



ABN 61 154 262 978

NOTICE OF ANNUAL GENERAL MEETING

&

EXPLANATORY STATEMENT

To be held

At 10.00am, Monday, 17 November 2014

at

The Offices of AMEC, 6 Ord Street, West Perth WA 6005

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A.B.N: 61 154 262 978

25 September 2014

Dear Fellow Dacian Gold Shareholder

Please find enclosed the Notice of Annual General Meeting for the Shareholders' Meeting to be held at 6 Ord Street, West Perth WA 6005 at 10.00am on Monday, 17 November 2014.

The purpose of the meeting is to conduct the annual business of the Company, being consideration of the annual financial statements, the remuneration report and in addition seek shareholder approval in accordance with the Corporations Act 2001 and the Listing Rules of the ASX to a number of resolutions, which are set out in the attached Notice of Meeting paper.

Your Directors seek your support and look forward to your attendance at the meeting.

Yours sincerely

A handwritten signature in blue ink, appearing to read "R. Williams", with a long horizontal flourish extending to the right.

Rohan Williams
Executive Chairman



DACIAN GOLD LIMITED
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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Dacian Gold Limited will be convened at 10.00am on Monday, 17 November 2014 at 6 Ord Street, West Perth WA 6005.

AGENDA

ORDINARY BUSINESS

1. Discussion of Financial Statements and Reports

To discuss the Financial Report, the Directors' Report and Auditor's Report for the year ended 30 June 2014.

2. Adoption of the Remuneration Report

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2014."

Voting Exclusion

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any Key Management Personnel (which includes the Directors of the Company), details of whose remuneration are included in the Remuneration Report, or any closely related party of that person (or those persons).

However, a person described above may vote on this Resolution if the person does so as a proxy appointed by writing, that specifies how the proxy is to vote on the Resolution, and the vote is not cast on behalf of a member of the Key Management Personnel or any closely related party of that person (or persons).

3. Re-Election of Director – Mr Robert Reynolds

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, Mr Robert Reynolds who retires in accordance with the Company's Constitution and being eligible, offers himself for re-election."



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NOTICE OF ANNUAL GENERAL MEETING

AGENDA (Continued)

ORDINARY BUSINESS (Continued)

4. Approval of the Grant of Options to Executive Chairman – Mr Rohan Williams

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“Pursuant to and in accordance with ASX Listing Rule 10.11, Chapter 2E of the Corporations Act and for all other purposes, Shareholders approve the issue of 2,000,000 options to Mr Rohan Williams in accordance with the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion

A vote on this Resolution must not be cast by Mr Williams or any of his associates.

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 directions on the proxy form; or*
- it is cast by the Chairperson 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.*

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy if:

- that person is either a member of the Key Management Personnel or a Closely Related Party of such member; and*
- the appointment does not specify the way the proxy is to vote on this Resolution.*

A vote may be cast by a person if:

- the vote is not cast on behalf of a person who is otherwise excluded from voting and the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or*
- the person appointed as a proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorizes the Chairperson to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.*



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NOTICE OF ANNUAL GENERAL MEETING

GENERAL NOTES

1. With respect to Agenda Item 2, the vote on this item is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

The Chairman of the meeting intends to vote undirected proxies, that are able to be voted, in favour of the adoption of the remuneration report.

2. **Voting by Proxy:** Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:
 - if proxy holders vote, they must cast all directed proxies as directed; and
 - any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on any required poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.



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NOTICE OF ANNUAL GENERAL MEETING

GENERAL NOTES (Continued)

3. The Explanatory Statement to Shareholders attached to this Notice of Annual General Meeting is hereby incorporated into and forms part of this Notice of Annual General Meeting.
4. The Directors have determined in accordance with Regulation 7.11.37 of the Corporations Regulations that, for the purposes of voting at the meeting, shares will be taken to be held by the registered holders at 5.00pm on 15 November 2014.

BY ORDER OF THE BOARD

Kevin R Hart
Company Secretary

Dated this 25th day of September 2014



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EXPLANATORY STATEMENT

The purpose of the Explanatory Statement is to provide shareholders with information concerning all of the Agenda items in the Notice of Annual General Meeting.

1. Discussion of Financial Statements & Reports

Dacian Gold Limited's financial reports and the directors' declaration and reports and the auditor's report are placed before the meeting thereby giving shareholders the opportunity to discuss those documents and to ask questions. The audit engagement partner will be attending the Annual General Meeting and will be available to answer any questions relevant to the conduct of the audit and their report.

2. Adoption of Remuneration Report as an Ordinary Resolution

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

Under the Corporations Act, if at least 25% of the votes cast on the resolution to Agenda Item 2 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's next Annual General Meeting, the Company will be required to put to Shareholders a resolution proposing the calling of general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (**Spill Meeting**) within 90 days of the Company's Annual General Meeting. All of the Directors who were in office when the Company's Directors' report was approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The proportion of votes cast against the 2013 remuneration report was less than 25% of the total votes cast. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2014.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

The Board considers that its current practices of setting executive and non-executive remuneration are within normal industry expectations, and provides an effective balance between the need to attract and retain the services of the highly skilled key management personnel that the Company requires. As such the directors recommend that shareholders vote in favour of the resolution to Agenda Item 2.



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EXPLANATORY STATEMENT

2. Adoption of Remuneration Report (Continued)

Definitions

Key Management Personnel has the same meaning as in the accounting standards and includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2014.

3. Re-Election of Director – Mr Robert Reynolds as an Ordinary Resolution

Mr Reynolds was the Non-Executive Chairman of Avoca Resources Limited from 2002 until it merged with Anatolia Minerals Development Limited in 2011, and has extensive experience in mineral exploration, development and mining operations.

Mr Reynolds is a Chartered Accountant with over 35 years of commercial experience in the mining sector, Mr Reynolds has worked on mining projects in a number of locations including Australia, Africa and across the Oceania region.

Mr Reynolds was a long term director of Delta Gold Limited and was a director of Extorre Gold Mines Limited when it was acquired by Yamana Gold Inc. for CAD\$414 million on 22 August 2012. Mr Reynolds also currently holds directorships with Canadian companies Rugby Mining Limited and Exeter Resource Corporation and ASX listed companies Chesser Resources Limited, Global Geoscience Limited and Convergent Minerals Limited.

Mr Reynolds was appointed as a Director of the Company on 26 September 2012.



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EXPLANATORY STATEMENT

4. Approval of the Grant of Options to Executive Chairman – Mr Rohan Williams

Agenda item 4 seeks Shareholder approval to allow the Company to issue 2,000,000 unlisted options to Mr Rohan Williams, Executive Chairman, or his nominee, on the terms and conditions set out below.

The number of Incentive Options to be granted to Mr. Williams has been determined based upon a consideration of:

- (i) the remuneration of Mr Williams, as set out in the ASX announcement in relation to his appointment to the role of Executive Chairman on 14 March 2014;
- (ii) the Directors' wish to ensure that the remuneration offered is competitive with market standards. The Directors have considered the proposed number of Incentive Options to be granted will ensure that Mr Williams' overall remuneration is in line with market standards; and
- (iii) incentives to attract and ensure continuity of service of Mr Williams who has appropriate knowledge and expertise.

Listing Rule 10.11 and Corporations Act Chapter 2E

Listing Rule 10.11 provides that a Company must not issue equity securities (including options) to a related party of the company, such as a director, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, without the Company obtaining its Shareholders approval, unless an exception in ASX Listing Rule 10.12 applies. If shareholder approval is given under Listing Rule 10.11, Listing Rule 7.2, Exception 14 provides that approval is not required under Listing Rule 7.1.

As the grant of the Incentive Options involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

The grant of Incentive Options to Mr Williams, and the potential issue of Shares pursuant to the same will constitute the giving of a financial benefit to a related party of the Company, for which Shareholder approval is usually required pursuant to Section 208 of the Corporations Act.

There are various exceptions to the requirement for Shareholder approval. This includes, in accordance with Section 211 of the Corporations Act, where the benefit is remuneration to a related party as an officer or employee of the Company, and to give the remuneration would be reasonable given:

- the circumstances of the Company in giving the remuneration; and
- the related party's circumstances (including the responsibilities involved in the office or employment)

As the issue of Incentive Options to Mr Williams (or his nominee) constitutes the giving of a financial benefit under Section 208 of the Corporations Act, the Board has determined that the Company will seek Shareholder approval for the purposes of that Section.



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EXPLANATORY STATEMENT

4. Approval of the Grant of Options to Executive Chairman – Mr Rohan Williams (Continued)

The following information is provided to Shareholders to allow them to assess the proposed resolution:

(a) The Related Party to Whom the Proposed Resolution would permit the Financial Benefit to be Given

The Options will be granted to the Company's Executive Chairman, Mr Rohan Williams (or his nominee).

(b) The Number of Options

The number of Incentive Options to be issued is 2,000,000.

(c) Issue date

The Options will be granted no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the options will occur on the same date.

(d) Funds

The Options will be issued for nil cash consideration, accordingly no funds will be raised.

(e) Nature of the Financial Benefit

The proposed financial benefit to be given is the grant of a maximum of 2,000,000 Incentive Options to Mr Williams (or his nominee) to subscribe for fully paid ordinary shares in the capital of the company as follows:

Number of Options	Exercise Price ¹	Expiry Date	Vesting Condition
2,000,000	168% of Market Price at Grant Date	5 Years from Grant Date	24 Months from Grant Date

¹The Incentive Options will have an exercise price of approximately 168% of the VWAP of the Company's ordinary fully paid shares for the 5 trading days prior to the grant trading day, and will expire 5 years after the date of issue.

The Directors of the Company (having obtained an independent valuation of the Incentive Options by HLB Mann Judd Corporate (WA) Pty Ltd) consider the indicative theoretical value attributable to the Incentive Options at a valuation date of 24 September 2014 to be as follows, notwithstanding that the Options will not be issued until after 17 November 2014, being the date of the Annual General Meeting of the Shareholders of the company.

Number of Options	Exercise Price	Expiry Date	Theoretical Value (cents)
2,000,000	\$0.61	23 September 2019	17.55 each



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EXPLANATORY STATEMENT

4. Approval of the Grant of Options to Executive Chairman – Mr Rohan Williams (Continued)

(e) Nature of the Financial Benefit (Continued)

The Black and Scholes valuation methodology was used as a basis for the calculations using the following assumptions:

The share price (based on a 5 day VWAP) of a fully paid Dacian Gold Limited share as at the valuation date of 24 September 2014 was \$0.36.

The risk free interest rate used was 3.05% (based on the 5 year Australian Treasury bond rate).

A volatility factor of 74% was used to value the options as determined based on the Company's previous history and the market generally.

The Black and Scholes option pricing model assumes that the Incentive Options the subject of the valuation can be sold on a secondary market. The terms and conditions of the proposed Incentive Options state that the Incentive Options shall not be listed for official quotation on ASX. In addition, the Incentive Options are not transferable. Accordingly, in determining the indicative value of the Incentive Options a 30% discount to the theoretical value attributed to the Black and Scholes option pricing model.

Based on the above assumptions, the value of the 2,000,000 Incentive Options and using the indicative values attributed is as follows:

Theoretical Value (cents)	Discount	Indicative Value per Incentive Option (cents)	Number of Options to be Issued	Total Indicative Value (\$)
17.55	30%	12.28	2,000,000	245,600

Any change in the variables applied in the Black and Scholes calculation between the date of the valuation and the date the Incentive Options are granted will have an impact on their value.

(f) Directors Recommendations

The directors, with the exception of Mr Williams, are not beneficiaries in the proposed issue of Incentive Options and recommend that Shareholders vote in favour of the Resolution for the following reasons:

- the issue of the Incentive Options is in the best interests of the Company because they provide the Director with an incentive to enhance the future value of the Company's shares for the benefit of all Shareholders;
- the issue of the Incentive Options, being subject to Shareholder approval, was contained in the remuneration offered to Mr Williams when he took on the role of Executive Chairman, as described in ASX announcement 14 March 2014;
- the issue of the Incentive Options is a reasonable and appropriate way to retain Mr Williams' professional services at reasonable market rates; and
- it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentive Options upon the terms proposed.



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EXPLANATORY STATEMENT

4. Approval of the Grant of Options to Executive Chairman – Mr Rohan Williams (Continued)

(f) Directors Recommendations (Continued)

In forming their recommendations, each Director considered the experience of Mr Williams and his considerable ongoing responsibilities in his role as Executive Chairman. The number of Incentive Options has also been determined having regard to providing ongoing equity incentives over time to advance the Company and its assets. Regard has also been given to less tangible issues such as alignment of interests to the Company through an equity holding.

Mr Williams declines to make a recommendation on the Resolution because he has a material personal interest in the outcome of the Resolution on the basis that he will be granted equity securities in the Company should the Resolution be passed. Therefore, he is not in a position to recommend either for or against the proposed resolution.

(g) Directors Interests

With the exception of Mr Williams, no other Director has a material personal interest in the outcome of the Resolution.

(h) Other information reasonably required by the members to make a decision and that is known to the Company or any of its Directors

The Incentive Options form part of the Company's long term incentive for the director and are to be granted in addition to the total fixed remuneration set out below. The exercise price of the Incentive Options is linked to improved share price performance. Importantly, this provides ongoing incentive to increase shareholder value over time and the exercise price reflects levels in excess of the current market price of the Company's shares.

Exercise of the Incentive Options is allowable in accordance with the vesting conditions, but only likely to occur if there is sustained upward movement in the Company's share price.

The terms and conditions of the Incentive Options are consistent with those of the Dacian Gold Limited Employee Option Plan (as set out in Schedule 1) and the specific vesting, exercise and expiry terms in section 4(e) above. The Incentive Options shall be issued for nil consideration to Mr Williams, and will be issued within 1 month of the date of the meeting.

If the Incentive Options proposed to be granted to Mr Williams are exercised, and the vesting conditions are satisfied, the Company's issued shares would increase by a maximum of 2,000,000 shares to a total of issued capital of 98,100,000 shares (assuming no other outstanding options are exercised and no further shares are issued), and will represent a maximum of approximately 1.90% of the total issued capital of the Company on a fully diluted basis. The maximum dilution is calculated based on all of the Incentive Options being exercised by payment of the exercise price in full.

The exercise of the Incentive Options, by payment of the exercise price in full, will provide the Company with additional working capital of \$1,220,000.

The Incentive Options proposed to be granted under this Resolution are subject to cashless exercise provisions consistent with those provisions the subject of the Dacian Gold Limited Employee Share Option Plan. Should Mr Williams elect to utilize the cashless exercise provisions this would result in a lesser number of shares to be issued, and a reduction in the funds receivable by the Company, on the exercise of the Incentive Options.



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4. Approval of the Grant of Options to Executive Chairman – Mr Rohan Williams (Continued)

(h) Other information reasonably required by the members to make a decision and that is known to the Company or any of its Directors (Continued)

As at 24th September 2014 the issued capital of the Company comprised the following Shares and Options:

Ordinary Fully Paid Shares	96,100,000
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Number of Options	Exercise Price	Expiry Date
6,150,000	84 cents	9 October 2017
1,000,000	57 cents	28 February 2019

The following table sets out Mr Williams' current interest in equity securities of the Company.

Ordinary Fully Paid Shares	Options Exercisable at 84 cents each expiring 9 October 2017
5,200,000	3,000,000

Under the terms of Mr Williams' executive services agreement, his annual total fixed remuneration (TFR) exclusive of statutory superannuation, contributions is \$400,000 per annum. In addition, Mr Williams' short term incentive is up to 40% of TFR, and is dependent on meeting certain key performance indicators as set by the Board from time to time.

The market price of the company's shares during the term of the Incentive Options will ordinarily determine whether or not the Director exercises the options.

In the last 12 months, the highest price for ordinary fully paid shares in the company trading on ASX was 48 cents which occurred on 4 August 2014. The lowest price was 22 cents which occurred on 16 December 2013. On 24 September 2014 the closing price was 36 cents.

All shares issued pursuant to the exercise of Incentive Options under this Resolution will rank pari passu with the existing ordinary shares on issue.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Incentive Options as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Incentive Options to Mr Williams (or his nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

There is no other information known to the Directors that is reasonably required by Shareholders to make a decision whether or not it is in the Company's interest to pass this Resolution.



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EXPLANATORY STATEMENT

Schedule 1 – Terms and Conditions of Incentive Options

- (a) The Options will be granted for nil consideration.
- (b) Each Option will entitle the Option holder to subscribe for one fully paid ordinary share in the Company.
- (c) The Company will give the Option holder a certificate or holding statement stating the number of Options issued to the Option holder, the exercise price of the Options and the date of issue of the Options.
- (d) The Options will not be listed for quotation on ASX Limited;
- (e) All unexercised Options will lapse upon the holder ceasing to be an officer or employee of the Company, unless otherwise determined by the Board.
- (f) The Company will apply to ASX Limited for official quotation of the shares issued on the exercise of the Option;
- (g) The Option holder is not entitled to participate in any new issue of securities in the Company to existing shareholders by virtue of holding Options alone, unless he has exercised some or all of the Options before the record date for determining entitlements to the new issue of securities and participate as a result of holding shares;
- (h) If the Company makes a bonus issue of shares or other securities to shareholders (except issues in lieu of dividends or by way of dividend reinvestment) and no share has been issued in respect of the Option before the record date for determining entitlements to the bonus issue, then the number of underlying shares over which the Option is exercisable is increased by the number of shares which the Option holder would have received if the Option holder had exercised the Option before the record date for determining entitlements to the bonus issue.
- (i) If the Company makes a pro-rata issue of shares (except a bonus issue) to existing shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no share has been issued in respect of the Option before the record date for determining entitlements to the pro-rata issue, the exercise price of each Option is reduced in accordance with Listing Rule 6.22.2.
- (j) If there is a reorganisation of the share capital of the Company, then the rights of the Option holder will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (k) The Option holder may only exercise Options in multiples of 5,000 Options, unless the Option holder exercises all of the Options held by him.
- (l) The Option holder can only exercise the Options in accordance with the Company's Share Trading Policy, as amended from time to time.
- (m) To exercise the Options, the Option holder must give the Company or its share registry, at the same time:
 - (i) a written exercise notice in a form approved by the Board which specifies the number of Options being exercised and fully paid ordinary shares to be issued;
 - (ii) subject to clause (n) below, payment of the exercise price for the Shares the subject of the exercise notice in a manner approved by the Company; and
 - (iii) any certificate for the Options.



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Schedule 1 – Terms and Conditions of Incentive Options (Continued)

- (n) In lieu of paying the aggregate Exercise Price to purchase Shares under clause m(ii) above, the Option holder may elect to receive, without payment of cash or other consideration, upon surrender of the applicable portion of exercisable Options to the Company, a number of Shares determined in accordance with the following formula (a Cashless Exercise):

$$S = \frac{EO(SP - EP)}{SP}$$

Where:

S = the number of Shares (rounded down to the nearest whole number) to be issued to the Option holder pursuant to this clause;

EO = the number of Options which the Option holder is entitled to exercise;

SP = the fair market value of a Share, which will be the weighted average closing price of Shares on ASX over the five trading days prior to the date of exercise, or if the Company is not Listed the fair market value will be the fair value of Shares as determined by the Board (acting responsibly); and

EP = the Exercise Price.

- (o) Options will be deemed to have been exercised on the date the exercise notice is lodged with the Directors of the Company.
- (p) If the Option holder exercises less than the total number of Options registered in the Option holder's name:
- (i) The Option holder must surrender the Option certificate (if any);
 - (ii) the Company must cancel the Option certificate (if any) and issue the Option holder a new Option certificate or holding statement stating the number of Options held by the Option holder.

Within 10 days after receiving an application for exercise of the Options and payment by the Option holder of the exercise price, the Company must issue the Option holder the number of Shares specified in the application.

- (q) Subject to the Company's constitution, ordinary shares issued on the exercise of Options will rank equally with the Company's current issued ordinary shares.
- (r) The terms of the Options are governed by the laws of Western Australia. The Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.