABN 84 083 646 477
NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders of Oro Verde Limited ("**Company**") will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia at 8:30am (WST) on Friday, 13 July 2018 for the purpose of transacting the following Business.

ORDINARY BUSINESS

Resolution 1 – Ratification of Prior Share Issue

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

That, pursuant to, and in accordance with, Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 110,000,000 Shares at an issue price of \$0.0025 per Share, issued to the persons and on the terms and conditions set out in the Explanatory Memorandum.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 1 by a person (and any associates of such a person) who participated in the issue.

However, the Company need not disregard a vote cast on Resolution 1 if:

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

Resolution 2 – Approval for Issue of Shares

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

That, pursuant to, and in accordance with, Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 502,000,000 Shares at an issue price of \$0.0025 per Share, to be issued to the persons and on the terms and conditions set out in the Explanatory Memorandum.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 2 by a person (and any of their associates) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue except a benefit solely by reason of being a holder of ordinary securities in the Company.

However, the Company need not disregard a vote cast on Resolution 2 if:

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

Resolution 3 – Approval for Issue of Options

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

That, pursuant to, and in accordance with Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 306,000,000 Options, to be issued to the persons and on the terms and conditions set out in the Explanatory Memorandum.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 3 by a person (and any of their associates) who is expected to participate in, or who will obtain a material benefit as a result of, except a benefit solely by reason of being a holder of ordinary securities in the Company.

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

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

Resolution 4 – Approval for Issue of Shares and Options to Wolf Martinick, a Director

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

That, pursuant to, and in accordance with Listing Rule 10.11, and for all other purposes, the Shareholders approve the issue of 20,000,000 Shares at an issue price of A\$0.0025 per Share and 10,000,000 Options to Wolf Martinick or his nominees, a Director of the Company, on the terms and conditions set out in the Explanatory Memorandum.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 4 by Wolf Martinick (and any of his associates).

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

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

Resolution 5 – Approval for Issue of Shares and Options to Bard Farrell, a Director

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

That, pursuant to, and in accordance with Listing Rule 10.11, and for all other purposes, the Shareholders approve the issue of 20,000,000 Shares at an issue price of A\$0.0025 per Share and 10,000,000 Options to Bard Farrell or his nominees, a Director of the Company, on the terms and conditions set out in the Explanatory Memorandum.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 5 by Bard Farrell (and any of his associates).

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

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

Resolution 6 – Approval for Issue of Shares and Options to Anthony Rovira, a Director

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

That, pursuant to, and in accordance with Listing Rule 10.11, and for all other purposes, the Shareholders approve the issue of 20,000,000 Shares at an issue price of A\$0.0025 per Share and 10,000,000 Options to Anthony Rovira or his nominees, a Director of the Company, on the terms and conditions set out in the Explanatory Memorandum.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 6 by Anthony Rovira (and any of his associates).

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

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

Resolution 7 – Approval for Issue of Shares and Options to Brett Dickson, a Director

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

That, pursuant to, and in accordance with Listing Rule 10.11, and for all other purposes, the Shareholders approve the issue of 8,000,000 Shares at an issue price of A\$0.0025 per Share and 4,000,000 Options to Brett Dickson or his nominees, a Director of the Company, on the terms and conditions set out in the Explanatory Memorandum.

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 7 by Brett Dickson (and any of his associates).

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

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

For further information please refer to the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.

By order of the Board of Directors

Brett Dickson
Company Secretary
Date: 11 June 2018

Important information for Shareholders

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of Meeting and should be read in conjunction with it. The glossary at the end of the Explanatory Statement contains definitions of capitalised terms used in this Notice of Meeting and the Explanatory Statement.

Required majorities

The resolutions in this Notice of Meeting are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by Shareholders present (in person, by proxy or representative) and entitled to vote on the resolution.

Proxies

All Shareholders who are entitled to attend and vote at the meeting have the right to appoint a proxy to attend and vote for them. The proxy does not have to be a Shareholder. Shareholders holding two or more Shares can appoint either one or two proxies. If two proxies are appointed, the appointing Shareholder can specify what proportion of their votes they want each proxy to exercise.

To vote by proxy, please complete and return the proxy form enclosed with this Notice of Meeting as soon as possible. To be effective, a completed proxy form or online proxy instructions must be received by **no later than 8:30am (WST) on 11 July 2018**, being not less than 48 hours prior to the commencement of the meeting.

Where the proxy form is executed under power of attorney, the power of attorney must be lodged in the same way as the proxy form.

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

Corporate representatives

A body corporate may appoint an individual as its representative to attend and vote at the meeting and exercise any other powers the body corporate can exercise at the meeting. The appointment may be a standing one. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company. An appointment form is included with the meeting materials.

Voting entitlements

The Board has determined that, for the purpose of voting at the Meeting, Shareholders are those persons who are the registered holders of the Company's Shares at 8:30am (WST) on 11 July 2018.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders in Oro Verde Limited ABN 84 083 646 477 ("**Company**") with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Meeting.

Background to the Placement and the Resolutions

On 28 May 2018, the Company announced that it had secured funding of approximately \$1.7 million (before costs) through a placement of approximately 680 million Shares at \$0.0025 per Share (**Placement**). The Placement is to institutional and sophisticated investors, who, apart from the Directors referred to under Resolutions 4 to 7, are all unrelated parties of the Company. The funds raised from the Placement will be used for general working capital, to maintain the Company's assets and to continue the search for projects that can add value to the Company.

The Placement is to be conducted in two tranches, as follows.

- (a) The first tranche comprises 110,000,000 Shares. These Shares were issued on 31 May 2018 in accordance with the Company's existing placement capacity under Listing Rule 7.1. The ratification of the first tranche Shares is the subject of Resolution 1.
- (b) The second Tranche comprises 570,000,000 Shares. The issue of the second tranche Shares requires the approval of Shareholders. This approval is the subject of Resolution 2, apart from the proposed issue of 68,000,000 Shares to the Directors which are the subject of Resolutions 4 to 7.

All subscribers under the Placement, including the Directors, will receive 1 free attaching unlisted option for every 2 Shares subscribed which will each be exercisable at \$0.0075 and have a 3 year expiry date (**Options**). The detailed terms of the Options are set out in the Annexure to this Notice of Meeting. The issue of the attaching Options is also be subject to shareholder approval and is the subject of Resolution 3.

Resolution 1 – Ratification of Prior Share Issue (Tranche 1)

As set out above, the Company had the capacity to undertake the first tranche of the Placement without the approval of Shareholders under Listing Rule 7.1.

Listing Rule 7.1 provides that a company may issue up to 15% of its share capital in any 12 month period without shareholder approval, subject to certain exceptions ("**15% Placement Capacity**"). Listing Rule 7.4 allows a company to seek subsequent approval from shareholders for a prior issue of securities so that the issue of securities does not count towards the company's 15% Placement Capacity. This approval is being sought from Shareholders at the Meeting. By ratifying this issue, the Company will retain the ability to issue equity securities in the future up to the 15% Placement Capacity under Listing Rule 7.1.

Regulatory information

The following information in relation to Resolution 1 is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) 110,000,000 Shares were issued on 31 May 2018. Approval for the ratification of this issue is sought under Resolution 1.
- (b) The Shares were issued at a price of \$0.0025 each.
- (c) The Shares are fully paid ordinary shares in the Company and rank equally with the Company's current issued Shares.
- (d) The Shares were issued to institutional and sophisticated investors
- (e) The funds raised from the issue of the Shares will be used for general working capital, to maintain the Company's assets and to continue the search for projects that can add value to the Company.

The Directors recommend that Shareholders vote in favour of Resolution 1.

Resolution 2 – Approval for Issue of Shares (Tranche 2)

Resolution 2 seeks Shareholder approval for the issue of 502,000,000 Shares at an issue price of \$0.0025.

New Equity Securities issued with shareholder approval under Listing Rule 7.1 do not count towards the Company's 15% Placement Capacity. Shareholder approval for this issue will allow the Company to retain flexibility for its future fundraising.

Regulatory information

The following information in relation to Resolution 2 is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The number of Shares to be issued by the Company is 502,000,000 Shares.
- (b) The Company will issue the Shares no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
- (c) The Shares will be issued at a price of \$0.0025 per Share.
- (f) The Shares were issued to institutional and sophisticated investors.
- (e) The Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing Shares on issue.
- (f) The funds raised from the issue of the Shares will be used for general working capital, to maintain the Company's assets and to continue the search for projects that can add value to the Company.

The Directors recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 – Approval of Issue of Options

As set out above, each subscriber for 2 Shares under the Placement is entitled to receive 1 Option. The Options are to be issued for nil consideration, exercisable at \$0.0075 and expiring on the third anniversary of the issue date. The detailed terms of the Options are set out in the Annexure to the Notice of Meeting.

Resolution 3 seeks Shareholder approval for the issue of 306,000,000 Options being the option component of the Placement, excluding those to be issued to Directors which are the subject of Resolutions 4 to 7.

New equity securities, including options, issued with Shareholder approval under Listing Rule 7.1 do not count towards the Company's 15% Placement Capacity. Shareholder approval for this issue will allow the Company to retain flexibility for its future fundraising.

Regulatory Information

The following information in relation to Resolution 3 is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The number of Options to be issued by the Company is 306,000,000.
- (b) The Company will issue the Options no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
- (c) The Options will be issued for nil consideration.
- (d) The terms and conditions of the Options are set out in Annexure. The Shares issued upon exercise of the Options will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with existing Shares on issue.
- (e) The Options will be issued to the subscribers under the Placement, being professional and sophisticated investor clients.
- (f) No funds will be raised from the issue of the Options as they are being issued for nil consideration. Any funds raised from the exercise of the Options will be used for general working capital, to maintain the Company's assets and to continue the search for projects that can add value to the Company.

The Directors recommend that Shareholders vote in favour of Resolution 3.

Resolutions 4, 5, 6 and 7 – Approval for Issue of Shares and Options to Directors

Resolution 4, 5, 6 and 7 relate to the proposed participation by Directors of the Company (or their nominees) in the Placement on exactly the same terms and conditions as other subscribers.

Regulatory Information

Chapter 2E

Part 2E.1 of the Corporations Act prohibits the Company from giving a financial benefit to a related party (such as a Director) unless either:

- the giving of the financial benefit falls within one of the nominated exceptions to the relevant provisions of the Corporations Act; or
- Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed grant of Shares and Options to Directors involves the provision of a financial benefit to a related party of the Company. Section 210 of the Corporations Act provides that an entity does not need to obtain Shareholder approval to give a financial benefit to a related party if the giving of the financial benefit would be reasonable in the circumstances if the related party and the entity are dealing at arm's length. Given that the related Parties will be subscribing for Shares under the Placement on the same terms as all other subscribers, the Board is of the view that the proposed issue is determined to be at arm's length and therefore that the exception in section 210 of the Corporations Act applies and as such is not seeking Shareholder approval pursuant to Chapter 2E of the Corporations Act.

Whilst Shareholder approval is not being sought pursuant to Chapter 2E of the Corporations Act, the following information is provided to allow Shareholders to assess the proposed issue of Shares to the related parties:

- (a) the related parties to whom the financial benefit will be given are Wolf Martinick, Bard Farrell, Anthony Rovira, and Brett Dickson (or their associates);
- (b) the number of Shares proposed to be issued is 68,000,000 Shares at \$0.0025 cents per Share, which would represent 4.4 % of the expanded issue capital on an undiluted basis after Placement. As at the date of this Notice of Meeting, the Company's share price is \$0.003, so the issue price under the Placement is at a 16.7% discount.

The number of Shares and Options to be issued to, and the total subscription funds payable by the Directors if the resolutions are approved by Shareholders, is as follows:

Director	Number of Shares	Number of Options	Subscription amount
Wolf Martinick	20,000,000	10,000,000	\$50,000
Bard Farrell	20,000,000	10,000,000	\$50,000
Anthony Rovira	20,000,000	10,000,000	\$50,000
Brett Dickinson	8,000,000	4,000,000	\$20,000

Securities held by Directors

As at the date of this Notice of Meeting, Directors have interests in securities of the Company as follows:

Director	Shares	Options
Wolf Martinick	54,356,154	10,000,000
Bard Farrell	50,851,281	10,000,000
Anthony Rovira	31,602,016	32,000,000
Brett Dickson	15,420,330	32,000,000

ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of Securities to a related party of the Company. The Directors are all related parties of the Company.

If Resolutions 4 to 7 are approved, the Directors may be issued Shares and Options under the Placement. Accordingly, approval for the issue of securities to the related parties of the Company is required pursuant to ASX Listing Rule 10.11.

As approval of Shareholders is being sought pursuant to Listing Rule 10.11, approval under Listing Rule 7.1 is not required.

ASX Listing Rule 10.13

ASX Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under ASX Listing Rule 10.11. For the purposes of ASX Listing Rule 10.13, the following information is provided:

- (a) The number of Shares and Options to be issued to related parties (or their nominees) is as follows:
 - (i) Wolf Martinick - 20,000,000 Shares and 10,000,000 Options (Resolution 4);
 - (ii) Bard Farrell - 20,000,000 Shares and 10,000,000 Options (Resolution 5);
 - (iii) Anthony Rovira - 20,000,000 Shares and 10,000,000 Options (Resolution 6); and
 - (iv) Brett Dickson - 8,000,000 Shares and 4,000,000 Options (Resolution 7).
- (b) The Shares and Options will be issued no later than one month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules).
- (c) The Shares will be issued at a price of \$0.0025 per Share and will rank equally with existing Shares from the date of issue.
- (d) The Options will be issued for nil consideration.
- (e) The funds raised from the issue of the Shares will be used for general working capital, to maintain the Company's assets and to continue the search for projects that can add value to the Company.
- (f) No funds will be raised from the issue of the Options as they are being issued for nil consideration. Any funds raised from the exercise of the Options will be used for general working capital, to maintain the Company's assets and to continue the search for projects that can add value to the Company.

Recommendations

Each Director does not make a recommendation to Shareholders on the Resolution relating to the Shares and Options to be issued to that Director, given they have a material interest in the outcome of that Resolution. However, they recommend that Shareholders vote in favour of the other Resolutions relating to the issue of Shares and Options to the other Directors.

GLOSSARY

"ASX"	means ASX Limited or the Australian Securities Exchange, as appropriate;
"Chairman"	means the chairman of the Meeting;
"Company" or "Azure"	means Oro Verde Limited ABN 84 083 646 477;
"Corporations Act"	means Corporations Act 2001 (Cth);
"Directors"	means the directors of the Company;
"Equity Securities"	has the meaning given to it in the Listing Rules;
"Explanatory Memorandum"	means this information attached to the Notice, which provides information to Shareholders about the resolutions contained in the Notice;
"Listing Rules"	means the listing rules of ASX;
"Meeting"	means the General Meeting the subject of the Notice;
"Notice" or "Notice of Meeting"	means the notice of General Meeting which accompanies this Explanatory Memorandum;
"Option"	means an option to acquire a Share;
"Securities"	has the meaning given to that term in the Listing Rules, and includes shares and options to subscribe for shares;
"Shareholder"	means a holder of Shares; and
"Shares"	means fully paid ordinary shares issued in the capital of the Company.

ANNEXURE

TERMS AND CONDITIONS OF OPTIONS

1. No monies will be payable for the issue of the Options.
2. Subject to condition 3, the Options shall expire at 5.00pm (WST) on the third anniversary of the issue date of the Options (**Expiry Date**).
3. Subject to conditions 13 and 14, each Option shall carry the right in favour of the Option holder to subscribe for one Share.
4. Subject to condition 12, the exercise price for each Option shall be AU\$0.0075 ("**Exercise Price**").
5. Subject to condition 12, the Exercise Price of the Options shall be payable in full on exercise of the Options.
6. Options shall be exercisable by the delivery to the registered office on the Company of a notice in writing stating the intention of the Option holder to:
 - (a) exercise all or a specified number of Options; and
 - (b) pay the Exercise Price in full for the exercise of each Option.

The notice must be accompanied by a cheque or electronic funds transfer made payable to the Company for the exercise price for the Options. An exercise of only some Options shall not affect the rights of the option holder to the balance of the Options held by him.

7. The Company shall issue the resultant Shares and deliver the holding statement within five business days of the exercise of the Option.
8. The Options will be transferable, subject at all times to the requirements of the Corporations Act, and will not be listed on the ASX.
9. Shares issued pursuant to an exercise of Options shall rank, from the date of issue, equally with existing Shares in all respects.
10. The Company shall within 5 business days of any exercise of the Options apply for official quotation on the ASX of the Shares issued pursuant to the exercise of any of the Options.
11. In the case of any entitlements issue (other than a bonus issue) the Exercise Price of the Option shall be reduced according to the following formula:

$$O' = O - \frac{E[P - (S + D)]}{N + 1}$$

- O' = the new exercise price of the Option
- O = the old exercise price of the Option
- E = the number of underlying securities into which one Option is exercisable
- P = the average market price per Share (weighted by reference to volume) of the underlying securities during the five trading days ending on the day before the ex-rights date or ex-entitlements date.
- S = the subscription price for a security under the pro-rata issue.
- D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro-rata issue).
- N = the number of securities with rights or entitlements that must be held to receive a rights to one new security.
12. In the case of a bonus issue the number of Shares over which the Option is exercisable shall be increased by the number of Shares which the Option holder would have received if the Option had been exercised before the record date for the bonus issue.
 13. In the event of any reorganisation of the capital of the Company (including consolidation, subdivisions, reduction or return) the rights of an Option holder will be changed to extent necessary to comply with the Listing Rules of the ASX applying to a reorganisation of the capital at the time of the reorganisation.
 14. There are no participating rights or entitlements inherent in the Options and an Option holder will not be entitled to participate in new issues of capital offered to the Company's shareholders during the currency of the Options. However, the Company will send a notice to the Option holder at least 3 business days before the record date of any new issues of capital offered to the Company's shareholders in order to give the Option holder the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
 15. The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.

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ORO VERDE LIMITED

ACN: 083 646 477

REGISTERED OFFICE:

LEVEL 1
30 RICHARDSON STREET
WEST PERTH WA 6005

SHARE REGISTRY:

Security Transfer Australia Pty Ltd

All Correspondence to:

PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

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«Post_zone»
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«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

Code: **OVL**

Holder Number: «HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE
ONLINE**

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, 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) at the General Meeting of the Company to be held at 8:30am WST on Friday 13 July 2018 at The Celtic Club, 48 Ord Street, West Perth WA and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

1. Ratification of Prior Share Issue
2. Approval for Issue of Shares
3. Approval for Issue of Options
4. Approval for Issue of Shares and Options to Wolf Martinick, a Director
5. Approval for Issue of Shares and Options to Bard Farrell, a Director
6. Approval for Issue of Shares and Options to Anthony Rovira, a Director
7. Approval for Issue of Shares and Options to Brett Dickson, a Director

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 8:30am WST on Wednesday 11 July 2018.

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My/Our contact details in case of enquiries are:

Name:

Number:

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

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

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

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PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

