



RESOURCES
LIMITED

NOTICE OF GENERAL MEETING

Including Explanatory Memorandum and Proxy Forms

ARUNTA RESOURCES LIMITED

ACN 089 224 402

Date:	24 November 2015
Time:	11.00 am (AEDT)
Location:	The Institute of Chartered Accountants Level 3, 600 Bourke Street Melbourne, VIC 3000

This is an important document. It should be read in its entirety

If you are in doubts as to the course you should follow, please consult your financial or professional adviser.

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ARUNTA RESOURCES LIMITED
ACN 089 224 402

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Arunta Resources Limited (**the Company** or **MOZ**) will be held at The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne, VIC 3000 on Tuesday 24 November 2015 at 11.00 am (AEDT).

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 General Meeting.

BUSINESS OF THE MEETING

2015 Annual Financial Statements	
Description	To receive and consider the Financial report of the Company for the financial year ended 30 June 2015 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the Auditor's report.

Resolution 1 Adoption of Remuneration Report	
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2015 Annual Report.
Resolution	To consider and, if thought fit, to pass the following as a non-binding ordinary resolution: <i>'THAT the Company approve the adoption of the Remuneration Report, included in the Director's Report, for the year ended 30 June 2015.'</i>
Voting Exclusion	A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons: <ul style="list-style-type: none">• a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or• 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 the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1. The Chair of the Meeting may cast votes on Resolution 1 as a proxy where the written appointment of the Chair as proxy (which may include appointment of the Chair as a proxy by default in the absence of another person) does not specify how the proxy is to vote on the Resolution but expressly authorizes the Chair to exercise the proxy if the resolution is connected directly or indirectly with the remuneration of members of the Company's key management personnel.
Voting Note	Directors and former directors of the Company whose remuneration details are included in the 2015 remuneration report, any other key management personnel whose remuneration details are included in the 2015 remuneration report, or any of their closely related parties, will not be able to vote on Resolution 1 or (except in the case of the Chair of the Meeting as referred to above) to vote undirected proxies held by them on Resolution 1.

Resolution 2	Re-election of Director – Mr Adrien Wing
Description	Mr Adrien Wing retires as a Director of the Company in accordance with clause 5.1 of the Company's constitution and, being eligible, offers himself for re-election under clause 5.4 of the constitution.
Resolution	To consider and, if thought fit, to pass the following as an ordinary resolution: <i>"THAT Mr Adrien Wing, who retires by rotation in accordance with the Company's constitution and, being eligible, having offered himself for re-election, be re-elected as a Director of the Company."</i>
Resolution 3	Election of Director – Mr Francis Galbally
Description	Mr Francis Galbally, having being appointed as a Director on 11 March 2015 under clause 8.1 of the Company's constitution, retires as a Director of the Company, and being eligible, offers himself for election as a Director of the Company.
Resolution	To consider and, if thought fit, to pass the following as an ordinary resolution: <i>"THAT Mr Francis Galbally, having been appointed as a Director on 11 March 2015 under clause 8.1 of the Company's constitution, and being eligible, offers himself for election, be elected as a Director of the Company."</i>
Resolution 4	Approval of 10% placement capacity
Description	Arunta seeks approval of shareholders to be able to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12 month period, in addition to its ability to issue securities under Listing Rule 7.1.
Resolution	To consider and, if thought fit, to pass with or without amendment the following as an special resolution : <i>"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."</i>
Voting Exclusion	The Company will disregard any votes cast on Resolution 4 by: <ul style="list-style-type: none"> • 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 associates of those persons. <p>However, the Company need not disregard a vote on Resolution 4 if:</p> <ul style="list-style-type: none"> • 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; • 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.
Voting Note	If as at the time of the Annual General Meeting, the Company: <ul style="list-style-type: none"> • is included in the S&P/ASX 300 Index; and/or • has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of greater than AU\$300 million, then Resolution 4 will be withdrawn.

Dated: 21 October 2015

By the order of the Board



Adrien Wing
Company 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) 9614 0550 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 of Annual General Meeting.

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 annual general meeting.

VOTING ENTITLEMENT

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members at 5.00pm on 23 November 2015 (AEDT) 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.

Subject to the restriction set out above, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

HOW THE CHAIR WILL VOTE UNDIRECTED PROXIES

Subject to the restrictions set out below, The Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

PROXIES THAT ARE UNDIRECTED ON RESOLUTION 1 (REMUNERATION REPORT)

The Remuneration Report identifies key management personnel for the year ending 30 June 2015. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependents and companies they control.

Directors, and former directors of the Company whose remuneration details are included in the 2015 remuneration report, any other key management personnel whose remuneration details are included in the 2015 remuneration report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolution 1. The Chair of the Meeting may cast votes on Resolution 1 as a proxy where the written appointment of the Chair as proxy (which may include appointment of the Chair as a proxy by default in the absence of another person) does not specify how the proxy is to vote on the Resolution but expressly authorises the Chair to exercise the proxy if the resolution is connected directly or indirectly with the remuneration of members of the Company's key management personnel.

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. Resolution 4 is a special resolution.

ARUNTA RESOURCES LIMITED
ACN 106 353 253
("the Company")

GENERAL MEETING

EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This Explanatory Memorandum ("**this Memorandum**") accompanies and forms part of the Company's Notice of General Meeting to be held at The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne, Victoria, 3000 on Tuesday 24 November 2015 at 11.00 am (AEDT). The Notice of General Meeting incorporates, and should be read together with, this Memorandum.

BUSINESS

2015 Annual Financial Statements

The 2015 Annual Financial Statements, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2015 will be laid before the meeting. Shareholders will have the opportunity to ask questions about or make comments on the 2015 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 2015 Annual Financial Statements.

The Company's 2015 Annual Financial Statements are set out in the Company's 2015 Annual Report which can be obtained from the Company's website, www.aruntaresources.com.au or upon request to the Secretary at the office of the Company office, Level 14, 31 Queen Street, Melbourne VIC 3000 (telephone (03) 9614 0600).

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 Adoption of Remuneration Report

The Company is required, pursuant to the Corporations Act 2001 (Cth) ("**the Corporations Act**"), to propose a non-binding resolution regarding the 2015 Remuneration Report, which forms part of the Director's Report in the 2015 Annual Financial Statements. The vote is advisory only and does not bind the Directors or the Company.

Shareholders attending the 2015 Annual General Meeting of the Company will have an opportunity to discuss and put questions in respect of the Remuneration Report.

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 2014 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 2015 Remuneration Report. However, in the event that 25% or more of votes that are cast are against the adoption of the 2015 Remuneration Report, shareholders should be aware that if there is a 'no' vote of 25% or more at the same resolution at the 2016 AGM the consequences are that it may result in the re-election of the Board.

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, Directors, former Directors and other members of the key management personnel details of whose remuneration are included in the Remuneration Report or a closely related party of the key management personnel details of whose remuneration are included in the Remuneration Report must not vote on Resolution 1 and (except in the case of the Chair of the Meeting where the written appointment of the Chair as proxy which may include appointment of the Chair as a proxy by default in the absence of another person does not specify how the proxy is to vote on the Resolution but expressly authorises the Chair to exercise the proxy if the resolution is connected directly or indirectly with the remuneration of members of the Company's key management personnel) must not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote.

Resolution 2	Re-election of Mr Adrien Wing as Director
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Resolution 2 is a resolution for the re-election of Mr Adrien Wing 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 2015 Annual General Meeting.

Details of the qualifications and experience of Mr Adrien Wing are contained in the Company's 2015 Annual Report.

All Directors, other than Mr Adrien Wing, recommend that Shareholders vote in favour of Resolution 2 and each of the other Directors intends to vote in favour of Mr Wing's re-election.

Resolution 3	Election of Mr Francis Galbally as Director
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Resolution 3 is a resolution for the election of Mr Francis Galbally as a Director of the Company.

Pursuant to the Constitution of the Company, the Directors may at any time appoint any person to be a Director. Mr Francis Galbally was appointed as a Director by the Board under clause 5.1, and being eligible for election at the 2015 Annual General Meeting, offers himself for election as Director at the meeting.

Please refer to the 2015 Annual Report for information about Mr Francis Galbally.

All Directors, other than Mr Francis Galbally, recommend that shareholders vote in favour of Resolution 3 and each of the other Directors intent to vote in favour of Mr Galbally's election.

Resolution 4	Approval of 10% placement capacity
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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.

Approval under this Resolution 4 is sought for the Company to issue ordinary shares under Listing Rule 7.1A.

If Resolution 4 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 Annual General Meeting (i.e. 24 November 2016); or
- the date on which shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

At the date of this Explanatory Statement, 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) being approximately \$1.826 million as at 5 October 2015. If at the time of the Annual General Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

The maximum number of ordinary shares which may be issued in the capital of the Company under the approval sought by this Resolution 4 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:

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the 12 months;
- 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);
- less the number of fully paid shares cancelled in the 12 months.

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

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with 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 subsequent shareholder approval and without using the Company's 15% placement capacity under Listing Rule 7.1.

Any equity securities issued under Listing Rule 7.1A.2 must be in the same class as an existing quoted class of equity securities of the Company. As at the date of this Explanatory Statement, the Company has two classes of quoted equity securities, being its ordinary shares (ASX: AJR) and listed options (ASX: AJRO). As at the date of this Explanatory Statement, the Company has capacity to issue:

- 274,043,403 equity securities under Listing Rule 7.1 (15% capacity); and
- subject to shareholder approval being sought under Resolution 4 182,695,602 ordinary shares under Listing Rule 7.1A (10% capacity).

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, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and 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 this Resolution 4 will 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 the paragraph above, the date on which the securities are issued.

If this Resolution 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 this Resolution; 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 for variable "A" in the formula shown above as at the date of this Explanatory Statement.
- Two examples where the number of ordinary shares on issue ("A" in the formula set out above) has increased, by 50% (i.e. one and a half times the number of ordinary shares on issue in the Company) and 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 100% as against the market price as at the date of this Explanatory Statement.

			Dilution		
			50% decrease in issue price \$0.0005	Issue Price ** \$0.001	50% increase in issue price \$0.002
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	\$91,347	\$182,695	\$365,391
	"A" is increased by 50% to 2,740,434,030 shares *	10% voting dilution	274,043,304 shares	274,043,304 shares	274,043,304 shares
		Funds raised	\$137,021	\$274,043	\$548,086
	"A" is increased by 100% to 3,653,912,040 shares. *	10% voting dilution	365,391,204 shares	365,391,204 shares	365,391,204 shares
		Funds raised	\$182,695	\$365,391	\$730,782

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 reflects the aggregate percentage voting dilution against the issued share capital at the time of issue. This is why the dilution is shown in each example as 10%.
- (iv) 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 Explanatory Statement.
- (v) 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.

* 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 4 October 2015 of 0.2 cents (\$0.002).

If this Resolution is approved 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 Explanatory Statement 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). In such circumstances, the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

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, in particular the funding requirements for the Northern Territory mineral assets or any for any other project or asset that may be acquired by the Company;

-
- 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 (i.e. as non-cash consideration). 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; and
 - 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 7.1A.4 and Listing Rule 3.10.5A at the time the issue is made. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the 10% placement capacity. The identity of the allottees of ordinary shares under Listing Rule 7.1A will be determined on a case by case basis at the time the Company decides to make an issue, having regard to a number of factors including:

- the purpose of the issue;
- 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 (including but not limited to a rights issue or other issue in which existing security holders can participate);
- the potential effect of the issue of securities under Listing Rule 7.1A on the control of the Company;
- the circumstances of the Company, including but limited to the Company's financial situation and the likely future capital requirements; and
- advice from the Company's corporate or financial advisors (if applicable).

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.

The allottees under the 10% placement capacity have not been determined as at the date of finalisation of this Notice of Meeting and may include existing shareholders or substantial shareholders and/or new shareholders, but the allottees cannot include any directors, related parties or associates of a related party of the Company without further specific shareholder approval.

The Company last obtained shareholder approval under listing rule 7.1A at the Annual General meeting held on 26 November 2014 (**2014 AGM**). In accordance with Listing Rule 7.3A.6, the Company confirms that since the 2014 AGM, the Company has not issued any securities.

This Resolution 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 this Resolution.

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

PROXY FORM

ARUNTA RESOURCES LIMITED
ACN 106 353 253

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne VIC 3000 on Tuesday 24 November 2015 at 11.00am (AEDT), and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions on which the Chair is entitled to vote.

Voting on business of the Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director – Mr Adrien Wing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Director – Mr Francis Galbally	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

I/we authorise and direct the Chair of the Meeting to vote in accordance with his/her voting intentions (as set out above) on Resolution 1 (except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy even though Resolution 1 is connected directly or indirectly with the remuneration of members of the Key Management Personnel and acknowledge that the Chair may exercise my/our proxy even if the Chair has an interest in the outcome of Resolution 1 and that votes cast by the Chair for Resolution 1, other than as proxy holder, will be disregarded because of that interest.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail: YES NO

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Instructions for Completing 'Appointment of Proxy' Form

1. Appointing a proxy

A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.

2. Direction to vote

A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.

3. 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) does not have a Company Secretary, a Sole Director may sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.

4. Attending the Meeting

Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

5. Return of Proxy Form

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than Sunday 22 November 2015 at 11.00 am (AEDT), being 48 hours before the time for holding the meeting. Any Proxy form received after that time will not be valid for the scheduled meeting. Please complete and sign the enclosed Proxy Form and return by:

- (a) post to Arunta Resources Limited, Level 17, 500 Collins Street, Melbourne, VIC, 3000; or
- (b) facsimile to the Company on facsimile number +61 3 9614 0550,

Proxy Forms received later than this time will be invalid.

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