



**CHARTER
PACIFIC**

Corporation Limited

ACN 003 344 287

**NOTICE OF
ANNUAL GENERAL MEETING**

**The Annual General Meeting
of the Company will be held at**

**on
30 November 2016
at 11.00AM (EST)**



CHARTER PACIFIC CORPORATION LIMITED

ACN 003 344 287

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Charter Pacific Corporation Limited (**Company**) will be held at the Kalahari Room, Level 5 - 100 Walker Street, North Sydney NSW at 11:00am (EST) Wednesday 30 November 2016 (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form forms 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 of the Company on Monday, 28 November 2016 at 11:00am (EST).

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

AGENDA

1. Annual Financial Report

To consider the Annual Financial Report of the Company and its controlled entities for the year ended 30 June 2016, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2. Resolution 1 – Remuneration Report

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

"That the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-election of Director – Mr David Selfe

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

"That in accordance with article 82 of the Constitution and for all other purposes, Mr David Selfe is elected as a Director on the terms and conditions in the Explanatory Memorandum."

4. Resolution 3 – Ratification of Prior Placement

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

"That in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve the issue of 36,194,795 Shares on the terms and conditions in the Explanatory Memorandum."



The Company will disregard any votes cast on this Resolution by any person (and any Associate of such person) who participated in the issue of the Shares.

The Company will not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman 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.

5. Resolution 4 (a) and (b) – Approval of Issue of Shares on Conversion of Converting Notes

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

4(a) - 'That, for the purposes of Listing Rule 7.3 and 7.4 and for all other purposes, the Shareholders approve the conversion of the Converting Notes into 46,100,000 Shares upon conversion of the principal amount of converting notes on the terms and conditions in the Explanatory Memorandum.'

4(b) - 'That, for the purposes of Listing Rule 7.3 and for all other purposes, the Shareholders approve the issue of 3,688,000 Shares to sophisticated investors and professional investors upon conversion of the interest amount of converting notes held by those investors on the terms and conditions in the Explanatory Memorandum.'

The Company will disregard any votes cast on this Resolution by any person (and any Associate of such person) who participated in the issue of the Shares.

The Company will not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman 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.

6. Resolution 5 – Approval of 10% Placement Facility

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

"That in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

The Company will disregard any votes cast on this Resolution by a person (and any Associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit if this Resolution is passed, except a benefit solely in the capacity of a holder of Shares, and any Associate of that person (or those persons).

The Company will not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman 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.

Dated 28 October 2016

BY ORDER OF THE BOARD

S A Cole

Company Secretary



CHARTER PACIFIC CORPORATION LIMITED

ACN 003 344 287

EXPLANATORY MEMORANDUM

1. Introduction

The 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 Kalahari Room, Level 5 - 100 Walker Street, North Sydney NSW at 11:00am (EST) Wednesday 30 November 2016.

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

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

2. Action to be taken by Shareholders

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

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.

2.2 Voting Prohibition by Proxy Holders (Remuneration of Key Management Personnel)

In accordance with sections 250R and 250BD of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

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

However, a person described above may cast a vote on Resolution 1 if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1 and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution, but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

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

3. Annual Financial Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Financial Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2016.

There is no requirement for Shareholders to approve the Annual Financial Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Financial Report which is available online at www.charpac.com.au;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Remuneration Report

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* which came into effect on 1 July 2011, amended the Corporations Act to provide that Shareholders will have the opportunity to remove the whole Board except the managing director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive Annual General Meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive Annual General Meetings, the Company will be required to put to Shareholders at the second Annual General Meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2015 Annual General Meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2017 Annual General Meeting, this may result in the re-election of the Board.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary Resolution.

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

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5. Resolution 2 – Re-election of Director – Mr David Selfe

Article 82 of the Constitution requires that at the Company's Annual General Meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded down to the nearest whole number), shall retire from office, provided always that no Director (except a managing director) shall hold office for a period in excess of 3 years, or until the third Annual General Meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an Annual General Meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under article 82 of the Constitution is eligible for re-election.

The Company currently has 2 non-executive Directors and accordingly one must retire.

Mr David Selfe will retire in accordance with article 82 of the Constitution and being eligible, seeks re-election.

Details of Mr Selfe's background and experience are set out in the Annual Financial Report.

The Board (excluding Mr Selfe) recommends that Shareholders vote in favour of Resolution 2. The Chairman intends to vote undirected proxies in favour of Resolution 2.

6. Resolution 3 – Ratification of Prior Placement

6.1 General

On 27 November 2015 the Company issued 7,644,000 Shares at an issue price of \$0.045; On 15 January 2016 the Company issued 7,300,795 Shares at an issue price of \$0.04; On 4 April 2016 the Company issued 1,250,000 Shares at an issue price of \$0.03; On 20 May 2016 the Company issued 20,000,000 Shares at an issue price of \$0.03, totalling 36,194,795 Shares (Prior Placement). The Shares under the Prior Placement were issued to various sophisticated investors and services providers who are not related parties or Associates of a related party of the Company.

Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of Shares under the Prior Placement.

6.2 Listing Rule 7.4

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

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

The effect of passing Resolution 3 will be to allow the Company to issue securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without obtaining prior Shareholder approval.

6.3 Specific information required by Listing Rule 7.5

Listing Rule 7.5 requires information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.4 as follows:

- (a) 36,194,795 Shares were issued on various dates as set out in the table below.
- (b) The Shares were issued at various prices as set out in the table below.
- (c) The Shares rank equally in all respects with the Company's existing Shares on issue.
- (d) The Shares were issued to the following allottees

Date	Name	Share Price	No of Shares	Funds Raised
27/11/2015	Intersuisse Nominee	\$0.045	6,125,000	\$275,625
27/11/2015	Mr A J Forsyth	\$0.045	1,000,000	\$45,000
27/11/2015	Mr W Hanington	\$0.045	44,000	\$1,980
27/11/2015	JK Superannuation Pty Ltd <Kehoe Super Fund A/c>	\$0.045	100,000	\$4,500
27/11/2015	Mr J C Richardson & Mrs J D Richardson	\$0.045	375,000	\$16,875
15/01/2016	Madam Tussauds Waxworks Pty Ltd <The Bowen Family A/c>	\$0.04	125,000	\$5,000
15/01/2016	Mr Earle Edward Baker	\$0.04	37,500	\$1,500
15/01/2016	Mr Edwin John Tindall	\$0.04	25,000	\$1,000
15/01/2016	Davcath Pty Ltd <Bollinger Super Fund A/c>	\$0.04	50,000	\$2,000
15/01/2016	Mr Keith Andrew Black	\$0.04	56,250	\$2,250
15/01/2016	Invenet Pty Ltd	\$0.04	25,000	\$1,000
15/01/2016	Ms Oksana Marta Wainwright	\$0.04	12,500	\$500
15/01/2016	Patricia Harrison S/F Pty Ltd <P M Harrison Super A/c>	\$0.04	25,000	\$1,000
15/01/2016	Mr Jodet Durak	\$0.04	31,250	\$1,250
15/01/2016	Sekfam Pty Ltd	\$0.04	25,000	\$1,000
15/01/2016	Mr Andrew Murray Gregor	\$0.04	75,000	\$3,000
15/01/2016	Tromso Pty Ltd	\$0.04	50,000	\$2,000
15/01/2016	Australian Trade Access Pty Ltd <ATA Super Fund A/c>	\$0.04	28,125	\$1,125
15/01/2016	Mr Alexander Naum + Mrs Albina Abayeva <Coco Investments A/c>	\$0.04	37,500	\$1,500
15/01/2016	Westglade Pty Ltd <Hoffman Family A/c>	\$0.04	37,500	\$1,500
15/01/2016	Mr Russell Neil Creagh	\$0.04	125,000	\$5,000
15/01/2016	Topete Pty Ltd	\$0.04	286,420	\$11,457
15/01/2016	Colin Stuart Flynn	\$0.04	1,248,750	\$49,950
15/01/2016	Damilblue Pty Ltd ATF The Bob Barraket Family Trust	\$0.04	2,500,000	\$100,000
15/01/2016	Frozzie Investments ATF The Stanton Family Trust	\$0.04	2,500,000	\$100,000
04/04/2016	MJ Securities Pty Ltd <ATF the MJS Superannuation Fund>	\$0.03	416,667	\$12,500
04/04/2016	Scott Anderson	\$0.03	833,333	\$25,000
20/05/2016	*Genneration Pty Ltd	\$0.015	20,000,000	Nil
TOTAL			36,194,795	\$673,512

(e) The Shares were issued for cash which was used for working capital expenses except for the Shares issued to *Genneration Pty Ltd which was payment in lieu of services rendered (non-cash value \$300,000). The Shares were not issued at a discount but at a small premium to the closing market price on the date of issue.

(f) A voting exclusion statement is included in section 1.2(k) of the Notice.

7. Resolutions 4(a) and (b) – Approval of Issue of Shares on Conversion of Converting Notes

7.1 General

- (a) The Company issued converting notes to the value of \$75,000 with an interest coupon of 8% per annum exercisable at any time within 12 months from the issue date of 10 March 2016 at an exercise price of three cents per share to sophisticated investors and professional investors.
- (b) The Company issued converting notes to the value of \$852,000 with an interest coupon of 8% per annum exercisable at any time within 12 months from the issue date of 28 July 2016 at an exercise price of two cents per share to sophisticated investors and professional investors.
- (c) The Company issued converting notes to the value of \$20,000 with an interest coupon of 8% per annum exercisable at any time within 12 months from the issue date of 5 September 2016 at an exercise price of two cents per share to sophisticated investors and professional investors.
- (d) The conversion of the principal amount of converting notes to securities in the Company (Resolution 4(a)) and the conversion of the interest coupon of 8% per annum to securities in the Company (Resolution 4(b)) is subject to shareholder approval at this AGM.

7.2 Listing Rule 7.1

Listing Rule 7.1 imposes a 15% limit on the number of new securities that a Company can issue over any 12 month period. The issue is subject to Shareholder approval to comply with Listing Rule 7.1.

7.3 Specific information required by Listing Rule 7.3 and 7.4 – Converting Note Principal Amount

Listing Rule 7.3 says that for holders of ordinary securities to approve the convertibility of the converting notes the following information is provided for the purposes of Listing Rule 7.3 and 7.4:

- (a) The maximum number of Shares to issue is 46,100,000 as set out in the table below.
- (b) Converting notes issued on various dates and may be converted on or before the expiry date as set out in the table below.
- (c) The issue price of the converting note Shares is at various prices as set out in the table below.
- (d) The converting note holders are the following sophisticated investors and professional investors as set out in the table below:
- (e) The converting notes are exercisable at any time up to their expiry date as set out in the table below. An interest coupon of 8% per annum is payable from the issue date of the converting notes until their conversion or their expiry date whichever is earlier. The conversion price for the Shares is at various prices as set out in the table below.
- (f) Shares will rank equally in all respects with the Company's existing Shares on issue at the time of conversion of the converting notes. Application will be made to ASX to list the Shares following conversion of the converting notes.
- (g) The funds raised are being used for working capital requirements of the Company.
- (h) Shares will be issued progressively upon exercise by the converting note holder up to the expiry date as set out in the table below.
- (i) A voting exclusion statement is included in the Notice.

7.4 Specific information required by Listing Rule 7.3 – Converting Note Interest Amount

Listing Rule 7.3 says that for holders of ordinary securities to approve an issue or an agreement to issue under Listing Rule 7.1 the following information is provided for the purposes of Listing Rule 7.3:

- (a) The maximum number of Shares to issue is 3,688,000 as set out in the table below.
- (b) Converting notes issued on various dates and may be converted on or before the expiry date as set out in the table below.
- (c) The issue price of the converting note Shares is at various prices as set out in the table below.

- (d) The converting note holders are the following sophisticated investors and professional investors as set out in the table below:
- (e) The converting notes are exercisable at any time up to their expiry date as set out in the table below. An interest coupon of 8% per annum is payable from the issue date of the converting notes until their conversion or their expiry date whichever is earlier. The conversion price for the Shares is at various prices as set out in the table below.
- (f) Shares will rank equally in all respects with the Company's existing Shares on issue at the time of conversion of the converting notes. Application will be made to ASX to list the Shares following conversion of the converting notes.
- (g) The funds raised are being used for working capital requirements of the Company.
- (h) Shares will be issued progressively upon exercise by the converting note holder up to the expiry date as set out in the table below.
- (i) A voting exclusion statement is included in the Notice.

Date of Issue	Name	Price	No of Shares	No. of Interest Shares	Total shares	Expiry Date
10/03/2016	Mr Scott Anderson and Ms Sally Louise Brown <Abetha Holdings Super Fund A/c>	\$0.03	1,666,667	133,333	1,800,000	09/03/2017
10/03/2016	M J Securities Pty Ltd ATF the MJS Superannuation Fund	\$0.03	833,333	66,667	900,000	09/03/2017
28/07/2016	Nicholas Angelopoulos	\$0.02	600,000	48,000	648,000	27/07/2017
28/07/2016	Kopila Sharma	\$0.02	1,500,000	120,000	1,620,000	27/07/2017
28/07/2016	Antigone Angelopoulos	\$0.02	3,500,000	280,000	3,780,000	27/07/2017
28/07/2016	Katherine Jeffries	\$0.02	500,000	40,000	540,000	27/07/2017
28/07/2016	Hari Prasad Bhusal	\$0.02	500,000	40,000	540,000	27/07/2017
28/07/2016	Terry Koufidis	\$0.02	500,000	40,000	540,000	27/07/2017
28/07/2016	Melinda Panitsidis	\$0.02	750,000	60,000	810,000	27/07/2017
28/07/2016	Dina Angelopoulos	\$0.02	1,250,000	100,000	1,350,000	27/07/2017
28/07/2016	Kushal Subedi & Krishna Sharma	\$0.02	2,000,000	160,000	2,160,000	27/07/2017
28/07/2016	Roystell Pty Ltd	\$0.02	12,500,000	1,000,000	13,500,000	27/07/2017
28/07/2016	Danica Investments Pty Ltd	\$0.02	1,000,000	80,000	1,080,000	27/07/2017
28/07/2016	LR Brown	\$0.02	1,500,000	120,000	1,620,000	27/07/2017
28/07/2016	Leaseworks Pty Ltd ATF Leaseworks Super Fund	\$0.02	500,000	40,000	540,000	27/07/2017
28/07/2016	Geoff Smith	\$0.02	500,000	40,000	540,000	27/07/2017
28/07/2016	Alexander Aangelopoulos	\$0.02	1,181,000	94,480	1,275,480	27/07/2017
28/07/2016	Tina Aangelopoulos	\$0.02	6,319,000	505,520	6,824,520	27/07/2017
28/07/2016	Sarah Mikhael	\$0.02	2,000,000	160,000	2,160,000	27/07/2017
28/07/2016	J Spicer	\$0.02	1,000,000	80,000	1,080,000	27/07/2017
28/07/2016	DB Building Controls (Vic) Pty Ltd	\$0.02	500,000	40,000	540,000	27/07/2017
28/07/2016	Darcy Russell	\$0.02	1,000,000	80,000	1,080,000	27/07/2017
28/07/2016	Depothent Pty Ltd	\$0.02	3,500,000	280,000	3,780,000	27/07/2017
05/09/2016	Wendy Parker	\$0.02	750,000	60,000	810,000	04/09/2017
05/09/2016	Keith Lello	\$0.02	250,000	20,000	270,000	04/09/2017
TOTAL			46,100,000	3,688,000	49,788,000	

8. Resolution 5 – Approval of 10% Placement Facility

8.1 General

Listing Rule 7.1A enables eligible entities to issue further Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

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

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue further Equity Securities under this 10% Placement Facility.

The exact number of any Equity Securities that may be issued under this 10% Placement Facility will be determined from time to time in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c) below).

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chairman intends to exercise all available proxies in favour of Resolution 5.

8.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an Annual General Meeting.

(b) Equity Securities

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

The Company, as at the date of the Notice, has on issue Shares and Convertible Securities.

(c) Formula for calculating 10% Placement Facility

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

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

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

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without Shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

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

D is 10%

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

(d) Listing Rule 7.1 and Listing Rule 7.1A

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



At the date of the Notice, the Company has on issue 213,813,486 Shares and therefore has a capacity to issue:

- (i) 26,318,803 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 5, 17,545,869 Equity Securities under Listing Rule 7.1A.

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

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

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

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
- (ii) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period as allowed by ASX (**10% Placement Period**).

8.3 Listing Rule 7.1A

The effect of Resolution 5 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

8.4 Specific information required by Listing Rule 7.3A

Listing Rule 7.3A requires information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.1A as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Convertible Securities, only if the Convertible Securities are converted into Shares). There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

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

(d) The table also shows:

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

Variable ‘A’ in Listing rule 7.1A.2		Dilution		
		\$0.0095 50% decrease in Issue Price	\$0.019 Issue Price	\$0.038 100% increase in Issue Price
Current Variable A 213,813,486 Shares	10% Voting Dilution	21,381,349 Shares	21,381,349 Shares	21,381,349 Shares
	Funds raised	\$203,123	\$406,246	\$812,492
50% increase in current Variable A 320,720,229 Shares	10% Voting Dilution	32,072,023 Shares	32,072,023 Shares	32,072,023 Shares
	Funds raised	\$304,684	\$609,368	\$1,218,736
100% increase in current Variable A 427,626,972 Shares	10% Voting Dilution	42,762,697 Shares	42,762,697 Shares	42,762,697 Shares
	Funds raised	\$406,246	\$812,492	\$1,624,984

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) No Options (including any Options issued under the 10% Placement Facility) are converted into Shares before the date of the issue of the Equity Securities;
 - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder’s holding at the date of the Meeting.
 - (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are converted into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 - (vii) The issue price is \$0.019 being the closing price of Shares on the ASX on 20 October 2016.
- (e) The Company will only issue the Equity Securities during the 10% Placement Period.
- (f) The Company may seek to issue the Equity Securities for working capital purposes to enable the Company to meet its business objectives. The Company may also seek to issue Equity Securities for non-cash purposes such as acquisitions or payment for services rendered.
- (g) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.
- (h) The Company’s allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).]



- (i) The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an Associate of a related party of the Company.
- (j) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 27 November 2015. In the 12 months preceding the date of the 2016 Annual General Meeting, the Company issued a total of 38,354,795 Shares representing 21.86% of the total number of Shares on issue at 27 November 2015. The Shares issued in the preceding 12 month period comprised an issue on 27 November 2015 of 7,644,000 Shares as set out in clause 6.4 above (Resolution 3 -“Ratification of Prior Placement”); an issue on 15 January 2016 of 7,300,795 Shares as set out in clause 6.4 above (Resolution 3 -“Ratification of Prior Placement”); an issue on 4 April 2016 of 1,250,000 Shares as set out in clause 6.4 above (Resolution 3 -“Ratification of Prior Placement”); an issue on 20 May 2016 of 20,000,000 Shares as set out in clause 6.4 above (Resolution 3 -“Ratification of Prior Placement”) of this Explanatory Memorandum; an issue on 22 July 2016 of 2,160,000 Shares issued pursuant to shareholder approval at the AGM on 27 November 2015. The Shares were issued for cash which was all used for working capital expenses except for *Genneration Pty Ltd which was payment in lieu of services rendered with a non-cash value at issue date of \$300,000 (refer to the table in item 6.3 above). The Shares were not issued at a discount but at a small premium to the closing market price on the date of issue.
- (k) A voting exclusion statement is included in the Notice.
- (l) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Schedule 1 - Definitions

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

Annual Financial Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2016.

Associate has the meaning given in Division 2 of Part 1.2 of the Corporations Act.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors of the Company.

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.

Chairman means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party in respect of a member means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Charter Pacific Corporation Limited (ACN 003 344 287).

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.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

EST means Eastern Standard Time, being the time in Surfers Paradise, Queensland.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given to it in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Prior Placements has the meaning given in Section 6.1.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in the Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

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



PROXY FORM

The Company Secretary
Charter Pacific Corporation Limited

By delivery: Level 9, 50 Cavill Avenue, SURFERS PARADISE QLD 4217
By post: PO Box 40, SURFERS PARADISE QLD 4217
By email: charpac@charpac.com.au

Name of
Shareholder:

Address of
Shareholder:

Number of Shares
entitled to vote:

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

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

Step 1 – Appoint a Proxy to Vote on Your Behalf

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

The 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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman to be held at the Kalahari Room, Level 5 - 100 Walker Street, North Sydney NSW at 11:00am (EST) Wednesday 30 November 2016, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit).

If 2 proxies are appointed, the proportion or number of votes that this proxy is authorised to exercise is * _____ []% of the Shareholder's votes*/ [] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

Important – If the Chairman of the Meeting is your proxy or is appointed your proxy by default

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1. If the Chairman of the Meeting is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolution 1 you will be authorising the Chairman to vote in accordance with the Chairman's voting intentions on Resolution 1 even if Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel.



Step 2 – Instructions as to Voting on Resolutions

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

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

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr David Selfe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Prior Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 (a)	Approval of Converting Notes – Principal Amount	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 (b)	Approval of Converting Notes - Interest	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

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

Individual or Shareholder 1	Shareholder 2	Shareholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary
Contact Name	Contact Daytime Telephone	Date

¹ Insert name and address of Shareholder

² Insert name and address of proxy

*Omit if not applicable

Proxy Notes:

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 appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

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

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

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

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

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

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

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy 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 at the address below no later than 48 hours prior to the time of commencement of the Meeting (AEST).

Hand deliveries: Charter Pacific Corporation Limited, Level 9, 50 Cavill Avenue, Surfers Paradise Qld 4217

Postal address: Charter Pacific Corporation Limited, PO Box 40, Surfers Paradise Qld 4217

Email: charpac@charpac.com.au