



ACN 115 157 689

of Suites 3-4, 136 Main Street, Osborne Park WA 6017

**Circular to Shareholders
including
NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY STATEMENT
PROXY FORM**

**Annual General Meeting of FairStar Resources Limited to be held at
the Hyatt Hotel, 99 Adelaide Terrace, Perth WA 6000
on Thursday, the 28th day of November 2013 commencing at 2.30 pm (WST).**

This document should be read in its entirety. If after reading this Circular to Shareholders, you have any questions or doubts as to how you should vote, you should contact your stockbroker, solicitor, accountant or professional adviser.

FAIRSTAR RESOURCES LIMITED
ACN 115 157 689

Corporate Directory

| | | |
|--------------------------|--|---|
| Directors | Kevin J. Robertson Constantino Markopoulos Wayne Yiu-Wing Wan Timothy Symons | Managing Director Director – Non-Executive Director – Non-Executive Director - Non-Executive |
| Secretary | Madhukar Bhalla | |
| Head Office | Suites 3-4 136 Main Street OSBORNE PARK WESTERN AUSTRALIA 6017 Phone: (08) 9242 5111 Fax: (08) 9242 5677 Website: www.fairstarresources.com | |
| Registered Office | Suites 3-4 136 Main Street OSBORNE PARK WESTERN AUSTRALIA 6017 | |
| Auditors | Stantons International Audit and Consulting Pty Ltd L2, 1 Walker Avenue WEST PERTH WESTERN AUSTRALIA 6005 | |
| Lawyers | Lawton Gillon Level 11 16 St Georges Terrace PERTH WESTERN AUSTRALIA 6000 | |
| Share Registry | Advanced Share Registry Services 150 Stirling Highway NEDLANDS WESTERN AUSTRALIA 6009 | |
| ASX Code | FAS FASO | |

FAIRSTAR RESOURCES LIMITED
ACN 115 157 689

Notice of Annual General Meeting

NOTICE IS GIVEN THAT an Annual General Meeting of the Company will be held at the Hyatt Hotel, 99 Adelaide Terrace, Perth WA 6000 on Thursday, the 28th day of November 2013 commencing at 2.30 pm (WST).

Information on the proposals to which the resolutions set out below relates is contained in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.

BUSINESS OF THE MEETING

ORDINARY BUSINESS

Financial statements

To receive and consider the financial statements of the Company for the year ended 30 June 2013 consisting of the annual financial report, the directors' report and auditor's report.

RESOLUTIONS

1. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

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

“To adopt the Remuneration Report, which forms part of the Directors' Report, for the year ended 30 June 2013.”

The vote on this resolution is advisory only and does not bind the directors or the Company.

2. RESOLUTION 2 – RE-ELECTION OF WAYNE YIU-WING WAN

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

“That Mr Wayne Yiu-Wing Wan, who retires by rotation in accordance with clause 11.3 of the constitution of the Company and being eligible for re-election, is re-elected as a Director of the Company.”

3. RESOLUTION 3 –ELECTION OF TIMOTHY SYMONS

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

“That Mr Timothy Symons, who was appointed during the previous 12 months to the board to fill a casual vacancy and being eligible, offers himself for election, and is hereby elected as a Director.”

4. RESOLUTION 4 – APPROVAL FOR THE COMPANY TO ISSUE AN ADDITIONAL 10 PER CENT OF THE ISSUED CAPITAL OF THE COMPANY OVER A 12 MONTH PERIOD PURSUANT TO LISTING RULE 7.1A

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

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, the shareholders approve the issue of equity securities of up to 10 per cent of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12 month period from the date of this General Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum (“10 % Securities”).”

Voting Exclusion

For the purposes of Listing Rule 7.3, the Company will disregard any votes cast on this resolution by persons who may participate in the proposed issue, a person who might obtain a benefit, except a benefit solely in the capacity of the holder of ordinary securities if the resolution is passed, and any associates of those persons. However, the Company need not disregard a vote if the vote is cast by a person as proxy for another person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

5. RESOLUTION 5 - RATIFICATION OF ISSUE OF SECURITIES

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

“That for the purposes of Listing Rule 7.4 of the Listing Rules of the ASX and for all other purposes, the issue of 156,894,453 Shares on the dates and on the terms set in the Explanatory Statement be subsequently approved.”

Voting Exclusion

In accordance with Listing Rule 7.5.6, any votes cast on Resolution 5 by or on behalf of a person who participated in the issue, a person who might obtain a benefit, except a benefit solely in the capacity as a holder of Shares, if Resolution 5 is passed, and any of the respective associates of such persons, will be disregarded.

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.

6. RESOLUTION 6 – FUTURE PLACEMENT OF SHARES

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, this general meeting approves and authorises the directors to issue and allot up to 150,000,000 shares at an issue price which is at least 80 per cent of the average market price of the shares calculated over the last 5 days on which sales in the shares were recorded before the date on which the issue is made, and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion

For the purposes of Listing Rule 7.3, the Company will disregard any votes cast on this resolution by persons who may participate in the issue of shares, a person who might obtain a benefit, except solely in the capacity of the holder of ordinary securities if the resolution is passed, and any associates of those persons. However, the Company need not disregard a vote if the vote is cast by a person as proxy for another person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

“Snap-Shot” Time

The Corporations Act permits the Company to specify a time, not more than 48 hours before the meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the meeting.

The Company’s directors have determined that all Shares of the Company that are quoted on ASX at 2.00 pm WST, 27 November 2012 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

PROXIES

Please note that:

- (a) a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion is not specified each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

DATED: 29 October 2013

BY ORDER OF THE BOARD

Madhukar Bhalla
Company Secretary
FairStar Resources Limited

EXPLANATORY STATEMENT

This Explanatory Statement is an important document. You should read the document. If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Meeting, you should contact your stockbroker or other professional adviser.

General Information.

This Explanatory Statement has been prepared for the information of Shareholders of FairStar Resources Limited in connection with the business to be conducted at the Annual General Meeting to be held at the Hyatt Hotel, 99 Adelaide Terrace, Perth, Western Australia on the date set out in the notice of meeting.

The purpose of this Explanatory Statement is to provide Shareholders with information which is reasonably required by Shareholders to decide how to vote upon the resolution. This Explanatory Statement should be read in conjunction with the accompanying Notice of Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting. This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

FINANCIAL STATEMENTS AND REPORTS

The Annual Financial Report, Directors' Report and Auditor's Report for the Company for the year ending 30 June 2013 will be laid before the meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

In addition to taking questions at the meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- the preparation and content of the Auditor's Report;
- the conduct of the audit;
- 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

may be submitted no later than 5 business days before the meeting date to Mr Madhukar Bhalla, Company Secretary.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report of the Company for the financial year ending 30 June 2013 is set out in the Director's Report section of the Company's Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors and executive employees of the Company.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the meeting. Shareholders should note that the vote on this resolution is advisory only and does not bind the Company or the Directors.

Section 260R(4) of the Corporations Act prohibits a director from voting on this resolution and technically prohibits the chairman from voting undirected proxies on remuneration report resolutions. Therefore, if shareholders wish to appoint the chairman as their proxy to vote on Resolution 1, shareholders must put a tick in the box labelled "For", "Against" or "Abstain" for their vote to count. The chairman cannot vote on Resolution 1 and therefore any proxy forms received by the Company which appoint the chairman and do not indicate how the chairman is to vote will be invalid for Resolution 1 and the votes will not be counted for Resolution 1.

Due to recent corporate law changes from 1 July 2012, the shareholders of a company have the ability to spill a company's board of directors if 25 per cent or more of votes cast are against the resolution to approve the remuneration report at two successive annual general meetings of the Company. Whilst this cannot result in any board spill at the 2013 annual general meeting, a spill of the board could potentially happen at the 2014 annual general meeting if there are more than 25 per cent of votes from shareholders who vote "NO" to the remuneration report resolution in 2013 and 2014

If you require more information about this new law, please contact the company secretary.

RESOLUTION 2 – RE-ELECTION OF WAYNE YIU-WING WAN AS A DIRECTOR

Clause 11.3 of the Company's constitution requires that at each Annual General Meeting one-third of the Directors must retire from office.

Mr Wayne Yiu-Wing Wan, a non-executive director, retires by rotation and is eligible for re-election at the Annual General Meeting. In accordance with clause 11.4 of the Company's constitution Mr Wan has submitted himself for re-election at the Annual General Meeting as a non-executive director.

RESOLUTION 3 – ELECTION OF TIMOTHY MICHAEL SYMONS AS A DIRECTOR

Mr Timothy Michael Symons was appointed a non-executive director of the Company on 14 August 2013 to fill a casual vacancy. Mr Symons holds office as a non-executive director until the closure of the meeting.

Mr Symons is eligible for election by shareholders as a Director of the Company.

RESOLUTION 4 – APPROVAL FOR THE COMPANY TO ISSUE AN ADDITIONAL 10 PER CENT OF THE ISSUED CAPITAL OF THE COMPANY OVER A 12 MONTH PERIOD PURSUANT TO LISTING RULE 7.1A

Background

Resolution 4 seeks the approval of shareholders to allow the directors of the Company to issue an additional 10 per cent of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A on the same terms and conditions as the Company's ordinary shares.

Introduction

Pursuant to Resolution 4, the Company is seeking shareholder approval to issue an additional 10% of issued capital over a 12 month period in accordance with Listing Rule 7.1A. If passed, this resolution will allow the Company to issue 10% Securities at the issue price set out in Resolution 4.

Under Listing Rule 7.1A, small and mid cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary Shareholders by special resolution at the annual general meeting (AGM), are permitted to issue an additional 10% of issued capital over a 12 month period from the date of the AGM (Additional 10% Issue). The Additional 10% Issue under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without Shareholder approval over a 12 month period pursuant to Listing Rule 7.1. The Company may issue the 10% Securities to raise funds for the Company and as non-cash consideration (further details of which are set out below).

Funds raised from the issue of 10% Securities are intended to be used as follows:

- working capital;
- additional exploration activities at the Steeple Hill Iron Ore Project; and
- providing the Company with the ability to sole or part fund any additional project acquisitions.

Listing Rule 7.1A

(a) General

(1) Eligibility

An entity is eligible to undertake an Additional 10% Issue if at the time of its AGM it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index.

The Company's market capitalisation will be based on the closing price on the Trading Day before the AGM, and will be released by the Company to the ASX at that time. The calculation of market capitalisation will be based on the Closing Price of the Shares in the main class of Shares of the Company, on the last Trading Day on which trades in the Shares were recorded before the date of the AGM, multiplied by the number of Shares on issue (in that main class, but excluding restricted securities and securities quoted on a deferred settlement basis).

For illustrative purposes only, on 15 October 2013 the Company's market capitalisation is \$26 million based on the Closing Trading Price on that date.

The Company is not included in the S&P/ASX300 Index as at the time of issue of this Notice of Meeting and the Company does not expect that it will be included in the S&P/ASX300 Index at the date of the Annual General Meeting.

The Company is therefore an eligible entity and able to undertake an Additional 10% Issue under Listing Rule 7.1A.

In the event that the Company is no longer an eligible entity to undertake an Additional 10% Issue after the Company has already obtained ordinary security holders' approval, the approval obtained will not lapse and the Company will still be entitled to undertake the Additional 10% Issue.

(2) Shareholder approval

The ability to issue the 10% Securities under the Additional 10% Issue is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution at the Annual General Meeting. Pursuant to Listing Rule 7.1A, no Shares will be issued until and unless this Special Resolution is passed at the Annual General Meeting.

(b) Issue Period - Listing Rule 7.1A.1

Shareholder approval of the Additional 10% Issue under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (1) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
- (2) the date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

If approval is given for the Additional 10% Issue at the Annual General Meeting on 28 November 2013 then the approval will expire, unless there is a significant change to the Company's Business, on 28 November 2014.

(c) Calculation for Additional 10% Issue - Listing Rule 7.1A.2

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at AGM may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Shares calculated in accordance with the following formula:

(A x D) – E

A = the number of Shares on issue 12 months before the date of issue or agreement:

- (1) plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
- (2) plus the number of partly paid Shares that became fully paid in the 12 months;
- (3) 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 Shares under the entity's 15% placement capacity without Shareholder approval;
- (4) less the number of fully paid Shares cancelled in the 12 months.

D = 10 per cent.

E = the number of Shares 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

(d) Listing Rule 7.1A.3**(1) Shares**

Shares issued under the Additional 10% Issue must be in the same class as an existing quoted class of equity securities of the Company.

The Company presently has 1,528,510,192 Shares on issue as at the date of this notice. However, the Company is only seeking approval to issue ordinary Shares under the Additional 10% Issue in addition to its 15% capacity permitted under Listing Rule 7.1.

(2) Minimum Issue Price

The issue price for the 10% Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Shares in the same class calculated over the 15 Trading Days immediately before:

- (A) the date on which the price at which the 10% Securities are to be issued is agreed; or
- (B) if the 10% Securities are not issued within 5 Trading Days of the date in paragraph (A) above, the date on which the 10% Securities are issued.

FairStar's market capitalisation based on the closing price on the Trading Day before the Annual General Meeting will be released by FairStar to the ASX at that time.

(e) Information to be given to ASX - Listing Rule 7.1 A.4

If Resolution 4 is passed and the Company issues any 10% Securities under Listing Rule 7.1A, the Company will give to ASX:

- (1) a list of allottees of the 10% Securities and the number of 10% Securities allotted to each (this list will not be released to the market); and

- (2) the following information required by rule 3.1 0.5A, will be released to the market on the date of issue:
- (A) details of the dilution to the existing holders of Shares caused by the issue;
 - (B) where the Shares are issued for cash consideration, a statement of the reasons why the Company issued the Shares as a placement under rule 7.1A and not as (or in addition to) a pro rata issue or other type of issue in which existing Shareholders would have been eligible to participate;
 - (C) details of any underwriting arrangements, including any fees payable to the underwriter; and
 - (D) any other fees or costs incurred in connection with the issue.

(f) Listing Rule 7.1 and 7.1A

The ability of an entity to issue Shares under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 1,528,510,192 Shares, and therefore has the capacity to issue:

- (1) 229,276,500 Shares under Listing Rule 7.1; and
- (2) 152,851,019 Shares under Listing Rule 7.1A.

The actual number of Shares that the Company will have the capacity to issue under Listing Rule 7.1 A will be calculated at the date of issue of the Shares in accordance with the formula prescribed in Listing Rule 7.1A2 (as above).

Specific Information required by Listing Rule 7.3A

(a) Minimum Price of securities Issued under Listing Rule 7.1 A - Listing Rule 7.3A.1

Pursuant to and in accordance with Listing Rule 7.3A 1, the 10% Securities issued pursuant to approval under Listing Rule 7.1A must be not less than 75% of the VWAP for the Company's Shares over the 15 Trading Days immediately before:

- (1) the date on which the price at which the 10% Securities are to be issued is agreed; or
- (2) if the 10% Securities are not issued within 5 Trading Days of the date in paragraph (1) above, the date on which the 10% Securities are issued.

(b) Risk of economic and voting dilution - Listing Rule 7.3A.2

As provided by Listing Rule 7.3A.2, if the Additional 10% Issue is passed by Shareholders and the Company issues the 10% Securities, there is a risk of economic and voting dilution to the existing ordinary security holders of the Company. The Company currently has on issue 1,528,510,192 Shares. Upon the Additional 10% Issue, the Company will have approval to issue an additional 152,851,019 Shares based on its existing issued capital. (The exact number of additional Shares to be issued under the Additional 10% Issue will be calculated in accordance with the formula contained in Listing Rule 7.1A.2 and set out above). Any issue of 10% Securities will have a dilutive effect on existing Shareholders.

There is a specific risk that:

- (1) the market price for the Company's Shares may be significantly lower on the date of the Issue than it is on the date of the AGM; and
- (2) the 10% Securities may be issued at a price that is at a discount to the market price for the Company's Shares on the issue date,

which may have an effect on the amount of funds raised by the issue of the 10% Securities.

As required by Listing Rule 7.3A.2, the table below shows the economic and voting dilution effect, in circumstances where the issued Share capital has doubled and the Market Price of the Shares has halved. The Table also shows additional scenarios in which the issued Share capital has increased (by both 50% and 100%) and the Market Price of the Shares has:

- decreased by 50%; and
- increased by 100%.

| Issued Capital | 50 % decrease in Market Price – 0.8 cents | | Current Market Price 1.6 cents | | 100 % increase in Market Price – 3.2 cents | |
|--|---|----------------|--------------------------------|----------------|--|----------------|
| | 10 % Voting Dilution | Capital Raised | 10 % Voting Dilution | Capital Raised | 10 % Voting Dilution | Capital Raised |
| Present issued capital = 1,528,510,192 shares | 152,851,019 shares | \$1,222,808 | 152,851,019 shares | \$2,445,616 | 152,851,019 shares | \$4,891,232 |
| 50 % increase in capital = 2,292,765,288 shares | 229,276,528 shares | \$1,834,212 | 229,276,528 shares | \$3,668,424 | 229,276,528 shares | \$7,336,848 |
| 100 % increase in capital = 3,057,020,384 shares | 305,702,038 shares | \$2,445,616 | 305,702,038 shares | \$4,891,232 | 305,702,038 shares | \$9,782,465 |

Assumptions and explanations

- The Market Price is 1.6 cents based on the closing price of the Shares on ASX on 15 October 2013.
- The above table only shows the dilutionary effect based on the Additional 10% Issue (assuming only Shares are issued) and not the 15% under Listing Rule 7.1.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The Company issues the maximum number of 10% Securities available to it under the Additional 10% Issue.
- The Issued Capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 15 October 2013.
- The issue price of the 10% Securities used in the table does not take into account the discount to the Market Price (if any).

(a) Final date for issue - Listing Rule 7.3A.3

As required by Listing Rule 7.3A.3, the Company will only issue and allot the 10% Securities during the 12 months after the date of this Annual General Meeting which the Company anticipates will be 28 November 2013. The approval under Resolution 4 for the issue of the 10% Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (the disposal of the main undertaking of the Company) before the anniversary of the Annual General Meeting.

(b) Purpose - Listing Rule 7.3A.4

As noted above, the purpose for which the 10% Securities may be issued include to raise funds for the Company and as non-cash consideration (further details of which are set out below). Funds raised from the issue of 10% Securities are intended to be used as follows:

- working capital;
- additional exploration activities at the Steeple Hill Iron Ore Project; and
- providing the Company with the ability to sole or part fund any additional project acquisitions.

(c) Shares Issued for Non-cash consideration - Listing Rule 7.3A.4

The Company may issue 10% Securities for non-cash consideration, such as the acquisition of new assets or investments. If the Company issues Shares for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the Shares complies with Listing Rule 7.1 A. 3.

(d) Company's Allocation Policy - Listing Rule 7.3A.5

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of 10% Securities pursuant to the Additional 10% Issue. The identity of the allottees of Shares will be determined on a case-by-case basis having regard to the factor including but not limited to the following:

- (1) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate;
- (2) the effect of the issue of the 10% Securities on the control of the Company;
- (3) the financial situation and solvency of the Company; and
- (4) advice from corporate, financial and broking advisers (if applicable).

The allottees of the 10% Securities under the Additional 10% Issue have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the Additional 10% Issue will be the vendors of the new assets or investments.

(e) Company previously obtained shareholder approval under listing rule 7.1A

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 29 November 2012. In the 12 months preceding the date of this notice, the Company has issued 499,359,817 shares representing 48.5 % of the shares on issue at the commencement of that period.

| Date of issue | No issued | Class | Recipient of Security | Issue price and details of any discount to market price | Consideration and use of funds |
|---------------|------------|--|---------------------------------|---|---|
| 25 Oct 2012 | 8,857,102 | Shares ranking equally with all existing shares on issue | Gurney Capital Nominees Pty Ltd | \$0.0056 (20 %) | Working capital (\$49,599.77) |
| 6 Dec 2012 | 9,556,469 | Shares ranking equally with all existing shares on issue | Gurney Capital Nominees Pty Ltd | \$0.0105 (20 %) | Tenement Exploration expense (\$100,342.92) |
| 7 Dec 2012 | 12,000,000 | Shares ranking equally with all existing shares on issue | Jett Holdings Pty Ltd | \$0.0083 (36 %) | Working capital (\$99,600) |
| 12 Dec 2012 | 11,741,175 | Shares ranking equally with all existing shares on issue | Gurney Capital Nominees Pty Ltd | \$0.0085 (20 %) | SHIP project expenses (\$97,451.75) |
| 21 Dec 2012 | 6,000,000 | Shares ranking equally with all existing shares on issue | Jett Holdings Pty Ltd | \$0.0083 (20 %) | Exploration Expenses (\$49,800) |
| 9 Jan 2013 | 11,904,761 | Shares ranking equally with all existing shares on issue | Gurney Capital Nominees Pty Ltd | \$0.0084 (20 %) | Working capital (\$100,000) |
| 11 Jan 2013 | 27,525 | Shares ranking equally with all existing shares on issue | Option conversion | \$0.1000 | SHIP Rehab Expenses (\$2,752.50) |
| 15 Jan 2013 | 12,048,193 | Shares ranking equally with all existing shares on issue | Gurney Capital Nominees Pty Ltd | \$0.0083 (20 %) | Working capital (\$100,000) |
| 23 Jan 2013 | 14,705,882 | Shares ranking equally with all existing shares on issue | Gurney Capital Nominees Pty Ltd | \$0.0068 (20 %) | Exploration Expenses other tenements (\$100,000) |
| 8 Feb 2013 | 12,745,437 | Shares ranking equally with all existing shares on issue | Gurney Capital Nominees Pty Ltd | \$0.0078 (20 %) | Working capital (\$99,414) |
| 15 Feb 2013 | 20,902,669 | Shares ranking equally with all existing shares on issue | Gurney Capital Nominees Pty Ltd | \$0.0072 (20 %) | Tenement expenditure (\$150,000) |
| 15 Feb 2013 | 7,321,070 | Shares ranking equally with all existing shares on issue | PF & PM Lea Pty Ltd | \$0.0082 (10 %) | Professional fees (\$50,032) Current Value of Shares: \$122,458.19* |

| Date of issue | No issued | Class | Recipient of Security | Issue price and details of any discount to market price | Consideration and use of funds |
|---------------|------------|--|----------------------------------|---|--|
| 28 Mar 2013 | 1,851,852 | Shares ranking equally with all existing shares on issue | Project and Logistics Management | \$0.0054 (10 %) | Professional fees (\$10,000) Current Value of Shares: \$ 31,481.48* |
| 22 Apr 2013 | 8,206,731 | Shares ranking equally with all existing shares on issue | Gurney Capital Nominees Pty Ltd | \$0.0061 (20 %) | Exploration Expenses (\$50,061) |
| 8 May 2013 | 40,000,000 | Shares ranking equally with all existing shares on issue | Kelvin Park | \$0.0050 (20 %) | Working capital including tenement rentals and rates (\$200,000) |
| 8 May 2013 | 18,682,737 | Shares ranking equally with all existing shares on issue | Mateo Holdings Pty Ltd | \$0.0056 (20 %) | Interest Expense (\$104,623) |
| 30 May 2013 | 56,666,667 | Shares ranking equally with all existing shares on issue | Murano Holdings Pty Ltd | \$0.0060 (25 %) | Working capital including interest expenses and exploration expenses.(\$340,000) |
| 30 May 2013 | 33,333,333 | Shares ranking equally with all existing shares on issue | Classic Minerals Limited | \$0.0060 (25 %) | exploration on tenement expenses (\$200,000) |
| 30 May 2013 | 12,686,567 | Shares ranking equally with all existing shares on issue | Goldlaw Pty Ltd | \$0.0067 | Professional fees (\$85,000) Current Value of Shares: \$215,671.64* |
| 30 May 2013 | 8,908,053 | Shares ranking equally with all existing shares on issue | Gurney Capital Nominees Pty Ltd | \$0.0067 (20 %) | Working capital (\$59,683) |
| 27 Jun 2013 | 4,850,279 | Shares ranking equally with all existing shares on issue | Andana Pty Ltd | \$0.0103 | Professional fees (\$49,957) Current Value of Shares: \$ 82,454.75* |
| 22 Jul 2013 | 9,294,294 | Shares ranking equally with all existing shares on issue | Gurney Capital Nominees Pty Ltd | \$0.010759 (20 %) | Working capital (\$99,513) |
| 2 Aug 2013 | 19,861,135 | Shares ranking equally with all existing shares on issue | Gurney Capital Nominees Pty Ltd | \$0.01007 (20 %) | SHIP project expenses (\$200,001) |
| 26 Aug 2013 | 6,148,570 | Shares ranking equally with all existing shares on issue | Gurney Capital Nominees Pty Ltd | \$0.032528 (20 %) | Working capital including payments to suppliers and employees.(\$200,000) |

| Date of issue | No issued | Class | Recipient of Security | Issue price and details of any discount to market price | Consideration and use of funds |
|---------------|------------|--|---------------------------------|---|--|
| 27 Aug 2013 | 24,932,502 | Shares ranking equally with all existing shares on issue | Gurney Capital Nominees Pty Ltd | \$0.032087 (20 %) | Tenement exploration expenditure (\$800,009) |
| 23 Sept 2013 | 10,289,055 | Shares ranking equally with all existing shares on issue | Gurney Capital Nominees Pty Ltd | \$0.019438 (20 %) | Working capital including administration expenses (\$199,998) |
| 3 Oct 2013 | 27,492,857 | Shares ranking equally with all existing shares on issue | Gurney Capital Nominees Pty Ltd | \$0.014549 (20 %) | Working capital including tenement expenses: (\$399,993) |
| 18 Oct 2013 | 4,350,293 | Shares ranking equally with all existing shares on issue | R Anderson | \$0.007 (60 %) | Payment of Principal and interest on Convertible Note: (\$30,452) |
| 18 Oct 2013 | 4,350,293 | Shares ranking equally with all existing shares on issue | G Anderson | \$0.007 (60 %) | Payment of Principal and interest on Convertible Note: (\$30,452) |
| 18 Oct 2013 | 4,350,293 | Shares ranking equally with all existing shares on issue | R Anderson Superfund | \$0.007 (60 %) | Payment of Principal and interest on Convertible Note: (\$30,452) |
| 18 Oct 2013 | 4,350,293 | Shares ranking equally with all existing shares on issue | G Anderson Superfund | \$0.007 (60 %) | Payment of Principal and interest on Convertible Note: (\$30,452) |
| 18 Oct 2013 | 6,754,197 | Shares ranking equally with all existing shares on issue | Goldlaw Pty Ltd | \$0.014 (20 %) | Professional fees (\$94,558) Current Value of Shares: \$114,821.35* |
| 16 Oct 2013 | 30,683,333 | Shares ranking equally with all existing shares on issue | Gurney Capital Nominees Pty Ltd | \$0.013 (20 %) | Working capital including administration and employee wages: (\$398,883) |
| 18 Oct 2013 | 6,581,575 | Shares ranking equally with all existing shares on issue | G K Investments Pty Ltd | \$0.013 (20 %) | Exploration Expense (\$85,560) |
| 18 Oct 2013 | 4,986,042 | Shares ranking equally with all existing shares on issue | Viking Equities Pty Ltd | \$0.013 (20 %) | Working capital (\$64,818) |

| Date of issue | No issued | Class | Recipient of Security | Issue price and details of any discount to market price | Consideration and use of funds |
|---------------|--------------------|--|---|---|--|
| 18 Oct 2013 | 7,670,833 | Shares ranking equally with all existing shares on issue | Classic Minerals Limited | \$0.013 (20 %) | Working capital (\$99,720) |
| 18 Oct 2013 | 7,670,833 | Shares ranking equally with all existing shares on issue | Murano Holdings Pty Ltd | \$0.013 (20 %) | SHIP Exploration Expense (\$99,720) |
| 18 Oct 2013 | 767,083 | Shares ranking equally with all existing shares on issue | Robert and Stephanie Granger | \$0.013 (20 %) | Working capital (\$9,972) |
| 18 Oct 2013 | 3,835,417 | Shares ranking equally with all existing shares on issue | Brett George and Kim Facey | \$0.013 (20 %) | Tenement exploration expenditure (\$49,860) |
| 18 Oct 2013 | 1,994,417 | Shares ranking equally with all existing shares on issue | Amin Francis Chehade and Jacqueline Lewis | \$0.013 (20 %) | Working capital (\$25,927) |
| TOTAL | 499,359,817 | | | | * For the purposes of calculating the present value of the shares the price of \$0.017, the closing price on 24 th October 2013, has been utilised. |

(f) Voting Exclusion Statement

A voting exclusion statement is included in this Notice. At the date of the Notice, the proposed allottees of any 10% Securities are not as yet known or identified. In these Listing Rules 7.1 and 7.1A, for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the 10% Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible their holding will be diluted and there is no reason to exclude their votes.

RESOLUTION 5 - RATIFICATION OF ISSUE OF SECURITIES

Proposed subsequent shareholder approval

Listing Rule 7.1 imposes a 15% cap on the number of new securities that a company can issue over any 12 month period without shareholder approval. ASX Listing Rule 7.4 allows a company to seek the subsequent approval of shareholders for an issue of securities. Shareholder approval of securities issued under the Placement refreshes the Company's 15% annual capacity to raise additional capital without the need to obtain shareholder approval. This provides additional funding flexibility for the Company.

Effect of the proposal

If Resolution 5 is approved, the Company will not have to count the securities issued under the Placement towards the 15% limit of securities that may be issued by the Company in any 12 month period under Listing Rule 7.1. Accordingly, if Resolution 5 is passed, the Company's annual capacity to issue capital within the 15% limit under Listing Rule 7.1 (in respect of the Placement, being 156,894,453 Shares) will be refreshed. The Directors of the Company consider it prudent to maintain such funding flexibility as part of the Company's capital management strategy.

If Resolution 5 is not approved, it will have no effect upon the 156,894,453 Shares issued or agreed to be issued. Those Shares have already been either issued and quoted on the ASX or the Company has agreed to issue the Shares. However the Shares would be counted towards the 15% of additional securities that may be issued by the Company in any twelve month period under Listing Rule 7.1.

The Shares which have been issued were issued to the following:

| Allottee | No of Shares | Issue price | Date issued |
|---|--------------------|-------------|--------------|
| R Anderson | 4,350,293 | \$0.007 | 18 Oct 2013 |
| G Anderson | 4,350,293 | \$0.007 | 18 Oct 2013 |
| R Anderson Superfund | 4,350,293 | \$0.007 | 18 Oct 2013 |
| G Anderson Superfund | 4,350,293 | \$0.007 | 18 Oct 2013 |
| Goldlaw Pty Ltd | 6,754,197 | \$0.014 | 18 Oct 2013 |
| Gurney Capital Nominees Pty Ltd | 30,683,333 | \$0.013 | 16 Oct 2013 |
| G K Investments Pty Ltd | 6,581,575 | \$0.013 | 18 Oct 2013 |
| Viking Equities Pty Limited | 4,986,042 | \$0.013 | 18 Oct 2013 |
| Classic Minerals Limited | 7,670,833 | \$0.013 | 18 Oct 2013 |
| Murano Holdings Pty Ltd | 7,670,833 | \$0.013 | 18 Oct 2013 |
| Robert and Stephanie Grainger | 767,083 | \$0.013 | 18 Oct 2013 |
| Brett George and Kim Facey | 3,835,417 | \$0.013 | 18 Oct 2013 |
| Amin Francis Chehade and Jacqueline Lewis | 1,994,417 | \$0.013 | 18 Oct 2013 |
| Goldlaw Pty Ltd | 12,686,567 | \$0.0067 | 30 May 2013 |
| Gurney Capital Nominees Pty Ltd | 6,148,570 | \$0.032528 | 26 Aug 2013 |
| Gurney Capital Nominees Pty Ltd | 11,932,502 | \$0.032087 | 27 Aug 2013 |
| Gurney Capital Nominees Pty Ltd | 10,289,055 | \$0.019438 | 23 Sept 2013 |
| Gurney Capital Nominees Pty Ltd | 27,492,857 | \$0.014549 | 3 Oct 2013 |
| TOTAL No OF SHARES | 156,894,453 | | |

Use of funds raised

The funds raised from the Placement were used for general working capital purposes, to retire debt and pay borrowing costs.

The Shares were issued on the same terms and conditions as the Company's existing ordinary Shares.

Recommendation

In order to ensure that the Company has adequate funding flexibility, the Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

RESOLUTION 6 – FUTURE PLACEMENT OF SHARES

Background for Resolution 6

Proposed subsequent shareholder approval

As at the date of this notice FAS is in negotiations with a number of potential investors with a view to securing a cornerstone shareholder. This will assist the Company with funds needed to progress mine development activities at its Steeple Hill Iron Project.

Listing Rule 7.1 imposes a 15 per cent cap on the number of new securities that a company can issue over any 12 month period without shareholder approval. Listing Rule 7.1 allows a company to seek the approval of shareholders to an issue of securities which would exceed the 15 per cent annual cap prescribed by it.

To give the Company flexibility and the capacity to issue Shares to a potential new shareholder within 3 months of the date of this meeting, the Company seeks approval of shareholders to enable up to 150,000,000 fully paid ordinary Shares to be issued at not less than 80 per cent of the market price of the Company's Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the issue is made.

The Company has not identified any allottees of the proposed Shares and does not have any arrangements in place to issue the Shares.

Effect of proposal

If Resolution 6 is approved, the Company will have the capacity to issue up to 150,000,000 fully paid ordinary Shares to various allottees as per the purpose stated above. The funds raised will be used for general working capital purposes to assist in the development of the Company's Steeple Hill Iron Project.

For the purposes of Listing Rule 7.3 the Company provides the following information:

- (a) the maximum number of securities to be issued is 150,000,000 fully paid Shares;
- (b) the Shares will be issued within 3 months of the date of this meeting or such later date as approved by ASX. It is intended that the Shares will be allotted progressively;
- (c) the issue price of the Shares is to be not less than 80 per cent of the market price of the Company's Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the issue is made;
- (d) the Shares will be issued to various allottees who are yet to be determined, however it is intended that the allottees will be sophisticated or other exempt investors to whom the Shares can be offered without disclosure and in any event will not be directors, their associates or related parties;
- (e) these Shares will be issued on the same terms and conditions as the Company's existing ordinary Shares;

- (f) the amount raised from the issue of the Shares is not able to be determined at this time, however the amount raised will be used for general working capital of the Company, including the advancement of the Company's Steeple Hill Iron Project.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

In this Notice of Meeting and Explanatory Statement, the following terms have the following unless the context otherwise requires:

DEFINITIONS

“**ASIC**” means the Australian Securities & Investments Commission;

“**ASX**” means ASX Limited (ACN 008 624 691);

“**Board**” means the Directors of the Company from time to time;

“**Business Day**” has the meaning ascribed to that term by the Listing Rules;

“**Company**” means FairStar Resources Limited (ACN 115 157 689);

“**Directors**” means each of the persons who acts as directors of the Company;

“**Listing Rules**” means the official listing rules of ASX;

“**Meeting**” and “**Shareholders’ Meeting**” means the meeting of Shareholders convened by the Notice;

“**Notice**” means the notice of meeting to which this Explanatory Statement is attached;

“**Shares**” means ordinary fully paid Shares in the capital of the Company and “**Shareholders**” has a corresponding meaning;

“**WST**” means western standard Australian time.

NOTES

A shareholder who is entitled to attend and vote at a meeting of shareholders is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the company.

Where a voting exclusion applies, the company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions of the proxy form or it is cast by a person chairing the meeting as proxy for person who is entitled to vote in accordance with the direction of the proxy form to vote as the proxy decides. The directors of the company have set a snapshot date to determine the identity of those entitled to attend and vote at the meeting. The snapshot date is stated above.

A proxy form is attached. If required, it should be completed, signed and returned in accordance with the proxy instructions on that form. To be effective, the proxy form (and any power of attorney) must be lodged at the registered office of the company not less than 48 hours before the time of holding the meeting. The proxy may be lodged by facsimile transmission to Advanced Share Registry Services facsimile number:- (08) 9389 7871.

Proxy Form

FAIRSTAR RESOURCES LIMITED
 ABN 115 157 689

All correspondence to:
 Advanced Share Registry
 PO Box 1156
 NEDLANDS WA 6909
 Enquiries (within Australia)
 (08) 9389 8033
 (outside Australia) 61 8 9389 8033
 Facsimile 61 8 9389 7871

Shareholder

Name, address and daytime telephone number of shareholder.

Name.....

Address.....

Daytime telephone no.....Email Address:.....

Appointment of Proxy

I/we being member/s of Fairstar Resources Limited and entitled to attend and vote hereby appoint

The Chairman of the Meeting
 (mark with an "X")

OR

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting, or, failing the person named, or if no person 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, as the proxy sees fit) at the Annual General Meeting of Fairstar Resources Limited to be held at the Hyatt Hotel, 99 Adelaide Terrace, Perth WA 6000 on Thursday, the **28th day of November 2013** commencing at 2.30 pm (WST).

Comment: "For Resolution 1, if the chair of the meeting or any member of the key management personnel of the Company whose remuneration details are included in the remuneration report or a closely related party of that member is your proxy and you have not directed the proxy to vote on Resolution 1, the proxy will be prevented from casting your votes on Resolution 1. If the chair or another member of the key management personnel of the Company whose remuneration details are included in the remuneration report or a closely related party of that member is your proxy, in order for your votes to be counted on Resolution 1, you must direct your proxy how to vote on Resolution 1.

If the chair of the Annual General Meeting is appointed as your proxy, or may be appointed by default, and you do not wish to direct your proxy how to vote as your proxy in respect of Resolutions 2, 3, 4, 5, and 6 please place a mark in this box.

By marking this box you acknowledge that the chair of the Annual General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 2, 3, 4 and 5 and that those votes cast by the chair of the Annual General Meeting by Resolutions 2, 3, 4 and 5 other than as proxy holder will be disregarded because of that interest. If you do not mark this box and you have not directed your proxy how to vote, the chair will not case your votes on Resolutions 2, 3, 4, 5 and 6 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 2, 3, 4, 5 and 6.

If no directions are given, the chair will vote in favour of all resolutions in which the chair is entitled to vote undirected proxies.

Voting directions to your proxy – please X to indicate your directions

PROXY'S VOTING INSTRUCTIONS

If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be countered in computing the required majority on a poll.

PROXY'S VOTING INSTRUCTIONS

| | FOR | AGAINST | ABSTAIN | PROXY'S DISCRETION |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| 1. Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Re-election of Wayne Wan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Election of Timothy Symons | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Approval for the Company to issue an additional 10 % of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Ratification of issue of securities | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Future placement of shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

PLEASE SIGN HERE

This section MUST be signed in accordance with the instructions overleaf to enable your directions to be implemented

Individual or Securityholder 1

Sole director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/ Company Secretary

Contact Name

Daytime contact telephone

Date

How to complete the Proxy Form

1. Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Security holders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company.

3. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Reception on +61 8 9242 5111 or you may copy this form.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded;

(b) return both forms together in the same envelope.

5. Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the security holders should sign

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the 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 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 indicate the office held by signing in the appropriate place

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting at 2.30 pm on 28 November 2013.

Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged

by delivery, mail or facsimile to the Share Registry Advanced Share Registry:

PO Box 1156, NEDLANDS WA 6909

Enquiries (within Australia) **(08) 9389 8033**

(outside Australia) **61 8 9389 8033**

Facsimile **61 8 9389 7871**