

ARUNTA RESOURCES LIMITED
ABN 73 089 224 402

NOTICE OF 2014 ANNUAL GENERAL MEETING

Notice is given that the 2014 Annual General Meeting of Arunta Resources Limited ("the **Company**" or "**Arunta**") will be held at Level 14, 31 Queen Street, Melbourne, Victoria 3000 on 26 November 2014 at 10.00am.

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

GENERAL BUSINESS

2014 Annual Financial Statements

To lay before the Meeting and consider the 2014 Annual Financial Statements of the Company in respect of the year ended 30 June 2014 and comprising the Annual Financial Report, the Directors' Report and the Auditor's Report.

Resolution 1: Non-binding resolution to adopt Remuneration Report

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

"That the Company approve the adoption of the Remuneration Report, included in the Director's Report, for the year ended 30 June 2014".

Voting Prohibition Statement:

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member.

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

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- (d) the voter is the Chair of the Meeting and the appointment of the Chair of the Meeting as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chair of the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the key management personnel by marking the applicable box in the Proxy Form.

Voting Note:

Any undirected proxies held by the Chair of the Meeting, other directors or other key management personnel or any of their closely related parties will not be voted on Resolution 1. Please refer to the Proxy and Voting Instructions on page 3 of this notice.

Resolution 2: Re-Election of Mr Angus Edgar as a Director

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

"THAT Mr Angus Edgar who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 3: Approval of Placement Facility

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

"THAT for the purposes of ASX Listing Rule 7.1A, shareholders approve the Company having the capacity to issue fully paid ordinary shares in the capital of the Company up to the maximum number permitted under ASX Listing Rule 7.1A.2 at an issue price which is not less than 75% of the volume weighted average market (closing) price of the Company's ordinary shares calculated over the last fifteen (15) days on which trades of the Company's ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date the issue is made as described in the Explanatory Memorandum which accompanied and forms part of this Notice of Annual General Meeting."

Voting Note:

If as at the time of the Annual General Meeting, the Company:

- (a) is included in the S&P/ASX 300 Index; and/or
- (b) has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of greater than AU\$300 million,

then Resolution 3 will be withdrawn.

Voting Exclusion Statement:

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

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

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

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

Dated: 20 October 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 Meeting.

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. In that case, your shares will not be voted on Resolution 1 (Remuneration Report) unless you direct the Chair how to vote by marking the appropriate box on the proxy form or otherwise authorise the Chair voting your votes on Resolution 1.

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 10.00am on 25 November 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. However, any undirected proxies held by the Chair of the meeting will not be voted on Resolution 1 (Remuneration Report) unless authorised by the shareholder in the proxy appointment.

Proxies that are Undirected on Resolution 1 (Remuneration Report)

If you appoint the Chair of the meeting as your proxy (or if he or she may be appointed by default) and do not either (a) direct him or her how to vote on Resolution 1; or (b) authorise the Chair in the proxy appointment to vote your undirected proxy on Resolution 1, he or she will not vote your proxy on that item of business. Accordingly, if you appoint the Chair of the meeting as your proxy (or if the Chair may be appointed by default) and you want your shares to be voted on that item of business, you should either (a) direct the Chair how to vote on Resolution 1; or (b) mark the box on the proxy form to confirm your consent to the Chair voting your undirected proxy on Resolution 1.

Other directors of the Company, any other of its key management personnel or any of their closely related parties will not be able to vote undirected proxies held by them on Resolution 1. Key management personnel of the Company comprise the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly.

The Remuneration Report identifies key management personnel for the year ending 30 June 2014. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependents and companies they control.

Special Resolution

For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution.

ARUNTA RESOURCES LIMITED

ABN 73 089 224 402

("the Company")

2014 ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This Explanatory Memorandum ("**this Memorandum**") accompanies and forms part of the Company's Notice of the 2014 Annual General Meeting to be held at Level 14, 31 Queen Street, Melbourne, Victoria, 3000 on 26 November 2014 at 10.00am. The Notice of the 2014 Annual General Meeting incorporates, and should be read together with, this Memorandum.

BUSINESS

2014 Annual Financial Statements

The 2014 Annual Financial Statements, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2014 will be laid before the meeting. Shareholders will have the opportunity to ask questions about or make comments on the 2014 Annual Financial Statements and the management of the Company. A representative of the auditor will be invited to attend to answer questions about the audit of the Company's 2014 Annual Financial Statements.

The Company's 2014 Annual Financial Statements are set out in the Company's 2014 Annual Report which can be obtained from the Company's website, www.aruntaresources.com.au or upon request to the Secretary at the Company's registered office, Level 14, 31 Queen Street, Melbourne, Victoria, 3000 (telephone (03) 8610 8633).

There is no requirement for these reports to be formally approved by shareholders. No resolution is required to be moved in respect of this item.

Resolution 1: Non-binding Resolution - Remuneration Report

The Company is required, pursuant to the Corporations Act 2001 (Cth) ("**the Corporations Act**"), to propose a non-binding resolution regarding the Remuneration Report, which forms part of the Director's Report in the Annual Financial Statements. The vote is advisory only and does not bind the Directors or the Company.

Shareholders attending the 2014 Annual General Meeting of the Company will have an opportunity to discuss and put questions in respect of the Remuneration Report.

The resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings ("**AGM**") (treating this AGM as the first such meeting), shareholders will be required to vote at the second of those AGM's on a resolution (a "**spill resolution**") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director and CEO) must be put up for re-election. The vote on the Remuneration Report contained in the Company's 2013 Annual Financial Statements was passed with the support of more than 75% of votes thus a spill resolution will not be required in the event that 25% or more of votes that are cast are against the adoption of the 2014 Remuneration Report. However, in the event that 25% or more of votes that are cast are against the adoption of the 2014 Remuneration Report, shareholders should be aware that if there is a 'no' vote of 25% or more at the same resolution at the 2015 AGM the consequences are that it may result in the re-election of the Board.

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Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other member of the key management personnel details of whose remuneration are included in the Remuneration Report or a closely related party of a Director or member of the key management personnel must not vote on Resolution 1 and must not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote, or the proxy is given to the Chair and you mark the box on, and submit, the Proxy Form authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration the Company's key management personnel. By marking the box on, and submitting, the Proxy Form you will be taken to have directed the Chair of the meeting to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Resolution 2: Re-Election of Mr Angus Edgar as a Director

Resolution 2 is a resolution for the re-election of Mr Angus Edgar as a Director of the Company.

Pursuant to the Constitution of the Company, one-third of the Directors or, if their number is not a multiple of three, the number nearest to one-third not exceeding one third, are required to retire by rotation at each AGM. The Company has three directors accordingly one director is required to retire by rotation at the 2014 Annual General Meeting.

Mr Angus Edgar, who was appointed to the Board of the Company on 28 May 2013, retires by rotation and, being eligible, offers himself for re-election.

Resolution 3: Approval of Placement Facility

Under ASX Listing Rule 7.1A certain companies may seek shareholder approval by special resolution passed at an annual general meeting to have the additional capacity to issue equity securities which do not exceed 10% of the existing ordinary share capital without further shareholder approval.

The Company obtained shareholder approval for the issue of ordinary shares under Listing Rule 7.1A at its 2013 Annual General Meeting and seeks to refresh this shareholder approval so as to continue to be able to issue ordinary shares under Listing Rule 7.1A following the 2014 Annual General Meeting.

The Company has not issued any securities under Listing Rule 7.1A pursuant to the approval obtained at its 2013 Annual General Meeting.

During the 12 month period preceding the date of the 2014 AGM, being on and from 29 November 2013, the Company has issued a total of 1,891,254,072 equity securities which represents approximately 131% of the total number of equity securities of the Company on issue on 29 November 2013, which was 817,643,234 equity securities.

Further details of the issues of shares by the Company during the 12 month period preceding the date of the 2014 AGM are set out in Annexure A.

If Resolution 3 is approved the Company may make an issue of ordinary shares under Listing Rule 7.1A at any time (either on a single date or progressively) up until the earlier of:

- the date which is 12 months after the date of the 2014 Annual General Meeting; or
- the date on which shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

Accordingly, the approval given if Resolution 3 is passed will cease to be valid on the earlier of 25 November 2015 or the date on which holders of the Company's ordinary securities

approve a transaction under Listing Rule 11.1.2 or 11.2.

At the date of this Memorandum, the Company is an 'eligible entity', and therefore able to seek approval under Listing Rule 7.1A, as it is not included in the S&P/ASX300 and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million). The Company has a market capitalisation of approximately \$3.6 million as at 17 October 2014. If at the time of the Annual General Meeting the Company is no longer an eligible entity Resolution 3 will be withdrawn.

The maximum number of ordinary shares which may be issued in the capital of the Company under the approval sought by Resolution 3 will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

$(A \times D) - E$

where:

- A is the number of shares on issue 12 months before the date of issue or agreement to issue:
- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the 12 months;
 - (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4 (this does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval);
 - (iv) less the number of fully paid shares cancelled in the 12 months.
- 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 the approval of shareholders under Listing Rule 7.1 or 7.4.

The ability of the Company to make an issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1. The effect of Resolution 3 will be to allow the Company to issue ordinary shares under Listing Rule 7.1A without using the Company's 15% placement capacity under Listing Rule 7.1.

As at the date of this Memorandum, the Company has on issue 1,826,956,020 ordinary shares and therefore has capacity to issue:

- 274,043,403.00 equity securities under Listing Rule 7.1 (15% capacity); and
- 182,695,602.00 ordinary shares under Listing Rule 7.1A (10% capacity) if Resolution 3 is passed.

The actual number of shares which may be issued under Listing Rule 7.1A (and Listing Rule 7.1) will be a function of the number of shares on issue at the time an issue is proposed as calculated per the formula set out above.

The issue price of the ordinary shares issued under Listing Rule 7.1A will be determined at the time of issue. The minimum price at which the ordinary shares the subject of Resolution 3 will

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be issued is 75% of the volume weighted average market (closing) price ("VWAP") of the Company's ordinary shares over the 15 days on which trades in that class were recorded immediately before either:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within 5 ASX trading days of the date in paragraph (a) the date on which the securities are issued.

If Resolution 3 is approved, and the Company issues ordinary shares under Listing Rule 7.1A, the existing shareholders' voting power in the Company will be diluted. There is a risk that:

- the market price for the Company's ordinary shares may be significantly lower on the issue date than on the date of the approval of Resolution 3; and
- the ordinary shares issued under Listing Rule 7.1A may be issued at a price that is at a discount (as described above) to market price for the Company's ordinary shares on the issue date;

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

The table set out below shows the dilution of existing shareholders on the basis of:

- The current market price of the Company's ordinary shares and the current number of ordinary securities as at the date of this Memorandum.
- Two examples where the number of ordinary shares on issue ("A" in the formula set out above) has increased by: (1) 274,043,403 (being 15% of the number of ordinary shares on issue in the Company); and (2) 100% (i.e a doubling of the number of ordinary shares on issue in the Company). The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require shareholder approval (for example, pro-rata entitlements issues) or as a result of future placements under Listing Rule 7.1 that are approved by shareholders.
- Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at the date of this Memorandum.

| | | | Dilution | | |
|---------------------------------------------|-------------------------------------------------------------------------------------------------|---------------------|-----------------------------|--------------------|-----------------------------|
| | | | 50% decrease in issue price | Issue Price ** | 50% increase in issue price |
| Variable "A" Listing Rule 7.1A2 | "A" is the current number of shares on issue (1,826,956,020 shares) | 10% voting dilution | 182,695,602 shares | 182,695,602 shares | 182,695,602 shares |
| | | Funds raised | \$182,695 | \$365,391 | \$548,086 |
| | "A" is increased by 15% (274,043,403 shares) resulting in a total of 2,100,999,423 shares | 10% voting dilution | 210,099,942 shares | 210,099,942 shares | 210,099,942 shares |
| | | Funds raised | \$210,100 | \$ 420,200 | \$630,300 |
| | "A" is increased by 100% (i.e. number of shares currently on issue is doubled) to 3,653,912,040 | 10% voting dilution | 365,391,204 shares | 365,391,204 shares | 365,391,204 shares |
| | | Funds raised | \$365,391 | \$730,782 | \$1,096,174 |

* Any issue of ordinary shares is required to be made in accordance with the ASX Listing Rules. An issue made other than under the Company 15% capacity (Listing Rule 7.1) or the Company's additional 10% capacity (Listing Rule 7.1A) and not otherwise made under an exception in Listing Rule 7.2 (for example, a pro-rata rights issue) would require shareholder approval.

** Based on closing price of the Company's shares on ASX on 17 October 2014 (\$0.002).

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Notes:

- (i) *The table assumes that the Company issues the maximum number of ordinary shares available under Listing Rule 7.1A.*
- (ii) *The table assumes that no options are exercised in ordinary shares before the date of the issue of ordinary shares under Listing Rule 7.1A.*
- (iii) *The table does not show an example of dilution that may be caused to a particular shareholder by reason of issues of ordinary shares under Listing Rule 7.1A based on that shareholder's holding at the date of this Memorandum.*
- (iv) *The table shows the effect of an issue of ordinary shares under Listing Rule 7.1A, not under the Company's 15% placement capacity under Listing Rule 7.1.*

If Resolution 3 is passed the Company will have the ability to issue up to 10% of its issued capital without further shareholder approval and therefore allow it to take advantage of opportunities to obtain further funds if required and available in the future.

As at the date of this Memorandum the Company has not formed an intention to offer any ordinary shares under Listing Rule 7.1A to any particular person or at any particular time. The total amount that may be raised by the issue of equity securities under Listing Rule 7.1A will depend on the issue price of the ordinary shares which will be determined at the time of issue. In some circumstances the Company may issue ordinary shares under Listing Rule 7.1A for non-cash consideration (for example, in lieu of cash payments to consultants, contractors or vendors). While the Company has not formed an intention to offer any ordinary shares under Listing Rule 7.1A, some of the purposes for which the Company may issue ordinary shares under Listing Rule 7.1A include (but are not limited to):

- Raising funds to be applied to the Company's working capital requirements.
- Acquiring assets. In these circumstances the issue of the ordinary shares may be made in substitution for the Company making a cash payment for the assets. If the Company elects to issue the ordinary shares for the purpose of acquiring assets then the Company will release to the market a valuation of the assets prior to issuing the shares.
- Paying contractors or consultants of the Company.

Details regarding the purposes for which any particular issue under Listing Rule 7.1A is made will be more fully detailed in an announcement to the ASX made pursuant to Listing Rule 7.1A4 and Listing Rule 3.10.5A at the time the issue is made. The identity of the allottees of ordinary shares under Listing Rule 7.1A will be determined at the time the Company decides to make an issue having regard to a number of factors including:

- the capital raising and acquisition opportunities available to the Company and any alternative methods for raising funds or acquiring assets that are available to the Company;
- the potential effect on the control of the Company;
- the Company's financial situation and the likely future capital requirements; and
- advice from the Company's corporate or financial advisors.

Offers made under Listing Rule 7.1A may be made to parties including professional and sophisticated investors, existing shareholders of the Company, clients of Australian Financial Service License holders and/or their nominees, or any other person to whom the Company is able to make an offer of ordinary shares.

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The allocation policy the Company may adopt for a particular issue of ordinary shares under Listing Rule 7.1A and the terms on which those ordinary shares may be offered will depend upon the circumstances existing at the time of the proposed capital raising under Listing Rule 7.1A. Subject to the requirements of the ASX Listing Rules and the Corporations Act, the Directors reserve the right to determine, at the time of any issue of ordinary shares under Listing Rule 7.1A, the allocation policy the Company will adopt for that issue.

Resolution 3 is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution.

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of Resolution 3.

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

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**ANNEXURE A
ISSUES OF SHARES IN THE 12 MONTHS PRIOR TO THE 2014 AGM**

| Date of Issue | Number of Securities | Type/Class of Securities | Recipients | Issue price and discount to Market Price (if applicable) | Consideration & Use of Funds as at the date of the notice of meeting |
|---------------|----------------------------|-----------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 18/12/2013 | 52,628,125 | Listed options (AJROB) | Placement subscribers (clients of Melbourne Capital Limited who were exempt investors and were not related parties of the Company) | Nil (free attaching to prior placement shares). 100% discount to Market Price of AJROB options. | No additional consideration (free attaching to prior placement shares). |
| 18/12/2013 | 5,625,000 2,812,500 | Ordinary shares Listed options (AJROB) | Matt Shackleton (placement subscriber & consultant) | \$0.08 per share. 167% premium to Market Price. Options: Nil (free attaching). 100% discount to Market Price of AJROB options. | \$15,000 cash and \$30,000 balance of subscription amount off set against equal amount of consulting fees (current consideration value: \$30,000). Cash applied to development of the Company's Southern Cross Bore Project. |
| 18/12/2013 | 5,625,000 2,812,500 | Ordinary shares Listed options (AJROB) | Angus Edgar (placement subscriber & Director) | \$0.08 per share. 167% premium to Market Price. Options: Nil (free attaching). 100% discount to Market Price of AJROB options. | \$45,000 subscription amount offset against equal amount of director's fees (current consideration value: \$45,000). |
| 18/12/2013 | 3,875,000 1,937,500 | Ordinary shares Listed options (AJROB) | Adrien Wing (placement subscriber & Director) | \$0.08 per share. 167% premium to Market Price. Options: Nil (free attaching). 100% discount to Market Price of AJROB options. | \$31,000 subscription amount offset against equal amount of director's fees (current consideration value: \$31,000). |

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| Date of Issue | Number of Securities | Type/Class of Securities | Recipients | Issue price and discount to Market Price (if applicable) | Consideration & Use of Funds as at the date of the notice of meeting |
|---------------|-----------------------------|-----------------------------------------------|--------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|
| 18/12/2013 | 12,500,000 6,250,000 | Ordinary shares Listed options (AJROB) | Neil Biddle (placement subscriber & Director) | \$0.08 per share. 167% premium to Market Price. Options: Nil (free attaching). 100% discount to Market Price of AJROB options. | \$100,000 cash, applied to development of the Company's Southern Cross Bore Project. |
| 18/12/2013 | 5,214,003 5,214,003 | Ordinary shares Listed options (AJROB) | Australian Mineral and Waterwell Drilling Pty Ltd | \$0.012 per share. 300% premium to Market Price. Options: Nil (free attaching). 100% discount to Market Price of AJROB options. | \$62,568 non-cash off set to satisfy amounts owing for exploration services (current consideration value: \$10,428). |
| 18/12/2013 | 15,000,000 | Listed options (AJROB) | Zenix Nominees Pty Ltd | Nil. 100% discount to Market Price of AJROB options. | Part of consideration for corporate advisory services. Current consideration value: \$nil |
| 05/06/2014 | 85,000,000 | Ordinary shares | Placement subscribers (exempt investors who were not related parties of the Company) | \$0.01 per share. 50% discount to Market Price. | Development of the Company's assets and enabling the Company to undertake a then proposed capital raising. |
| 31/07/2014 | 42,500,000 | Listed Options (AJRO) | Placement subscribers (exempt investors who were not related parties of the Company) | Nil (free attaching to prior placement shares). 100% discount to Market Price of AJRO options. | No additional consideration (free attaching to prior placement shares). |

| Date of Issue | Number of Securities | Type/Class of Securities | Recipients | Issue price and discount to Market Price (if applicable) | Consideration & Use of Funds as at the date of the notice of meeting |
|---------------|----------------------|--------------------------|------------------------------------------------------|----------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 26/08/2014 | 1,096,173,612 | Ordinary shares | Shareholders, shortfall subscribers and underwriter/ | \$0.01 per share. 50% discount to Market Price. | Approximately \$1.096 million. |
| | 548,086,829 | Listed Options (AJRO) | sub-underwriters (pro rata rights issue) | 100% discount to Market Price of AJRO options. | Exploration and development of the Hatches Creek and Southern Cross Bore projects, working capital and the costs of the offer. \$750,000 remaining in funds. |

Notes:

1. The date shown is the date that the Appendix 3B was announced to ASX. The date of issue may be different. Refer to Item 7 of the relevant Appendix 3B for the specific date of issue.
2. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the trading day prior to the date of issue of the relevant shares or options.
3. Fully paid ordinary shares in the capital of the Company issued on the same terms as existing fully paid ordinary shares, ASX Code: AJR.
4. The current value of shares is based on the closing price of the shares of \$0.002 on the ASX on 17 October 2014. The current value of listed ARJOB options is based on the current last price of the options (AJROB) of \$0.00 on the ASX on 17 October 2014. The current value of listed ARJO options is based on the current last price of the options (AJRO) of \$0.00 on the ASX on 17 October 2014.

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PROXY FORM
ARUUNTA RESOURCES LIMITED
PROXY FORM

| | |
|--------------------------------|--|
| Name of shareholder: | |
| Address of shareholder: | |
| No of shares entitled to vote: | |

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 Level 14, 31 Queen Street, Melbourne, Victoria, 3000 on 26 November 2014 at 10.00am AEDST appoint:

(mark box) the Chair of the meeting. OR (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: Directing the Chair how to vote on Resolution 1.

If you appoint the Chair as your proxy (or he is appointed in default) and you do not mark this box, and you have not directed your proxy how to vote on Resolution 1, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on that Resolution. If you appoint the Chair of the meeting as your proxy you can direct the Chair how to vote on Resolution 1 by either marking the relevant box below (for example if you wish to vote "against" or "abstain" from voting) or by marking the box to the left (in which case the Chair will vote in favour of Resolution 1). **I/We (except where I/we have indicated a different voting intention below):**

- a) direct the Chair of the meeting to vote in accordance with the Chair's voting intentions on Resolution 1 vote in favour of that Resolution.
- b) authorise, in respect of Resolution 1 the Chair of the meeting to vote as described even though Resolution 1 is connected (or may be connected) directly or indirectly with the remuneration of a member of key management personnel for the Company group; and
- c) acknowledge that the Chair of the meeting may exercise my proxy in respect of Resolution 1 even though the Chair may have an interest in the outcome of that Resolution and that votes cast by the Chair of the meeting for those Resolutions, other than as proxy holder, will be disregarded because of that interest.

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 appoint the Chair as your proxy (or he is appointed in default) you should note that, subject to the notes above, the Chair intends to vote undirected proxies in favour of all Resolutions. 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:

| | | FOR | AGAINST | ABSTAIN |
|--------------|------------------------------------------|-----|---------|---------|
| Resolution 1 | ADOPTION OF REMUNERATION REPORT | | | |
| Resolution 2 | RE-ELECTION OF DIRECTOR – MR ANGUS EDGAR | | | |
| Resolution 3 | APPROVAL OF 10% SHARE PLACEMENT FACILITY | | | |

| | |
|------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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: ___/___/___ |
|------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

This proxy and any power of attorney or other authority under which it is signed (or a certified copy) must be lodged at Level 17, 500 Collins Street, Melbourne, Victoria, 3000, or by facsimile on (03) 9614 0550 by no later than 48 hours before the time for holding the meeting or adjourned meeting as the case may be.

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