



**Siburan
Resources
Limited**

ABN 58 137 176 393

**NOTICE OF GENERAL MEETING
EXPLANATORY MEMORANDUM
PROXY FORM**

Date of Meeting

Friday, 8 November 2013

Time of Meeting

10.00 am (WST)

Place of Meeting

Suite 9, 18 Stirling Highway
Nedlands WA 6009

For personal use only

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Siburan Resources Limited (Siburan or Company) is to be held at:

Venue: Suite 9, 18 Stirling Highway
Nedlands WA 6009
Date: Friday, 8 November 2013
Time: 10.00 am (WST)

The Explanatory Memorandum that accompanies and forms part of this Notice describes the matters to be considered at this meeting.

BUSINESS

Resolution 1 - Approval of Issue of 60,000,000 Shares

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

"That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of 60,000,000 Shares on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."

Short Explanation: Under the Listing Rules, the Company may seek shareholder approval for an issue of securities that may otherwise come within its issue capacity under Listing Rule 7.1, to allow it the flexibility to make future issues of securities up to the threshold of 15% of its total ordinary securities in any one 12 month period.

Voting Exclusion: The Company will in accordance with the Listing Rules, disregard any votes cast on Resolution 1 by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 1 is passed and any associate of those persons. 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 a 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.

EXPLANATORY MEMORANDUM

The Explanatory Memorandum is incorporated in and comprises part of this Notice. Shareholders are referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used both in this Notice and the Explanatory Memorandum.

PROXIES

Please note that:

- A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the member.
- A proxy need not be a member of the Company, but must be a natural person (not a corporation). A proxy may also be appointed by reference to an office held by the proxy (e.g. "the Company Secretary").

- Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If no such proportion is specified, each proxy may exercise half of the member's votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 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.

Further details on these changes are set out below.

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 (ie 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 a poll, and must vote that way (ie 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 (ie 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; or
 - 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.

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

VOTING ENTITLEMENTS

For the purposes of section 1074E(2) of the Corporations Act 2001 and regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that members holding ordinary shares as set out in the Company's share register at 4:00 p.m. (WST) on Wednesday, 6 November 2013 will be entitled to attend and vote at the General Meeting.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company in advance of the meeting or handed in at the meeting when registering as a corporate representative.

DATED THIS 4th DAY OF OCTOBER 2013
BY ORDER OF THE BOARD

Karen Logan
Company Secretary

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EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the General Meeting of Siburan Resources Limited (Company or Siburan).

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolution.

Resolution 1 - Approval of Issue of 60,000,000 Shares

Background

As announced to ASX on 24 September 2013, the Company received commitments from sophisticated investors to raise a total of \$3,000,000 by way of placement of 60,000,000 fully paid ordinary shares at an issue price of \$0.05 per Share (Placement).

Details of Placement

The placement of Shares will be completed in 3 tranches (Tranche) as follows:

- a) Tranche 1: 20,000,000 Shares to be issued in consideration for \$1,000,000 no later than 7 days following Shareholder approval at this General Meeting;
- b) Tranche 2: 20,000,000 Shares to be issued in consideration for \$1,000,000 no later than 1 month following payment of Tranche 1; and
- c) Tranche 3: a final issue of 20,000,000 Shares to be issued in consideration for \$1,000,000 no later than 1 month following payment of Tranche 2.

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period or agree to issue more equity securities, if the number of those securities exceeds 15% of the total shares on issue at the commencement of that period. One circumstance in which an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of the shareholders in a general meeting.

The allotment of Shares under the Placement is subject to the passing of Resolution 1, and if approved, will be placed with the sophisticated investors.

For the purposes of ASX Listing Rule 7.3, the following information is provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.1:

- (a) The maximum number of securities to be issued by the Company is 60,000,000 Shares;
- (b) The Shares will be issued no later than 3 months after the date of this Meeting (or such later date as is permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue of the Shares will occur progressively in accordance with Tranches 1 - 3 (as outlined at section (g) below);
- (c) The Shares will be issued at a price of \$0.05 per Share;
- (d) The Shares will be issued to the following parties, neither of whom are related parties of the Company:
 - i. Mr Soh Han Yuen: 30,000,000 Shares; and

- ii. China Century Overseas Ltd: 30,000,000 Shares.

- (e) The Shares will be fully paid ordinary shares in the capital of the Company and will be issued on the same terms as, and rank equally in all respects with the existing Shares; and
- (f) The funds raised from the issue of the Shares will be used to progress the Company's ongoing exploration activities at the Kirwan Tungsten Project and the Company's other projects.
- (g) The Shares will be issued in 3 tranches, as follows:
 - i. Tranche 1: 20,000,000 Shares to be issued no later than 7 days following Shareholder approval at this General Meeting;
 - ii. Tranche 2: 20,000,000 Shares to be issued no later than 1 month following allotment of Tranche 1; and
 - iii. Tranche 3: 20,000,000 Shares to be issued to be paid no later than 1 month following allotment of Tranche 2.

Board Recommendation

The Board believes that maintaining the Company's ability to issue shares within the 15% limit is in the best interest of the Company, thereby sustaining its flexibility to make placement of securities without seeking shareholder approval if the need or opportunity arises. In addition, the funds raised from the issue of Shares will advance the exploration activities at the Company's Kirwan Tungsten Project and the Company's other projects. Accordingly, the Board recommends Shareholders vote in favour of the Resolution.

Voting Intention

The Chairman of the meeting intends to vote undirected proxies in favour of the Resolution.

DEFINITIONS

\$ means an Australian dollar.

General Meeting means the general meeting the subject of this Notice.

ASX means ASX Limited (ACN 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules and Listing Rules mean the official listing rules of ASX.

Board means the board of directors of the Company.

Company or **Siburan** means Siburan Resources Limited (ACN 137 176 393).

Corporations Act means the Corporations Act 2001 (Cth).

Director means a Director of the Company and **Directors** means the directors of the Company.

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of General Meeting.

Notice or **Notice of Meeting** means the notice of general meeting accompanying this Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

WST means Western Standard Time, as observed in Perth, Western Australia.

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PROXY FORM

MR SAM SAMPLE
UNIT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE WA 6060

1. Appointment of Proxy

I/We being a member/s of Siburan 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, as the proxy sees fit) at the General Meeting of Siburan Resources Limited to be held at Suite 9, 18 Stirling Highway, Nedlands, Western Australia at 10.00 am (WST) on Friday, 8 November 2013 and at any adjournment of that meeting.

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

2. Item of Business

Please mark to indicate your voting directions.

	FOR	AGAINST	ABSTAIN
1. Approval of Issue of 60,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 on a poll and your votes will not be counted in computing the required majority.

3. Signature of Securityholder(s)

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

Individual or Securityholder 1

Individual/ Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/ Company Secretary

Contact Name

Contact Daytime Telephone

Date

HOW TO COMPLETE THE PROXY FORM

1. 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 Section 1.

A proxy need not be a securityholder of the company.

2. Item of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with your directions. 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.

3. Signing Instructions

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

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 must sign.

Power of Attorney: If you have not previously 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.

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 no later than 48 hours before the commencement of the meeting at 10.00 am (WST) on Friday, 8 November 2013. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by posting, delivery or facsimile to Siburan Resources Limited:-

PO Box 3438
Nedlands, WA 6909

Fax: (08) 6389 2588

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 the Company Secretary.