



**Tyranna Resources Limited**  
**ACN 124 990 405**

## **NOTICE OF GENERAL MEETING**

**The General Meeting of the Company will be held at  
The Celtic Club, 48 Ord Street, West Perth, Western Australia  
on Friday, 21 September 2018 at 2.00 pm (WST).**

*The 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 accountant, solicitor or other professional adviser prior to voting.*

*Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (08) 9485 1040*

**Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice**

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# TYRANNA RESOURCES LIMITED

ACN 124 990 405

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## NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders of Tyranna Resources Limited (**Company**) will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Friday, 21 September 2018 at 2.00 pm (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

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 as Shareholders on Wednesday, 19 September 2018 at 2.00 pm (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

## AGENDA

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### 1. Resolution 1 - Approval to issue US Cobalt Consideration Shares

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 141,176,470 Shares to the US Cobalt Vendors (or their respective nominees) on the terms and conditions set out in the Explanatory Memorandum."*

#### Voting Exclusion

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares), or their respective associates.

However, the Company need not disregard a vote if:

- (a) 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
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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## 2. Resolution 2 - Ratification of issue of Options

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,000,000 Options to Mr Klaus Eckhof (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."*

### Voting Exclusion

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Klaus Eckhof or his nominee or his associates.

However, the Company need not disregard a vote if:

- (a) 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
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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## 3. Resolution 3 - Approval to issue Options

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the following issue of securities on the terms and conditions set out in the Explanatory Memorandum:*

- (a) *10,000,000 Options to Mr Greg Smith (or his nominee); and*
- (b) *20,000,000 Options to Mr Paul Lloyd (or his nominee)."*

### Voting Exclusion

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of each of these Resolutions by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue provided for by the relevant Resolution (except a benefit solely by reason of being a holder of Shares), or their respective associates.

However, the Company need not disregard a vote if:

- (a) 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
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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## 4. Resolution 4 - Ratification of issue of Eureka Consideration Shares

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 87,028,834 Shares to Central Iron Ore Limited (or its nominee) on the terms and conditions set out in the Explanatory Memorandum."*

### **Voting Exclusion**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of Central Iron Ore Limited or its nominee or its associates.

However, the Company need not disregard a vote if:

- (a) 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
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**BY ORDER OF THE BOARD**

Yugi Gouw  
**Company Secretary**  
Dated: 20 August 2018

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# TYRANNA RESOURCES LIMITED

ACN 124 990 405

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## EXPLANATORY MEMORANDUM

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### 1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Friday, 21 September 2018 at 2.00 pm (WST) (**Meeting**).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Background to Resolutions
Section 4	Resolution 1 - Approval to issue US Cobalt Consideration Shares
Section 5	Resolution 2 - Ratification of issue of Options
Section 6	Resolution 3 - Approval to issue Options
Section 7	Resolution 4 - Ratification of issue of Eureka Consideration Shares
Schedule 1	Definitions
Schedule 2	Terms and conditions of Options

A Proxy Form is located at the end of the Explanatory Memorandum.

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## 2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the 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 or number 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.

The Chairperson intends to exercise all available proxies in favour of all Resolutions.

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## 3. Background to Resolutions 1-3

### 3.1 Background

On 22 March 2018, the Company announced that it had entered into a binding option agreement to acquire private company, US Cobalt Pty Ltd (**US Cobalt**). On 21 August 2018, the Company announced that it had exercised the option and entered into a definitive agreement (**Acquisition Agreement**) with the major vendors of US Cobalt to acquire 100% of the issued share capital of US Cobalt (**Acquisition**).

US Cobalt owns 100% of the shares in Columbia Pass Inc (**Columbia Pass**), a company registered in Nevada, USA. US Cobalt, via Columbia Pass, owns the 329 BLM claims comprising the Goodsprings Cobalt and Base Metals Project. For further information regarding the Goodsprings Cobalt and Base Metals Project, refer to the Company's announcement of 22 March 2018.

### 3.2 Summary of key terms of the Acquisition Agreement

#### (a) Consideration

The consideration payable by the Company for the Acquisition pursuant to the definitive agreement is comprised of the following:

- (i) cash payment of \$100,000 for 14 day exclusive option, which has been paid in full; and

- (ii) issue of 141,176,470 Shares at a deemed issue price of \$0.017 per Share (**US Cobalt Consideration Shares**).

(b) **Conditions precedent**

Completion of the Acquisition remains subject to the satisfaction of the following conditions precedent:

- (i) the minority vendors of US Cobalt executing binding short-form agreements with the the Company for the sale of their shares in US Cobalt in exchange for their pro rata entitlement to the US Cobalt Consideration Shares; and
- (ii) the receipt of all Shareholder approval for the issue of the US Cobalt Consideration Shares.

It is expected that the condition precedent described in paragraph (i) above will be satisfied by the date of the Meeting. The condition precedent described in paragraph (ii) above is the subject of Resolution 1.

(c) **Voluntary escrow**

The Acquisition Agreement provides that 35,294,118 of the US Cobalt Consideration Shares (**Escrowed Shares**) will be subject to voluntary escrow for a period ending six months after the execution of the Acquisition Agreement (**Voluntary Escrow Period**).

During the Voluntary Escrow Period, the holders of the Escrowed Shares may:

- (i) accept their Escrowed Shares into a takeover bid made under Chapter 6 of the Corporations Act in respect of all the Shares that is or has become free of any defeating conditions (other than a condition in respect of the events listed in section 652C of the Corporations Act);
- (ii) have their Escrowed Shares transferred or cancelled as part of the transfer or cancellation of all the Shares as part of a scheme of arrangement under Part 5.1 of the Corporations Act; or
- (iii) otherwise deal with their Escrowed Shares as may be required by applicable law or order of a court of competent jurisdiction,

and the Company must ask its share registry to remove the holding lock to allow the holder to deal with the Escrowed Shares in the circumstances described above.

With the exception of the holding lock described above, the holders will be entitled to all other rights applicable to holders of Shares in respect of the Escrowed Shares, including in relation to voting, entitlements to participate in pro rata offers to eligible security holders, bonus issues and dividends.

The Escrowed Shares comprise 25% of the total number of Consideration Shares, and 4.41% of the Company's Shares on issue as at the date of this Notice.

### **3.3 Additional issues of Options**

Additionally, the Company agreed to issue the following Options:

- (a) 20,000,000 Options to Mr Klaus Eckhof as partial consideration for consulting services he provided in connection with the Acquisition;
- (b) 10,000,000 Options to Mr Greg Smith also as partial consideration for consulting services he provided in connection with the Acquisition; and
- (c) 20,000,000 Options to Mr Paul Lloyd for services he provided the Company in his capacity as director of US Cobalt.

On 7 May 2018 the Company issued the 20,000,000 Options to Mr Klaus Eckhof, pursuant to the Company's 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval. Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of Options to Mr Klaus Eckhof.

Resolutions 3(a) and (b) seek Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Options to each of Mr Greg Smith and Mr Paul Lloyd.

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## **4. Resolution 1 - Approval to issue US Cobalt Consideration Shares**

### **4.1 General**

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the US Cobalt Consideration Shares.

### **4.2 Listing Rule 7.1**

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 1 will be to allow the Company to issue the US Cobalt Consideration Shares during the period of three months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

### **4.3 Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the US Cobalt Consideration Shares:

- (a) a maximum of 141,176,470 US Cobalt Consideration Shares are to be issued;
- (b) the US Cobalt Consideration Shares will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is intended that they will all be issued on the same day;

- (c) the US Cobalt Consideration Shares will be issued at a deemed issue price of \$0.017 per share;
- (d) the US Cobalt Consideration Shares will be issued to the US Cobalt Vendors or their respective nominees;
- (e) the US Cobalt Consideration Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue, except with respect to the voluntary escrow arrangements summarised in Section 3.2(c);
- (f) the US Cobalt Consideration Shares will be issued as part consideration for the Acquisition and therefore, no funds will be raised by their issue;
- (g) it is intended that the US Cobalt Consideration Shares will be issued on or about the date of the Meeting; and
- (h) a voting exclusion statement is included in the Notice.

#### **4.4 Additional information**

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

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## **5. Resolution 2 - Ratification of issue of Options**

### **5.1 General**

Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of Options to Mr Klaus Eckhof.

### **5.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is in Section 4.2.

### **5.3 Listing Rule 7.4**

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

The effect of Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **5.4 Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Options:

- (a) a total of 20,000,000 Options were issued on 8 May 2018;
- (b) the Options were issued for nil cash consideration;
- (c) the Options were issued on the terms and conditions in Schedule 2;
- (d) the Options were issued to Mr Klaus Eckhof (or his nominee);
- (e) the Options were issued as partial consideration for consulting services Mr Eckhof provided to the Company in connection with the Acquisition; and
- (f) a voting exclusion statement is included in the Notice.

## **5.5 Additional information**

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

The Chairperson intends to exercise all available proxies in favour of Resolution 2.

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## **6. Resolution 3 - Approval to issue Options**

### **6.1 General**

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of Options to Mr Greg Smith and Mr Paul Lloyd.

### **6.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is in Section 4.2.

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

### **6.3 Specific information required by Listing Rule 7.3**

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

- (a) a maximum aggregate of 30,000,000 Options are to be issued comprised of:
  - (i) 10,000,000 Options will be issued to Mr Greg Smith (or his nominee); and
  - (ii) 20,000,000 Options will be issued to Mr Paul Lloyd (or his nominee).
- (b) the Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is intended that they will all be issued on the same day;
- (c) the Options will be issued for nil cash consideration;

- (d) the Options will be issued on the terms and conditions in Schedule 2;
- (e) no funds will be raised from the issue of the Options as they are being issued as consideration for services provided to the Company in connection with the Acquisition;
- (f) it is intended that the Options will be issued on or about the date of the Meeting; and
- (g) a voting exclusion statement is included in the Notice.

#### **6.4 Additional information**

Each of Resolutions 3(a) and 3(b) are separate, ordinary resolutions.

The Board recommends that Shareholders vote in favour of Resolutions 3(a) and 3(b).

The Chairperson intends to exercise all available proxies in favour of Resolution 3(a) and 3(b).

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## **7. Resolution 4 - Ratification of issue of Eureka Consideration Shares**

### **7.1 General**

On 1 December 2017, the Company announced that it had entered into a binding agreement to acquire the advanced Eureka Gold Project, which hosts the Eureka open cut gold mine, from Central Iron Ore Limited (a company listed on the Canadian TSX Venture Exchange: TSX.V:CIO) (CIO).

On 3 August 2018, the Company announced that it had agree to amend the consideration payable to CIO, and that completion had occurred.

The total consideration payable to CIO in connection with the acquisition was comprised of:

- (a) a cash payment of \$250,000 on execution of the sale agreement (this has been paid); and
- (b) the issue of 87,028,834 Shares at a deemed issue price of \$0.017 per Share on completion (**Eureka Consideration Shares**) (the Eureka Consideration Shares have been issued); and
- (c) a cash payment of \$1,619,003 less any royalty payments received which includes the prepayment of \$250,000.

Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of the Eureka Consideration Shares to CIO.

### **7.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is in Section 4.2.

### **7.3 Listing Rule 7.4**

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

The effect of Resolution 4 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **7.4 Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Eureka Consideration Shares:

- (a) a total of 87,028,834 Eureka Consideration Shares were issued on 3 August 2018;
- (b) the Eureka Consideration Shares were issued for nil cash consideration as they were issued as partial consideration for the Eureka Gold Project. The deemed issue price of the Eureka Consideration Shares was \$0.017 per Share;
- (c) the Eureka Consideration Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Eureka Consideration Shares were issued to CIO (or its nominee);
- (e) the Eureka Consideration Shares were issued as partial consideration for the Eureka Gold Project, and therefore no funds were raised by their issue; and
- (f) a voting exclusion statement is included in the Notice.

### **7.5 Additional information**

Resolution 4 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 4.

The Chairperson intends to exercise all available proxies in favour of Resolution 4.

## Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

**\$** means Australian Dollars.

**Acquisition** has the meaning given to that term in Section 3.1.

**Acquisition Agreement** has the meaning given to that term in Section 3.1.

**ASX** means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

**Board** means the board of Directors.

**Chairperson** means the person appointed to chair the Meeting of the Company convened by the Notice.

**CIO** means Central Iron Ore Limited (ACN 072 871 133).

**Company** means Tyranna Resources Limited (ACN 124 990 405).

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

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

**Equity Security** has the same meaning as in the Listing Rules and **Equity Securities** has the corresponding meaning.

**Explanatory Memorandum** means the explanatory memorandum which forms part of the Notice.

**Eureka Consideration Shares** has the meaning given to that term in Section 7.1(b).

**Listing Rules** means the listing rules of ASX.

**Meeting** has the meaning given in the introductory paragraph of the Notice.

**Notice** means this notice of General Meeting.

**Option** means an option to acquire a Share.

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

**Resolution** means a resolution referred to in the Notice.

**Schedule** means a schedule to the Notice.

**Section** means a section of the Explanatory Memorandum.

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

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

**US Cobalt Consideration Shares** has the meaning given in Section 3.2(a).

**US Cobalt Vendors** means the shareholders of US Cobalt Pty Ltd (ACN 619 209 488).

**WST** means Western Standard Time being the time in Perth, Western Australia.

## Schedule 2 - Terms and conditions of Options

1. **(Entitlement):** Each Option entitles the holder to subscribe for one fully paid ordinary Share.
2. **(Exercise Price and Expiry Date):** The Options are exercisable at \$0.04 each at any time up to 5.00pm (WST) on 6 October 2021 (**Expiry Date**). Any Option not exercised by the Expiry Date will automatically expire.
3. **(Exercise):** To exercise Options, the Option holder must give the Company:
  - (a) a written exercise notice (in the form approved by the Board from time to time) specifying the number of Options being exercised and Shares to be issued; and
  - (b) payment of the exercise price for the Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment approved by the Company.

The Option holder may only exercise Options in multiples of 5,000 Options unless the Option holder exercises all Options held by the Option holder. Options will be deemed to have been exercised on the date the exercise notice is lodged with the Directors.

4. **(Timing of issue of Shares upon exercise):** Within 10 days after receiving an application for exercise of Options and payment by the Option holder of the exercise price, the Company must issue the Option holder the number of Shares specified in the application.
5. **(Ranking of Shares):** Subject to the Constitution, all Shares issued on the exercise of Options will rank in all respects (including rights relating to dividends) equally with the existing ordinary shares of the Company at the date of issue.
6. **(Transferability):** The Options are transferable.
7. **(Quotation of Options):** The Company will apply to ASX for quotation of the Options.
8. **(Quotation of Shares on exercise):** The Company will apply to ASX for Official Quotation of the Shares issued on exercise of Options.
9. **(Participation rights):** The Option holder is not entitled to participate in any issue to existing Shareholders of Securities unless they have exercised their Options before the "record date" for determining entitlements to the issue of Securities and participate as a result of holding Shares. The Company must give the Option holder notice of the proposed terms of the issue or offer in accordance with the Listing Rules.
10. **(Reorganisation):** If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option holder (including the number of Options to which the Option holder is entitled to and the exercise price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

11. **(Amendments):** The number and exercise price of the Options remains the same regardless if the Company makes a bonus issue of Shares or other Securities to Shareholders.
12. **(Adjustments):** Any calculations or adjustments which are required to be made will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder.
13. **(Governing law):** These terms and the rights and obligations of the Option holder are governed by the laws of Western Australia. The Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

# TYRANNA RESOURCES LIMITED

ACN 124 990 405

## PROXY FORM

The Company Secretary  
Tyranna Resources Limited

**By post:**  
Level 2, 679 Murray Street,  
West Perth, WA 6005  
**By facsimile:**  
(08) 9485 1050  
**By email:**  
info@tyrannaresources.com

Please mark  to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the Meeting.

### STEP 1 - APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being Shareholder/s of the Company hereby appoint:

The Chairperson of  
the Meeting (mark  
box)

OR if you are **NOT** appointing the Chairperson of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

Or failing the person/body corporate named, or if no person/body corporate is named, the Chairperson of the Meeting, as my/our proxy to act generally at the meeting 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 law, as the proxy sees fit), at the General Meeting of the Company to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia, at 2.00 pm (Perth time) on Friday 21 September 2018, and at any adjournment or postponement of that Meeting.

### CHAIR'S VOTING INTENTIONS IN RELATION TO UNDIRECTED PROXIES

The Chairperson intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances the Chairperson may change his/her voting intentions on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

### STEP 2 - INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain*
Resolution 1	Approval to issue US Cobalt Consideration Shares			
Resolution 2	Ratification of issue of Options: Mr Klaus Eckhof			
Resolution 3(a)	Approval to issue Options: Mr Greg Smith			
Resolution 3(b)	Approval to issue Options: Mr Paul Lloyd			
Resolution 4	Ratification of issue of Eureka Consideration Shares			

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

\* If you mark the Abstain box for a particular Resolution, 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.

**Authorised signature/s** This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

<sup>1</sup>Insert name and address of Shareholder

<sup>2</sup> Insert name and address of proxy

\*Omit if not applicable

## PROXY NOTES

A Shareholder entitled to attend and vote at the General Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting. If the Shareholder is entitled to cast 2 or more votes at the General Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting, the representative of the body corporate to attend the General Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

**Joint Holding:** where the holding is in more than one name all of the holders must sign.

**Power of Attorney:** if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

**Companies:** a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the General Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be posted to or received by facsimile or electronic transmission at the Perth office of the Company (Level 2, 679 Murray Street, West Perth, WA 6005 or facsimile +61 8 9485 1050 or email [info@tyrannaresources.com](mailto:info@tyrannaresources.com)) not less than 48 hours prior to the time of commencement of the General Meeting (WST).