

# **Diatreme Resources Limited**

ABN 33 061 267 061

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## **NOTICE OF GENERAL MEETING**

## **EXPLANATORY MEMORANDUM**

## **PROXY FORM**

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Date of Meeting: Thursday 11 October 2018

Time of Meeting: 2.00pm (Brisbane time)

Place of Meeting: Unit 8  
61 Holdsworth Street  
Coorparoo QLD 4151

**Diatreme Resources Limited**  
**ABN 33 061 267 061**

**NOTICE OF GENERAL MEETING**

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**NOTICE IS HEREBY GIVEN** that a General Meeting of Diatreme Resources Limited (ABN 33 061 267 061) (**Company**) will be convened at 2.00 pm on Thursday 11 October 2018 at the offices of the Company, Unit 8, 61 Holdsworth Street, Coorparoo, Brisbane.

Attached to, and forming part of, this Notice of Meeting is an Explanatory Statement that provides Shareholders with background information and further details on the Resolution to be considered at the Meeting.

Capitalised terms and abbreviations used in this Notice of Meeting and the Explanatory Statement are defined in the glossary, appearing after the Explanatory Statement below.

**AGENDA**

**1. RESOLUTION 1 – APPROVAL TO CONVERT NOTES**

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

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the conversion of Notes with a face value of A\$1.5 million, issued to the Noteholder into Shares, and the conversion into Shares of all accrued interest due on all Notes held by the Noteholder, on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Restriction**

As an ordinary resolution, the above resolution must be passed by more than 50 per cent of the votes cast by members entitled to vote on each of the resolution.

In accordance with the ASX Listing Rules, the Company will disregard any vote cast by the Noteholder and any of its Associates, and by any other person who would benefit from the passing of a resolution.

A vote will not be disregarded if:

- (a) cast by a person as proxy for a member who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) cast by the chairman of the meeting as proxy for a member who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

**PLEASE READ THE EXPLANATORY STATEMENT FOR THIS RESOLUTION**

**IMPORTANT NOTES**

**Voting entitlements**

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) and ASX Settlement Operating Rule 5.6.1, the Board has determined that for the purpose of voting at the Meeting, the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (Sydney time) on Tuesday 9 October 2018.

If you are not a registered Shareholder at that time, you will not be entitled to vote at the Meeting.

**How to vote**

You may vote by attending the Meeting in person, by proxy or authorised representative. Registration will commence just prior to the Meeting. To vote in person, attend the Meeting on the date and at the place set out on the front page of this Notice.

## **Voting at the Meeting**

Ordinary resolutions require the support of more than 50% of the votes cast. Special resolutions require the support of at least 75% of the votes cast. All the Resolutions at this Meeting are ordinary resolutions.

Every question arising at this Meeting will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Company's Constitution. On a show of hands, every Shareholder who is present in person or by proxy, representative or attorney, will have one vote. Upon a poll, every person who is present in person or by proxy, representative or attorney will have one vote for each Share held by that person.

## **Proxy votes**

A Shareholder who is entitled to attend the Meeting and vote is entitled to appoint a proxy to attend and vote for the Shareholder at the Meeting. A proxy need not be a Shareholder. If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. A Proxy Form accompanies this Notice.

To be valid, the appointment of a proxy (made using a properly completed and executed Proxy Form) must be received by the Company no later than 48 hours before the commencement of the meeting.

Proxy Forms can be submitted by the below methods:

By posting:	Diatreme Resources Limited Share Registry C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235
By facsimile:	(02) 9287 0309
By delivery:	Link Market Services Limited Either: 1A Homebush Bay Drive Rhodes NSW 2138, or Level 12, 680 George Street Sydney NSW 2000
Online:	Lodging it online at Link's website ( <a href="http://www.linkmarketservices.com.au">www.linkmarketservices.com.au</a> ) in accordance with the instructions given there (you will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website).

## **Voting Intention of the Chairman for the Resolution**

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolution the subject of this Meeting, subject to compliance with the Corporations Act.

## **BY ORDER OF THE BOARD**

Tuan Do  
Company Secretary

7 September 2018

**Diatreme Resources Limited**  
**ABN 33 061 267 061**

**EXPLANATORY STATEMENT**

**1. INTRODUCTION**

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This Explanatory Memorandum has been prepared for the information of Shareholders of Diatreme Resources Limited ("**Company**") in connection with the business to be conducted at the General Meeting to be held at 2.00 pm on Thursday 11 October 2018 to assist Shareholders to determine how to vote on the proposed Resolution.

Shareholders should read this Explanatory Memorandum in full, as individual Sections may not give a comprehensive review of the proposal contemplated. This Explanatory Memorandum forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

**2. BACKGROUND – ISSUE OF NOTES**

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**2.1 Notes Issued**

As announced to the market on 19 May 2015, the Company secured A\$3 million from a private investor by way of the issue of convertible notes, the terms of which are summarised at Section 2.4 below (**Notes**).

A total of 12 Notes were issued each with a face value of A\$250,000 (totalling A\$3 million), a coupon interest rate of 5.20% per annum (payable half-yearly in arrears) and a maturity date of 31 July 2018 (**Maturity**). The principal was to be repayable at Maturity as A\$1.5 million in cash (**Repayable Component**), with the remaining A\$1.5 million to be converted into Shares at a fixed price of A\$0.02 per Share (**Convertible Component**).

A summary of the terms of the Notes (as amended) is set out at Section 2.4 below, with the detailed terms of the Notes (prior to amendment) reproduced in the **Annexure**.

**2.2 Amended Note Terms**

The Company further announced on 15 July 2018, that the terms of the Notes had been amended to provide for the following:

- (a) in respect of the Repayable Component –
  - (i) an extension of 24 months, now due for payment on 31 July 2020;
  - (ii) interest to continue to accrue at the rate of 5.20% per annum payable quarterly in arrears on the principal amount of A\$1.5 million;
- (b) in respect of the Convertible Component –
  - (i) the principal sum of A\$1.5 million (**Principal Sum**) shall be converted as at Maturity as originally intended, subject to Shareholders first approving the conversion; and
  - (ii) the corresponding accrued interest (net of withholding tax) component (up to Maturity) shall now also be converted into Shares at the prevailing price at which Shares are trading at the date of actual conversion.

The Noteholder has also agreed that the Company may satisfy payment of the accrued interest on the Repayable Component, up to and including 31 July 2018, by conversion into Shares on the same basis as set out in Section 2.2(b)(ii) above.

Accordingly, the proposed Resolution concerns the conversion of the Principal Sum of the Convertible Component, and conversion of the accrued interest on both the Convertible Component and the Repayable Component up 31 July 2018 (together referred to in this Notice as **Accrued Interest**).

### 2.3 Conversion Prices

The Principal Sum of the Convertible Component shall be converted at the fixed price of A\$0.02, as per the original Note terms.

The Accrued Interest (net of withholding tax) to be converted is an amount of \$316,454. This will be converted at the prevailing Share price as at the date of conversion, which the Company expects will be within 3 Business Days of the date of the Meeting. Accordingly, the conversion price of the Accrued Interest cannot be ascertained as at the date of the Notice.

Over the past 12 month period, the Company's Shares have traded at a high of A\$0.03 and a low of A\$0.01. The closing price on 3 September 2018 at which the Company's Shares traded prior to release of this Notice was A\$0.022.

### 2.4 Summary of Note Terms

The key terms and conditions of the Notes (as amended) are:

<b>Number of Notes</b>	12
<b>Face value for each Note</b>	A\$250,000
<b>Aggregate Face Value</b>	A\$3,000,000
<b>Interest rate</b>	5.20% p.a. (payable quarterly in arrears)
<b>Fully drawn</b>	Yes
<b>Repayment profile</b>	
• <b>50% in cash</b>	\$1,500,000
• <b>50% in Shares</b>	\$1,500,000
<b>Maturity</b>	31 July 2018, but now extended to 31 July 2020 in respect of the Repayable Component only.
<b>Conversion Price – Principal Sum of the Convertible Component (A\$1.5 million)</b>	Fixed at A\$0.02, resulting in 75,000,000 Shares to be issued to repay principal.
<b>Conversion Price – Accrued Interest (net of withholding tax) on both Convertible Component and Repayable Component (A\$316,454)</b>	Prevailing Share price as at the date of actual conversion

The full terms and conditions of the Notes, prior to the amendment announced on 15 July 2018, are reproduced in the **Annexure**.

### 3. LISTING RULE 7.1 (15% RULE)

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#### 3.1 Approval required

The purpose of Resolution 1 is for Shareholders to approve issues of securities which may exceed the Company's 15% limit under ASX Listing Rule 7.1.

Listing Rule 7.1 provides that a listed entity must not, (subject to certain exceptions) issue or agree to issue more equity securities in any 12 month period than the amount calculated in accordance with LR7.1, without shareholder approval.

Broadly this equates to 15% of its fully paid ordinary securities on issue at the start of the 12 month period (**15% Rule**).

The Notes at their time of issue are debt securities, and will only become equity securities of the Company once Shareholders approve their conversion into Shares.

Assuming that Shareholder approval is obtained, if the Notes are converted the issue of the resulting Shares will fall within the exception to the 15% Rule contained in LR7.2, Exception 4 (which covers an issue on the conversion of convertible securities (here the Notes) where the ASX Listing Rules have been complied with upon the issue of the Notes.

Shareholder approval is sought for the issue of ordinary shares in the Company upon conversion of the Notes subscribed by the Noteholder.

#### 3.2 Listing Rule 7.3 Disclosure

Listing Rule 7.3 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolution 1 (Conversion of the Notes) for the purpose of Listing Rule 7.1:

**(a) Formula for calculating the maximum number of securities to be issued**

A total of 75,000,000 Shares will be issued in respect of the Principal Sum.

The number of Shares to be issued in respect of the Accrued Interest will be calculated in accordance with the formula specified in sub-paragraph (c), below.

**(b) Date by which the securities will be issued**

The Notes have already been issued. It is intended that Shares will be issued on conversion of the Notes. This shall be as soon as practicable following the Meeting, and in any event, no later than 3 months after the date of the Meeting.

**(c) The price at which the securities will be issued**

The Shares to be issued in satisfaction of the Principal Sum shall be issued at the fixed price of A\$0.02 (as per the Note terms), resulting in additional 75,000,000 Shares being issued.

As stated above, the Accrued Interest (net of withholding tax) of A\$316,454 is to be converted at the prevailing Share price as at the date of conversion (**Interest Conversion Price**), which shall be as soon as practicable following the date of the Meeting. This price cannot be determined until after the date of the Meeting.

The number of Shares required to satisfy the Accrued Interest will be calculated as:

$$A\$316,454 \div \text{Interest Conversion Price}$$

Some potential scenarios at different prices are modelled at Section 3.3 below.

**(d) Names of the person to whom the Company will issue the securities or the basis on which those persons will be determined**

The Noteholder is Ms. Jie Wu, a private investor. The Noteholder is not a related party. The Noteholder will become a substantial holder of the company should the resolution be approved by Shareholders at this General Meeting.

**(e) The terms of the securities**

The key terms and conditions of the Notes (as amended) are summarised above at Section 0, with detailed terms (prior to amendment) set out in the **Annexure**.

If the Notes are converted, the Shares issued will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.

**(f) The use of (or intended use) of the funds raised**

The total amount raised from the Notes issued in May 2015 was A\$3 million.

The funds raised have been utilised toward progressing Cyclone's DFS, negotiating with potential project investment partners, conducting further commercial studies on Tick Hill and also undertaking limited exploration on carefully selected mineral sands/metalliferous projects, including Cape Bedford; as well as for essential working capital.

**(g) Issue dates**

The Notes were progressively issued to the Noteholder starting on 31 July 2015. The Company is bound to issue Shares in satisfaction of the Convertible Component of the Notes and the Accrued Interest following receipt of Shareholder approval and shall endeavour to do so as soon as practicable following the Meeting (and by no later than 3 months following the Meeting).

### 3.3 Effect of Conversion

As noted above, the number of Shares resulting from the conversion of the Principal Sum shall be 75,000,000; however the number of Shares resulting from the conversion of the Accrued Interest will not be known until their actual date of conversion, subsequent to the Meeting.

To assist Shareholders to assess the potential impact on the Company's capital structure, the following three scenarios are provided (which have been chosen based on the fixed conversion price for the Principal Sum, and the highest and lowest prices at which the Company's Shares have traded over the past 12 months):

	<b>Scenario 1 (\$0.02)</b>	<b>Scenario 2 (Low of \$0.01)</b>	<b>Scenario 2 (High of \$0.03)</b>
<b>Existing Shares</b>	1,099,573,480	1,099,573,480	1,099,573,480
<b>New Shares – Principal Sum</b>	75,000,000	75,000,000	75,000,000
<b>New Shares – Accrued Interest</b>	15,822,708	31,645,415	10,548,472
<b>Pro forma (post conversion of Notes)</b>	<b>1,190,396,188</b>	<b>1,206,218,895</b>	<b>1,185,121,952</b>
<b>Dilutionary impact</b>	8.3%	9.7%	7.8%

### 3.4 **Directors Recommendation**

All Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

If Resolution 1 is not passed, the Noteholder may demand repayment of the Principal Sum of A\$1.5 million and the Accrued Interest (net of withholding tax) of A\$316,454 (calculated on the basis of interest accrued on the full A\$3 million of Notes), totalling A\$1,816,454 as at the date of this Meeting. Interest will also continue to accrue on the Principal Sum of the remaining A\$1.5 million Repayable Component at the rate of 5.20% p.a., payable in cash on a quarterly basis.



## GLOSSARY

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**\$** means Australian dollars unless otherwise specified.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires.

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

**Board** means the current board of directors of the Company.

**Chairman** means the chair of the Meeting.

**Company** means Diatreme Resources Limited (ABN 33 061 267 061).

**Constitution** means the constitution of the Company.

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

**Director** means a director of the Company.

**Explanatory Statement** means the explanatory statement accompanying and forming part of the Notice of Meeting.

**Meeting or General Meeting** means the general meeting of the Company convened by this Notice.

**Notice or Notice of Meeting** means this document, including the notice of general meeting, the Explanatory Statement and the Proxy Form.

**Noteholder** means Ms Jie Wu, the private investor who subscribed for the Notes.

**Notes** means the Notes described at Section 2 of this Explanatory Statement.

**Proxy Form** means the proxy form accompanying, and forming part of, the Notice.

**Resolution** means a resolution set out in the Notice of Meeting.

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

**Shareholder** means a holder of Shares.

## **ANNEXURE – Terms and Conditions of Notes (prior to amendment)**

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1. 50% of the face value of each Note will be repaid in Australian dollars without deduction or counterclaim on the third anniversary of the Completion Date<sup>1</sup> unless extended in accordance with Clause 2 (“**Expiry Date**”)<sup>2</sup>.
2. The Company may extend the Expiry Date by 12 months at the request of the Noteholder.
3. 50% of the value of the Notes will convert into ordinary shares of the Company on the Expiry Date at a fixed price of AUD\$0.02 per share.
4. Interest will be payable on each Note at the rate of 5.20 per cent per annum, from the Completion Date until the date of actual repayment or conversion, and will be paid by half yearly instalments in arrears on the 6 month anniversary of the Completion Date<sup>3</sup>. The half yearly interest payments shall be net of any applicable withholding tax in accordance with the Australian Tax Laws.
5. The Noteholder may demand immediate repayment of the Note together with all accrued interest and the Company must immediately make the total payment so requested in cash upon the occurrence of any of the following events:
  - a. the Company fails to perform any other undertaking or obligation of it under this Note and that failure is not remediable;
  - b. if the failure described in clause 6(a) is remediable, and the Company does not remedy the failure within five business days after receipt by the Company of a notice from the Noteholder specifying the failure;
  - c. any of the following occur:
    - i. an application is made;
    - ii. an order is made; or
    - iii. a resolution is passed or any steps are taken to pass a resolution, for the winding up of the Company;
  - d. any of the following occur:
    - i. an administrator is appointed, or any steps are taken to appoint an administrator; or
    - ii. a resolution to appoint an administrator is passed, or any steps are taken to pass a resolution to appoint an administrator, to the Company;
  - e. the Company is deregistered, or any steps are taken to deregister it or the Company;
  - f. the Company suspends payment of its debts generally;
  - g. the Company is:
    - i. unable to pay its debts when they are due; or
    - ii. deemed to be unable to pay its debts under applicable legislation;
  - h. the Company enters into or resolves to enter into any insolvent arrangement, or composition or compromise with, or assignment for the benefit of any of its or their creditors.

6. There are no participating rights or entitlement inherent in the Notes and the Noteholder in such capacity will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Note.
7. In the event of a reorganisation of capital by the Company the number of Notes will be adjusted in accordance with Listing Rule 7.22 of the Listing Rules of the Australian Securities Exchange.
8. The Company hereby irrevocably and unconditionally undertakes and agrees that for so long as the Note shall remain outstanding it shall not create any mortgage, charge or other encumbrance over any of its assets or undertaking (except for any encumbrance that shall arise by operation of law in the Company's ordinary course of business, or any encumbrance provided as security for any bank accommodation), nor shall it dispose of the whole or any material asset, except in either case with the prior written consent of the Noteholder.
9. If and to the extent any of the preceding terms and conditions are inconsistent with the Listing Rules of the Australian Securities Exchange, such rules will prevail in all respects to the extent of the inconsistency.
10. These terms and conditions are governed by the laws of the State of New South Wales and the Noteholder unconditionally submits to the jurisdiction of the courts of that State and courts of appeal from them.

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***Notations in relation to amendments:***

1. *Completion Date occurred on 31 July 2015.*
2. *Expiry Date refers to the "Maturity" of 31 July 2018, now amended to 31 July 2020 in respect of the Repayable Component of the Notes (A\$1.5 million) and interest thereon.*
3. *Interest is now payable quarterly in arrears, rather than half-yearly.*


(Full details of amendments are set out at Section 2.2 of this Explanatory Memorandum).


## LODGE YOUR VOTE

 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

 **BY MAIL**  
Diatreme Resources Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**  
Telephone: 1300 554 474      Overseas: +61 1300 554 474

## PROXY FORM

I/We being a member(s) of Diatreme Resources Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

**the Chairman of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **2:00pm on Thursday, 11 October 2018 at the offices of the Company, Unit 8, 61 Holdsworth Street, Coorparoo, Brisbane** (the **Meeting**) and at any postponement or adjournment of the Meeting.

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

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an


#### Resolution

For    Against    Abstain\*

1 Approval to convert Notes

STEP 2

 \* 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 counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

STEP 3

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### 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 make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares 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 shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, 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.

### 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 the Company's share registry or you may copy this form and return them both together.

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 shares 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; and
- (b) return both forms together.

### 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, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney 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.

### CORPORATE REPRESENTATIVES

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 in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm on Tuesday, 9 October 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MAIL

Diatreme Resources Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**