

ARUNTA RESOURCES LIMITED
ABN 73 089 224 402

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Arunta Resources Limited ("the **Company**" or "**Arunta**") will be held at Level 14, 31 Queen Street, Melbourne, Victoria 3000 on 30 July 2014 at 11.00am (EST).

Further details in respect of each of the resolutions proposed in this Notice of General Meeting are set out in the Explanatory Memorandum accompanying this Notice of General Meeting. The details of the resolutions contained in the Explanatory Memorandum should be read together with, and form part of, this Notice of General Meeting.

SPECIAL BUSINESS

Resolution 1 – Ratification of prior issue of shares – exempt investors

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

"THAT for the purposes of ASX Listing Rule 7.4, shareholders ratify the prior issue of 85,000,000 fully paid ordinary shares in the capital of the Company to exempt investors that are not related parties of the Company on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement:

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

- persons who participated in the issue; or
- any associates of those persons.

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

- 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 2 – Ratification of prior issue of shares and options – Australian Mineral and Waterwell Drilling Pty Ltd

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

"THAT for the purposes of ASX Listing Rule 7.4, shareholders ratify the prior issue of 5,214,003 fully paid ordinary shares and 5,214,003 free-attaching options at an exercise price of \$0.02 (two cents) and expiring on 20 December 2014, in the capital of the Company to Australian Mineral and Waterwell Drilling Pty Ltd [ACN 127 948 850] on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement:

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

- Australian Mineral and Waterwell Drilling Pty Ltd; or
- any associate of Australian Mineral and Waterwell Drilling Pty Ltd.

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

- 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 3 – Approval for issue of options – exempt investors

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

"THAT for the purposes of ASX Listing Rule 7.1 shareholders approve the issue of up to 42,500,000 options at an exercise price of 0.2 cents (\$0.002) and expiring on 31 July 2019 to exempt investors that are not related parties of the Company as described in the Explanatory Memorandum which accompanied and formed part of this Notice of General Meeting."

Voting Exclusion Statement:

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

- a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed; or
- any associate of those persons.

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

- 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 4 – Approval for issue of shares – exempt investors

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

"THAT for the purposes of ASX Listing Rule 7.1 shareholders approve the issue of up to 500,000,000 fully paid ordinary shares to exempt investors that are not related parties of the Company as described in the Explanatory Memorandum which accompanied and formed part of this Notice of General Meeting."

Voting Exclusion Statement:

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

- a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed; or
- any associate of those persons.

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

- 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
- 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.

Dated: 27 June 2014

By the order of the Board



Mr Adrien Wing
Secretary

The accompanying Explanatory Memorandum and the Proxy and Voting Instructions form part of this Notice of General Meeting.

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PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (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 lodged at the registered office of the Company or sent by facsimile transmission to the Company's registered office on (03) 8610 8666 not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy.

Corporate Representatives

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 11.00am on 28 July 2014 (Melbourne, Victoria time) are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

How the Chair Will Vote Undirected Proxies

The Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

ARUNTA RESOURCES LIMITED
ABN 73 089 224 402
("the Company")

NOTICE OF GENERAL MEETING

EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This Explanatory Memorandum ("this **Memorandum**") accompanies and forms part of the Company's Notice of the General Meeting to be held at Level 14, 31 Queen Street, Melbourne, Victoria, 3000 on 30 July 2014 at 11.00am (EST). The Notice of General Meeting incorporates, and should be read together with, this Memorandum.

BUSINESS

Resolution 1 – Ratification of prior issue of shares – exempt investors

Resolution 1 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 85,000,000 fully paid ordinary shares to exempt investors that are not related parties of the Company in the proportions set out in the table below:

Investor	Shares
Peter Barrett Capp	10,000,000
Mikado Corporation Pty Ltd	25,000,000
Mr Michael Ian Millikan and Mrs Jodie Anna Wendy Millikan	10,000,000
Ms Fiona Nicole Van Den Berg	10,000,000
St Barnabas Investments Pty Ltd	10,000,000
Mr Trent Clement Barnett	10,000,000
Oceanic Capital Pty Ltd	<u>10,000,000</u>
	85,000,000

Every two shares subscribed for carry with them one free-attaching option. Each share and free-attaching option is being issued for total consideration of 0.1 cent (\$0.001). The options are to be issued subject to shareholder approval being obtained pursuant to Resolution 3.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve month period any equity securities, or other securities with rights to conversion to equity (such as options), 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.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The total number of shares issued was 85,000,000 fully paid ordinary shares in the Company;
- The price at which the shares were issued was 0.1 cent (\$0.001);
- The shares have the same terms and rights as, and rank equally with, the Company's existing listed fully paid ordinary shares;

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- The shares were issued to exempt investors that are not related parties of the Company as set out in the table above;
- Funds raised by the issue of shares will be used for the development of the Company's assets and to enable the Company to undertake a proposed capital raising as announced to ASX on 29 May 2014;
- A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Statement.

Resolution 2 – Ratification of prior issue of shares and options – Australian Mineral and Waterwell Drilling Pty Ltd

Resolution 2 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 5,214,003 fully paid ordinary shares and 5,214,003 free-attaching options at an exercise price of \$0.02 (two cents) and expiring on 20 December 2014, in the capital of the Company to Australian Mineral and Waterwell Drilling Pty Ltd [ACN 127 948 850] ("**AMWD Pty Ltd**").

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve month period any equity securities, or other securities with rights to conversion to equity (such as options), 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.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The total number of securities issued was 5,214,003 fully paid ordinary shares and 5,214,003 free-attaching quoted options (AJROB);
- The deemed price at which the shares were issued was 1.2 cents (\$0.012). The free-attaching options have an exercise price of \$0.02 (two cents) and expire on 20 December 2014;
- The shares have the same terms and rights as, and rank equally with, the Company's existing listed fully paid ordinary shares. The options issued are quoted options (AJROB) and have the terms as set out in Schedule 1 to this Explanatory Memorandum. Shares issued as a result of exercise of the options will rank equally in all respects with the Company's existing ordinary shares;
- The shares were issued to AMWD Pty Ltd;
- There were no funds raised by the issue of securities. The securities were issued to satisfy amounts owing by the Company to AMWD Pty Ltd for exploration services provided by them to the Company;
- A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Statement.

Resolution 3 – Approval for issue of options – exempt investors

Resolution 3 seeks shareholder approval for the issue of up to 42.5 million options to exempt investors that are not related parties of the Company in the proportions set out in the table below:

Investor	Options
Peter Barrett Capp	5,000,000
Mikado Corporation Pty Ltd	12,500,000
Mr Michael Ian Millikan and Mrs Jodie Anna Wendy Millikan	5,000,000
Ms Fiona Nicole Van Den Berg	5,000,000
St Barnabas Investments Pty Ltd	5,000,000
Mr Trent Clement Barnett	5,000,000
Oceanic Capital Pty Ltd	<u>5,000,000</u>
	42,500,000

The options are proposed to be issued to the above investors as part of the placement made to the investors the subject of Resolution 1. The options are to be issued on the basis of one (1) free-attaching option for every two (2) shares subscribed for.

ASX Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities (e.g. shares or options) which amount to more than 15% of its ordinary securities in a rolling 12 month period without the approval of its shareholders. Furthermore, equity securities issued with the approval of holders of a company's ordinary securities in accordance with ASX Listing Rule 7.1 are not then required to be included in the 15% limit imposed by ASX Listing Rule 7.1.

This Resolution seeks approval for the issue of up to 42.5 million options for the purposes of Listing Rule 7.1. By seeking shareholder approval for the options the subject of this Resolution the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity without the requirement to obtain prior shareholder approval.

ASX Listing Rule 7.3 requires that the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 7.1 must include the following information:

- The maximum number of options which will be issued under the approval sought through this Resolution is 42.5 million (42,500,000);
- The options will be issued and allotted no later than three (3) months after the date of the General Meeting (or such later date as may be permitted by the Corporations Act 2001, the Australian Securities and Investments Commission and/or by an ASX waiver of the Listing Rules);
- The deemed issue price of the options is nil as the options are to be issued free-attaching to shares previously issued to investors in the Company. The options will be exercisable at a price of 0.2 cents (\$0.002) and will expire on 31 July 2019;
- The options will be issued to exempt investors that are not related parties of the Company as set out in the table above;
- The options will be issued on the terms set out in Schedule 2 to this Explanatory Memorandum. Shares issued as a result of exercise of the options will rank equally in all respects with the Company's existing ordinary shares;
- No funds will be raised by the issue of the options. Any funds raised through the exercise of the options will be applied to the Company's working capital requirements at the date of issue;
- A voting exclusion statement is contained in the Notice of Meeting.

Resolution 4 – Approval for issue of shares – exempt investors

Resolution 4 seeks shareholder approval for the issue of up to 500 million shares to exempt investors that are not related parties of the Company.

ASX Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities (e.g. shares or options) which amount to more than 15% of its ordinary securities in a rolling 12 month period without the approval of its shareholders. Furthermore, equity securities issued with the approval of holders of a company's ordinary securities in accordance with ASX Listing Rule 7.1 are not then required to be included in the 15% limit imposed by ASX Listing Rule 7.1.

This Resolution seeks approval for the issue of up to 500 million shares for the purposes of Listing Rule 7.1. By seeking shareholder approval for the shares the subject of this Resolution the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity without the requirement to obtain prior shareholder approval.

ASX Listing Rule 7.3 requires that the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 7.1 must include the following information:

- The maximum number of shares which will be issued under the approval sought through this Resolution is 500 million (500,000,000);
- The shares will be issued and allotted no later than three (3) months after the date of the General Meeting (or such later date as may be permitted by the Corporations Act 2001, the Australian Securities and Investments Commission and/or by an ASX waiver of the Listing Rules);
- The issue price of the shares will be issued at no less than 80% VWAP of the Company's shares for the five trading days prior to the date of issue;
- The shares will be issued to exempt investors who are not related parties of the Company;
- The shares will be fully paid ordinary shares in the Company and will rank equally in all respects with the Company's existing ordinary shares;
- Funds raised by the issue of the shares will be applied to the development of the Company's existing Northern Territory projects and to the Company's working capital requirements at the date of issue;
- A voting exclusion statement is contained in the Notice of Meeting.

SCHEDULE 1

OPTION TERMS - AJROB
(RESOLUTION 2)

- (a) Each option entitles the holder to acquire one ordinary fully paid share in the capital of the Company.
- (b) Each option will have an exercise price of 2 cents (\$0.02).
- (c) The options will expire on 20 December 2014 ("the Expiry Date"). The options can be exercised by completing the option exercise form and delivering it together with the payment for the number of shares in respect of which the options are exercised to the registered office of the Company. Any option that has not been exercised prior to the Expiry Date automatically lapses. Holders shall not be entitled to exercise their options (and the Company will not be required to issue shares upon such exercise) if it would be unlawful to do so.
- (d) The exercise price is payable in full on exercise.
- (e) Subject to the Corporations Act, the ASX Listing Rules, and the Constitution of the Company and unless otherwise specified at the time of issue, options are freely transferable. All shares issued upon exercise of options will rank pari passu in all respects with, and will have the same terms as, the Company's then issued ordinary fully paid Shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of options, subject to any restriction obligations imposed by ASX.
- (f) The options will not give any right to participate in dividends until shares are issued pursuant to the exercise of the relevant options.
- (g) There are no participation rights or entitlements inherent in the options. Option holders are not entitled to participate in new issues of securities offered to shareholders without first exercising the options. Subject to any waiver granted by ASX, the Company will send notices to option holders at least five business days prior to the record date applying to offers of securities made to shareholders during the currency of the options.
- (h) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of options or the exercise price of the options or both shall be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.

SCHEDULE 2**OPTION TERMS
(RESOLUTION 3)**

- (a) Each option entitles the holder to acquire one ordinary fully paid share in the capital of the Company.
- (b) Each option will have an exercise price of 0.2 cents (\$0.002).
- (c) The options will expire on 31 July 2019 ("the Expiry Date"). The options can be exercised by completing the option exercise form and delivering it together with the payment for the number of shares in respect of which the options are exercised to the registered office of the Company. Any option that has not been exercised prior to the Expiry Date automatically lapses. Holders shall not be entitled to exercise their options (and the Company will not be required to issue shares upon such exercise) if it would be unlawful to do so.
- (d) The exercise price is payable in full on exercise.
- (e) Subject to the Corporations Act, the ASX Listing Rules, and the Constitution of the Company and unless otherwise specified at the time of issue, options are freely transferable. All shares issued upon exercise of options will rank pari passu in all respects with, and will have the same terms as, the Company's then issued ordinary fully paid Shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of options, subject to any restriction obligations imposed by ASX.
- (f) The options will not give any right to participate in dividends until shares are issued pursuant to the exercise of the relevant options.
- (g) There are no participation rights or entitlements inherent in the options. Option holders are not entitled to participate in new issues of securities offered to shareholders without first exercising the options. Subject to any waiver granted by ASX, the Company will send notices to option holders at least five business days prior to the record date applying to offers of securities made to shareholders during the currency of the options.
- (h) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of options or the exercise price of the options or both shall be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.

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**ARUNTA RESOURCES LIMITED
ABN 73 089 224 402
("the Company")**

PROXY FORM

Full name of securityholder(s):.....

Address:.....

I/We being a member/s of Arunta Resources Limited ("**Company**") and entitled to attend and vote at the meeting of the Company to be held at 11.00am (EST on 30 July 2014 appoint:

the Chair of the meeting. **OR**
(mark box) (mark box)

.....
(Full name of proxy or the office of the proxy)

or if the person or body corporate named above fails to attend the meeting, or if no person/body corporate is named, the Chair of the meeting as my/our proxy to attend that meeting and vote on my/our behalf at that meeting and any adjournment or postponement of that meeting in accordance with the following directions (or if no directions have been given, as the proxy sees fit). If two proxies are appointed, the proportion of voting rights this proxy represents is%.

IMPORTANT: If the Chair of the meeting is appointed your proxy, he/she will vote in favour of each resolution.

VOTING DIRECTIONS FOR YOUR PROXY

To instruct your proxy how to vote, insert 'X' in the appropriate column against each resolution set out below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting.

I/We direct my/our proxy to vote as indicated below, or if no box is ticked to vote or abstain from voting as the proxy sees fit:

		FOR	AGAINST	ABSTAIN
Resolution 1	Ratification of prior issue of shares - exempt investors			
Resolution 2	Ratification of prior issue of shares and options - Australian Mineral and Waterwell Drilling Pty Ltd			
Resolution 3	Approval for issue of options - exempt investors			
Resolution 4	Approval for issue of shares - exempt investors			

If a person: _____ (Signature) _____ Name (print) Date: ____/____/____	If a company: EXECUTED by: _____ Name of company (print) in accordance with the Corporations Act _____ (Signature) _____ (Signature) Date: ____/____/____
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This proxy and any power of attorney or other authority under which it is signed (or a certified copy) must be lodged at:

- Level 14, 31 Queen Street, Melbourne, Victoria, 3000; or
- by facsimile on (03) 8610 8666 by 11.00am (EST) on 28 July 2014, being not less than 48 hours before the time for holding the meeting or adjourned meeting as the case may be.

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