

---

**JACKA RESOURCES LIMITED**  
**ABN 79 140 110 130**  
**NOTICE OF GENERAL MEETING**

---

**TIME:** 10:00am WST  
**DATE:** Friday 30 March 2012  
**PLACE:** "Bentleys Boardroom"  
Level 1, 12 Kings Park Road  
WEST PERTH WA 6005

*This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of General Meeting please do not hesitate to contact the Company Secretary on (08) 9388 8041.*

---

## **CONTENTS**

---

Business of the Meeting (setting out the proposed resolutions)	4
Explanatory Statement (explaining the proposed resolutions)	6
Glossary	12
Schedule A – Terms and conditions of Class A Listed Options	13
Proxy Form	15

---

## **IMPORTANT INFORMATION**

---

### **TIME AND PLACE OF MEETING**

---

Notice is given that the general meeting of the Shareholders to which this Notice of General Meeting relates will be held at 10:00am WST on Friday 30 March 2012 at:

"Bentleys Boardroom"  
Level 1  
12 Kings Park Road  
West Perth 6005 Western Australia

### **YOUR VOTE IS IMPORTANT**

---

The business of the Meeting affects your shareholding and your vote is important.

### **VOTING ELIGIBILITY**

---

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm Sydney time on Wednesday 28 March 2012.

### **VOTING IN PERSON**

---

To vote in person, attend the Meeting on the date and at the place set out above.

### **VOTING BY PROXY**

---

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- Each member has a right to appoint a proxy;
- The proxy need not be a member of the company; and
- A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise half of the votes.

New 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 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.

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 (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 a 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.

---

## BUSINESS OF THE MEETING

---

### AGENDA

#### ORDINARY BUSINESS

---

**1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES TO DAVY CREST NOMINEES**

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and issue of 3,500,000 Shares to Davy Crest Nominees on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution 1 by any person who participated in the issue and any associates 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 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.

---

**2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES TO SOPHISTICATED INVESTORS**

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and issue of 17,351,875 Shares on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution 2 by any person who participated in the issue and any associates 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 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.

---

**3. RESOLUTION 3 – APPROVAL FOR THE PLACEMENT OF OPTIONS**

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

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 14,117,292 Options on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution 3 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if this Resolution 3 is passed, and any associates of those persons. However, 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 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.

---

**4. RESOLUTION 4 – APPROVAL FOR THE PLACEMENT OF SHARES AND OPTIONS**

To consider and, if thought fit, to 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, approval is given for the Directors to issue and allot up to 62,648,125 Shares and 20,882,708 Options on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution 4 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if this Resolution 4 is passed, and any associates of those persons. However, 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 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.

---

**DATED: 29 FEBRUARY 2012**

**BY ORDER OF THE BOARD**

**AMANDA WILTON-HEALD  
COMPANY SECRETARY  
JACKA RESOURCES LIMITED**

---

## EXPLANATORY STATEMENT

---

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the resolutions in the Notice of General Meeting.

---

### 1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES TO DAVY CREST NOMINEES

#### 1.1 Background

On 17 November 2011 the Company issued 3,500,000 Shares at an issue price of \$0.15 per Share to raise \$525,000.

Resolution 1 seeks Shareholder verification pursuant to ASX Listing Rule 7.4 and for all other purposes for the issue of those Shares (**Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1

By ratifying the issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

#### 1.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification;

- (a) 3,500,000 Shares were allotted;
- (b) the issue price was \$0.15 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were allotted and issued to Davy Crest Nominees. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue were used for exploration expenditure and working capital.

### 1.3 Directors' Recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 1. The Board unanimously recommends that Shareholders vote in favour of Resolution 1 as it provides the Company with the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without shareholder approval.

---

## 2. RESOLUTIONS 2 TO 4 – RATIFICATION OF PRIOR ISSUE OF SHARES AND PLACEMENT OF SHARES AND OPTIONS TO SOPHISTICATED INVESTORS

### 2.1 Background

As announced to the ASX on 24 February 2012 (**February Announcement**), the Company has engaged the services of RBC and Patersons, whereby RBC and Patersons will act as Joint Lead Managers, and RBC will act as Sole Bookrunner to the Company, in relation to the proposed two tranche capital raising to raise up to approximately \$14,175,000 (**Capital Raising**).

Under tranche 1 of the Capital Raising:

- (a) the Company has issued to sophisticated and institutional investors identified to the Company by RBC and Patersons (**Sophisticated Investors**):

- (i) 25,000,000 Shares (as approved by shareholders at the Company's 2011 annual general meeting) at an issue price of \$0.135 to raise a total of \$3,375,000 (prior to costs); and
  - (ii) 17,351,875 Shares the subject of Resolution 2 (issued under the Company's 15% placement capacity outlined in ASX listing rule 7.1) at an issue price of \$0.135 to raise a total of \$2,342,503 (prior to costs) (**Ratification Shares**);

(together, the **Tranche 1 Shares**)

- (b) subject to the Company obtaining shareholder approval pursuant to Resolution 3, the Company will issue to the subscribers of the Tranche 1 Shares, one free attaching Option for every three Tranche 1 Shares subscribed for and issued (totalling up to 14,117,292 Options) (**Tranche 1 Options**);

(together, **Tranche 1**),

Pursuant to tranche 2 of the Capital Raising and subject to the Company obtaining shareholder approval under Resolution 4 of this Notice of Meeting, the Company will issue:

- (a) up to 62,648,125 Shares to Sophisticated Investors at an issue price of \$0.135 to raise a total of \$8,457,497 (prior to costs) (**Tranche 2 Shares**); and
- (b) one free attaching Option to the Sophisticated Investors for every three Tranche 2 Shares subscribed for and issued (totalling up to 20,882,708 Options) (**Tranche 2 Options**)

(together, **Tranche 2**).

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Ratification Shares. Resolution 3 seeks approval for the issue of the Tranche 1 Options, and Resolution 4 seeks approval for the issue of the Tranche 2 Options and the Tranche 2 Shares.

## 2.2 Use of Funds

As outlined in the February Announcement, the funds raised pursuant to the Capital Raising will be applied to:

Item	Amount
<b>Tranche 1</b>	
Payment for the acquisition of Jacka's equity interest in the OML 113 licence, located offshore Nigeria	\$5,500,000
New venture activities, transaction expenses and working capital	\$217,503
<b>TOTAL</b>	<b>\$5,717,503</b>

Item	Amount
<b>Tranche 2</b>	
Share of drill and test costs for the Hammamet West 3 appraisal well in the Bargou Block offshore Tunisia in Q3 2012	\$7,200,000
New venture activities, transaction expenses and working capital	\$1,257,497
<b>TOTAL</b>	<b>\$8,457,497</b>

In the event that shareholder approval is not obtained under Resolution 4, the Company will need to find alternate means to fund its work program outlined in the Tranche 2 section of the funds table above.

## 2.3 Capital Structure

The indicative effect of the Capital Raising on the capital structure of the Company will be as follows:

	Shares
<b>Issued capital prior to Capital Raising</b>	<b>142,512,503</b>
Issue of Tranche 1 Shares <sup>1</sup>	42,351,875
Issue of Tranche 2 Shares <sup>2</sup>	62,648,125
<b>Total Shares on issue on completion of Capital Raising</b>	<b>247,512,503</b>

### Notes

<sup>1</sup> Assumes that the maximum number of Tranche 1 Shares intended to be issued pursuant to Tranche 1 of the Capital Raising were issued.

<sup>2</sup> Assumes that shareholders approve Resolution 4 and that the maximum number of Tranche 2 Shares are issued pursuant to Tranche 2 of the Capital Raising.



	Shares
<b>Current issued capital - Options</b>	<b>41,337,501</b>
Issue of Tranche 1 Options <sup>1</sup>	14,117,292
Issue of Tranche 2 Options <sup>2</sup>	20,882,708
<b>Total Options on issue on completion of Capital Raising</b>	<b>76,337,501</b>

Notes

<sup>1</sup> Assumes that shareholders approve Resolution 3 and that the maximum number of Tranche 1 Options are issued pursuant to Tranche 1 of the Capital Raising.

<sup>2</sup> Assumes that shareholders approve Resolution 4 and that the maximum number of Tranche 2 Shares and Tranche 2 Options are issued pursuant to Tranche 2 of the Capital Raising.

## 2.4 Resolution 2 – Ratification of Prior Issue of Shares

Resolution 2 seeks Shareholder verification pursuant to ASX Listing Rule 7.4 and for all other purposes for the issue of the Ratification Shares (**Capital Raising Ratification**).

By ratifying this issue of the Ratification Shares, the Company will retain the flexibility to issue equity securities in the future of up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Please refer to section 2.1 for an outline of the Capital Raising and Section 1.1 above for a summary of ASX Listing Rule 7.1.

### Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Capital Raising Ratification;

- (a) 17,351,875 Shares were allotted on 28 February 2012;
- (b) the issue price was \$0.135 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were allotted and issued to sophisticated and professional investors identified by RBC and Patersons. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue were used for in accordance with section 2.2 above.

## 2.5 Resolution 3 – Approval for Future Placement of Options

### General

Resolution 3 seeks Shareholder approval for the allotment and issue of up to 14,117,292 Tranche 1 Options as free attaching Options on a 1 to 3 basis as outlined in section 2.1 above.

Please refer to section 2.1 for an outline of the Capital Raising and Section 1.1 above for a summary of ASX Listing Rule 7.1.

The effect of Resolution 3 will be to allow the Directors to issue the Tranche 1 Options pursuant to Tranche 1 of the Capital Raising during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

#### **Technical information required by ASX Listing Rule 7.3**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Tranche 1 Options:

- (a) the maximum number of Tranche 1 Options to be issued is 14,117,292;
- (b) the Tranche 1 Options will be allotted and issued no later than 3 months after the date of the Meeting (or such later date as approved by ASX);
- (c) the issue price of the Tranche 1 Options will be nil as they will be issued free attaching with the Tranche 1 Shares on a 1 for 3 basis, therefore, no funds will be raised from the issue of the Tranche 1 Options;
- (d) the Tranche 1 Options will be allotted and issued to the sophisticated and institutional investors identified by Patersons and RBC, who are not related parties of the Company; and
- (e) the Tranche 1 Options will be 'A Class Listed Options' and will be issued on the terms and conditions set out in Schedule A.

## **2.6 Resolution 4**

Resolution 4 seeks Shareholder approval for the allotment and issue of up to 62,648,125 Shares and 20,882,708 Options as Tranche 2 of the Capital Raising.

Please refer to section 2.1 for an outline of the Capital Raising and Section 1.1 above for a summary of ASX Listing Rule 7.1.

The effect of Resolution 4 will be to allow the Directors to issue the Tranche 2 Shares and the Tranche 2 Options pursuant to the Capital Raising during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

#### **Technical information required by ASX Listing Rule 7.3**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Tranche 2 Shares and the Tranche 2 Options:

- (a) the maximum number of securities to be issued is 62,648,125 Tranche 2 Shares and 20,882,708 Tranche 2 Options;
- (b) the Tranche 2 Shares and Tranche 2 Options will be allotted and issued no later than 3 months after the date of the Meeting (or such later date as approved by ASX);
- (c) the issue price of the Tranche 2 Shares will be \$0.135 per Share;
- (d) the Tranche 2 Options will be issued for nil consideration as they are free attaching Options issued on a 1 for 3 basis, therefore, no funds will be raised from the issue of the Tranche 2 Options;

- (e) the Tranche 2 Shares and the Tranche 2 Options will be issued to sophisticated and institutional investors identified by Patersons and RBC, who are not related parties of the Company;
- (f) the Tranche 2 Shares to be issued will be fully paid ordinary shares in the capital of the Company and shall rank pari-passu with the existing Shares of the Company;
- (f) the Tranche 2 Options will be 'A Class Listed Options' and will be issued on the terms and conditions set out in Schedule A; and
- (g) the Company intends to use the funds raised pursuant to the issue of the Tranche 2 Shares in accordance with the Use of Funds table outlined in section 2.2 of this Notice of Meeting.

---

## GLOSSARY

---

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

**ASIC** means Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 724 791).

**ASX Listing Rules** or **Listing Rules** means the official Listing Rules of ASX.

**Board** means the Board of Directors of the Company.

**Company** or **Jacka Resources** means Jacka Resources Limited (ACN 140 110 130).

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** mean the current directors of the Company.

**Explanatory Statement** means the explanatory statement to the Notice.

**Meeting** means the meeting convened by the Notice.

**Notice of General Meeting** means the notice of general meeting accompanying this Explanatory Statement.

**Option** means an option to acquire a Share with the terms and conditions set out in Schedule A.

**Optionholder** means a holder of an Option.

**Patersons** means Patersons Securities Limited.

**Proxy Form** means the proxy form attached to the Notice.

**RBC** means Royal Bank of Canada, operating as RBC Capital Markets.

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

**Shareholder** means a shareholder of the Company.

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

---

**SCHEDULE A – TERMS AND CONDITIONS OF A CLASS LISTED OPTIONS**

---

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (i) Each Option gives the Optionholder the right to subscribe for one Share.
- (ii) Each Option will expire at 5.00pm (WST) on 31 December 2012 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (iii) Subject to paragraph (xi), the amount payable upon exercise of each Option will be \$0.20 (**Exercise Price**).
- (iv) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (v) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
  - (A) a written notice of exercise of Options specifying the number of Options being exercised; and
  - (B) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;**(Exercise Notice)**.
- (vi) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (vii) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (viii) Subject to the expiry of any applicable escrow period the Options shall be freely transferable.
- (ix) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (x) The Company will apply for quotation of the Options on ASX. In addition, the Company will also apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (xi) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (xii) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without first exercising the Options.

- (xiii) An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

## PROXY FORM

**APPOINTMENT OF PROXY  
JACKA RESOURCES LIMITED  
ACN 140 110 130**

### GENERAL MEETING

I/We

of

being a member of Jacka Resources Limited entitled to attend and vote at the General Meeting, hereby  
Appoint

Name of proxy

OR

☐

the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at the "Bentleys Boardroom", Level 1, 12 Kings Park Road, West Perth 6005, Western Australia at 9:00am WST on Friday 30 March 2012, and at any adjournment thereof.

☐ If the Chair of the 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 1-4** please place a mark in this box.

By marking this box, you acknowledge that the Chair of the General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 1-4 and that votes cast by the Chair of the General Meeting for Resolutions 1-4 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 cast your votes on Resolutions 1-4 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1-4.

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

### Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 Ratification of Prior Issue of Shares to Davy Crest Nominees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of Prior Issue of Shares to Sophisticated Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval for the Placement of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval for the Placement of Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Signature of Member(s): \_\_\_\_\_ Date: \_\_\_\_\_

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: \_\_\_\_\_ Contact Ph (daytime): \_\_\_\_\_

E-mail Address: \_\_\_\_\_ Consent for contact by e-mail YES ☐ NO ☐

**JACKA RESOURCES LIMITED**  
**ACN 140 110 130**  
**Instructions for Completing 'Appointment of Proxy' Form**

1. **(Appointing a Proxy):** A member entitled to attend and cast a vote at a General Meeting is entitled to appoint a proxy to attend and vote on their behalf at the meeting. If the member is entitled to cast 2 or more votes at the meeting, the member may appoint a second proxy to attend and vote on their behalf at the meeting. However, where both proxies attend the meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A member who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and the appointments do not specify the proportion or number of the member's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
  - **(Individual):** Where the holding is in one name, the member must sign.
  - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
  - **(Power of Attorney):** If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to Jacka Resources Limited, GPO Box 2517, PERTH Western Australia 6831; or
  - (xiv) facsimile to the Company on facsimile number +61 8 9388 8042; or
  - (xv) email to the Company at admin@jackaresources.com.au,so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy forms received later than this time will be invalid.**