



ASX ANNOUNCEMENT

6 October 2016

## Notice of Annual General Meeting

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Marmota Energy Limited (ASX:MEU) advises that it has today despatched to all shareholders the Notice of Meeting for the 2016 Annual General Meeting of Marmota and associated Proxy Form. Attached is a copy of that Notice of Meeting for the 2016 Annual General Meeting of Marmota and a sample Proxy Form.

The 2016 Annual Report of Marmota is being released separately at the same time.

For further information, please contact:

**Marmota Energy Limited**

**David Williams** Managing Director

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### About Marmota Energy Limited

Marmota Energy Limited (ASX: MEU) is a South Australian mining exploration company, focused on gold, copper and uranium. Gold exploration is centred on the Company's dominant tenement holding in the highly prospective and significantly underexplored Gawler Craton, near the Challenger gold mine, in the Woomera Prohibited Defence Area. The Company's cornerstone copper project is based at the Melton project on the Yorke Peninsula. The Company's largest uranium project is at Junction Dam adjacent to the Honeymoon mine.

For more information, please visit: [www.marmotaenergy.com.au](http://www.marmotaenergy.com.au)



## Notice of Annual General Meeting 2016

Notice is hereby given that:

The Annual General Meeting (**Meeting**) of Marmota Energy Limited (**Company**) will be held at:

VENUE: Level 29  
Westpac House  
91 King William Street  
Adelaide, South Australia 5000

Time: Tuesday 8 November 2016 at 3.00pm (Adelaide time)

## ORDINARY BUSINESS

### Financial Report

To receive and consider the financial report and reports of the Directors and Auditor for the year ended 30 June 2016.

The Annual Financial Report is available at the website of the Company ([www.marmotaenergy.com.au](http://www.marmotaenergy.com.au)), under: Investors → Corporate Reports → Annual Reports

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### Resolution 1 Adoption of Remuneration Report

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

“ That the Remuneration Report for the financial year ended 30 June 2016 be adopted.”

*Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.*

*Note: Key management personnel whose remuneration details are contained in the remuneration report (and their closely related parties) are restricted from voting on this resolution under section 250R(4) of the Corporations Act.*

RECOMMENDATION: The Board recommends voting **FOR** this Resolution.

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### Resolution 2 Re-election of Mr P Thompson as a Director

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

“ That Mr P Thompson, being a Director of the Company who retires in accordance with ASX Listing Rule 14.5, and being eligible, is re-elected as a Director of the Company.”

RECOMMENDATION: The Board recommends voting **FOR** this Resolution.

## OTHER BUSINESS

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### Resolution 3      Change of Name

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

“ That, for the purposes of section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to: Marmota Limited ”

RECOMMENDATION: The Board recommends voting **FOR** this Resolution.

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### Resolution 4      Ratification of previous issue of shares

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

“ That approval be given for the purpose of ASX Listing Rule 7.4 and for all other purposes, for the issue of 33 million fully paid ordinary shares to Southern Cross Capital Pty Ltd, on the terms set out in the Explanatory Memorandum accompanying this Notice. ”

RECOMMENDATION: The Board recommends voting **FOR** this Resolution.

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### Resolution 5      Approval of issue of shares to Mr P Thompson

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

“ That approval be given for the purpose of ASX Listing Rule 10.11 and for all other purposes, for the issue of 915,000 Shares (in lieu of 50% of his Director's fees) to Mr Peter Thompson, who is a Director of the Company, or his nominee, on the terms set out in the Explanatory Memorandum accompanying this Notice.”

RECOMMENDATION: The Board recommends voting **FOR** this Resolution.

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### Resolution 6      Approval of Director and Employee Share Option Plan

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

“ That with effect from the closure of this meeting and for the purposes of Exception 9 of ASX Listing Rule 7.2, and for all other purposes, approval is given for the Company to issue securities under the director and employee incentive scheme called the *Marmota Limited Director and Employee Share Option Plan* summarised in the Explanatory Memorandum accompanying this Notice.”

RECOMMENDATION: The Board recommends voting **FOR** this Resolution.

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**Resolution 7      Approval of issue of options to Directors**

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

“ That approval be given for the purpose of ASX Listing Rule 10.11 and for all other purposes, to an issue of 3,000,000 options to the Company’s Managing Director, Mr David Williams, and 3,000,000 options to the Company’s Technical Director, Mr P Thompson, under the *Director and Employee Share Option Plan*, each with an exercise price of 3 cents and on the terms set out in the Explanatory Memorandum accompanying this Notice.”

RECOMMENDATION: The Board recommends voting **FOR** this Resolution.

## **SPECIAL BUSINESS**

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**Resolution 8      Approval of 10% placement capacity**

To consider and, if thought fit, to pass as a **special resolution**:

“ That, for the purposes of ASX Listing Rule 7.1A and all other purposes, approval is given for the Company to allot and issue Equity Securities up to 10% of the Company’s issued share capital (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum.”

RECOMMENDATION: The Board recommends voting **FOR** this Resolution.

*Note: Approval of this additional capacity provides the company with flexibility, including the flexibility to pursue market opportunities as they arise. It does not mean that the additional capacity will necessarily be used. On the last two occasions that the Company has sought (and obtained) any additional pre-approvals to issue capital, on both occasions, none of that capacity was ever used. For more detail, see notes on Resolution 8 in the Explanatory Memorandum.*

### **To transact any further business that may be lawfully brought forward.**

Further information regarding the business to be transacted at the Meeting is set out in the Explanatory Memorandum accompanying the Notice convening this Meeting. This Notice should be read in conjunction with the accompanying Explanatory Memorandum which forms part of this Notice.

By order of the Board

David Williams  
Company Secretary

Date: 28 September 2016

## VOTING INFORMATION AND NOTES

### A. Voting entitlement on a poll

On a poll, each Shareholder present (in person, by proxy, attorney or representative) has one vote for each fully paid Share they hold.

### B. Proxies

A Shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on the Shareholder's behalf. If the Shareholder is entitled to cast two or more votes at the meeting, the Shareholder may appoint up to two proxies to attend and vote on the Shareholder's behalf.

If a Shareholder appoints two proxies, each proxy must be appointed to represent a specified proportion or number of the Shareholder's votes. Absent this specification, on a poll, each proxy may exercise half the votes.

A proxy can be either an individual or a body corporate and need not be a Shareholder of the Company. If a Shareholder appoints a body corporate as proxy, the body corporate will need to appoint an individual as its corporate representative and provide satisfactory evidence of this appointment.

If a Shareholder's instruction is to abstain from voting for a particular item of business, the Shareholders' votes will not be counted in computing the required majority on a poll.

To appoint a proxy, a proxy form must be signed by the Shareholder or the Shareholder's attorney duly authorised in writing. If the Shareholder is a corporation, the proxy form must be signed in accordance with section 127 of the Corporations Act. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the commencement of the meeting. Proxy form and authorities may be lodged:

- by post to:  
Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235; or
- by facsimile to Link Market Services on: (within Australia) (02) 9287 0309  
(outside Australia) +61 2 9287 0309; or
- by hand to: Link Market Services at 1A Homebush Bay Drive, Rhodes NSW 2138  
or Level 12, 680 George Street, Sydney NSW 2000;  
or
- online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Shareholders who forward their proxy forms by fax must make available the original executed form of the proxy for production at the meeting, if called upon to do so.

#### ***Chairman acting as proxy***

Shareholders may appoint the Chairman as their proxy.

Where the Chairman is appointed as a proxy by a Shareholder entitled to cast a vote on a particular Resolution and the proxy form specifies how the Chairman is to vote on the Resolution (that is, a directed proxy), the Chairman must vote in accordance with that direction.

**In respect of proxies where no voting direction has been given (undirected proxies), the Chairman intends to vote all available proxies in favour of each Resolution.**

In relation to Resolutions 1, 5, 6 and 7, if the Shareholder has appointed the Chairman as their proxy and no voting direction has been given, the Shareholder will be expressly authorising the Chairman to exercise the undirected proxy in respect of Resolutions 1, 5, 6 and 7 even though the resolution is connected with the remuneration of members of the KMP of the Company. Please read the directions on the proxy form carefully, especially if you intend to appoint the Chairman of the meeting as your proxy.

### C. Voting Exclusion Statement

In accordance with the Corporations Act and the ASX Listing Rules, the Company will disregard votes cast as per the following table:

Resolution	Persons Excluded From Voting
1. Remuneration Report	<ul style="list-style-type: none"><li>a member of the Key Management Personnel of the Company whose remuneration details are contained in the remuneration report (KMP); and</li><li>any Closely Related Party of such a member.</li></ul>
4. Ratification of previous issue of shares	<ul style="list-style-type: none"><li>any person who participated in the issue of such Shares;</li><li>any of their associates.</li></ul>
5. Issue of shares to Mr P Thompson	<ul style="list-style-type: none"><li>Mr Peter Thompson and any of his associates.</li></ul>
6. Director and Employees Share Option Plan	<ul style="list-style-type: none"><li>any Director, and any associate of such Director.</li></ul>
7. Issue of options to Directors	<ul style="list-style-type: none"><li>Mr D Williams and any of his associates;</li><li>Mr P Thompson and any of his associates.</li></ul>
8. 10% placement capacity	<ul style="list-style-type: none"><li>any person who may participate in any issue of Shares under this resolution;</li><li>any person who might obtain a benefit, except a benefit solely in the capacity as the holder of Shares, if the resolution is passed; and</li><li>any associate of any such persons.</li></ul>

However, the Company need not disregard a vote in relation to any resolution if:

- it is cast by a person referred to above who is otherwise excluded from voting on that resolution 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 Chair of 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.

The Company will also apply the above voting restrictions in relation to persons appointed to vote on behalf of a shareholder under a power of attorney.

### D. Entitlement to vote at the meeting

For the purpose of the meeting, Shares in the Company will be taken to be held by those persons who are registered holders at 7.00 pm (Sydney time) on Sunday, 6 November 2016. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

### E. Quorum

The Constitution of the Company provides that 10 Shareholders present in person, by proxy, attorney or body corporate representative shall be a quorum for a general meeting of the Company.

### F. Appointing a corporate representative

Corporate representatives are requested to bring appropriate evidence of appointments as a representative. Proof of identity will be required for corporate representatives.

### G. Appointment of an attorney

Attorneys are requested to bring a power of attorney pursuant to which they are appointed. Proof of identity will also be required for attorneys.

## EXPLANATORY MEMORANDUM

### ACCOMPANYING THE NOTICE OF AGM TO BE HELD ON 8 NOVEMBER 2016

#### Financial Report

The Financial Report and the reports of the Directors and Auditor will be laid before the meeting in accordance with section 317 of the Corporations Act.

Shareholders will be given an opportunity to ask questions or make comments about the management of the Company and may also ask a representative of the Company's Auditor questions relevant to the conduct of the audit and the accounting policies adopted by the Company.

#### 1. Adoption of Remuneration Report

The Company has included in the 2016 Annual Report a detailed Remuneration Report which provides prescribed information relating to remuneration. As required by the Corporations Act, the Remuneration Report is submitted for adoption by a non-binding vote.

The Remuneration Report is set out on pages 25 to 30 of the 2016 Annual Report and is available from the Company's website: [www.marmotaenergy.com.au](http://www.marmotaenergy.com.au)

A reasonable opportunity for discussion of the Remuneration Report will be provided at the meeting.

Shareholders appointing a proxy for this Resolution should note the following:

- (a) If you appoint a member of the Key Management Personnel as your proxy (other than the Chairman) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy you must direct the proxy how they are to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.
- (b) If you appoint the Chairman as your proxy (where he is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member) you do not need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chairman how to vote, you must mark the acknowledgement on the Proxy Form to expressly authorise the Chairman to exercise his discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.
- (c) If you appoint any other person as your proxy you do not need to direct your proxy how to vote, and you do not need to tick any further acknowledgement on the proxy form.

**RECOMMENDATION:** *The Board recommends shareholders vote in favour of adopting the Remuneration Report.*

## **2. Re-election of Mr Peter Thompson as a Director**

Mr Thompson was elected as a Director at the Annual General Meeting of the Company held on 26 November 2015 and retires in accordance with the requirements of ASX Listing Rule 14.5 and, being eligible, has offered himself for re-election as a Director.

### **Mr Peter Thompson BSc Hons (Geology), MSc (Mineral Exploration and Mining Geology)**

Mr Thompson has been a Board member since 26 May 2015. He is a Geologist with significant industry experience in both Exploration and Mining roles. Educated at Trinity College Dublin (BSc Hons – Geology) and Leicester University (MSc – Mineral Exploration and Mining Geology), he has worked in exploration for gold, copper, nickel and platinoids, and in open pit and underground gold mines. Over a career of 27 years, Mr Thompson has worked for BCD Resources NL as CEO, at St Barbara Mines Limited as General Manager Exploration, as well as holding senior exploration and project development roles with Jubilee Mines NL, Anaconda Nickel Ltd and Western Mining Corporation. At St Barbara Mines, Mr Thompson's responsibility included managing a team of 22 geoscientists. In addition to being responsible for the discovery of several nickel and gold deposits, he has extensive mining and corporate development experience. Mr Thompson was CEO and Managing Director of Central Asia Resources NL (ASX:CVR) from 4 July 2014 to 8 February 2016 and a Non Executive Director since that time and is also the CEO and Managing Director of Capricorn Metals Ltd (ASX: CMM) since 3 February 2016.

**RECOMMENDATION:** *The Board (other than the director who is the subject of this resolution) recommends that shareholders vote in favour of Mr Thompson's re-election.*

## **3. Approval of Change of Name**

The Company's name has been "Marmota Energy Limited" for the whole time it has been listed on the ASX. Originally, at the time of listing, the Company's primary focus was on the discovery of uranium systems which explains the inclusion of "Energy" in the Company name. Since then, the focus of the Company has extended far beyond uranium; indeed, the Company's primary exploration focus is now on gold and copper. The term "Energy" in the Company name can sometimes lead to confusion as to what the Company's activities are and it is not reflective of the Company's current focus. Moreover, the Company has always been well known as: "Marmota". It is thus proposed to drop "Energy" from its name and simply become: "Marmota Limited".

**RECOMMENDATION:** *The Board recommends that shareholders vote in favour of the change of the Company's name to Marmota Limited.*

## **4. Ratification of previous issue of shares**

Resolution 4 seeks ratification of the allotment and issue by the Company of 33 million Shares to Southern Cross Capital Pty Ltd. These Shares were issued within the Company's existing capacity under ASX Listing Rule 7.1. Refer to the Company's Appendix 3B lodged with the ASX on 1 April 2016 and 24 June 2016.

ASX 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.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 4 will have no effect on the issue of the Shares in question, Shareholder



approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 33 million Shares.

*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 Placement:

- (a) The number of securities: 33,000,000 fully paid ordinary shares;
- (b) The price at which the securities were issued: 17,250,000 shares at \$0.015 per share;  
15,750,000 shares at \$0.017 per share;
- (c) The terms of the securities:  
The Shares issued were 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 names of the person to whom the securities were issued:  
Southern Cross Capital Pty Ltd (ACN 610 572 640);
- (e) The use of the funds raised: exploration activities and working capital requirements; and
- (f) Voting exclusion statement: A voting exclusion statement forms part of this notice

**RECOMMENDATION:** *The Board recommends that shareholders vote in favour of the ratification of the previous issues of shares to Southern Cross Capital Pty Ltd.*

## **5. Approval of an issue of shares to Mr P Thompson**

At the time of the appointment of Mr Peter Thompson as a Director of the Company, the Board and Mr Thompson agreed that Mr Thompson would receive a Director's fee of \$34,000 per annum (inclusive of superannuation) and that half of that fee, \$17,000, would be provided in Shares, if approved by shareholders at each AGM (**Share Component**). If not so approved, the Share Component would be paid in cash. The number of shares to be issued is calculated using a share price that is the simple average of the closing price of the last day of each of the 12 months preceding this notice. By that calculation, the issue price is \$0.01858 per share, which for the \$17,000, means 915,000 fully paid Shares.

Resolution 5 seeks shareholder approval for the issue of such Shares for the purpose of ASX Listing Rule 10.11. ASX Listing Rule 10.11 provides that a company must not issue or agree to issue securities to a Director of the company or an associate of a Director without shareholder approval.

If shareholder approval is not received under Resolution 5, the Company, subject to future Board approval, will pay the amount due in cash.

ASX Listing Rule 10.13 provides that the following information must be provided to the shareholders:

- The name of the person to whom the Shares are to be issued: Mr Peter Thompson or his nominee.
- The maximum number of Shares to be issued is 915,000.
- The issue price: \$0.01858 per share.
- Terms of issue: The Shares issued will be fully paid ordinary shares in the Company. The Shares will be issued as compensation for director's fees not being paid in cash, in accordance with the existing agreement terms. Each Share issued pursuant to this Resolution will rank pari passu with all existing ordinary fully paid shares of the Company.
- Issue Date: The Company will issue the Shares no more than 1 month after the date of the Meeting to which this Explanatory Memorandum relates.
- Voting exclusion: a voting exclusion statement has been included in the Notice of Meeting.
- Use of funds: No funds will be raised.

**RECOMMENDATION:** *The Board (other than the director who is the subject of this resolution) recommends that shareholders vote in favour of approving the issue of Shares to Mr Thompson.*

## **6. Approval of Director and Employee Share Option Plan**

This resolution 6 proposes shareholder approval for the purposes of Exception 9(b) of ASX Listing Rule 7.2 for the establishment of the Marmota Limited *Director and Employee Share Option Plan (DESOP)* and the issue of securities under the DESOP. The two main purposes of the DESOP are to give an incentive to the employees and directors to provide dedicated and ongoing commitment and effort to the Company, and for the Company to reward employees and directors for their efforts. The DESOP contemplates the issue of options to subscribe for fully paid ordinary shares in the Company to: employees, certain contractors and directors of the Company.

Listing Rule 7.1 places certain restrictions on the extent to which a listed company may issue certain securities including options. The effect is that shareholder approval is required before the company may issue securities representing more than 15% of the capital of the Company within a 12 month period. However, certain issues are exempt from that Listing Rule and are effectively disregarded for the purposes of counting the number of securities which a company may issue.

Exempt issues include an issue of securities to persons participating in an employee option scheme where shareholders have approved the issue of securities under the scheme as an exemption from Listing Rule 7.1. Shareholder approval must be given in a general meeting held not more than 3 years before the date of issue where the notice of meeting contains or is accompanied by certain prescribed information (set out below) (Exception 9 of Listing Rule 7.2).

Any securities issued to directors under the ESOP will still require specific shareholder approval for that issue under Listing Rule 10.14.

In order to take advantage of the exemption from Listing Rule 7.1 and allow the Company greater flexibility to issue securities, shareholders are requested to approve the issue of securities under the DESOP as an exemption from Listing Rule 7.1. This approval will be effective from the date of the resolution. If approval is given, securities issued under the DESOP will be exempt from counting towards the 15% limit under Listing Rule 7.1.

Under section 260A(1) of the Corporations Act 2001, a company must not financially assist a person to acquire shares in the company or its holding company unless an exception applies. The relevant exception is set out under section 260C(4) which provides that financial assistance will be exempted if it is given under an employee share scheme that has been approved by a resolution passed at a general meeting.

Under the DESOP, the Company may provide free options to eligible employees, certain contractors and directors. This may be considered 'financial assistance' within the meaning of the Corporations Act 2001. Accordingly, shareholder approval is sought for the purposes of section 260C(4) of the Corporations Act 2001.

In accordance with Exception 9(b) of Listing Rule 7.2, shareholders are provided with the following information.

### **Summary of Terms and Conditions of the DESOP**

The key terms of the DESOP are as follows:

1. Employees, certain contractors and directors of the Company will be eligible to participate in the DESOP. The Directors, in their absolute discretion, will determine which employees, contractors and directors may participate.
2. The entitlements under the DESOP will be in the absolute discretion of the Directors.
3. Options will be granted free of charge.
4. The exercise price of the options will be determined by the Directors but will not be less than the market price (as defined in the DESOP) at the time the Directors resolve to issue the options.
5. The Directors may limit the number of options which may be exercised in any one year.
6. Each option entitles the holder to subscribe for and be allotted one share.
7. All unexercised options expire 5 years from the date of grant.
8. If an employee, contractor or director cease to be so engaged by the Company, all options which have not been exercised will lapse on the expiry date of the Options or 6 months after the date of such cessation of engagement, whichever is the earlier.

9. Options issued under the DESOP shall not be issued where the shares that would be issued under those options, when aggregated with:
- The shares that would be issued under any outstanding DESOP/ESOP options; and
  - The shares that have been issued in the last 5 years pursuant to DESOP/ESOP options,
- would exceed 5% of the then total issued shares.

Since the 2014 AGM (when the current Employee Share Option Plan (**ESOP**) was approved), the following options have been issued under the ESOP to employees:

- 1,270,000 options on 17 December 2014 with an exercise price of 1.8 cents; and
- 2,300,000 options on 13 January 2016 with an exercise price of 5 cents.

Listing Rule 14.9 requires approval be given by an ordinary resolution of the Company. Copies of the rules of the DESOP are available for inspection at the Company's registered office during business hours, or may be obtained free of charge by contacting the Company Secretary. The rules of the DESOP will also be made available at the Annual General Meeting.

*RECOMMENDATION: The Board recommends that shareholders vote in favour of approving the Director and Employee Share Option Plan.*

## **7. Approval of an issue of options to Directors**

### **7.1 Background**

Shareholder approval has been sought under Resolution 6 to potential future issues of securities to employees, certain contractors and directors of the Company, under the terms of a Director and Employee Share Option Plan (**DESOP**) as an exception to Listing Rule 7.1.

Shareholder approval is now sought for the proposed maximum issue of 3,000,000 Options to Mr David Williams (or his nominee) and 3,000,000 Options to Mr P Thompson (or his nominee). Approval for the issue of the DESOP Options is sought in accordance with Listing Rule 10.14 by virtue of the fact that Mr Williams and Mr Thompson are Directors of the Company.

### **7.2 Listing Rules**

Listing Rule 10.14 provides that an entity must not permit a director of that entity to acquire securities under an employee share plan such as the DESOP without shareholder approval.

### **7.3 Corporations Act**

Under Chapter 2E of the Corporations Act, a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of a financial benefit to the related party.

In the current circumstances, the issue of the DESOP Options to Mr Williams (or his nominee) and Mr Thompson (or his nominee) would constitute a 'financial benefit' as defined in the Corporations Act. A related party of a listed company includes a director of the listed company, a spouse or a defacto spouse of a director or any other person specified under section 228 of the Corporations Act to be a related party. Accordingly, the proposed issue of the DESOP Options to Mr Williams and Mr Thompson will constitute the provision of a financial benefit to a related party of the Company.

Section 211 of the Corporations Act provides an exception to the provisions of Chapter 2E of the Corporations Act where the financial benefit is given to a related party as an officer of the Company and to give remuneration would be reasonable given the circumstances of the Company and the related party's circumstances (including the responsibilities involved in the office or employment).

The Company considers the proposed issue of DESOP Options, the subject of this Resolution 7, is reasonable remuneration:

- (a) for a company of the size and nature of the Company; and
- (b) which, given that the Company has other preferred use for its available cash, is an appropriate alternative for providing incentives to the Directors,

and for those and other reasons, as such, falls within the exception set out in section 211 of the Corporations Act.

#### **7.4 Additional Information**

Mr Williams' remuneration (inclusive of superannuation) is \$200,000 per annum.

Mr Thompson's remuneration (inclusive of superannuation) is \$34,000 per annum.

Under the DESOP, Mr Williams will be provided with 3,000,000 DESOP Options and Mr Thompson will be provided with 3,000,000 DESOP Options.

For the purposes of Listing Rule 10.15 and for the benefit of Shareholders in considering this Resolution, the Company advises as follows:

- (a) Options will be offered to Mr Williams (or his nominee) and Mr Thompson (or his nominee);
- (b) the maximum number of DESOP Options that will be issued to Mr Williams (or his nominee) is 3,000,000 and the maximum number of DESOP Options that will be issued to Mr Thompson (or his nominee) is 3,000,000;
- (c) the Company has not issued any DESOP Options to persons listed in ASX Listing Rule 10.14 since the 2014 AGM;
- (d) Mr Williams, Mr Thompson and Dr Rose are the only persons referred to in Listing Rule 10.14 who will be entitled to participate in the DESOP if Resolution 6 is passed.
- (e) details of any options issued under the DESOP will be published in the Annual Report in respect of the period in which DESOP Options are issued;
- (f) a voting exclusion statement is set out in relation to Resolution 7 in the Notice of Meeting;
- (g) there are no loans in relation to the DESOP Options;
- (h) the DESOP Options are intended to be issued to the Participating Directors within one (1) month from the date of the Meeting, but in any event will be issued by no later than twelve (12) months from the date of the Meeting;
- (i) the DESOP Options will be issued in accordance with the terms of the DESOP and in particular will have the following terms:
  - each Option will be issued free;
  - have an exercise price of \$0.03 (being 1.875 times the closing price of the Shares on 27 September 2016);
  - have an expiry date of 5 years from the date of issue of the Options; and
  - If the director ceases to be engaged by the Company, all options which have not been exercised will lapse the earlier of the expiry date of the Options or 6 months after the date of such cessation of engagement, whichever is the earlier; and
- (j) no funds are being raised by the grant of the DESOP Options and the Company has not previously obtained approval under Listing Rule 10.14 for the issue of securities under the DESOP for the period from the 2014 AGM to the date of this Notice of Meeting.

Save as set out in this Explanatory Memorandum, the Directors are not aware of any other information that will be reasonably required by Shareholders to make a decision in relation to benefits contemplated by Resolution 7.

**RECOMMENDATION:** *The Board (other than the directors who are the subject of this resolution) recommends that shareholders vote in favour of approving the issue of options to Mr Williams and Mr Thompson.*

## 8. Approval of 10% placement capacity

### 8.1 Background

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities (as that term is defined in the ASX Listing Rules) up to 10% of their issued capital through placements over a twelve month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The effect of this resolution will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1.

As at the date of this Notice of Meeting, the Company has the capacity to issue 11,179,431 shares under ASX Listing Rule 7.1. It did not seek approval of a 10% Placement Facility at the 2015 AGM.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. Resolution 8 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The exact number of Equity Securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1.A.2 (refer to Section 8.2 (c) below). The Company may use funds raised from any 10% Placement Facility for funding specific projects and/or general working capital. It may also use the 10% Placement Facility for non cash consideration purposes such as joint venture or project acquisitions (although the Company presently has no intention to do so).

The Directors of the Company believe that Resolution 8 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this resolution.

### 8.2 ASX Listing Rule 7.1.A

(a) *Shareholder approval*

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) *Equity Securities*

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has one class of Equity Securities being Shares.

(c) *Formula for calculating 10% Placement Facility*

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

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of the issue or agreement:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;

- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
- (iv) less the number of fully paid shares cancelled in the 12 months.

*Note: A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

D is 10%

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

(d) *ASX Listing Rule 7.1 and ASX Listing Rule 7.1A*

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

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section 8.2(c) above).

(e) *Minimum Issue Price*

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 Trading Days (as defined in the ASX Listing Rules) immediately before:

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

(f) *10% Placement Period*

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

**(the 10% Placement Period)**

### **8.3 Specific Information required by ASX Listing Rule 7.3A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) *Minimum Price*

Any Equity Securities issued will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days immediately before:

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

(b) *Risk of Voting Dilution*

If Resolution 8 is approved by the Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company

would be diluted as shown in the below table (in the case of unlisted options, only if the unlisted options are exercised). There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of this Notice of Meeting.

The table also shows:

- (i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2	Dilution			
	Issue Price (per Share)	50% decrease in Deemed Price: 0.8 cents	Deemed Price: 1.6 cents	100% Increase in Deemed Price: 3.2 cents
Current Variable A 401,384,410 Shares	10% Voting Dilution	40,138,441 shares	40,138,441 shares	40,138,441 shares
	Funds Raised	\$321,108	\$642,215	\$1,284,430
50% increase in current Variable A 602,076,615 shares	10% Voting Dilution	60,207,662 shares	60,207,662 shares	60,207,662 shares
	Funds Raised	\$481,661	\$963,323	\$1,926,645
100% increase in current Variable A 802,768,820 Shares	10% Voting Dilution	80,276,882 shares	80,276,882 shares	80,276,882 shares
	Funds Raised	\$642,215	\$1,284,430	\$2,568,860

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting;
- (ii) No unlisted options are exercised into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A. The Company has 2,875,000 unlisted options on issue at the date of this Notice of Meeting;
- (iii) The table does not demonstrate an example of dilution that may be caused to a particular shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting;
- (iv) The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule";
- (v) The price of ordinary securities is deemed for the purposes of the table above to be \$0.016 cents, being the closing price of the Company's listed securities on ASX on 27

September 2016 (**Deemed Price**). The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed at;

- (vi) The table does not demonstrate the effect of listed options being issued under ASX Listing Rule 7.1A. It only considers the issue of the fully paid ordinary securities; and
- (vii) The table does not take into account resolutions to be put before this Meeting.

(c) *Date of Issue*

The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 8 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities or ASX Listing Rule 11.2 (disposal of main undertaking)).

(d) *Purpose of the Issue under the 10% Placement Capacity*

The Company may seek to issue the Equity Securities for the following purposes:

- (i) non-cash consideration including for joint venture, licensing or collaboration agreements or the acquisition of new projects (although the Company presently has no proposal to do so). In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards advancing the Company's Gawler Craton Gold Project and its Yorke Peninsula Copper Project in South Australia and/or general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) *Allocation Policy*

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

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

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

Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new resources assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

(f) *Previous Approval*

The Company did not seek to obtain Shareholder approval under ASX Listing Rule 7.1A. at the 2015 AGM.

**RECOMMENDATION:** *The Board recommends shareholders vote in favour of approving the 10% placement capacity.*

***The Chairman of the Meeting intends to vote undirected proxies:***

***FOR each of the Resolutions 1 to 8***



## GLOSSARY OF TERMS

In this Explanatory Memorandum the following expressions have the following meanings:

**ASIC** means the Australian Securities and Investments Commission;

**ASX** means ASX Limited;

**Chairman** means the chairman of the Meeting in accordance with the Constitution;

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act;

**Company** or **Marmota** means Marmota Energy Ltd ACN 119 270 816;

**Constitution** means the Constitution of the Company;

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

**Directors** means the Directors of the Company;

**Explanatory Memorandum** means this Explanatory Memorandum incorporated in the Notice of Meeting;

**Key Management Personnel** or **KMP** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group;

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

**Notice** or **Notice of Meeting** means the notice of meeting incorporating this Explanatory Memorandum;

**Relevant Interest** has the meaning given to that term in the Corporations Act;

**Remuneration Report** means the remuneration report set out in the Director's Report section of the Company's annual financial report for the year ended 30 June 2016.

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

**Shares** means fully paid ordinary shares in the Company;

**Shareholder** means a holder of Shares;

**Vacating Directors** means the Directors who were directors of the Company when the resolution to make the Directors' Report considered at the last annual general meeting of the Company was passed, other than the Managing Director of the Company at that time;

**2014 AGM** means the Annual General Meeting of the Company held on 25 November 2014;

**2015 AGM** means the Annual General Meeting of the Company held on 26 November 2015.

## LODGE YOUR VOTE



### ONLINE

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



### BY MAIL

Marmota Energy 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: +61 1300 554 474



X99999999999

## PROXY FORM

I/We being a member(s) of Marmota Energy 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

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 Annual General Meeting of the Company to be held at **3:00pm (Adelaide time) on Tuesday, 8 November 2016 at Level 29, Westpac House, 91 King William Street, Adelaide, South Australia 5000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1, 5, 6 and 7:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 5, 6 and 7, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**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 ☒

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of issue of shares to Mr P Thompson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr P Thompson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of Director and Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Change of Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Approval of issue of options to Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of previous issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Approval of 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* 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

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, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### 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 **3:00pm (Adelaide time) on Sunday, 6 November 2016**, 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

Marmota Energy 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  
  
or  
  
Level 12  
680 George Street  
Sydney NSW 2000

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

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