

## **MALACHITE RESOURCES LIMITED**

ABN 86 075 613 268

### **NOTICE OF ANNUAL GENERAL MEETING**

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Notice is hereby given of the seventeenth Annual General Meeting of the Company

**At: PriceWaterhouseCoopers  
Darling Park  
201 Sussex Street  
Sydney NSW 2000**

**On: Thursday 21 November 2013 at 2.00 pm**

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## **BUSINESS**

**1. Financial Report – Year Ended 30 June 2013**

To receive and consider the Financial Report of the Company and its controlled entities and the reports of the Directors and the Auditor for the financial year ended 30 June 2013.

**2. Remuneration Report**

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

That the Remuneration Report as it appears in the Company's Financial Report for the year ended 30 June 2013 be adopted.

**3. Re-election of Mr. James Dean as a Director**

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

That Mr. James Dean, who retires in accordance with the Constitution of the Company, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.

**4. Ratification of past issue of Unsecured Convertible Notes**

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

That for the purposes of ASX Listing Rules 7.1 and 7.4 and for all other purposes, approval be given in respect of the issue of 24 unsecured convertible notes to the Noteholders in the class of persons identified in the Explanatory Notes together with the issue of shares upon conversion of these convertible notes on the terms and conditions set out in the Explanatory Notes.

**5. Approval for the issue of 1 Unsecured Convertible Note to Mr. Terry Cuthbertson**

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

That for the purposes of ASX Listing Rules 7.1 and 10.11 and for all other purposes, approval be given to the issue of 1 unsecured convertible note to Mr. Terry Cuthbertson as a Director of the Company (or an associate of Mr. Terry Cuthbertson) as set out in the Explanatory Notes together with the issue of shares upon conversion of the convertible note on the terms and conditions set out in the Explanatory Notes.

**6. Approval for the issue of 1 Unsecured Convertible Note to Mr. Andrew McMillan**

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

That for the purposes of ASX Listing Rules 7.1 and 10.11 and for all other purposes, approval be given to the issue of 1 unsecured convertible note to Mr. Andrew McMillan as a Director of the Company (or an associate of Mr. Andrew McMillan) as set out in the Explanatory Notes together with the issue of shares upon conversion of the convertible note on the terms and conditions set out in the Explanatory Notes.

## VOTING EXCLUSIONS

### RESOLUTION 2 – Remuneration Report:

The Company will disregard any votes cast on Resolution 2:

- by or on behalf of a member of the Key Management Personnel (KMP) (as defined in Section 9 of the *Corporations Act 2001* (Cth)) details of whose remuneration are included in the Remuneration Report;
- by or on behalf of a closely related party (as defined in Section 9 of the *Corporations Act 2001* (Cth) such as close family members and any controlled companies) of a member of the KMP; or
- as a proxy by a member of the KMP or a KMP's closely related party,

unless the vote is cast as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form or by the Chairman of the meeting and the appointment of the Chairman does not specify how the Chairman is to vote on Resolution 2 but expressly authorises the Chairman to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of KMP, which includes the Chairman.

Important Notice for Resolution 2: The Chairman intends to vote all available proxies in favour of Resolution 2. If you appoint the Chairman of the meeting as your proxy but do not want the Chairman to exercise the proxy in accordance with the Chairman's stated voting intention, you should give directions on how to vote on the resolution by marking the "For", "Against" or "Abstain" box at Step 2 of the Proxy Form.

### RESOLUTION 4 – Ratification of previous issue of Convertible Notes:

The company will disregard any votes cast on Resolution 4 by:

- Participants in the Convertible Note issue and any other person who may obtain a benefit, except a benefit solely in the capacity of a security holder if the resolution is passed; and
- any associate of any such person.

However, the Company need not disregard a vote 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.

Important Notice for Resolution 4: The Chairman intends to vote all available proxies in favour of Resolution 4. If you appoint the Chairman of the meeting as your proxy but do not want the Chairman to exercise the proxy in accordance with the Chairman's stated voting intention, you should give directions on how to vote on the resolution by marking the "For", "Against" or "Abstain" box at Step 2 of the Proxy Form.

#### **RESOLUTION 5 – Issue of Convertible Note to Mr. Terry Cuthbertson:**

The company will disregard any votes cast on Resolution 5 by:

- Mr. Terry Cuthbertson; and
- any associate of each of Mr. Terry Cuthbertson.

However, the Company need not disregard a vote 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.

#### **Undirected proxy voting by the Chairman of the meeting**

The Chairman of the meeting will not vote any undirected proxies in relation to Resolution 5 unless the shareholder specifically authorises the Chairman to vote in accordance with the Chairman's stated voting intentions. If a shareholder wishes to nominate the Chair as their proxy for the purpose of Resolution 5, the shareholder must either tick the 'For', 'Against' or 'Abstain' box at Step 2 of the Proxy Form directing the Chairman how to vote, or tick the box authorising the Chairman to vote in accordance with his or her stated voting intentions, on the enclosed Proxy Form at "Important for Item 5" in order for their proxy vote to be counted.

The Chairman intends to vote all available proxies in favour of Resolutions 5.

#### **RESOLUTION 6 – Issue of Convertible Note to Mr. Andrew McMillan:**

The company will disregard any votes cast on Resolution 6 by:

- Mr. Andrew McMillan; and
- any associate of each of Mr. Andrew McMillan.

However, the Company need not disregard a vote 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.

Important Notice for Resolution 6: The Chairman intends to vote all available proxies in favour of Resolution 6. If you appoint the Chairman of the meeting as your proxy but do not want the Chairman to exercise the proxy in accordance with the Chairman's stated voting intention, you should give directions on how to vote on the resolution by marking the "For", "Against" or "Abstain" box at Step 2 of the Proxy Form.

#### **ENTITLEMENT TO VOTE**

In accordance with the *Corporations Act 2001* (Cth) the Board has determined that for the purposes of the meeting, a person's entitlement to vote at the meeting will be the entitlement of that person set out in the Register of Members of the Company at 7.00pm on 19 November, 2013. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## VOTING BY PROXY

- A shareholder entitled to attend and vote at the meeting is entitled to appoint not more than 2 proxies to attend and vote instead of the shareholder.
- Where 2 proxies are appointed the Proxy Form should specify the proportion, or the number of votes that the proxy may exercise. If the Proxy Form does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise half of the votes.
- A proxy need not be a shareholder of the Company. The proxy appointed may be described in the Proxy Form by an office held, e.g. "the Chair of the Meeting".
- Proxy Forms must be signed by a shareholder or the shareholder's attorney or, if the shareholder is a corporation, must be under its common seal, or if it does not have one, by 2 directors or by a director and a company secretary, or if it is a proprietary company that has a sole director who is also the company secretary, by that director, or under hand of its attorney or duly authorised officer. If the Proxy Form is signed by a person who is not the registered holder of shares in the Company (i.e. under power of attorney or other authorisation), then the relevant authority (or a certified copy of such authority) must either have been exhibited previously to the Company or be enclosed with the Proxy Form.

To be effective, duly completed Proxy Forms (duly completed and executed) must be:

- received in person at: **Malachite Resources Limited**  
Suite 2, Level 10  
8-10 Loftus Street  
Sydney NSW 2000 Australia
- received by mail at: **Malachite Resources Limited**  
P O Box R1295, Royal Exchange NSW 1225, Australia
- sent by fax to fax number: **(02) 9475 0439** (+61 2 9475 0439 from overseas)

by 2.00 pm on **19 November, 2013**.

## ANNUAL REPORT

Malachite Resources Limited will now make annual reports available online for shareholders. The default option for receiving annual reports is via the Company's website rather than in hard copy. You will not receive a hard copy unless you have requested a printed version.

The Annual Report for the Year Ending 30 June 2013 may be downloaded from the Company's website from the homepage: [www.malachite.com.au](http://www.malachite.com.au)

or by accessing the following link:

<http://www.malachite.com.au/irm/content/annual-reports.aspx?OriginalCategoryId=215>

By order of the Board  
**Andrew J Cooke**  
**Company Secretary**  
**10 October 2013**



# EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

## RESOLUTION 1.

### Financial Report – Year Ended 30 June 2013

The *Corporations Act 2001* (Cth) (“Corporations Act”) requires the financial report (which includes the financial statements and the Directors’ declaration), the Directors’ report and the Auditor’s report to be laid before the AGM. There is no requirement either in the Corporations Act or in the Constitution of the Company for shareholders to approve the financial report, the Directors’ report or the Auditor’s report.

This item of business provides shareholders with a reasonable opportunity to ask questions concerning or make comments on the Company’s financial statements and reports for the year ended 30 June 2013, the Company’s performance generally and the management of the Company.

A representative of the Auditor will be attending the Annual General Meeting.

As a shareholder, you are entitled to submit a written question to the Auditor prior to the Annual General Meeting provided that the question relates to:

- the content of the Auditor’s report; or
- the conduct of the audit in relation to the Financial Report.

All written questions must be received by the Company no later than **14 November 2013**. All questions must be sent to the Company and may not be sent direct to the Auditor. The Company will then forward all questions to the Auditor.

The Auditor will answer written questions submitted prior to the Annual General Meeting.

The Auditor will also answer questions at the meeting from shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor’s report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

## **RESOLUTION 2.**

### **Remuneration Report**

The Directors' report for the year ended 30 June 2013 contains a Remuneration Report which sets out the policy on remuneration of the Directors of the Company and specified executives of the Company.

The Company's remuneration structure is designed to align executive and shareholder interests, retain personnel and generate long term value creation by providing employees with competitive remuneration and appropriate incentive to achieve project milestones.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory and does not bind the Directors of the Company. However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, shareholders will then vote to determine whether the Directors, excluding the CEO, will need to stand for re-election. If more than 50% of the votes cast on the resolution are in favour, a separate re-election meeting must be held within 90 days.

Members attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

## **RESOLUTION 3.**

### **Re-election of Mr. James Dean as a Director**

Non-executive Director, Age 53

Corporate Advisor and Professional Investor with over 25 years professional experience in the finance industry and investment in mining, construction equipment, property development, feature film and biotech. Most experience has been related to evaluating the operational and financial performance of numerous businesses and then aptly negotiating and matching risk profiles with investment criteria. For more than 20 years he has held fiduciary positions with regard to shareholders and beneficiaries of various investment vehicles. Mr. Dean has travelled extensively and possesses a worldwide network of business collaborators. Of particular benefit to the Board of Malachite is his first-hand knowledge of the "Lorena" gold mine and surrounding area gained from being a significant shareholder in that mine since its rebirth in 2009.

Mr. Dean retires in accordance with the terms of the Constitution of the Company and being eligible, offers himself for re-election. Given the size of the Board, if Mr. Dean is re-elected it is likely that he will serve as a Director for a further term of 3 years until he is next required to retire by rotation.

Mr. Dean has no relationships with the Company or with the other Directors of the Company which have a bearing on his re-election as a Director.

The Board supports the re-election of Mr. James Dean as a Director of the Company

## **RESOLUTIONS 4, 5 and 6.**

### **Background to the Listing Rules that are the subject of this Notice of Meeting**

#### **ASX Listing Rule 7**

Subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of securities that the Company can issue without shareholder approval in any 12 month period to 15% of its issued securities.

ASX Listing Rule 7.4 allows for shareholders to retrospectively approve an issue of securities, provided that the issue was not in breach of ASX Listing Rule 7.1.

Resolution 4 seeks Shareholder approval pursuant to ASX Listing Rule 7.4.

The issue of the Notes considered by Resolutions 4 did not breach ASX Listing Rule 7.1.

If the securities the subject of Resolutions 4 are treated as having been issued with shareholder approval pursuant to ASX Listing Rule 7.4, the Company's capacity to issue further securities is restored. The Company does not presently propose to issue further securities without shareholder approval, however the Directors consider it prudent to retain the capacity to issue further securities and accordingly seek shareholders' approval of the issue of securities as set out in Resolution 4.

#### **ASX Listing Rule 10.11**

Shareholder approval pursuant to Listing Rule 10.11 is required for the issue of securities to a related party.

An issue of securities that has shareholder approval pursuant to Listing Rule 10.11 is an exception to Listing Rule 7.1. As a result, if approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Resolutions 5 and 6 seek shareholder approval in accordance with ASX Listing Rule 10.11.

## **RESOLUTION 4 – RATIFICATION OF PAST ISSUE OF UNSECURED CONVERTIBLE NOTES**

Approval is sought pursuant to ASX Listing Rules 7.1 and 7.4 for the past issue of 24 Unsecured Convertible Notes (*Notes*) to each of the parties set out in the table below together with the issue of shares upon conversion of the Notes.

#### **Issue of Notes**

The Company provides the following information in relation to the issue of the Notes:

- (a) Number of securities**  
The number of securities for which shareholder approval is being sought is 24 Notes.
- (b) Date of Issue**  
The Notes were issued on or about 5 July 2013.
- (c) Consideration**  
The Notes were issued at an issue price of \$50,000 each.



**(d) Terms of the securities issued**

The Noteholder is restricted from converting the Notes into shares for the first 6 months of the term of the Note (unless there is an event of default or a takeover event). Each Note may then be converted into ordinary shares in the capital of the Company at the election of the Noteholder.

Each Note has a conversion price which is a 20% discount to the 30 day volume weighted average price of the Company's shares at the time of conversion.

Number of Shares issued at a Conversion Price of \$0.0064

By way of example, should the conversion price of \$0.0064 (being a 20% discount \$0.008), each Note may be converted into 7,812,500 shares in the Company.

The table below represents the total number of shares which would be issued on conversion of a Note for a given number of Notes where the conversion price is \$0.0064:

<b>Notes</b>	<b>Total Shares to be issued at a Conversion Price of \$0.0064</b>
1	7,812,500
5	39,062,500
10	78,125,000
15	117,187,500
24	187,500,000

Examples of lower Conversion Prices

The table below represents the total number of shares which are to be issued on conversion of a Note for a given number of Notes where the conversion price is \$0.0056 and \$0.0048 (being a 20% discount of a share price of \$0.007 and \$0.006 respectively):

<b>Notes</b>	<b>Total Shares to be issued at a Conversion Price of \$0.0056</b>	<b>Total Shares to be issued at a Conversion Price of \$0.0048</b>
1	8,928,571	10,416,667
5	44,642,855	52,083,335
10	89,285,740	104,166,670
15	133,928,565	156,250,005
24	214,285,704	250,000,008

The maturity date for the Notes is 9 months from the Issue Date. The Noteholder may elect to extend the term of the Note by an additional period of 3 months.

If the Notes are not converted by the maturity date, then the Company is required to repay the issue price of the Notes to the Noteholder upon maturity.

Noteholders are entitled to interest at 15% per annum, payable quarterly in arrears on the last day of each quarter. If the Noteholder elects to extend the maturity dated by 3 months then the interest rate shall be increased to 17.5% per annum for that additional 3 month period.

If the Notes are converted into ordinary shares in the capital of the Company, the resulting ordinary shares will rank equally in all respects with the Company's then existing fully paid ordinary shares.

**(e) Names of the allottees**

10 Notes were issued to Heavy Duty Superannuation Pty Ltd <Heavy Duty Superannuation Fund> (HDS) to re-finance convertible notes previously held by HDS. The balance of the Notes were issued to sophisticated investors identified by the Board.

**(f) Use of Funds Raised**

The primary use of funds raised from the issue of these Notes was:

- a) to repay \$500,000 of prior existing convertible notes;
- b) to re-finance \$500,000 of prior existing convertible held by HDS; and
- c) for working capital purposes primarily relating to the ongoing development of the Lorena Gold project near Cloncurry, Queensland.

**Recommendation**

The Board recommends that shareholders approve the past issue of Notes as proposed by Resolution 4.

**RESOLUTIONS 5 and 6.**

Approval is sought pursuant to ASX Listing Rules 10.13 for the issue of 2 Unsecured Convertible Notes (Notes) to each of the parties set out below together with the issue of shares upon conversion of the Notes.

**Issue of Notes to Related Parties**

The following information is provided in accordance with ASX Listing Rule 10.13:

**(a) Name of the person**

Subject to the passing of Resolutions 5 and 6, one Convertible Note will be issued to each of two existing Directors of the Company being Mr. Terry Cuthbertson and Mr Andrew McMillan (or their nominees).

**(b) Number of securities to be issued**

The total number of Notes for which shareholder approval is being sought is 2 (one to each of Mr. Terry Cuthbertson and Mr Andrew McMillan or their associates).

**(c) Maximum number of securities to be issued upon Conversion of Notes**

The Noteholder is restricted from converting the Notes into shares for the first 6 months (unless there is an event of default or a takeover event). Each Note may then be converted into ordinary shares in the capital of the Company at the election of the Noteholder.

Each Note has a conversion price which is a 20% discount to the 30 day volume weighted average price of the Company's shares at the time of conversion.

Number of Shares issued at a Conversion Price of \$0.0064

By way of example, should the conversion price of \$0.0064 (being a 20% discount \$0.008), each Note may be converted into 7,812,500 shares in the Company.

The table below represents the total number of shares which would be issued on conversion of a Note for a given number of Notes where the conversion price is \$0.0064:

Notes	Total Shares to be issued at a Conversion Price of \$0.0064
1	7,812,500
2	15,625,000

Examples of lower Conversion Prices

The table below represents the total number of shares which are to be issued on conversion of a Note for a given number of Notes where the conversion price is \$0.0056 and \$0.0048 (being a 20% discount of a share price of \$0.007 and \$0.006 respectively):

Notes	Total Shares to be issued at a Conversion Price of \$0.0056	Total Shares to be issued at a Conversion Price of \$0.0048
1	8,928,571	10,416,667
2	17,857,142	20,833,334

**(d) Date of issue and allotment**

Subject to obtaining shareholder approval, the Company will issue the Convertible Notes within one month of the date of this Meeting.

**(e) Issue price and terms of issue**

The issue price of each Note is \$50,000.

The Noteholder is restricted from converting the Notes into shares for the first 6 months (unless there is an event of default or a takeover event). Each Note may then be converted into ordinary shares in the capital of the Company at the election of the Noteholder.

Each Note has a conversion price which is a 20% discount to the 30 day volume weighted average price of the Company's shares at the time of conversion.

The maturity date for the Notes is 9 months from the Issue Date. The Issue Date will be deemed to be 5 July 2013 in order to align these Notes with the notes previously issued and referred to in Resolution 4 above. The Noteholder may elect to extend the term of the Note by an additional period of 3 months.

If the Notes are not converted by the maturity date, then the Company is required to repay the issue price of the Notes to the Noteholder upon maturity.

Noteholders are entitled to interest at 15% per annum, payable quarterly in arrears on the last day of each quarter. If the Noteholder elects to extend the maturity dated by 3 months then the interest rate shall be increased to 17.5% per annum for that additional 3 month period.

If the Notes are converted into ordinary shares in the capital of the Company, the resulting ordinary shares will rank equally in all respects with the Company's then existing fully paid ordinary shares.

**(f) Intended use of the funds raised**

The funds raised from the issue of these Notes shall be applied for working capital purposes primarily relating to the ongoing development of the Lorena Gold project near Cloncurry, Queensland.

### **Chapter 2E of the Corporations Act 2001**

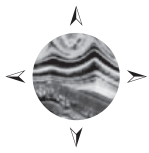
The proposed grant of Notes under Resolutions 5 and 6 to Mr. Terry Cuthbertson and Mr. Andrew McMillan involves giving a financial benefit to related parties for the purposes of Chapter 2E of the *Corporations Act 2001*. Chapter 2E prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- b) prior shareholder approval is obtained for the giving of the financial benefit.

The Directors of the Company (excluding Mr. Terry Cuthbertson and Mr. Andrew McMillan) believe that the issue of Notes is appropriate and reasonable in all circumstances, as they are being issued on the same terms and conditions as those that were issued to third party sophisticated and professional investors (refer Resolution 4). Therefore the Company considers that the grant of the Notes comes within section 210 of the *Corporations Act 2001*, and shareholder approval is not required for that purpose.

### **Recommendation**

The Board (excluding Mr. Terry Cuthbertson and Mr. Andrew McMillan) recommends that shareholders approve the proposed issue of Notes as proposed by Resolutions 5 and 6.



malachite  
resources

Malachite Resources Limited  
ABN 86 075 613 268

### Lodge your vote:



**By Mail:**

**Malachite Resources Limited**  
P O Box R1295  
Royal Exchange NSW 1225  
Australia

Alternatively you can fax your form to  
(within Australia) 02 9475 0439  
(outside Australia) +61 2 9475 0439

**For all enquiries call:**

(within Australia) 1300 556 161  
(outside Australia) +61 3 9415 4000



┌ 000001 000 MAR  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form

For your vote to be effective it must be received by 2:00pm (Sydney time) Tuesday 19 November 2013

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

SRN/HIN: I9999999999



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Malachite Resources Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Malachite Resources Limited to be held at PriceWaterhouseCoopers, Darling Park, 201 Sussex Street, Sydney NSW 2000 on Thursday 21 November 2013 at 2:00pm and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 2** (except where I/we have indicated a different voting intention below) even though **Item 2** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 2** by marking the appropriate box in step 2 below.

**Important for Item 5:** If the Chairman of the Meeting is your proxy and you have not directed the Chairman how to vote on **Item 5** below, please mark the box in this section. If you do not mark this box and you have not otherwise directed your proxy how to vote on **Item 5**, the Chairman of the Meeting will not cast your votes on **Item 5** and your votes will not be counted in computing the required majority if a poll is called on **this item**. The Chairman of the Meeting intends to vote undirected proxies in favour of **Item 5** of business.

I/We acknowledge that the Chairman of the Meeting may exercise my/our proxy even if the Chairman has an interest in the outcome of **Item 5** and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

## STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

### BUSINESS

	For	Against	Abstain
2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr. James Dean as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of past issue of Unsecured Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval for the issue of 1 Unsecured Convertible Note to Mr. Terry Cuthbertson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval for the issue of 1 Unsecured Convertible Note to Mr. Andrew McMillan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

## SIGN Signature of Securityholder(s) *This section must be completed.*

<b>Individual or Securityholder 1</b>	<b>Securityholder 2</b>	<b>Securityholder 3</b>
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>

Sole Director and Sole Company Secretary      Director      Director/Company Secretary

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_