



LANEWAY RESOURCES LTD

ACN 003 049 714

NOTICE OF ANNUAL GENERAL MEETING

and

MEETING MATERIALS

- Date of Meeting:** 30 November 2018
- Time of Meeting:** 9.30am (Brisbane time)
- Venue of Meeting:** Level 9, Waterfront Place,
1 Eagle Street
Brisbane, Qld, 4000

This document should be read in its entirety.

If Shareholders are in doubt as to how they should vote on the Resolutions, they should seek advice from their financial or other professional adviser prior to voting.

CORPORATE DIRECTORY

Directors

Stephen Bizzell
Richard Anthon
Mark Baker
Peter Wright

Secretary

Paul Marshall

Registered Office

Level 9 Waterfront Place
1 Eagle Street
BRISBANE QLD 4000
Ph: (07) 3108 3500
Fax: (07) 3108 3501
Email: admin@lanewayresources.com.au
Website: www.lanewayresources.com.au

ABN

75 003 049 714

Auditors

BDO
Level 10, 12 Creek Street
BRISBANE QLD 4000

Share Registry

Link Market Services
Level 21, 10 Eagle Street
Brisbane Qld 4000
Telephone: 1300 554 474 (toll free within
Australia)
Email: registrars@linkmarketservices.com.au
Fax: +61 2 9287 0303
Postal Address: Locked Bag A14, Sydney South,
NSW 1235

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of the Shareholders of **LANEWAY RESOURCES LIMITED ACN 003 049 714** (the **Company** or **LNY**) will be held on 30 November 2018, commencing at 9.30am (Brisbane time) at Level 9, Waterfront Place, 1 Eagle Street, Brisbane, QLD 4000 (**Meeting**) for the purpose of transacting the business set out below. Registration will commence just prior to the Meeting.

This Notice incorporates, and should be read together with, the Meeting Materials which includes the Explanatory Memorandum and Proxy Form.

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the Glossary contained in the Explanatory Memorandum.

ORDINARY BUSINESS

RECEIPT OF 2018 FINANCIAL STATEMENTS

This item does not require voting by Shareholders. It is intended to provide an opportunity for Shareholders to raise questions on the financial statements and reports. The Company's auditor will be present at the Meeting and available to answer any questions.

RESOLUTION 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following **advisory only resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report forming part of the Company's 2018 Annual Report be adopted."

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

Voting Exclusion Statement: A vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chairman and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 2: Re-election of Mr Richard Anthon as a Director

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

“That in accordance with the Company’s Constitution and the Listing Rules, Mr Richard Anthon who retires by rotation and being eligible, be re-elected as a Director of the Company.”

RESOLUTION 3: Ratification of prior issue of Placement Shares

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

“That pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 177,042,043 Shares at an issue price of \$0.00333 per Share to raise \$589,550 to Exempt Investors unrelated to the Company and otherwise on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3, by any person who participated in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the resolution is passed, and any of their Associates, unless it is cast:

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

RESOLUTION 4: Ratification of prior issue of Placement Securities

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

“That pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 174,833,334 Shares at an issue price of \$0.003 per Share to raise \$524,500 and the allotment and issue of 112,000,000 Convertible Notes at an issue price of \$0.005 per Convertible Note to raise \$560,000 to Exempt Investors unrelated to the Company and otherwise on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4, by any person who participated in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the resolution is passed, and any of their Associates, unless it is cast:

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

RESOLUTION 5: Approval to issue the Balance of Placement Securities

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

“That, pursuant to Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 145,000,000 Shares at an issue price of \$0.003 per Share to raise up to \$435,000 and the issue of 159,000,000 Convertible Notes at an issue price of \$0.005 per Convertible Note to raise up to \$795,000 to Exempt Investors and/or their nominee and otherwise on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5, by or on behalf of, by any person who may participate in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the resolution is passed, and any of their Associates, unless it is cast:

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

RESOLUTION 6: Approval to issue Placement Securities to Bizzell

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

*“That, for the purposes of Listing Rule 10.11 and section 208 of the Corporations Act and for all other purposes, Shareholders approve the allotment and issue of 7,500,000 Shares at a price per Share of \$0.003 to raise \$22,500 and 87,000,000 Convertible Notes at a price of \$0.005 per Convertible Notes to raise \$435,000 to Mr Stephen Bizzell and/or his nominee (**Bizzell Securities**) at any time during the period of 1 month after the date of the Meeting and otherwise on the terms set out in the Explanatory Memorandum.”*

Note: If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Voting Exclusion Statement: The Company will, in accordance with section 224 of the Corporations Act and Listing Rules 10.13 and 14.11, disregard any votes cast in favour of Resolution 6, by or on behalf of Mr Stephen Bizzell and any of his Associates, unless it is cast:

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

RESOLUTION 7: Approval to issue Placement Securities to Baker

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

*“That, for the purposes of Listing Rule 10.11 and section 208 of the Corporations Act and for all other purposes, Shareholders approve the allotment and issue 2,000,000 Shares at a price per Share of \$0.003 to raise \$6,000 and 14,000,000 Convertible Notes at a price of \$0.005 per Convertible Notes to raise \$70,000 to Mr Mark Baker and/or his nominee (**Baker Securities**) at any time during the period of 1 month after the date of the Meeting, and otherwise on the terms set out in the Explanatory Memorandum.”*

Note: If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Voting Exclusion Statement: The Company will, in accordance with section 224 of the Corporations Act and Listing Rules 10.13 and 14.11, disregard any votes cast in favour of Resolution 7, by or on behalf of Mr Mark Baker and any of his Associates, unless it is cast:

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

RESOLUTION 8: Approval to issue Placement Securities to Anthon

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

*“That, for the purposes of Listing Rule 10.11 and section 208 of the Corporations Act and for all other purposes, Shareholders approve the allotment and issue of 2,000,000 Shares at a price per Share of \$0.003 to raise \$6,000 and 14,000,000 Convertible Notes at a price of \$0.005 per Convertible Notes to raise \$70,000 to Mr Richard Anthon and/or his nominee (**Anthon Securities**) at any time during the period of 1 month after the date of the Meeting and otherwise on the terms set out in the Explanatory Memorandum.”*

Note: If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Voting Exclusion Statement: The Company will, in accordance with section 224 of the Corporations Act and Listing Rules 10.13 and 14.11, disregard any votes cast in favour of Resolution 8, by or on behalf of Mr Richard Anthon and any of his Associates, unless it is cast:

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

RESOLUTION 9: Approval to issue Placement Securities to Wright

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

*“That, for the purposes of Listing Rule 10.11 and section 208 of the Corporations Act and for all other purposes, Shareholders approve the allotment and issue of 2,000,000 Shares at a price per Share of \$0.003 to raise \$6,000 and 14,000,000 Convertible Notes at a price of \$0.005 per Convertible Notes to raise \$70,000 to Mr Peter Wright and/or his nominee (**Wright Securities**) at any time during the period of 1 month after the date of the Meeting and otherwise on the terms set out in the Explanatory Memorandum.”*

Note: If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Voting Exclusion Statement: The Company will, in accordance with section 224 of the Corporations Act and Listing Rules 10.13 and 14.11, disregard any votes cast in favour of Resolution 9, by or on behalf of Mr Peter Wright and any of his Associates, unless it is cast:

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

Please refer to the Explanatory Memorandum attached to this Notice for more information regarding these Resolutions.

By order of the Board

Paul Marshall
Company Secretary
31 October 2018

See the following notes on Voting and Proxies



NOTES ON ATTENDANCE AND VOTING AT THE MEETING

These notes form part of the Notice.

VOTING ENTITLEMENT

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Board has determined that the Shareholders who are on the Company's Share register at 9:30am (Brisbane time) on 28 November 2018 will be taken, for the purposes of the Annual General Meeting, to be entitled to attend and vote at the Meeting.

If you are not the registered holder of a relevant Share at that time, you will not be entitled to vote at the Meeting.

VOTING AT THE MEETING

Ordinary resolutions require the support of more than 50% of the votes cast. Resolutions 1 – 9 to be considered at this Meeting are ordinary resolutions.

Every question arising at this Meeting will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Company's Constitution.

On a show of hands, every Shareholder who is present in person or by proxy, representative or attorney, will have one vote. Upon a poll, every person who is present in person or by proxy, representative or attorney, will have one vote for each Share held by that person.

APPOINTMENT OF PROXIES

A Shareholder who is entitled to attend and vote at the Meeting may appoint a person, who need not be a Shareholder of the Company, as the Shareholder's proxy to attend and vote on behalf of the Shareholder.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

A Proxy Form accompanies this Notice of Meeting. If you wish to appoint a proxy, please complete the Proxy Form and return it at least 48 hours before the Meeting, **being no later than 9.30am (Brisbane time) on 28 November 2018.**

- by post to: Laneway Resources Limited, GPO BOX 1164, Brisbane QLD 4001;
- by email to: pmarshall@lanewayresources.com.au
- by facsimile on: +61 7 3108 3501 (for proxy voting) (in Australia or from overseas);

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the Proxy Form.

PROXIES AND CONDUCT OF MEETING

Pursuant to section 250BB of the Corporations Act, an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote as directed;
- b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- c) if the proxy is the chairman of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote as directed; and
- d) if the proxy is not the chairman, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that as directed.

Under section 250BC of the Corporations Act, if:

- a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of a Company's members;
- b) the appointed proxy is not the chairman of the meeting;
- c) at the meeting, a poll is duly demanded on the resolution; and
- d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting; or
 - (ii) the proxy does not vote on the resolution,

the chairman of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on the Resolutions by marking either **For**, **Against** or **Abstain** on the voting form for each Resolution.

EXPLANATORY MEMORANDUM

IMPORTANT NOTICE

This Explanatory Memorandum forms part of the Notice and has been prepared for Shareholders in connection with the Meeting. It provides information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions contained in the Notice.

The Notice, Explanatory Memorandum and Proxy Form are collectively referred to as the **Meeting Materials**. The Meeting Materials are all important documents that should be read carefully and in their entirety before Shareholders make a decision on how to vote at the Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the Resolutions.

Capitalised terms used in this Explanatory Memorandum are defined in the Glossary.

All times and dates referred to in these Meeting Materials are times and dates in Brisbane, Queensland, Australia, and all currency references are to Australian dollars, unless otherwise indicated.

This Explanatory Memorandum is dated 28 October 2018.

RESPONSIBILITY FOR INFORMATION

The information contained in this Explanatory Memorandum has been prepared by the Company and is the responsibility of the Company.

A copy of this Notice and Explanatory Memorandum has been lodged with the ASX pursuant to the Listing Rules. Neither ASX, nor any of its officers take any responsibility for the contents of these documents.

FORWARD LOOKING STATEMENTS

Certain statements in this Explanatory Memorandum relate to the future. These statements reflect views only as of the date of this Explanatory Memorandum. While the Company considers that the expectations reflected in the forward looking statements are reasonable, neither the Company, nor any other person, gives any representation, assurance or guarantee, that the occurrence of an event express or implied in any forward looking statements in this Explanatory Memorandum will actually occur.

THE RESOLUTIONS

At this Annual General Meeting, Shareholders will be asked to vote on the 9 Resolutions as outlined in the Meeting Materials.

What if I have questions?

If you have any questions, you should contact your broker, financial or legal advisor immediately. Alternatively you can call the Company's Company Secretary, Paul Marshall on +61 7 3108 3500 or by email pmarshall@lanewayresources.com.au.

RESOLUTION 1 ADOPTION OF REMUNERATION REPORT

1. Introduction

As required by the Corporations Act, the Board is presenting the Remuneration Report to Shareholders for consideration and adoption by a non-binding vote. The Remuneration Report contains:

- information about the Board's policy for determining the nature and amount of remuneration of the Key Management Personnel (including Directors and senior executives) of the Company;
- a description of the relationship between the Company's remuneration policy and the Company's performance;
- a summary of performance conditions for each of the Directors and senior executives, including a summary of why they were chosen and how performance is measured against them; and
- remuneration details for each Director and for each of the Company's specified executives.

The Remuneration Report, which is part of the Annual Report, has been sent to Shareholders who have made an election to receive the Annual Report. Copies of the Annual Report are available by contacting the Company or visiting the Company's website www.lanewayresources.com.au.

2. Two strikes

If 25% or more of votes that are cast on this non-binding Resolution are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of these AGMs on a resolution (**Spill Resolution**) that another meeting be held within 90 days (**Spill Meeting**), at which:

- all of the Company's Directors (other than the Managing Director) cease to hold office immediately before the end of the Spill Meeting; and
- resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting will be put to the vote at the Spill Meeting.

The approval threshold for the Spill Resolution is 50% or more of votes that are cast on the resolution.

At the 2017 AGM, Shareholders voted in favour of the Remuneration Report, and no first 'strike' was recorded by the Company.

3. Board recommendation

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

The Chairman intends to vote all available proxies in favour of Resolution 1.

RESOLUTION 2

RE-ELECTION OF MR RICHARD ANTHON AS A DIRECTOR

1. Introduction

As required by the Corporations Act and the Company's Constitution, a Director must not hold office without re-election past the third annual general meeting following the Director's appointment, or 3 years, whichever is longer.

A Director who retires in accordance with these requirements is eligible for re-election.

Accordingly, Mr Anthon is due to retire at the end of the Meeting and offers himself for re-election to the Board. Details of Mr Anthon's qualifications, experience, other directorships and special responsibilities are set out in the Annual Report and extracted below.

2. Director's Biography

RS Anthon BA LLB MAICD (Non-Executive Director)

Richard (Rick) Anthon is an experienced lawyer and non-executive director. He holds a Bachelor of Arts and a Bachelor of Laws from the Australian National University. He is a member of the Australian Institute of Company Directors and the Australian Mining and Petroleum Lawyers Association. Rick has over thirty years' experience in corporate and commercial law with particular expertise in the mining exploration, mineral development and energy sectors.

Additionally, Rick has acted as non-executive Director and chairman for a number of public resource companies over the last 20 years and has previously chaired audit and remuneration committees for those companies. Rick is currently chairman of Bass Metals Ltd, an ASX listed graphite producer.

3. Board recommendation

All the Directors (except Mr Anthon abstaining) recommend that Shareholders vote in favour of Resolution 2.

RESOLUTION 3

RATIFICATION OF PRIOR ISSUE OF PLACEMENT SECURITIES

1. Background

In December 2017 the Company conducted a capital raising resulting in shares being issued on two dates:

- the issue of 52,042,043 Shares at the price of \$0.00333 on 6 December 2017;
- the issue of 125,000,000 Shares at the price of \$0.00333 on 5 January 2018

(Together the **Prior Placement Securities** or **Prior Placement**).

The Prior Placement raised \$589,550 for the Company. The Prior Placement were issued by LNY pursuant to Listing Rule 7.1.

2. ASX Listing Rules

Pursuant to Listing Rule 7.4, Resolution 3 seeks ratification by Shareholders of the issue of the Prior Placement Securities.

Listing Rule 7.1 prohibits the Company (subject to certain exceptions such as pro-rata issues), from issuing or agreeing to issue equity securities representing more than 15% of the Company's total issued securities, during a rolling 12 month period, without Shareholder approval (**15% Threshold**).

Listing Rule 7.4 allows an issue of equity securities, for which Shareholder approval was not first obtained, to not be counted towards the 15% Threshold when Shareholder approval for that issue is subsequently obtained.

That is, Listing Rule 7.4 permits an issue of securities to be approved retrospectively. It provides that an issue of Equity Securities is treated as having been made with Shareholder approval if ASX Listing Rule 7.1 was not breached at the time the securities were issued and Shareholders subsequently approve (ratify) the issue. The Company did not breach Listing Rule 7.1 at the time the Prior Placement Securities were issued and now seeks Shareholder approval for the issue of the Prior Placement Securities.

By Shareholders approving Resolution 3 the Board is given the flexibility to issue more Equity Securities up to the available Placement Capacity over the next 12 month period. Once the issue of the Prior Placement Securities is approved, these securities will not be counted for the purposes of the 15% Threshold.

Specific information required by ASX 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 Prior Placement Securities:

Table 1: ASX Listing Rule 7.5 Disclosure

REQUIRED DISCLOSURE	
Securities issued on 6 December 2017 and 5 January 2018	
ITEM	Shares
Number of securities issued	177,042,043 Shares
Issue price	\$0.00333
Terms of the securities	The Shares issued are fully paid ordinary shares in the capital of the Company that rank equally in all respects with the Company's existing Shares on issue. For further details refer to Annexure A.
Allottee / Basis of allotment	Under the Capital Raising to various Exempt Investors unrelated to the Company.
Use of funds	The proceeds of the issue were used for working capital to enable the Company to advance its Agate Creek Gold Project, New Zealand Gold and NSW Coal Projects and for working capital purposes.

3. Effect of the Resolution

Shareholder approval was not required for the issue of the Prior Placement Securities. If Shareholder approval is not obtained for Resolution 3, the issue of the Prior Placement Securities will not be impacted or changed.

However, if Resolution 3 is **not** passed, the Prior Placement Securities issued on 6 December 2017 and 5 January 2018 will count toward the calculation of the 15% Threshold for the purpose of Listing Rule 7.1. This means that LNY's Placement Capacity to issue equity securities without shareholder approval will remain diminished by an amount corresponding to the Prior Placement Securities until the date that is 12 months after their issue.

The Directors wish to maximise the extent to which LNY can issue equity securities without shareholder approval in order to ensure the Company can complete the proposed Capital Raising and also have sufficient capacity and flexibility to raise the funds required to satisfy any future funding requirements.

4. Directors' Recommendation

No members of the Board have any personal interests in the outcome of Resolution 3. Accordingly, the Board unanimously recommends that eligible Shareholders vote in favour of Resolution 3.

Each Director intends to vote all Shares they own or control the right to vote in favour of Resolution 3.

Voting exclusion statements are included in the Notice of Meeting.

RESOLUTION 4 RATIFICATION OF PRIOR ISSUE OF PLACEMENT SECURITIES

5. Background

On 28 June 2018, the Company announced that the Company was undertaking a capital raising of up to \$3 million (before issue costs) to continue to develop Laneway's projects and meet its strategic goals. The capital raising comprises:

- the issue of up to 333 million ordinary shares with an issue price of 0.3 cents per share to raise up to \$1 million. The issue price represented a 7% premium to Laneway's 10 day VWAP (0.28 cents per share).
- the issue of 400 million secured Convertible Notes to raise up to \$2 million.

The principal terms of the Convertible Notes are as follows:

- o Issue Amount: Up to \$2 million
- o Issue Price: Face value of 0.5 cents per Convertible Note
- o Interest Rate: 15% per annum Interest Payments: Interest paid half yearly in arrears and the interest may be paid in certain circumstances at Laneway's election by the issue of further Convertible Notes
- o Maturity Date: 30 June 2021
- o Conversion Terms: Convertible at any time at the Convertible Note holder's election into one ordinary share in Laneway subject to usual adjustment mechanisms in certain circumstances
- o Security: The Convertible Notes will be secured over all assets of Laneway and will have equal ranking security proportionally with the existing Bizzell Nominees Pty Ltd Loan Facility.

The full terms of the Convertible Notes are attached as Annexure B.

The Company has conducted two allotments of securities under the Capital Raising Program as follows:

- On 28 June 2018, the Company issued 133,333,334 Shares at the price of \$0.003 per Share and 92,000,000 Convertible Notes at a price of \$0.005 per Convertible Note; and
- On 31 July 2018, the Company issued 41,500,000 Shares at the price of \$0.003 per Share and 20,000,000 Convertible Notes at a price of \$0.005 per Convertible Note

(together the **Prior Placement Securities** or **Prior Placement**).

The Prior Placement raised \$1,084,500 for the Company. The Prior Placement was issued by LNY pursuant to Listing Rule 7.1.

6. ASX Listing Rules

Pursuant to Listing Rule 7.4, Resolution 4 seeks ratification by Shareholders of the issue of the Prior Placement Securities.

Listing Rule 7.1 prohibits the Company (subject to certain exceptions such as pro-rata issues), from issuing or agreeing to issue equity securities representing more than 15% of the Company's total issued securities, during a rolling 12 month period, without Shareholder approval (**15% Threshold**).

Listing Rule 7.4 allows an issue of equity securities, for which Shareholder approval was not first obtained, to not be counted towards the 15% Threshold when Shareholder approval for that issue is subsequently obtained.

That is, Listing Rule 7.4 permits an issue of securities to be approved retrospectively. It provides that an issue of Equity Securities is treated as having been made with Shareholder approval if ASX Listing Rule 7.1 was not breached at the time the securities were issued and Shareholders subsequently approve (ratify) the issue. The Company did not breach Listing Rule 7.1 at the time the Prior Placement Securities were issued and now seeks Shareholder approval for the issue of the Prior Placement Securities.

By Shareholders approving Resolution 4 the Board is given the flexibility to issue more Equity Securities up to the available Placement Capacity over the next 12 month period. Once the issue of the Prior Placement Securities is approved, these securities will not be counted for the purposes of the 15% Threshold.

Specific information required by ASX 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 Prior Placement Securities:

Table 1: ASX Listing Rule 7.5 Disclosure

REQUIRED DISCLOSURE		
Securities issued on 28 June and 31 July 2018		
ITEM	Shares	Convertible Notes
Number of securities issued	174,833,334 Shares	112,000,000 Convertible Notes
Issue price	\$0.003	\$0.005
Terms of the securities	The Shares issued are fully paid ordinary shares in the capital of the Company that rank equally in all respects with the Company's existing Shares on issue. For further details refer to Annexure A.	The terms of the Convertible Notes are attached as Annexure B.
Allottee / Basis of allotment	Under the Capital Raising to various Exempt Investors unrelated to the Company.	
Use of funds	The proceeds of the issue Funds will be primarily directed towards Laneway's 100% owned Agate Creek gold project and for working capital. The Company will utilize the proceeds of the capital raising to complete the remainder of the project approvals process and to make payments that will be due upon grant of the mining lease and to provide funding towards the mine development start-up after grant of the Mining Lease.	

7. Effect of the Resolution

Shareholder approval was not required for the issue of the Prior Placement Securities. If Shareholder approval is not obtained for Resolution 4, the issue of the Prior Placement Securities will not be impacted or changed.

However, if Resolution 4 is **not** passed, the Prior Placement Securities issued on 28 June and 31 July 2018 will count toward the calculation of the 15% Threshold for the purpose of Listing Rule 7.1. This means that LNY's Placement Capacity to issue equity securities without shareholder approval will remain diminished by an amount corresponding to the Prior Placement Securities until the date that is 12 months after their issue.

The Directors wish to maximise the extent to which LNY can issue equity securities without shareholder approval in order to ensure the Company can complete the proposed Capital Raising and also have sufficient capacity and flexibility to raise the funds required to satisfy any future funding requirements.

8. Directors' Recommendation

No members of the Board have any personal interests in the outcome of Resolution 4. Accordingly, the Board unanimously recommends that eligible Shareholders vote in favour of Resolution 4. Each Director intends to vote all Shares they own or control the right to vote in favour of Resolution 4.

Voting exclusion statements are included in the Notice of Meeting.

RESOLUTION 5 APPROVAL TO ISSUE BALANCE PLACEMENT SECURITIES UNDER THE CAPITAL RAISING

1. Introduction

For the purpose of listing Rule 7.1, we are seeking Shareholder approval for Resolution 5 referred to in the accompanying Notice.

2. The Resolution and Explanation

The Company placed the Prior Placement Securities (referenced in Resolution 4 above) pursuant to the terms of the Capital Raising to various Exempt Investors unrelated to the Company on 28 June 2018, as part of a \$3m capital raising as described above.

Resolution 5 is proposed to approve the issue of part of the balance of the securities under the Capital Raising to various Exempt Investors to raise up to \$1,230,000. Specifically, Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to a maximum of 145,000,000 Shares and 159,000,000 convertible Notes to various Exempt Investors or their nominees pursuant to the Capital Raising (**Balance Placement Securities**).

3. Listing Rule Requirements

3.1 Information required by the Listing Rules

Listing Rule 7.3 requires that the information listed below be provided to Shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.1:

Table 1: ASX Listing Rule 7.3 Disclosure

REQUIRED DISCLOSURE		
ITEM	Balance Placement Shares	Balance Placement Convertible Notes
Number of securities issued	145,000,000 Shares	159,000,000 Convertible Notes
Issue price	\$0.003	\$0.005
Terms of the securities	The Balance Placement Shares issued are fully paid ordinary shares in the capital of the Company that rank equally in all respects with the Company's existing Shares on issue. For further details refer to Annexure A.	The terms of the Convertible Notes are attached as Annexure B.
Issue date / date by which the entity will issue the securities	The Balance Placement Shares are proposed to be issued as soon as practicable after the date of the Meeting, and in any event not later than 28 February 2019, being 3 months after the date of the Meeting.	
Allottee / Basis of allotment	Under the Capital Raising to various Exempt Investors unrelated to the Company.	
Use of funds	The proceeds of the issue Funds will be primarily directed towards Laneway's 100% owned Agate Creek gold project and for working capital. The Company will utilize the proceeds of the capital raising to complete the remainder of the project approvals process and to make payments that will be due upon grant of the mining lease and to provide funding towards the mine development start-up after grant of the Mining Lease.	

4. Impact of Shareholder approval

Importantly, Shareholders should note that:

- Shareholder approval is not required for the issue of the Balance Placement Securities; however
- if Shareholder approval is not obtained for Resolution 3, the Balance Placement Securities will be issued pursuant to Listing Rule 7.1 to the extent there is available Placement Capacity.

The impact of Shareholder approval for this Resolution will be the extent to which the Company's 15% Threshold is refreshed.

Accordingly, if:

- **Resolution 5 is approved** the Company's Placement Capacity under Listing Rule 7.1 will be impacted to the extent that it will increase the number of securities available for placement by 15% of the total number of shares for which approval is sought under this resolution.
- Assuming all the resolutions being put forward for this meeting are passed and no other Equity Securities are issued the Company will be able to issue an additional 552,009,890 new Shares in the following 12 months without Shareholder approval and without relying on any exceptions to the 15% Threshold;
- **Resolution 5 is not approved** the Company's Placement Capacity under Listing Rule 7.1 will be impacted to the extent of the Balance Placement Securities. Without obtaining Shareholder approval, the Company will only be able to issue new Shares in the following 12 months to the extent of its remaining Placement Capacity.

Voting exclusion statements are included in the Notice.

5. Directors' Recommendation

No members of the Board have any personal interests in the outcome of Resolution 5. Accordingly, the Board unanimously recommends that eligible Shareholders vote in favour of Resolution 5. Each Director intends to vote all Shares they own or control the right to vote in favour of Resolution 5.

Voting exclusion statements are included in the Notice of Meeting.

1. Introduction

The securities under Resolutions 6, 7, 8 and 9 are proposed to be issued on the same terms and so for ease of Shareholder's review, the Company provides the required disclosures below.

Current Directors, Messrs Stephen Bizzell, Richard Anthon, Mark Baker and Peter Wright are related parties of the Company in accordance with section 228 of the Corporations Act (**Related Parties or Related Party**).

The granting of a Financial Benefit (which includes the issue of securities) to a Related Party requires Shareholder approval under the related party provisions of the Corporations Act (contained in Chapter 2E) unless a relevant exception applies. If approved, each Related Party will receive a Financial Benefit under Resolutions 4-7 (inclusive).

Section 210 of the Corporations Act provides such an exception where the benefit is given on arm's length terms (**Arm's Length Exception**). In this case, the Company's Board has determined that it is appropriate in the circumstances to rely on the Arm's Length Exception on the basis of the assessment summarised in the Arm's Length Exception Assessment Table at Section 1.1 below.

As such:

1. Shareholder approval is not being sought for the purposes of Chapter 2E of the Corporations Act; and
2. Shareholder approval is sought pursuant to Listing Rule 10.11.

The Company makes the following disclosure under the Corporations Act and the Listing Rules.

1.1 CORPORATIONS ACT - Arm's Length Exception Assessment Table

Factor	Board's Assessment
<p>How the terms of the overall transaction compare with those of any comparable transactions on an arm's length basis</p>	<p>The Directors are participating in the Capital Raising as announced on 28 June 2018 for amounts they had committed to at that date on the same terms as other third party participants. Namely, the Directors will subscribe based on an issue price of \$0.003 per Share and \$0.005 per convertible Note subject to the maximum number of Shares and Convertible Notes for which approval is being sought.</p> <p>The Share issue price is equivalent to the ASX market close price per Share of \$0.003 per Share on 28 June 2018. The price represents a 25% discount to the ASX market close price per Share on 25 October 2018.</p>
<p>The nature and content of the bargaining process</p>	<p>The structure of the Capital Raising (including issue price of Shares and the terms of the Convertible Notes) was largely determined by the Company's negotiations with proposed third party participants.</p> <p>The Directors did not negotiate with the Company or influence the pricing of their Shares or the number of free-attaching Options they would receive. Rather, the Directors simply agreed to invest on the same terms as a result of the preliminary negotiations with potential third party investors, the prevailing trading price and market conditions at the time.</p>
<p>The impact of the transaction on the Company</p>	<p>The participation of the Directors will enable the Company to achieve its capital raising targets. The proceeds of the raising are primarily applied towards to advancing the Company's Agate Creek Gold Project. The dilutionary impact on existing Shareholders would be the same irrespective of whether these Shares and Options were placed with the Directors or any other party.</p>
<p>Any other options available to the Company</p>	<p>The Company has carefully considered its capital raising options having regard to such factors as time to receive available funds, conditions attaching to and the costs of funding, prevailing economic, market and industry sector conditions.</p> <p>The Company has also had regard to its corporate objectives, financial projections and its desire to continue to progress the development of the project. It has been determined that the adopted capital raising strategy and participation by Directors on the same terms as other third parties, is the most efficient way for the Company to raise the required capital to advance its Agate Creek Gold Project and assist the Company it achieve its other objectives.</p>
<p>Any expert advice received by the Company</p>	<p>The Company has received advice from its lawyers that it is appropriate to rely on the arm's length exception in these circumstances where the Directors are participating in the Capital Raising on largely the same terms as other potential participants and will not receive any additional benefit in doing so.</p>

On the basis of the Arm’s Length Exception Assessment Table, the Directors consider that the Arm’s Length Exception is available to the Company and that it is appropriate to rely upon it in these circumstances.

Accordingly, in relation to the participation of the Directors or their nominees in the Capital Raising, LNY:

1. is seeking Shareholder approval pursuant to Listing Rule 10.11 only; and
2. is not seeking Shareholder approval pursuant to the related party provisions of the Corporations Act (contained in Chapter 2E) on the basis of the Arm’s Length Exception.

1.2 ASX LISTING RULES

For the purposes of Listing Rule 10.11, Resolutions 6-9 (inclusive) seeks Shareholder approval for the issue of up to the maximum number of Shares and Options by the Company (collectively the **Related Party Securities**) to the Related Parties (and/or entities associated with the respective Related Party) in the proportions set out in the table below (**Related Party Allocation Table**).

Table 1 - Related Party Allocation Table

Resolution	Related Party	Position	Maximum number of Shares to be issued	Maximum number of Convertible Notes to be issued
6	Mr Stephen Bizzell	Chairman (Appointed on 28 June 1996).	7,500,000 Shares (Bizzell Shares)	87,000,000 Convertible Notes (Bizzell Convertible Notes)
7	Mr Mark Baker	Non-Executive Director (Appointed on 2 October 2014).	2,000,000 Shares (Baker Shares)	14,000,000 Convertible Notes (Baker Convertible Notes)
8	Mr Richard Anthon	Non-Executive Director (Appointed on 28 June 1996).	2,000,000 Shares (Anthon Shares)	14,000,000 Convertible Notes (Anthon Convertible Notes)
9	Mr Peter Wright	Non-Executive Director (Appointed on 31 October 2017).	2,000,000 Shares (Wright Shares)	14,000,000 Convertible Notes (Wright Convertible Notes)
Collectively, the:			“Director Shares”	“Director Convertible Notes”

2. The Resolutions and Explanation

Resolutions 6-9 (inclusive) are required for the purpose of enabling LNY to complete the capital raising, as initially announced to the market on 28 June 2018 via a securities issue of Shares at an issue price of \$0.003 per Share (which is equivalent to the ASX market close price per Share of \$0.003 per Share on 28 June 2018 and represents a 25% discount to the ASX market close price per Share on 25 October 2018) along with Convertible Notes with a face value of \$0.005 on the terms outlined in Annexure B (**Capital Raising**).

The Company intends to issue 13,500,000 Shares and 129,000,000 Convertible Notes to the Related Parties in accordance with the Related Party Allocation Table. These are being issued on the same terms as per issues to other non-related parties.

The Capital Raising proceeds will be primarily directed towards Laneway's 100% owned Agate Creek gold project and for working capital. The Company will utilize the proceeds of the capital raising to complete the remainder of the project approvals process and to make payments that will be due upon grant of the mining lease and to provide funding towards the mine development start-up after grant of the Mining Lease.

The successful grant of the mining lease will enable the Company to mine and process high grade near surface ore from the Agate Creek Gold Project. This follows the successful 5,472 tonne metallurgical sample taken from the project in 2014, from which 1,725 ounces of gold were successfully recovered.

Resolutions 6-9 seek Shareholder approval of issue of the 13,500,000 Shares and 129,000,000 Convertible Notes as set out in the Related Party Allocation Table. The Company has already placed 174,833,334 Shares and 112,000,000 Convertible Notes to unrelated parties, the approval of which is set out in Resolution 4, while Resolution 5 seeks approval for an additional 145,000,000 Shares and 159,000,000 Convertible Notes to be placed to unrelated parties.

3. Listing Rule Requirements

Listing Rule 10.11 prohibits the issue of or the agreement to issue securities to a Related Party of a company unless the approval of the shareholders of the company is obtained.

Listing Rule 7.1 broadly prohibits a company from issuing more than 15% of its shares in any one year without shareholder approval. Pursuant to Listing Rule 7.2 (Exception 14), if Shareholder approval is given under Listing Rule 10.11, further approval is not required for the purposes of Listing Rule 7.1.

In compliance with the requirements of Listing Rule 10.13, Shareholders are advised of the following information in relation to the Related Party Securities proposed to be issued pursuant to Resolutions 6-9.

Table 2 – Listing Rule 10.13 Requirements

Item		Related Party Securities	
Name of person/entity to receive the Related Party Securities and the Maximum Number of Related Party Securities to be issued	Related Party	Maximum number of Director Shares	Maximum number of Director Convertible Notes
	Mr Stephen Bizzell or his nominee, being an entity associated with him <i>(Resolution 6)</i>	7,500,000 Shares (Bizzell Shares)	87,000,000 Convertible Notes (Bizzell Convertible Notes)
	Mr Mark Baker or his nominee, being an entity associated with him <i>(Resolution 7)</i>	2,000,000 Shares (Baker Shares)	14,000,000 Convertible Notes (Baker convertible Notes)
	Mr Richard Anthon or his nominee, being an entity associated with him <i>(Resolution 8)</i>	2,000,000 Shares (Anthon Shares)	14,000,000 Convertible Notes (Anthon Convertible Notes)
	Mr Peter Wright or his nominee, being an entity associated with him <i>(Resolution 9)</i>	2,000,000 Shares (Wright Shares)	14,000,000 Convertible Notes (Wright Convertible Notes)
Issue date / date by which the entity will issue the Related Party securities	All of the Related Party Securities may be issued as soon as practicable after the date of the Meeting, and in any event not later than 30 December 2018 being 1 month after the date of the Meeting. The allotments are proposed to occur in one tranche.		
Relationship of Recipient to Related Parties/Directors	<p>The Related Parties each make the following disclosure with respect to their own relationship to the Company:</p> <ul style="list-style-type: none"> Mr Stephen Bizzell or an entity which is a related entity or otherwise associated with him will be the recipient of the Bizzell Shares and Bizzell Convertible Notes. Mr Mark Baker or an entity which is a related entity or otherwise associated with him will be the recipient of the Baker Shares and Baker Convertible Notes. Mr Richard Anthon or an entity which is a related entity or otherwise associated with him will be the recipient of the Anthon Shares and Anthon Convertible Notes. Mr Peter Wright or an entity which is a related entity or otherwise associated with him will be the recipient of the Wright Shares and Wright Convertible Notes. 		
Issue price	All of the Director Shares will be issued at an issue price of \$0.003 per Share.	All of the Director Convertible Notes will be issued at their face value of \$0.005 per Convertible Note	
Terms of the Related Party securities	LNY will apply for quotation of the Director Shares which shall rank equally in all respects with all existing Shares and as detailed in Annexure A.	The terms of the Convertible Notes are attached as Annexure B.	
Use of funds	<p>The funds raised from the issue of the Related Party Securities will, together with other funds raised under the Capital Raising (Resolution 5), enable the Company to advance its 100% owned Agate Creek gold project.</p> <p>In particular, the funds raised are proposed to be applied to the following:</p> <ul style="list-style-type: none"> advancing the Company’s Agate Creek Gold Project, progressing the Company’s mining lease application over part of the Company’s Agate Creek tenement area; general working capital. 		

4. Effect of the Resolutions

If Resolutions 6-9 are passed and the Directors each subscribe for the approved maximum number of securities, the Company will in total raise funds of \$685,500 which, together with other funds raised via the Capital Raising, will be applied to the objectives as disclosed above.

If Resolutions 6-9 are not passed the Directors may not participate in the Capital Raising and the Company's ability to achieve its objectives in the timeframes desired may be impeded.

5. Dilutive effect of issuing Related Party Securities

If Shareholders approve the issue of the Related Party Securities and the Related Parties participate to their maximum allowances, the issue is anticipated to have no dilutionary impact on all other Shareholders' holdings in the Company by comparison to current percentage holdings overall (NB: this assumes that all other Resolutions are approved and all relevant shares are issued but no convertible notes are converted). The issue will result in a dilution of the holdings of the three Directors compared to all other Shareholder holdings in the Company with the combined holdings of the three Directors falling from the current 38.2% to 36.9% of the total shares on issue (assuming no Convertible Notes are converted).

If Shareholders approve the issue of the Director Convertible Notes, they may also have a dilutive effect on existing Shareholders if those Convertible Notes are converted prior their maturity in June 2021 (which will likely occur if LNY's Share price is above the Face Value of \$0.005). Refer to the table below for details of the dilutive effect of Resolutions 6-9.

At the date of this Explanatory Memorandum, the issued Share capital of LNY is 3,521,565,933 shares.

The table below sets out the issued capital of the Company if the issue of the Related Party Securities (comprising both the Director Shares and Director Options) is approved and Directors subscribe for the maximum amount and no other securities (including the securities proposed to be issued under any other Resolution) are issued by the Company in the meantime.

Table 4: Dilutive effect

Description	Shares
Existing LNY Shares on issue	3,521,565,933
Existing Convertible Notes on issue (assuming all will be exercised)	112,000,000
Maximum number of Director Shares proposed to be issued	13,500,000
Maximum number of Director Convertible Notes proposed to be issued	129,000,000
Number of LNY Shares on issue following the issue of the Director Shares and all other shares for which approval is being sought (undiluted basis)	3,680,065,933
Maximum number of LNY Shares on issue following the conversion of all Convertible Notes including the Director convertible Notes (fully diluted)	4,080,065,933

Assuming Resolutions 6-9 are approved by Shareholders and the Related Parties subscribe for the maximum amount, the Related Parties could hold up to a maximum number of securities as set out in Table 5 below. Please note this Table 5 shows the maximum dilution upon Shareholders based on the stated assumptions.

Table 5: Effect of Approval of Resolutions 6-9

Related Party	Shares currently held	Convertible Notes currently held	Total Shares held after issue of maximum number Director Shares	Total Convertible Notes held after issue of maximum number of Director Convertible Notes	% of new total Shares on issue (partially diluted)*
Mr Stephen Bizzell and his Associates	1,099,902,623	-	1,107,402,623	87,000,000	31.4%
Mr Mark Baker and his Associates	150,394,976	-	152,394,976	14,000,000	4.4%
Mr Richard Anthon and his Associates	72,782,866	-	74,782,866	14,000,000	2.3%
Mr Peter Wright and his Associates	22,652,642	-	24,652,642	14,000,000	1.0%
*Assuming all Resolutions in this Notice are approved and all relevant Securities are issued; the Director Convertible Notes are converted but no other Convertible Notes are converted, and LNY's total Shares on issue is 3,809,065,933 Shares.					

6. Bizzell Securities

As at the date of these Meeting Materials, Mr Stephen Bizzell and his associates have a relevant interest in 1,099,902,623 voting shares in LNY, representing approximately 31.23% voting power. Under the Corporations Act, Mr Bizzell and his associates may only increase this relevant interest by an amount equivalent to 3% over a 6 month period (**3% Creep Rule**), or if another specific exception (such as Shareholder approval) applies.

The number of Bizzell Securities to be allocated to Mr Bizzell has been determined having regard to these restrictions.

Provided the Company is able to issue the securities contemplated by Resolutions 5 to 9 (relating to the issue of new securities to third parties and related parties under the Capital Raising respectively) prior to (or simultaneously with) the Bizzell Securities then the relevant interest of Mr Bizzell (together with his associates) will actually decrease to 30.1%.

If the Company is not able to issue some or all of the other securities contemplated by Resolutions 5 to 9 prior to the issue of the Bizzell Securities, then the number of Bizzell Securities to be issued to Mr Bizzell (or his nominees) shall be scaled back to ensure the maximum amount permitted by the 3% Creep Rule is not exceeded at any time.

7. Directors' Recommendation

Each of the Directors' recommends that Shareholders vote in favour of Resolutions 6-9 (inclusive) as they consider the fundraising from these transactions to be in the best interests of the Company.

The reason for this recommendation is that the Capital Raising is the most efficient way for the Company to raise the required capital to advance its Agate Creek Gold Project.

The Company has attempted to source the funding through non-related entities and whilst it has secured the funds from some unrelated parties (as noted in resolution 5 of this Explanatory

Memorandum), the Company requires additional funding to develop its flagship project and for ongoing working capital requirements.

Mr Stephen Bizzell will be excluded from voting on Resolution 6 because he is a Related Party for the purpose of that Resolution, as he will benefit (either directly or through an associated entity) from the issue of Shares.

Mr Mark Baker will be excluded from voting on Resolution 7 because he is a Related Party for the purpose of that Resolution, as he will benefit (either directly or through an associated entity) from the issue of Shares.

Mr Richard Anthon will be excluded from voting on Resolution 8 because he is a Related Party for the purpose of that Resolution, as he will benefit (either directly or through an associated entity) from the issue of Shares.

Mr Peter Wright will be excluded from voting on Resolution 9 because he is a Related Party for the purpose of that Resolution, as he will benefit (either directly or through an associated entity) from the issue of Shares.

GLOSSARY

In the Meeting Materials:

\$	means Australian dollars.
ASIC	means Australian Securities and Investments Commission.
Associate(s)	has the meaning given in section 12 of the Corporations Act.
ASX	means the Australian Securities Exchange or ASX Limited ACN 008 624 691.
Arm's Length Exception	means the exception from the requirement to obtain Shareholder Approval for the provision of a Financial Benefit under Chapter 2E of the Corporations Act which applies where a Financial Benefit is given on arm's length terms in accordance with section 210 of the Corporations Act.
Board	means the board of Directors of the Company.
Capital Raising	means the capital raising announced on 28 June 2018 via an issue of Ordinary Shares at an issue price of \$0.003 per Share and the issue of Convertible Notes with a face value of \$0.005.
Chairman	means the chairman of the Board, Mr Stephen Bizzell.
Company, Laneway Resources Ltd or LNY	means Laneway Resources Ltd ACN 003 049 714.
Constitution	means the constitution of the Company as in force from time to time.
Convertible Notes	means convertible notes issued by the Company on the terms and conditions set out in Annexure A.
Corporations Act	means the Corporations Act 2001 (Cth).
Directors	means the Directors of the Company from time to time, which as at the date of this Notice are Stephen Bizzell, Richard Anthon, Mark

	Baker and Peter Wright.
Equity Security	has the meaning given in Listing Rule 19.2.
Exempt Investors	means those investors who are sophisticated, professional or otherwise exempt from the disclosure requirements in accordance with an exception in section 708 of the Corporations Act.
Explanatory Memorandum	means this explanatory memorandum that accompanies and forms part of the Notice and Meeting Materials.
Financial Benefit	has the meaning given under section 229 of the Corporations Act.
Issue Price	means \$0.003 for Shares and \$0.005 for Convertible Notes
Listing Rules	means the official Listing Rules of ASX.
Meeting or Annual General Meeting	means the Annual General Meeting of the Company to be convened by the Notice (unless the context otherwise requires), scheduled for 30 November 2018.
Meeting Materials	means the Notice, Explanatory Memorandum and Proxy Form.
Notice	means the notice of Annual General Meeting setting out the Resolutions dated 28 October 2018 and which these Meeting Materials accompany.
Placement Capacity	means the Company's capacity to issue equity securities without Shareholder approval having regard to the operation of Listing Rule 7.1 and Listing Rule 7.1A as they apply to LNY from time to time. As at the date of these Meeting Materials, LNY's Placement Capacity under Listing Rule 7.1 and Listing Rule 7.1A is 11,578,206 equity securities which is insufficient to complete the Capital Raising.
Proxy Form	means the proxy form accompanying the Notice.
Related Parties or Related Party	means Stephen Bizzell, Richard Anthon, Mark Baker and Peter Wright in accordance with section 228 of the Corporations Act.
Related Party Securities	has the meaning given in Resolutions 6-9 (inclusive).
Related Party Allocation Table	Refers to the maximum number of Related Party Securities to be allocated across the Related Parties.
Related Bodies Corporate	has the meaning given in the Corporations Act.
relevant interest	has the meaning given in section 608 of the Corporations Act.
Resolution	means Resolution 1 (Ratification of prior issue of Placement Shares), Resolution 2 (Ratification of Prior Placement Securities), Resolution 3 (Approval of Balance Placement Securities), Resolutions 6-8 (Approval to issue Securities to Related Parties), or all resolutions, as the context requires.
Share	means a fully paid ordinary share in the Company.
Shareholder	means a holder of Shares.
Trading Day	has the meaning given in Listing Rule 19.2.
VWAP	means the volume weighted average price for Shares traded on ASX, to be determined on the basis of price and volume quotes published by Bloomberg.

ANNEXURE A TERMS AND CONDITIONS OF ORDINARY SHARES

All Shares rank equally.

The following is a summary of the more significant rights and liabilities attaching to Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Company's constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with the Corporations Act and the Company's Constitution.

(b) Voting

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

- each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid Shares shall have a fraction of a vote for each partly paid Share. The fraction must be equivalent to the proportion which the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited). Amounts paid in advance of a call are ignored when calculating the proportion.

(c) Dividends

Dividends are payable out of the Company's profits and are declared or determined to be payable by the Directors. Subject to the rights of persons (if any) entitled to Shares with special rights to dividends, dividends declared will be payable on the Shares in proportion to the amount for the time being paid in respect of each Share.

The Directors may carry forward so much of the profits remaining as they consider ought not to be distributed as dividends by transferring those profits to a reserve.

(d) Transfer of Shares

A Shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX or the Corporations Act for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or in any other usual form or in any form approved by the Directors.

Generally (subject to formal requirements and to the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia including the transfer not being in breach of the Corporations Act or the ASX Listing Rules), the Shares are freely transferable.

(e) **Meetings and notice**

Each Shareholder is entitled to receive notice of and to attend general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the constitution of the Company, the Corporations Act or the Listing Rules.

(f) **Winding up**

If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as the liquidator considers fair on any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the sanction of a special resolution of the Company, vest the whole or any part of any such property in trustees on such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

(g) **Shareholder liability**

As all Shares on issue are fully paid Shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(h) **Future increase in capital**

Subject to restrictions on the issue or grant of securities contained in the Corporations Act, Listing Rules and LNY's constitution, the Directors may issue, allot or dispose of Shares on terms determined by the Directors, at the issue price that the Directors determine and to Shareholders whether in proportion to their existing Shareholdings or otherwise, and to such other persons as the Directors may determine.

(i) **Variation of rights**

Subject to the relevant restrictions in the Corporations Act and Listing Rules, if at any time the Share capital is divided into different classes of Shares, the rights attached to any class may (unless otherwise provided by the terms of issue of the Shares of that class), whether or not the Company is being wound up, be varied or abrogated in any way with the consent in writing of the holders of three-quarters of the issued Shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the Shares of that class.

(j) **Alteration of Constitution**

The Constitution of the Company can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. At least 28 days written notice of the special resolution must be given.

ANNEXURE B TERMS AND CONDITIONS OF CONVERTIBLE NOTES

Issuer	Laneway Resources Ltd ACN 141 198 414
Convertible Note Issue	Convertible Notes to be issued by the Issuer pursuant to the Convertible Note Trust Deed.
Purpose	To enable the Company to advance its Agate Creek gold, New Zealand gold and NSW coal projects as well as make payments to creditors, partial repayment of the Bizzell Nominees Facility, general working capital and costs of the issue.
Issue Price	Face Value of \$0.005 per Convertible Note
Conversion	Each Note is convertible at any time at the holder's election into one ordinary share of the Issuer [ASX: LNY]. For clarity, a Noteholder may exercise conversion rights in relation to only some, or all, of their Notes at any time.
Issue size	Up to 400 million Convertible Notes (\$2,000,000). The Issuer may also issue Convertible Notes in lieu of Interest (at the Issuer's election) pursuant to the terms below.
Initial Placement Notes	Up to 92 million Convertible Notes (able to be issued under ASX LR7.1 & 7.1A without shareholder approval)
Conditional Placement Notes	Convertible Notes to be issued subject to obtaining any necessary shareholder approvals. The Conditional Placement Notes will include those Notes to be issued to director related entities.
Term	Approx. 3 years
Maturity Date	30 June 2021
Security	Investors to be granted security over all assets of the Issuer in accordance with the terms of the Note Trust Deed, subject only to the terms of the Priority Deed.
Security Ranking	The Convertible Notes will have equal ranking security proportionally with the Bizzell Nominees Facility pursuant to the terms of the Priority Deed.
Status	<p>The Notes are direct and secured debt obligations of the Company.</p> <p>Each Note ranks for payment in a Winding Up of the Company:</p> <ol style="list-style-type: none"> (1) equally and proportionally with each Note and all Equal Ranking Obligations in accordance with the terms of the Priority Deed; and (2) ahead of all unsecured or subordinated debts of the Issuer and ordinary shareholders. <p>In order to give effect to the ranking, in any Winding Up of the Issuer, the claims of Holders are limited to the extent necessary to ensure that Holders of the Notes and holders of any Equal Ranking Obligations receive payments on a pro-rata basis. The Bizzell Nominees Facility is the only permitted Equal Ranking Obligation.</p>
Bizzell Nominees Facility	means the Loan Facility Agreement between the Issuer as borrower and Bizzell Nominees Pty Ltd as trustee for the Bizzell Family Trust as lender, as amended from time to time.
Issue Date	<p>Placement Notes: 28 June 2018 (first tranche)</p> <p>Conditional Placement Notes: within 30 days of shareholder approval at EGM or AGM</p>
Coupon Rate	Interest of 15% p.a, paid half yearly in arrears on the Interest Payment Dates.

Interest Payment Dates	<p>31 December 2018</p> <p>30 June 2019</p> <p>31 December 2019</p> <p>30 June 2020</p> <p>31 December 2020</p> <p>30 June 2021</p>
Issue of Notes in lieu of Interest	<p>The Issuer may elect, at its discretion, to issue Notes (at the Issue Price and on the same terms and conditions as the Placement Notes) in lieu of any Interest due on an Interest Payment Date, and the issue of those Notes will be in full and final satisfaction of the Interest due and payable on that date.</p> <p>The number of Notes that will be issued will be so many Notes as is determined in accordance with the following formula:</p> <p>$A = B/C$</p> <p>Where:</p> <p>A = the number of Notes to be issued in lieu of Interest payable on any Interest Payment Date,</p> <p>B = the amount of Interest due on the relevant Interest Payment Date, and</p> <p>C = \$0.005 (being the Issue Price/Face Value per Note).</p>
Payment of Interest on Conversion	<p>If a Holder elects to Convert Notes:</p> <p>(1) on a date being an Interest Payment Date, the Company will pay to the Holder an amount of Interest being:</p> <p>(A) all Interest owing on that Interest Payment Date; and</p> <p>(B) all accrued and unpaid Interest;</p> <p>(2) on a day that falls between Interest Payment Dates, then because interest is payable in arrears, on the next Interest Payment Date immediately following the relevant Conversion Date, the Company will pay to the Holder an amount of Interest calculated in accordance with the following formula:</p> <p>$R = (I/180 \times MP)$</p> <p>Where</p> <p>R = the amount of Interest to be paid by the Company;</p> <p>I = the total amount of Interest which would have been payable to that Holder in respect of the relevant Notes on the Interest Payment Date following the Conversion Date, had the Notes not been Converted; and</p> <p>MP = the number of days commencing on the Interest Payment Date which immediately preceded the date of Conversion and ending on the Conversion Date.</p>
Adjustments to Conversion Ratio	<p><i>Pro Rata Offer</i></p> <p>If at any time prior to the earlier to occur of the Conversion, Redemption or Maturity Date of the Notes the Company makes a pro rata offer (excluding a bonus issue) to Shareholders,</p>

the Conversion Ratio will be adjusted using the formula as follows:

$$NR = \frac{OR + E[P - (S+O)]}{N+1}$$

Where:

NR = the new Conversion Ratio of the Notes.

OR = the old Conversion Ratio of the Note prior to the pro rata offer.

E = the number of shares into which one Note is convertible.

P = average market price per share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex-rights date or ex-entitlements date.

S = the subscription price of a share under the pro rata issue.

O = the dividend due but not yet paid on the existing underlying shares (except those to be issued under the pro rata issue).

N = the number of shares with rights or entitlements that must be held to receive a right to 1 new share.

Bonus Issue

If a bonus issue of shares is made by the Company, then the number of shares issued to each Holder on Conversion will be increased by the number of bonus shares that a Holder would have received if the Note had been exercised prior to the record date for the bonus issue and no change will be made to the Conversion Ratio.

Reorganisation of capital

The Company may only reorganise its capital:

- (1) in accordance with the Listing Rules; and
 - (2) if, in respect of the Notes, the number of Notes or the Face Value, or both, is reorganised so that the Holders will not receive a benefit that Shareholders do not receive.
- (b) Unless the Listing Rules require otherwise, the Conversion Ratio must be adjusted as follows:

- (1) Reduction in capital

If the issued capital of the Company is reduced, the entitlement of a Holder to convert its Notes to shares at the Conversion Ratio will be reduced in the same proportion and manner as the issued capital is so reduced (subject to any provisions with respect to the rounding of entitlements as may be sanctioned by the meeting of the members of the Company approving the reduction of capital) but in all other respects the Conversion Rights will remain unchanged.






- (2) Consolidation of capital

	<p>If the issued capital of the Company is consolidated, the entitlement of a Noteholder to convert its Notes to shares at the Conversion Ratio will be reduced in the same proportion and manner as the issued capital is so consolidated (subject to any provisions with respect to the rounding of entitlements as may be sanctioned by the meeting of the members of the Company approving the consolidation of capital) but in all other respects the Conversion Rights will remain unchanged.</p> <p>(3) Subdivision of capital</p> <p>If the issued capital of the Company is subdivided, the entitlement of a Holder to convert its Notes to shares at the Conversion Ratio will be increased in the same proportion and manner as the issued capital is so subdivided (subject to any provisions with respect to the rounding of entitlements as may be sanctioned by the meeting of the members of the Company approving the subdivision of capital) but in all other respects the Conversion Rights will remain unchanged.</p>
Redemption	Repayment of Face Value and any unpaid interest at the Maturity Date.
Early Redemption Event	<p>The Company may give a Redemption Notice in the event of a Takeover Event. Takeover Event means that if at any time on or before the Maturity Date, an off market bid, a market bid, scheme of arrangement, or offer or invitation is made to all holders of Ordinary Shares to purchase or otherwise acquire Ordinary Shares and the bid, scheme or offer becomes unconditional, and the offeror has at least 50% of the voting power (as defined by the Corporations Act) in the Company.</p> <p>Notwithstanding the issue of a Redemption Notice, a Holder may give a Conversion Notice (which may be expressed to be subject to Takeover Event completing) in respect of any of its Notes which are the subject of the Redemption Notice up to the before the relevant Redemption Date (or such later time as the Company may agree with the relevant Holder), and only Notes for which Conversion Notices have not been so given or are treated as having not been given will be Redeemed on the specified Redemption Date.</p>
Events of Default	<p>Customary events of default which are no less favorable than those under the Bizzell Nominees Facility (as amended), are to be incorporated in the formal transaction documents, including but not limited to payment, redemption or conversion breaches, cross defaults, suspension from trading for more than 10 days and insolvency events.</p> <p>While any Event of Default relating to a payment failure is subsisting, default interest at the Higher Interest Rate (as defined under the Bizzell Nominees Facility) will apply.</p>
Negative Pledge	There shall be no increase in the Equal Ranking Obligation Debt beyond its current facility limit without Noteholder approval being obtained.
No Dividends	No dividends may be declared or paid whilst the Convertible Notes are on issue without Noteholder approval being obtained.
ASX Listing	The Convertible Notes will not be listed on ASX.
Investor Eligibility	The Notes are being offered to 'sophisticated investors', 'professional investors' (under the Corporations Act) and investors who are exempt to disclosure requirements.
Cleansing Notice	The Issuer must issue a cleansing notice within 30 days of conversion of any Convertible Notes.
Note Trustee	Centec Securities Pty Ltd

LANEWAY RESOURCES LIMITED

ACN 003 049 714





LODGE YOUR VOTE

-  **BY EMAIL**
Scan and email to: pmarshall@lanewayresources.com.au
-  **BY MAIL**
Laneway Resources Limited
GPO Box 1164,
Brisbane QLD 4001
Australia
-  **BY FAX**
(07) 3108 3501
-  **BY HAND**
Laneway Resources Limited, Level 9, Waterfront Place,
1 Eagle Street, Brisbane
-  **ALL ENQUIRIES TO**
Telephone: (07) 3108 3500

LODGE MENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **9:30am (Brisbane time) on Wednesday, 28 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged by:

 Email pmarshall@lanewayresources.com.au	 BY MAIL Laneway Resources Limited GPO Box 1164 Brisbane QLD 4001 Australia	 BY HAND delivering it to Laneway Resources Limited* Level 9, Waterfront Place, 1 Eagle Street, Brisbane
 BY FAX +61 7 3108 3501 (for proxy voting)		* During business hours (Monday to Friday, 9:00am–5:00pm)

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 Resolution is 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" must 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.

**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.**

NAME SURNAME
 ADDRESS LINE 1
 ADDRESS LINE 2
 ADDRESS LINE 3
 ADDRESS LINE 4
 ADDRESS LINE 5
 ADDRESS LINE 6



X9999999999

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:30am (Brisbane time) on Friday, 30 November 2018 at Level 9, Waterfront Place, 1 Eagle Street, Brisbane, Qld, 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: 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 Resolution 1, even though the Resolution is 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"/>	9 Approval to issue Placement Securities to Wright	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Richard Anthon as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Ratification of prior issue of Placement Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Ratification of prior issue of Placement Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Approval to issue the Balance of Placement Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Approval to issue Placement Securities to Bizzell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Approval to issue Placement Securities to Baker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Approval to issue Placement Securities to Anthon	<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.

STEP 2

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

STEP 3

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

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