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# THREAT PROTECT AUSTRALIA LIMITED

ACN 060 774 227

## ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

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Threat Protect Australia Limited (ACN 060 774 227) (**Company**) gives notice to shareholders of the Company that, in relation to the Notice of Annual General Meeting dated 20 October 2015 (**Notice of AGM**) in respect of an annual general meeting of members to be held at 1:00pm (WST) on 26 November 2015 at Suite 12, Level 1, 11 Ventnor Avenue, West Perth WA 6005 (**AGM**), the Directors have determined to issue this addendum to the Notice of AGM (**Addendum to Notice of AGM**) for the purposes set out below.

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### 1. NEW RESOLUTION

A new Resolution 12 is inserted into the Notice of AGM, immediately following Resolution 11, as follows:

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#### RESOLUTION 12 – SPILL RESOLUTION

**Resolution 12 is a conditional resolution. It will be deemed to have been withdrawn if Resolution 1 passes on a majority of more than 75%. Please refer to the Explanatory Statement for further information.**

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

*“That, subject to Resolution 1 not being passed by more than 75% of the votes cast at the Annual General Meeting, for the purposes of section 250V(1) of the Corporations Act and for all other purposes:*

- (a) *a general meeting of the Company (**Spill Meeting**) be held within 90 days of the Annual General Meeting;*
- (b) *all the Company’s Directors (other than the Managing Director of the Company, being Demetrios Pynes), who were Directors of the Company when the Board resolution to make the Directors’ Report considered at the Annual General Meeting was passed (such directors being Mr Derek La Ferla, Mr Paul Ferrara and Mr Demetrios Pynes) cease to hold office immediately before the end of the Spill Meeting; and*
- (c) *resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting, pursuant to paragraph (b) above, be put to the vote at the Spill Meeting.”*

#### **Voting Prohibition Statement:**

The Company will disregard any votes cast on Resolution 12 by or on behalf of any member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or any Closely Related Party or such a member.

However, a person (the **voter**) described above may cast a vote on Resolution 12 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 the Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on Resolution 12; and
  - (ii) expressly authorises the Chair to exercise the proxy even though Resolution 12 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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### 2. EXPLANATORY STATEMENT

The following is inserted after Section 9 in the Explanatory Statement to the Notice of AGM:

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#### 10. RESOLUTION 12 – SPILL RESOLUTION

As set out in the Explanatory Statement of the Notice of Annual General Meeting relating to Resolution 1, the Directors’ Report for the year ended 30 June 2015 contains a Remuneration Report which sets out the policy for the remuneration of the Directors and executives of the Company. In accordance with Section 250R(2) of

the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's 2015 Annual Report.

Resolution 12 (**Spill Resolution**) is required to be included in this Notice of Meeting by Division 9 of Part 2G.2 of the Corporations Act because at the Company's 2014 Annual General Meeting, the resolution to adopt the Remuneration Report (as contained in the Company's 2014 Annual Report) was passed by a majority of less than 75%.

If, at this Annual General Meeting, Resolution 1 is not passed, or passes but not by more than 75% of the votes cast, then the Company is required to put the Spill Resolution to a vote.

If the Spill Resolution is carried by an ordinary majority (more than 50%), the Company must convene a general meeting (**Spill Meeting**) within 90 days of the Annual General Meeting. All of the Directors (other than the Managing Director, being Demetrios Pynes) who were in office when the Directors' Report was approved (namely Mr Derek La Ferla, Mr Paul Ferrara and Mr Demetrios Pynes) will need to stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election as Directors is approved will be the Directors of the Company.

If there is a "second strike" against the adoption of the Remuneration Report at this Annual General Meeting and Shareholders vote in favour of the Spill Resolution, Mr Paolo Ferrara (if re-elected at this year's Annual General Meeting (Resolution 2)), will need to be re-elected at the Spill Meeting to remain in office after the Spill Meeting.

Shareholders may vote against the adoption of the Remuneration Report (Resolution 1), but may still vote against a Spill Meeting being held. If Resolution 12 is defeated, there will be no Spill Meeting and the current Directors will remain and hold office in accordance with the Constitution of the Company.

As a public company is required to have minimum of three directors, the Corporations Act includes a mechanism to ensure that the Company will have at least three directors (including the Managing Director) after the Spill Meeting. If at the Spill Meeting, three directors are not appointed by ordinary resolution, the persons taken to be appointed are those with the highest percentage of votes favouring their appointment cast at the Spill Meeting on the resolution of their appointment (even if less than half the votes cast on the resolution were in favour of their appointment).

The Board believes the passing of Resolution 12 is not beneficial for the Company as it will create uncertainty as to the future of the Company and, in particular, the continued exploration expenditure on the Company's current assets, including the main project in Colombia.

**Accordingly, the Directors believe that Resolution 12 is NOT in the best interests of the Company and unanimously recommend that Shareholders vote AGAINST this Resolution.**

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### 3. REPLACEMENT PROXY FORM

Annexed to this Addendum to Notice of AGM is a replacement Proxy Form. To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the AGM, completed Proxy Forms annexed to the Notice of AGM will **not** be accepted by the Company in relation to the Resolutions to be voted on by Shareholders at the AGM.

**To attend the AGM and vote on the Resolutions by proxy PLEASE COMPLETE AND RETURN the REPLACEMENT PROXY FORM annexed to this Addendum to Notice of AGM.**

**Proxy Forms annexed to the original Notice of AGM, whether duly completed or not, WILL NOT be accepted by the Company or counted in relation to the Resolutions to be heard at the AGM.**

Jay Stephenson  
COMPANY SECRETARY

**REPLACEMENT PROXY FORM  
 APPOINTMENT OF PROXY  
 THREAT PROTECT AUSTRALIA LIMITED  
 ACN 060 774 227**

**ANNUAL GENERAL MEETING**

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

**OR:**  the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 1:00pm WST, on 26 November 2015 at Suite 12, Level 1, 11 Ventnor Avenue, West Perth WA 6005, and at any adjournment thereof.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1,6,7,8,9 and 11 even though Resolutions 1,6,7,8,9 and 11 are connected directly or indirectly with the remuneration of a member of Key Management Personnel, which includes the Chair.

**Important note:** If the Chair of the Meeting is (or becomes) your proxy, you can direct the Chair to vote for or against or abstain from voting on Resolutions 1,6,7,8,9 and 11 by marking the appropriate box below.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote other than Resolution 12 where, if entitled to vote, the Chair intends to vote against.**

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Paolo Ferrara	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Mr Ian Olson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Incentive Option Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Options to Related Party – Mr Derek La Ferla	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Issue of Options to Related Party – Mr Ian Olson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Issue of Options to Related Party – Mr Demetrios Pynes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Issue of Options to Related Party – Mr Paolo Ferrara	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	Remuneration of Non-executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**As stated in the Notice of Meeting, the Directors recommend that you vote AGAINST Resolution 12**

Resolution 12 Spill Resolution

**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 Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: \_\_\_\_\_

Contact name: \_\_\_\_\_

Contact ph (daytime): \_\_\_\_\_

E-mail address: \_\_\_\_\_

Consent for contact by e-mail:

YES  NO

**THREAT PROTECT AUSTRALIA LIMITED**  
**ACN 060 774 227**

**Instructions for Completing 'Appointment of Proxy' Form**

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
  - **(Individual):** Where the holding is in one name, the Shareholder must sign.
  - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) **post to the Company, PO Box 52, West Perth, WA, 6872; or**
  - (b) **facsimile to the Company on facsimile number +61 86141 3599,**

so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**