



# **Tribune Resources Limited**

**ACN 009 341 539**

## **NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM**

**13 May 2015**

**11am Perth time (WST)**

**Unit G1, 49 Melville Parade  
South Perth Western Australia**

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 (08) 9474 2113.

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## NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Tribune Resources Limited will be held at the Company's registered office, Unit G1, 49 Melville Parade, South Perth, Western Australia, on 13 May 2015, commencing at 11am WST.

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

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 11 May 2015 at 5pm (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

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## AGENDA

### Resolution 1 – Removal of Auditor

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

*“That, pursuant to section 329 of the Corporations Act and for all other purposes, approval is given for the removal of BDO Audit (WA) Pty Ltd as the current auditor of the Company effective from the date of the Meeting.”*

### Resolution 2 – Appointment of Auditor

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

*“Subject to the passing of Resolution 1, that pursuant to section 327D of the Corporations Act and for all other purposes, RSM Bird Cameron Partners, having been nominated by a Shareholder and consented in writing to act in the capacity of auditor, be appointed as auditor of the Company on the terms and conditions in the Explanatory Memorandum.”*

Dated 13 April 2015

**BY ORDER OF THE BOARD**



**Ms Lyndall Vaughan**

Company Secretary

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# EXPLANATORY MEMORANDUM

## 1. Introduction

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This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at the Company's Registered Office, at Unit G1, 49 Melville Parade, South Perth, Western Australia, on 13 May 2015 commencing at 11.00am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

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

## 2. Action to be taken by Shareholders

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

### 2.1 Proxies

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

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

## 3. Resolution 1 – Removal of Auditor

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Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months' notice of intention to move the resolution has been given (**Notice of Intention**).

It should be noted that under this section, if a company calls a meeting after the Notice of Intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the Notice of Intention is given.

Resolution 1 is an ordinary resolution seeking the removal of BDO Audit (WA) Pty Ltd (**BDO**) as the auditor of the Company. An auditor may be removed in a general meeting provided that the Notice of Intention to remove the auditor has been received from a member of the company. A copy of the Notice of Intention is set out in Schedule 2 to this Notice.

In accordance with section 329(2) of the Corporations Act, the Company has sent a copy of the Notice of Intention to BDO and ASIC.

#### **4. Resolution 2 – Appointment of Auditor**

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Under section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act.

Resolution 2 is a special resolution seeking the appointment of RSM Bird Cameron Partners (**RSM**) as the new auditor of the Company. Resolution 2 is subject to the passing of Resolution 1.

As required by the Corporations Act, a nomination for RSM to be appointed as the auditor of the Company has been received from a member. A copy of the nomination of RSM as auditor is set out in Schedule 2 to this Notice.

RSM has given its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act, subject to shareholder approval of this resolution.

If Resolutions 1 and 2 are passed, the appointment of RSM as the Company's auditor will take effect at the close of this Meeting.

#### **5. Enquires**

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Shareholders should contact the Company Secretary on +61 (08) 9474 2113 if they have any queries in respect of the matters set out in this Notice.

## Schedule 1 – Definitions

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In this Notice and the Explanatory Memorandum:

**\$** means Australian Dollars.

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

**BDO** means BDO Audit (WA) Pty Ltd.

**Board** means the board of Directors.

**Business Day** means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

**Chair** or **Chairman** means the person appointed to chair the Meeting conveyed by this Notice.

**Company** means Tribune Resources Limited (ACN 009 341 539).

**Constitution** means the constitution of the Company as at the commencement of the Meeting.

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

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

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

**Notice** means this notice of general meeting.

**Notice of Intention** means the notice of intention set out in Schedule 2.

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

**Resolution** means a resolution contained in the Notice.

**RSM** means RSM Bird Cameron Partners.

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

**Section** means a section contained in this Explanatory Memorandum.

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

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

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

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.



## Schedule 2 - Notice of Intention and Nomination



ABN 41 004 669 658

G1 49 Melville Parade  
South Perth WA 6151, Australia

PO Box 307  
West Perth WA 6872, Australia

T 61 8 9474 2113  
F 61 8 9367 9386

E info@randmining.com.au  
W randmining.com.au

27 March 2015

The Directors  
Tribune Resources Limited  
PO Box 307  
WEST PERTH, WA 6872

Dear Sirs,

### Notice of Intention to Remove BDO Audit (WA) Pty Ltd as Auditor and Nomination of RSM Bird Cameron Partners

We, Rand Mining Limited (ACN 004 669 658), being a member of Tribune Resources Limited (ACN 009 341 539) (**Company**) holding at least 5% of the voting power of the Company, hereby request that the board of directors of the Company convene a meeting to be held at the first available time, to consider and if thought fit, pass resolutions that:

BDO Audit (WA) Pty Ltd be removed as auditor of the Company; and

RSM Bird Cameron Partners be appointed as the new auditor of the Company.

In addition, pursuant to section 328B(1) of the Corporations Act 2001 (Cth), we hereby give notice of the nomination of RSM Bird Cameron Partners of 8 St George's Terrace Perth, Western Australia, as auditor of the Company.

**EXECUTED** by Rand Mining Limited (ACN 004 669 )  
658) in accordance with Section 127 of the )  
Corporations Act: )

Signature of Director

Anton Billis

Name of Director

Signature of Director/Secretary

Name of Director/Secretary



PROXY FORM

The Secretary
Tribune Resources Limited

By Post:
Advanced Share Registry
PO BOX 1156 Nedlands WA 6909

By Hand:
Advanced Share Registry
110 Stirling Hwy Nedlands WA 6009

By facsimile:
+61 8 9262 3723

Name of Shareholder: [Form box]

Address of Shareholder: [Form box]

Number of Shares entitled to vote: [Form box]

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

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

Step 1 – Appoint a Proxy to Vote on Your Behalf

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 (excluding the registered shareholder) you are appointing as your proxy

[Form box for proxy name]

or failing the person/body corporate named, or if no person/body is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Meeting of the Company to be held at the Company's Registered Office, at Unit G1, 49 Melville Parade, South Perth, Western Australia, on 13 May 2015 commencing at 11am (WST) and at any adjournment or postponement of that Meeting.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on a Resolution by marking the appropriate box below.

The Chairman of the Meeting intends to vote all available proxies in favour of each Resolution.

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

Step 2 – Instruction as to Voting on Resolutions

Table with 3 columns: FOR, AGAINST, ABSTAIN and 2 rows of resolutions with checkboxes.

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll. If two proxies are being appointed, the proportion of voting rights this proxy represents is \_\_\_\_%.

Signature of Member(s):

Date:

Individual or Member 1
[Form box]
Sole Director/Company Secretary

Member 2
[Form box]
Director

Member 3
[Form box]
Director/Company Secretary

Contact Name: [Form box]

Contact Ph (daytime): [Form box]

Date: [Form box]

**Proxy Notes:**

1. A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.
  2. If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate or Appointment of Representative prior admission. A form of the certificate may be obtained from the Company's share registry.
  3. You must sign this form as follows in the spaces provided:  
  
Joint Holding:                    where the holding is in more than one name all of the holders must sign.  
  
Power of Attorney:            if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy, of the Power of Attorney to this Proxy Form when you return it.  
  
Companies:                      a Director can sign jointly with another Director or Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicated the office held by signing in the appropriate space.
  4. If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.
  5. Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by the Share Registry at PO BOX 1156 Nedlands WA 6909 or 110 Stirling Hwy Nedlands WA 6009 or by facsimile +61 8 9262 3723 not less than 48 hours prior to the time of commencement of the Meeting (WST).
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