
CONICO LTD
ACN 119 057 457

**NOTICE OF GENERAL MEETING
OF SHAREHOLDERS**

EXPLANATORY STATEMENT

AND

PROXY FORM

TO BE HELD ON

**8 DECEMBER 2015
COMMENCING AT 9:00 AM**

AT

**Level 15
197 St Georges Terrace, Perth
WESTERN AUSTRALIA**

CONICO LTD

(ACN 119 057 457)

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of shareholders of Conico Ltd (the **Company**) will be held at Level 15, 197 St Georges Terrace, Perth on Tuesday the 8th of December 2015 at 9:00am.

AGENDA

Resolution 1 – Approval of issue of Shares to RM Capital Pty Ltd to convert debt into equity

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

"That, for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Act and for all other purposes, approval is given for the Directors to issue 3,750,000 Shares to RM Capital Pty Ltd A.C.N 065 412 820 ("RM Capital") in full and final satisfaction of the amount of \$30,000 lent to the Company by RM Capital."

The Company will disregard any votes cast on this Resolution by RM Capital, Guy Touzeau Le Page and James Bradley Richardson and their Associates. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast 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 2 – Approval of issue of Shares to BT Global Holdings Pty Ltd to convert debt into equity

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

"That, for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Act and for all other purposes, approval is given for the Directors to issue 3,125,000 Shares to BT Global Holdings Pty Ltd A.C.N 140 462 479 as trustee for the BT Unit Trust A.B.N. 43 419 762 786 ("BT Global") in full and final satisfaction of the amount of \$25,000 lent to the Company by BT Global."

The Company will disregard any votes cast on this Resolution by BT Global, Guy Touzeau Le Page and James Bradley Richardson and their Associates. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast 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 3 – Approval of issue of Shares to the GH Solomon Family Trust to convert debt into equity

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

"That, for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Act and for all other purposes, approval is given for the Directors to issue 3,437,500 Shares to Arkenstone Pty Ltd A.C.N. 009 112 878 as trustee for the GH Solomon Family Trust ("Arkenstone ATF GHS FT") in full and final satisfaction of the amount of \$27,500 lent to the Company by Arkenstone ATF GHS FT."

The Company will disregard any votes cast on this Resolution by Arkenstone and Gregory Howard Solomon and their Associates. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast 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 – Approval of issue of Shares to DH Solomon Family Trust to convert debt into equity

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

"That, for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Act and for all other purposes, approval is given for the Directors to issue 3,437,500 Shares to March Bells Pty Ltd A.C.N. 009 126 881 as trustee for the DH Solomon Family Trust ("March Bells ATF DHS FT") in full and final satisfaction of the amount of \$27,500 lent to the Company by March Bells ATF DHS FT."

The Company will disregard any votes cast on this Resolution by March Bells and Douglas Howard Solomon and their Associates. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast 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 of issue of Shares to RM Corporate Finance Pty Ltd to convert debt into equity

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

"That, for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Act and for all other purposes, approval is given for the Directors to issue 9,000,000 Shares to RM Corporate Finance Pty Ltd ("RM Corporate") in full and final satisfaction of corporate advisory fees of \$72,000 owing by the Company to RM Corporate in respect of corporate advisory services provided to the Company in the period 1 December 2012 to 31 August 2015."

The Company will disregard any votes cast on this Resolution by RM Corporate, Guy Touzeau Le Page and James Bradley Richardson and their Associates. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast 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 of issue of Shares to Mr Douglas Solomon to convert debt into equity

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

"That, for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Act and for all other purposes, approval is given for the Directors to issue 8,250,000 Shares to Douglas Howard Solomon ("DH Solomon") as trustee for Solomon Brothers (a partnership), in full and final satisfaction of all amounts owing by the Company to DH Solomon on account of unpaid directors fees as at the 31 August 2015 of \$66,000 and to issue to March Bells Pty Ltd as trustee for the Douglas H Solomon Superannuation Fund, 783,750 Shares, in full and final satisfaction of all amounts owing by the Company to DH Solomon on account of superannuation as at the 31 August 2015 of \$6,270."

The Company will disregard any votes cast on this Resolution by Douglas Howard Solomon and March Bells and their Associates. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast 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 of issue of Shares to Mr Gregory Solomon to convert debt into equity

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

"That, for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Act and for all other purposes, approval is given for the Directors to issue 25,781,250 Shares to Gregory Howard Solomon ("GH Solomon") as trustee for Solomon Brothers (a partnership), in full and final satisfaction of all amounts owing by the Company to GH Solomon on account of unpaid directors fees as at the 31 August 2015 of \$206,250 and to issue 2,152,344 Shares to Arkenstone Pty Ltd as trustee for the Gregory H Solomon and Lee H Solomon Superannuation Fund, in full and final satisfaction of all amounts owing by the Company to GH Solomon on account of superannuation as at the 31 August 2015 of \$17,218.75."

The Company will disregard any votes cast on this Resolution by Gregory Howard Solomon and Arkenstone and their Associates. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast 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 of issue of Shares to Mr Guy Le Page to convert debt into equity

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

"That, for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Act and for all other purposes, approval is given for the Directors to issue 6,158,625 Shares to Guy Touzeau Le Page ("GT Le Page"), in full and final satisfaction of all amounts owing by the Company to GT Le Page on account of unpaid directors fees as at the 31 August 2015 of \$49,269 (exclusive of PAYGW on these outstanding fees, which will be satisfied by the Company in cash) and to issue 783,750 Shares to Guy Le Page and Dina Le Page as trustee for The Guy Le Page Superannuation Fund, in full and final satisfaction of all amounts owing by the Company to GT Le Page on account of superannuation as at the 31 August 2015 of \$6,270."

The Company will disregard any votes cast on this Resolution by GT Le Page and Dina Le Page and their Associates. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast 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 of issue of Shares to Mr James Richardson to convert debt into equity

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

"That, for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Act and for all other purposes, approval is given for the Directors to issue 7,767,375 Shares to James Bradley Richardson ("JB Richardson"), in full and final satisfaction of all amounts owing by the Company to JB Richardson on account of unpaid directors fees as at the 31 August 2015 of \$62,139 (exclusive of PAYGW on these outstanding fees, which will be satisfied by the Company in cash) and to issue 783,750 Shares to Tadea Pty Ltd as trustee for The Richardson Family Superannuation Fund, in full and final satisfaction of all amounts owing by the Company to JB Richardson on account of superannuation as at the 31 August 2015 of \$6,270."

The Company will disregard any votes cast on this Resolution by James Bradley Richardson and Tadea and their Associates. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast 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 10 – Approval of issue of Shares to Tasman Resources Ltd to convert debt into equity

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue a maximum of 16,476,285 Shares to Tasman Resources Ltd ("Tasman") to enable the Company to convert the amount of \$100,000.00 lent to the Company by Tasman, interest of \$20,268.49 on the funds lent and the amount of \$11,541.79 owing by the Company to Tasman for the supply of contract geologists (or a portion thereof) into Shares, on the terms and conditions set out in the Explanatory Memorandum."

The Company will disregard any votes cast on this Resolution by Tasman and any other person (except a benefit solely in the capacity of a holder of ordinary securities) who would obtain a benefit if this Resolution is passed and their Associates. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast 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.

PROXIES

In accordance with section 249L of the Act, shareholders are advised each shareholder has a right to appoint a proxy, the proxy need not be a shareholder of the Company, and a shareholder who is 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.

In accordance with section 250BA of the Act the Company specifies the following for the purposes of receipt of proxy appointments:

By hand delivery to the Registered Office: Level 15, 197 St Georges Terrace, Perth, Western Australia 6000

By Post to: PO Box 7055, Cloisters Square, Perth, Western Australia 6850

By facsimile to: (08) 9282 5866

Each shareholder entitled to vote at the General Meeting has the right to appoint a proxy to vote on each particular Resolution. A shareholder may specify the way in which the appointed proxy is to vote on a particular Resolution or may allow the appointed proxy to vote at its discretion. The instrument appointing the proxy must be received by the Company as provided in its Constitution no later than 48 hours prior to the time of the commencement of the General Meeting. This proxy form may be sent by facsimile transmission to the number identified on the proxy form. Where a shareholder appoints the Chairman as their proxy and does not expressly direct the Chairman to vote 'For' or 'Against' a resolution or to abstain from voting on a resolution, the Chairman intends to vote in favour of such resolution. Notwithstanding the Chairman's voting intention, a shareholder can (where they have appointed the Chairman as their proxy) expressly direct the Chairman to vote for or against such resolution, or to abstain from voting on such resolution, by marking the appropriate box on their proxy form. That is, a shareholder can direct the Chairman to vote as their proxy in a manner which is contrary to the Chairman's stated voting intentions.

A corporation may elect to appoint a representative in accordance with the Act in which case the Company will require written proof of the representative's appointment which must be lodged with, or presented to the Company before the meeting.

For the purposes of Regulation 7.11.37 of the *Corporations Regulations 2001* the Company determines that shareholders holding ordinary shares at 5.00pm WST on 6 December 2015 will be entitled to attend and vote at the General Meeting.

Except where the contrary intention appears, all defined terms used in this Notice of Meeting have the meanings set out in the glossary of the Explanatory Statement accompanying this Notice.

By Order of the Board of Directors

A P Gates

Company Secretary

Dated this 21st day of October 2015

CONICO LTD

(ACN 119 057 457)

EXPLANATORY STATEMENT FOR SHAREHOLDERS

This Explanatory Statement is intended to provide shareholders of the Company with sufficient information to assess the merits of each Resolution contained in the accompanying Notice of General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions. The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting.

BACKGROUND TO ALL RESOLUTIONS

The Resolutions seek shareholder approval for the conversion of certain amounts which are currently owing by the Company to:

- RM Capital, BT Global and to its directors (on account of loans);
- RM Corporate (on account of corporate advisory fees);
- the Company's directors (on account of unpaid director fees, and superannuation); and
- Tasman (on account of a loan and interest thereon and for the cost of supplying contract geologists).

A summary of the Company's indebtedness to each of the abovementioned parties follows:

	AMOUNT (\$)	AMOUNT (\$)	DETAILS
RM Capital Pty Ltd		30,000.00	Loan
BT Global Holdings Pty Ltd atf the BT Unit Trust		25,000.00	Loan
Arkenstone Pty Ltd atf the GH Solomon Family Trust		27,500.00	Loan
March Bells Pty Ltd atf the DH Solomon Family Trust		27,500.00	Loan
RM Corporate Finance Pty Ltd		72,000.00	Corporate advisory fees – 1 December 2012 to 31 August 2015
GT Le Page	66,000.00		Outstanding directors fees (less PAYGW thereon) – 1 December 2012 to 31 August 2015
Less PAYGW	(16,371.00)		
Net amount owing to GT Le Page		49,269.00	
Guy Le Page & Dina Le Page atf The Guy Le Page Superannuation Fund		6,270.00	Superannuation on outstanding director fees
JB Richardson	66,000.00		Outstanding directors fees (less PAYGW thereon) – 1 December 2012 to 31 August 2015
Less PAYGW	(3,861.00)		
Net amount owing to JB Richardson		62,139.00	
Tadea Pty Ltd atf The Richardson Family Superannuation Fund		6,270.00	Superannuation on outstanding director fees
GH Solomon		206,250.00	Outstanding directors fees -1 December 2012 to 31 August 2015
Arkenstone Pty Ltd atf The Gregory H Solomon & Lee H Solomon Superannuation Fund		17,218.75	Superannuation on outstanding director fees
DH Solomon		66,000.00	Outstanding directors fees -1 December 2012 to 31 August 2015
March Bells Pty Ltd atf The Douglas H Solomon Superannuation Fund		6,270.00	Superannuation on outstanding director fees
Tasman Resources Ltd		131,810.28	Loan
		<u>\$733,497.03</u>	

The Company announced to the market its intention to convert all of the above debts into Shares (subject to Shareholder approval) on 4 September 2015 ("the 4 September Market Announcement").

If Shareholders approve all of the Resolutions, all of the above debts will be converted into Shares at a price of 0.8 cents per Share, being an 11% discount to the closing price of the Company's Shares on the day immediately preceding the 4 September Market Announcement.

Subsequently to the 4 September Market Announcement, the Company placed 9,750,000 Shares (together with 9,750,000 free attaching Options) to investors at a price of 0.8 cent (on 14 October 2015). Subject to the Company obtaining the approval of its Shareholders at its 2015 AGM to be held on 24 November 2015, the Company intends to place a further 37,375,000 Shares (together with 37,375,000 free attaching Options) to investors at a price of 0.8 cent.

On the day immediately prior to the date of this Notice, the closing price of the Company's Shares was \$0.012 (the proposed conversion price is a 33% discount to this price).

The Company wishes to repay these debts, by issuing equity, in order to clean up its balance sheet so as to facilitate the potential raising of further funds. The Company would prefer not to apply any of its existing cash reserves in repayment of these debts as it considers those reserves are likely to be required to fund the ongoing working capital requirements of the Company.

If Shareholders approve all of the Resolutions:

- (a) the Company will issue up to an additional 91,687,129 Shares, representing 64.49% of its issued Share capital as at the date of this Notice (of 142,181,258); and
- (b) the Company will, upon completion of the debt-equity conversion, have on issue 233,868,387 Shares (on the assumption that, other than the Shares which are the subject of this Notice, no other Shares are issued by the Company after the date of this Notice[^]).

The following table summarises the impact on the Company's Share capital structure if all of the Resolutions are passed:

Table 1

	Shares	% of current
Current structure* ^	142,181,258	
Shares to be issued if Resolution 1 is passed	3,750,000	2.637%
Shares to be issued if Resolution 2 is passed	3,125,000	2.198%
Shares to be issued if Resolution 3 is passed	3,437,500	2.418%
Shares to be issued if Resolution 4 is passed	3,437,500	2.418%
Shares to be issued if Resolution 5 is passed	9,000,000	6.330%
Shares to be issued if Resolution 6 is passed	9,033,750	6.354%
Shares to be issued if Resolution 7 is passed	27,933,594	19.646%
Shares to be issued if Resolution 8 is passed	6,942,375	4.883%
Shares to be issued if Resolution 9 is passed	8,551,125	6.014%
Shares to be issued if Resolution 10 is passed	16,476,285	11.588%
TOTAL	233,868,387** ^	

* In addition, the Company has on issue as at the date of this Notice 15,251,000 (unlisted) Options.

** On the assumption that, other than the Shares which are the subject of this Notice, no other Shares are issued by the Company after the date of this Notice.

^ At the Company's 2015 AGM to be held on 24 November 2015, the Company is seeking Shareholder approval to place a further 37,375,000 Shares (together with 37,375,000 free attaching Options) at a price of 0.8 cents per Share: if all of these Resolutions are passed and the Company's Shareholders approve this further Share (and Option) issue at the Company's 2015 AGM, immediately after the date of this meeting (assuming the Company does not, after the date of this Notice and prior to this meeting, issue any further Shares and Options over and above those just mentioned) the Company will have on issue 271,243,387 Shares and 52,626,000 unlisted Options.

If Resolutions 1 to 9 are passed, the Shares the subject of those resolutions will be issued to related parties of the Company. The following table shows the interest which each director of the Company (either personally or through entities controlled by him) currently has in the Company's Shares and Options and will have if all of Resolutions 1 to 10 are passed.

Table 2

	GH Solomon	DH Solomon	GT Le Page	JB Richardson
Current shares held (%¹)	500,000 (0.352%)	350,000 (0.246%)	13,715,279 (9.646%³)	16,158,888 (11.365%³)
Beneficial interest in Resolution 1 Shares	-	-	3,750,000 ⁴	3,750,000 ⁴
Beneficial interest in Resolution 2 Shares	-	-	3,125,000 ⁴	3,125,000 ⁴
Beneficial interest in Resolution 3 Shares	3,437,500	-	-	-
Beneficial interest in Resolution 4 Shares	-	3,437,500	-	-
Beneficial interest in Resolution 5 Shares	-	-	9,000,000 ⁴	9,000,000 ⁴
Beneficial interest in Resolution 6 Shares	4,125,000 ⁵	4,908,750	-	-
Beneficial interest in Resolution 7 Shares	15,042,969	12,890,625 ⁶	-	-
Beneficial interest in Resolution 8 Shares	-	-	6,942,375	-
Beneficial interest in Resolution 9 Shares	-	-	-	8,551,125
Shares held if all Resolutions are passed (%²)	23,105,469 (9.880%)	21,586,875 (9.230%)	36,532,654 (15.621%⁷)	40,585,013 (17.354%⁷)

¹ - Of current issued share capital of 142,181,258 Shares

² - Of proposed issued share capital of 233,868,387 Shares

³ - This includes 250,000 Shares jointly controlled by G T Le Page and J B Richardson

⁴ - These Shares are issued to an entity jointly controlled by G T Le Page and J B Richardson

⁵ - GH Solomon has a beneficial interest in 4,125,000 Shares being issued to DH Solomon

⁶ - DH Solomon has a beneficial interest in 4,125,000 Shares being issued to GH Solomon

⁷ - This includes 16,125,000 Shares jointly controlled by G T Le Page and J B Richardson

Note: At the Company's 2015 AGM to be held on 24 November 2015, the Company is seeking Shareholder approval to place a further 37,375,000 Shares (together with 37,375,000 free attaching Options) at a price of 0.8 cents per Share: if the Company's

Shareholders approve this further Share (and Option) issue at the Company's 2015 AGM, this will have the effect of diluting the interest which the Shares of each director (and of entities which they control) represent as a percentage of the Company's then-issued Share capital.

If any of the Resolutions are not approved by the Company's Shareholders, the Company will not be able to effect the relevant debt-equity conversion(s) the subject of that Resolution(s), and the Company will (in lieu of converting the outstanding debts into equity) need to repay these outstanding debts in full, in cash.

RESOLUTION 1 – APPROVAL OF ISSUE OF SHARES TO RM CAPITAL TO CONVERT DEBT INTO EQUITY

Shareholder approval to the proposed issue of 3,750,000 Shares, which represent 2.637% of the Company's issued capital as at the date of this Notice (of 142,181,258 Shares), to RM Capital in full and final satisfaction of the amount of \$30,000 lent to the Company by RM Capital, is being sought for all purposes, including for the purposes of ASX Listing Rule 10.11 and Chapter 2E of the Act.

When the Shares which the Company proposes to issue to RM Capital are aggregated with those which it proposes to issue if all of the other Resolutions are also passed, the Company proposes to issue, in total, a maximum of 91,687,129 new Shares representing 64.486% of its issued Share capital as at the date of this Notice.

As at the date of this Notice, RM Capital currently holds no Shares or Options.

Accordingly, if this Resolution 1 is passed, RM Capital's interest in the Company will increase to 3,750,000 Shares.

Table 2 (in the section headed "Background to All Resolutions") shows the interest which two of the Company's directors, GT Le Page and JB Richardson, will acquire in the Company's Shares if this Resolution 1 (and if Resolutions 2, 5, 8 and 9) are all passed.

Listing Rule 10.11

Listing Rule 10.11 provides that an entity must not issue, or agree to issue, equity securities to a related party without the approval of its shareholders. For the purposes of the Act, a "related party" of the Company includes the directors of the Company, and any entities that the directors control. GT Le Page and JB Richardson (two of the directors of the Company) are the sole directors, and major shareholders, of RM Capital. Accordingly, as GT Le Page and JB Richardson, if they were to act together, would control RM Capital, the Company considers it is prudent to treat RM Capital as a related party of the Company for the purposes of both the Act and the Listing Rules.

The Company therefore seeks Shareholder approval to issue the Shares to RM Capital pursuant to Listing Rule 10.11.

The following information is provided in accordance with Listing Rule 10.13:-

1. The Shares the subject of this Resolution 1 will be issued to RM Capital Pty Ltd.
2. If this Resolution 1 is passed, the Company will issue to RM Capital 3,750,000 Shares. The Shares will be issued on the same terms as, and rank pari passu with, the existing issued Shares of the Company (ASX Code: CNJ) and will be quoted on the ASX.
3. All of the Shares will be issued to RM Capital not more than one month after the date of this meeting (it is intended that they will be issued immediately after this Resolution 1 is passed).
4. GT Le Page and JB Richardson (directors, and thus related parties, of the Company) if they were to act together would control RM Capital, and the Company therefore considers it is prudent to treat RM Capital as a related party of the Company.
5. For the purpose of determining the number of Shares to be issued to RM Capital to convert its outstanding loan into equity, the issue price for the Shares has been fixed at 0.8 cents per Share, being an 11% discount to the closing price of the Company's Shares on the day immediately preceding the date the Company announced to the market its intention to effect this conversion.
6. No funds will be raised from the proposed issue of the Shares. The Shares are being issued in full and final satisfaction of an amount of \$30,000 lent to the Company by RM Capital.
7. The Company will disregard any votes cast on this Resolution by RM Capital (being the entity who is intended to be issued with the Shares), GT Le Page, JB Richardson and any Associates of them. However, the Company need not disregard a vote if:
 - 7.1. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - 7.2. it is cast 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.

An issue made with approval of the Company's Shareholders under Listing Rule 10.11 does not also require approval under Listing Rule 7.1 (by virtue of exception 14 of Listing Rule 7.2). Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities (which term includes shares) in any 12 month period which amount to more than 15% of its ordinary securities without the approval of holders of its ordinary securities. Equity securities issued under an exception in Listing Rule 7.2 are not required to be included in the 15% limit imposed by Listing Rule 7.1. Together, the maximum number of Shares which the Company proposes to issue to RM Capital under this Resolution 1 and if all of the other Resolutions are passed represent 64.486% of the Company's issued capital as at the date of this Notice (of 142,181,258 Shares).

Chapter 2E of the Act

Part 2E.1 of the Act regulates the provision of "financial benefits" by a public company and entities controlled by the public company to related parties of the public company. By s.208(1) of the Act, the Company can only give a "financial benefit" to a "related party" of the Company if the Company obtains the approval of its Shareholders in accordance with the procedures set out in Part 2E.1 of the Act.

For the purposes of the Act, a “related party” of the Company includes the directors of the Company, and entities which they control. As noted above, GT Le Page and JB Richardson (two of the directors of the Company) are also the sole directors, and major shareholders, of RM Capital. Accordingly, as GT Le Page and JB Richardson, if they were to act together, would control RM Capital, the Company considers it is prudent to treat RM Capital as a related party of the Company for the purposes of the Act.

The Act deems the issuing of securities to a related party to constitute the giving of a “financial benefit” to the related party.

Section 211 of the Act provides an exception to the need to obtain shareholder approval where, inter alia, the financial benefit would be reasonable in the circumstances if the company and the related party were dealing at arm’s length or are less favourable to the related party than such terms. After the 4 September Market Announcement, the Company issued 9,750,000 Shares to a third party investor at the same price as the proposed conversion price (0.8 cents) (ASX announcement dated 14 October 2015) and, subject to obtaining the approval of its Shareholders at its 2015 AGM, proposes to issue a further 37,375,000 at this same price to third party investors. The Directors therefore consider that the debt-equity conversion at the proposed conversion price, and consequential issue of the Shares, is being made on arms’ length terms (particularly bearing in mind the Share issues to the third party investors were, and are intended to be, accompanied by a free attaching Option per issued Share, which Options are not being issued as a term of the debt-equity conversion). Nevertheless, the Company is seeking Shareholder approval for the purposes of Part 2E.1 of the Act.

In accordance with the requirements of Part 2E.1 of the Act, and in particular section 219 of the Act, the following information is provided to allow Shareholders of the Company sufficient information to determine whether they should approve this Resolution 1:-

1. The proposed financial benefit is to be given to RM Capital, a company which is controlled by GT Le Page and JB Richardson.
2. The nature of the financial benefit is the issue to RM Capital of 3,750,000 Shares, which represent 2.637% of the Company’s issued Share capital as at the date of this Notice (of 142,181,258 Shares). These Shares are being issued in full and final satisfaction of the amount of \$30,000 lent to the Company by RM Capital.
3. GT Le Page and JB Richardson do not wish to make a recommendation to Shareholders about this Resolution 1, as they are both directors of RM Capital and they (and entities associated with them) are the major shareholders of RM Capital. Similarly, as Resolutions 3 and 4 seek Shareholder approval to a similar Share issue to entities which DH Solomon and GH Solomon control, neither of these directors wish to make a recommendation to Shareholders about this Resolution 1.
4. As noted above, GT Le Page and JB Richardson, both directors of the Company, are directors of, and entities which are associated with them are shareholders of, RM Capital and they therefore have an interest in the outcome of this Resolution 1.
5. Save for the following information as to the value of the financial benefit which will be given to RM Capital if this Resolution 1 is passed, the directors of the Company are not aware of any other information (other than as set out elsewhere in this Explanatory Statement) that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution 1.
 - 5.1 The Shares which will be issued to RM Capital if this Resolution 1 is passed are listed on the ASX (ASX Code: CNJ).
 - 5.2 On 3 September 2015 (being the date immediately preceding the 4 September Market Announcement), the closing price of the Company’s Shares was \$0.009. The proposed conversion price is an 11% discount to this price. If the Shares the subject of this Resolution 1 had of been issued on 3 September 2015, the outstanding loan of \$30,000 would have been converted into Shares having a market price of \$33,750.
 - 5.3 The conversion price is the same as the issue price (0.8 cents per Share) for the 9,750,000 placement Shares (which also each included a free attaching Option) which were issued by the Company to investors after the 4 September Market Announcement (ASX announcement dated 14 October 2015) and for the further 37,375,000 placement Shares (which will also each include a free attaching Option) which will be issued to investors if approved by the Company’s Shareholders at its 2015 AGM.
 - 5.4 On the day immediately prior to the date of this Notice, the closing price of the Company’s Shares was \$0.012. If the Shares the subject of this Resolution 1 had of been issued on the day immediately preceding the date of this Notice, the outstanding loan of \$30,000 would have been converted into Shares having a market price of \$45,000.
 - 5.5 The trading price of the Shares on the date of the meeting at which this Resolution 1 will be considered (namely, 8 December 2015), and (assuming this Resolution 1 is passed) on the date the debt-equity conversion is effected, could be more or less than the price the Shares were trading as at the date of this Notice. Accordingly, the Shares which will be issued to RM Capital Pty Ltd if this Resolution 1 is passed could have a market value of more or less than the value of the debt.
 - 5.6 By fixing the conversion price, the Company has certainty as to the number of Shares it will need to issue to fully satisfy this outstanding indebtedness (and the consequent dilutionary impact of this debt-equity conversion), irrespective of subsequent fluctuations in the trading price of the Company’s Shares.

The Company will disregard any votes cast on this Resolution 1 by RM Capital, GT Le Page and JB Richardson (being the related parties of the Company to whom this Resolution 1 would permit the financial benefit to be given) and their Associates (who are all prohibited from voting).

RESOLUTION 2 – APPROVAL OF ISSUE OF SHARES TO BT GLOBAL TO CONVERT DEBT INTO EQUITY

Shareholder approval to the proposed issue of 3,125,000 Shares, which represent 2.198% of the Company’s issued capital as at the date of this Notice (of 142,181,258 Shares), to BT Global in full and final satisfaction of the amount of \$25,000 lent to the Company by BT Global, is being sought for all purposes, including for the purposes of ASX Listing Rule 10.11 and Chapter 2E of the Act.

When the Shares which the Company proposes to issue to BT Global are aggregated with those which it proposes to issue if all of the other Resolutions are also passed, the Company proposes to issue, in total, a maximum of 91,687,129 new Shares representing 64.486% of its issued Share capital as at the date of this Notice.

As at the date of this Notice, BT Global currently holds 250,000 Shares.

Accordingly, if this Resolution 2 is passed, BT Global's interest in the Company will increase to 3,375,000 Shares.

Table 2 (in the section headed "Background to All Resolutions") shows the interest which two of the Company's directors, GT Le Page and JB Richardson, will acquire in the Company's Shares if this Resolution 2 (and if Resolutions 1, 5, 8 and 9) are all passed.

Listing Rule 10.11

Listing Rule 10.11 provides that an entity must not issue, or agree to issue, equity securities to a related party without the approval of its shareholders. For the purposes of the Act, a "related party" of the Company includes the directors of the Company, and any entities that the directors control. GT Le Page and JB Richardson (two of the directors of the Company) are the sole directors, and entities which are associated with them are the sole shareholders, of BT Global (entities which are associated with them are also the sole unitholders in the BT Unit Trust). Accordingly, as GT Le Page and JB Richardson, if they were to act together, would control BT Global, the Company considers it is prudent to treat BT Global as a related party of the Company for the purposes of both the Act and the Listing Rules.

The Company therefore seeks Shareholder approval to issue the Shares to BT Global pursuant to Listing Rule 10.11.

The following information is provided in accordance with Listing Rule 10.13:-

1. The Shares the subject of this Resolution 2 will be issued to BT Global Holdings Pty Ltd.
2. If this Resolution 2 is passed, the Company will issue to BT Global 3,125,000 Shares. The Shares will be issued on the same terms as, and rank *pari passu* with, the existing issued Shares of the Company (ASX Code: CNJ) and will be quoted on the ASX.
3. All of the Shares will be issued to BT Global not more than one month after the date of this meeting (it is intended that they will be issued immediately after this Resolution 2 is passed).
4. GT Le Page and JB Richardson (directors, and thus related parties, of the Company) if they were to act together would have control of BT Global, and the Company therefore considers it is prudent to treat BT Global as a related party of the Company.
5. For the purpose of determining the number of Shares to be issued to BT Global to convert its outstanding loan into equity, the issue price for the Shares has been fixed at 0.8 cents per Share, being an 11% discount to the closing price of the Company's Shares on the day immediately preceding the date the Company announced to the market its intention to effect this conversion.
6. No funds will be raised from the proposed issue of the Shares. The Shares are being issued in full and final satisfaction of the amount of \$25,000 lent to the Company by BT Global.
7. The Company will disregard any votes cast on this Resolution by BT Global (being the entity who is intended to be issued with the Shares), GT Le Page, JB Richardson and any Associates of them. However, the Company need not disregard a vote if:
 - 7.1. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - 7.2. it is cast 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.

An issue made with approval of the Company's Shareholders under Listing Rule 10.11 does not also require approval under Listing Rule 7.1 (by virtue of exception 14 of Listing Rule 7.2). Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities (which term includes shares) in any 12 month period which amount to more than 15% of its ordinary securities without the approval of holders of its ordinary securities. Equity securities issued under an exception in Listing Rule 7.2 are not required to be included in the 15% limit imposed by Listing Rule 7.1. Together, the maximum number of Shares which the Company proposes to issue to BT Global under this Resolution 2 and if all of the other Resolutions are passed represent 64.486% of the Company's issued capital as at the date of this Notice (of 142,151,258 Shares).

Chapter 2E of the Act

Part 2E.1 of the Act regulates the provision of "financial benefits" by a public company and entities controlled by the public company to related parties of the public company. By s.208(1) of the Act, the Company can only give a "financial benefit" to a "related party" of the Company if the Company obtains the approval of its Shareholders in accordance with the procedures set out in Part 2E.1 of the Act.

For the purposes of the Act, a "related party" of the Company includes the directors of the Company, and entities which they control. As noted above, GT Le Page and JB Richardson (two of the directors of the Company) are also the sole directors of BT Global and entities which are associated with them are the sole shareholders of BT Global. Accordingly, as GT Le Page and JB Richardson, if they were to act together, would control BT Global, the Company considers it is prudent to treat BT Global as a related party of the Company for the purposes of the Act.

Furthermore, the Act deems the issuing of securities to a related party to constitute the giving of a "financial benefit" to the related party.

Section 211 of the Act provides an exception to the need to obtain shareholder approval where, *inter alia*, the financial benefit would be reasonable in the circumstances if the company and the related party were dealing at arm's length or are less favourable to the related party than such terms. After the 4 September Market Announcement, the Company issued 9,750,000 Shares to a third party investor at the same price as the proposed conversion price (0.8 cents) (ASX announcement dated 14 October 2015) and, subject to obtaining the approval of its Shareholders at its 2015 AGM, proposes to issue a further 37,375,000 at this same

price to third party investors. The Directors therefore consider that the debt-equity conversion at the proposed conversion price, and consequential issue of the Shares, is being made on arms' length terms (particularly bearing in mind the Share issues to the third party investors were, and are intended to be, accompanied by a free attaching Option per issued Share, which Options are not being issued as a term of the debt-equity conversion). Nevertheless, the Company is seeking Shareholder approval for the purposes of Part 2E.1 of the Act.

In accordance with the requirements of Part 2E.1 of the Act, and in particular section 219 of the Act, the following information is provided to allow Shareholders of the Company sufficient information to determine whether they should approve this Resolution 2:-

1. The proposed financial benefit is to be given to BT Global Holdings Pty Ltd as trustee of the BT Unit Trust, a company which is controlled by GT Le Page and JB Richardson.
2. The nature of the financial benefit is the issue to BT Global, of 3,125,000 Shares, which represent 2.198% of the Company's issued Share capital as at the date of this Notice (of 142,151,258 Shares). These Shares are being issued in full and final satisfaction of the amount of \$25,000 owing by the Company to BT Global.
3. GT Le Page and JB Richardson do not wish to make a recommendation to Shareholders about this Resolution 2, as they are both directors of BT Global and entities which are associated with them are the sole shareholders of BT Global. Similarly, as Resolutions 3 and 4 seek Shareholder approval to a similar Share issue to entities which DH Solomon and GH Solomon control, neither of these directors wish to make a recommendation to Shareholders about this Resolution 2.
4. As noted above, GT Le Page and JB Richardson, both directors of the Company, are directors, and entities which are associated with them, are shareholders of BT Global and they therefore have an interest in the outcome of this Resolution 2.
5. Save for the following information as to the value of the financial benefit which will be given to BT Global if this Resolution 2 is passed, the directors of the Company are not aware of any other information (other than as set out elsewhere in this Explanatory Statement) that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution 2.
 - 5.1. The Shares which will be issued to BT Global if this Resolution 2 is passed are listed on the ASX (ASX Code: CNJ).
 - 5.2. On 3 September 2015 (being the date immediately preceding the 4 September Market Announcement), the closing price of the Company's Shares was \$0.009. The proposed conversion price is an 11% discount to this price. If the Shares the subject of this Resolution 2 had of been issued on 3 September 2015, the outstanding loan of \$25,000 would have been converted into Shares having a market price of \$28,125.
 - 5.3. The conversion price is the same as the issue price (0.8 cents per Share) for the 9,750,000 placement Shares (which also each included a free attaching Option) which were issued by the Company to investors after the 4 September Market Announcement (ASX announcement dated 14 October 2015) and for the further 37,375,000 placement Shares (which will also each include a free attaching Option) which will be issued to investors if approved by the Company's Shareholders at its 2015 AGM.
 - 5.4. On the day immediately prior to the date of this Notice, the closing price of the Company's Shares was \$0.012. If the Shares the subject of this Resolution 2 had of been issued on the day immediately preceding the date of this Notice, the outstanding loan of \$25,000 would have been converted into Shares having a market price of \$37,500.
 - 5.5. The trading price of the Shares on the date of the meeting at which this Resolution 2 will be considered (namely, 8 December 2015), and (assuming this Resolution 2 is passed) on the date the debt-equity conversion is effected, could be more or less than the price the Shares were trading as at the date of this Notice. Accordingly, the Shares which will be issued to BT Global if this Resolution 2 is passed could have a market value of more or less than the value of the debt.
 - 5.6. By fixing the conversion price, the Company has certainty as to the number of Shares it will need to issue to fully satisfy this outstanding indebtedness (and the consequent dilutionary impact of this debt-equity conversion), irrespective of subsequent fluctuations in the trading price of the Company's Shares.

The Company will disregard any votes cast on this Resolution 2 by BT Global, GT Le Page and JB Richardson (being the related parties of the Company to whom this Resolution 2 would permit the financial benefit to be given) and their associates (who are all prohibited from voting).

RESOLUTION 3 – APPROVAL OF ISSUE OF SHARES TO GH SOLOMON FAMILY TRUST TO CONVERT DEBT INTO EQUITY

Shareholder approval to the proposed issue of 3,437,500 Shares, which represent 2.418% of the Company's issued capital as at the date of this Notice (of 142,151,258 Shares), to Arkenstone Pty Ltd as trustee for the GH Solomon Family Trust ("Arkenstone ATF GHS FT") in full and final satisfaction of the amount of \$27,500 lent to the Company by Arkenstone ATF GHS FT, is being sought for all purposes, including for the purposes of ASX Listing Rule 10.11 and Chapter 2E of the Act.

When the Shares which the Company proposes to issue to Arkenstone ATF GHS FT are aggregated with those which it proposes to issue if all of the other Resolutions are also passed, the Company proposes to issue, in total, a maximum of 91,687,129 new Shares representing 64.486% of its issued Share capital as at the date of this Notice.

As at the date of this Notice, Arkenstone ATF GHS FT currently holds 400,000 Shares.

Accordingly, if this Resolution 3 is passed, Arkenstone ATF GHS FT's interest in the Company will increase to 3,837,000 Shares.

Table 2 (in the section headed "Background to All Resolutions") shows the interest which GH Solomon, and entities controlled by him, including Arkenstone, will acquire in the Company's Shares if this Resolution 3 (and if Resolutions 6 and 7) are all passed.

Listing Rule 10.11

Listing Rule 10.11 provides that an entity must not issue, or agree to issue, equity securities to a related party without the approval of its shareholders. For the purposes of the Act, a “related party” of the Company includes the directors of the Company, and any entities that the directors control. GH Solomon is a director of the Company and controls Arkenstone. Accordingly, Arkenstone is a related party of the Company for the purposes of both the Act and the Listing Rules.

The Company therefore seeks Shareholder approval to issue the Shares to Arkenstone ATF GHS FT pursuant to Listing Rule 10.11.

The following information is provided in accordance with Listing Rule 10.13:-

1. The Shares the subject of this Resolution 3 will be issued to Arkenstone Pty Ltd as trustee for the GH Solomon Family Trust.
2. If this Resolution 3 is passed, the Company will issue to Arkenstone ATF GHS FT 3,437,500 Shares. The Shares will be issued on the same terms as, and rank *pari passu* with, the existing issued Shares of the Company (ASX Code: CNJ) and will be quoted on the ASX.
3. All of the Shares will be issued to Arkenstone ATF GHS FT not more than one month after the date of this meeting (it is intended that they will be issued immediately after this Resolution 3 is passed).
4. Arkenstone is an entity controlled by GH Solomon and is therefore a related party of the Company.
5. For the purpose of determining the number of Shares to be issued to Arkenstone ATF GHS FT to convert its outstanding loan into equity, the issue price for the Shares has been fixed at 0.8 cents per Share, being an 11% discount to the closing price of the Company’s Shares on the day immediately preceding the date the Company announced to the market its intention to effect this conversion.
6. No funds will be raised from the proposed issue of the Shares. The Shares are being issued in full and final satisfaction of the amount of \$27,500 lent to the Company by Arkenstone ATF GHS FT.
7. The Company will disregard any votes cast on this Resolution by Arkenstone (being the entity who is intended to be issued with the Shares), GH Solomon and any Associates of them. However, the Company need not disregard a vote if:
 - 7.1. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - 7.2. it is cast 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.

An issue made with approval of the Company’s Shareholders under Listing Rule 10.11 does not also require approval under Listing Rule 7.1 (by virtue of exception 14 of Listing Rule 7.2). Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities (which term includes shares) in any 12 month period which amount to more than 15% of its ordinary securities without the approval of holders of its ordinary securities. Equity securities issued under an exception in Listing Rule 7.2 are not required to be included in the 15% limit imposed by Listing Rule 7.1. Together, the maximum number of Shares which the Company proposes to issue to Arkenstone ATF GHS FT under this Resolution 3 and if all of the other Resolutions are passed represent 64.486% of the Company’s issued capital as at the date of this Notice (of 142,151,258 Shares).

Chapter 2E of the Act

Part 2E.1 of the Act regulates the provision of “financial benefits” by a public company and entities controlled by the public company to related parties of the public company. By s.208(1) of the Act, the Company can only give a “financial benefit” to a “related party” of the Company if the Company obtains the approval of its Shareholders in accordance with the procedures set out in Part 2E.1 of the Act.

For the purposes of the Act, a “related party” of the Company includes the directors of the Company, and entities which they control. As noted above, GH Solomon is a director of the Company and controls Arkenstone. Accordingly, Arkenstone is a related party of the Company for the purposes of the Act.

Furthermore, the Act deems the issuing of securities to a related party to constitute the giving of a “financial benefit” to the related party.

Section 211 of the Act provides an exception to the need to obtain shareholder approval where, *inter alia*, the financial benefit would be reasonable in the circumstances if the company and the related party were dealing at arm’s length or are less favourable to the related party than such terms. After the 4 September Market Announcement, the Company issued 9,750,000 Shares to a third party investor at the same price as the proposed conversion price (0.8 cents) (ASX announcement dated 14 October 2015) and, subject to obtaining the approval of its Shareholders at its 2015 AGM, proposes to issue a further 37,375,000 at this same price to third party investors. The Directors therefore consider that the debt-equity conversion at the proposed conversion price, and consequential issue of the Shares, is being made on arms’ length terms (particularly bearing in mind the Share issues to the third party investors were, and are intended to be, accompanied by a free attaching Option per issued Share, which Options are not being issued as a term of the debt-equity conversion). Nevertheless, the Company is seeking Shareholder approval for the purposes of Part 2E.1 of the Act.

In accordance with the requirements of Part 2E.1 of the Act, and in particular section 219 of the Act, the following information is provided to allow Shareholders of the Company sufficient information to determine whether they should approve this Resolution 3:

1. The proposed financial benefit is to be given to Arkenstone Pty Ltd as trustee for the GH Solomon Family Trust, an entity which is controlled by GH Solomon.
2. The nature of the financial benefit is the issue to Arkenstone ATF GHS FT of 3,437,500 Shares, which represent 2.418% of the Company’s issued Share capital as at the date of this Notice (of 142,151,258 Shares). These Shares are being issued in full and final satisfaction of an outstanding loan owing by the Company to Arkenstone ATF GHS FT.

3. GH Solomon does not wish to make a recommendation to Shareholders about this Resolution 3, as he has a beneficial interest in the Shares which will be issued to the Arkenstone ATF GHS FT if this Resolution is passed. Similarly, as Resolutions 1, 2 and 4 seek Shareholder approval to a similar Share issue to entities which GT Le Page, JB Richardson and DH Solomon control, none of these directors wish to make a recommendation to Shareholders about this Resolution 3.
4. As noted above, GH Solomon is a director of the Company and controls Arkenstone and therefore has an interest in the outcome of this Resolution 3.
5. Save for the following information as to the value of the financial benefit which will be given to Arkenstone ATF GHS FT if this Resolution 3 is passed, the directors of the Company are not aware of any other information (other than as set out elsewhere in this Explanatory Statement) that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution 3.
 - 5.1. The Shares which will be issued to Arkenstone ATF GHS FT if this Resolution 3 is passed are listed on the ASX (ASX Code: CNJ).
 - 5.2. On 3 September 2015 (being the date immediately preceding the 4 September Market Announcement), the closing price of the Company's Shares was \$0.009. The proposed issue price is a 11% discount to this price. If the Shares the subject of this Resolution 3 had of been issued on 3 September 2015, the outstanding loan of \$27,500 would have been converted into Shares having a market price of \$30,937.50.
 - 5.3. The conversion price is the same as the issue price (0.8 cents per Share) for the 9,750,000 placement Shares (which also each included a free attaching Option) which were issued by the Company to investors after the 4 September Market Announcement (ASX announcement dated 14 October 2015) and for the further 37,375,000 placement Shares (which will also each include a free attaching Option) which will be issued to investors if approved by the Company's Shareholders at its 2015 AGM.
 - 5.4. On the day immediately prior to the date of this Notice, the closing price of the Company's Shares was \$0.012. If the Shares the subject of this Resolution 3 had of been issued on the day immediately preceding the date of this Notice, the outstanding loan of \$27,500 would have been converted into Shares having a market price of \$41,250.
 - 5.5. The trading price of the Shares on the date of the meeting at which this Resolution 3 will be considered (namely, 8 December 2015), and (assuming this Resolution 3 is passed) on the date the debt-equity conversion is effected, could be more or less than the price the Shares were trading as at the date of this Notice. Accordingly, the Shares which will be issued to Arkenstone ATF GHS FT if this Resolution 3 is passed could have a market value of more or less than the value of the debt.
 - 5.6. By fixing the conversion price, the Company has certainty as to the number of Shares it will need to issue to fully satisfy this outstanding indebtedness (and the consequent dilutionary impact of this debt-equity conversion), irrespective of subsequent fluctuations in the trading price of the Company's Shares.

The Company will disregard any votes cast on this Resolution 3 by Arkenstone and GH Solomon (being the related parties of the Company to whom this Resolution 3 would permit the financial benefit to be given) and their associates (who are all prohibited from voting).

RESOLUTION 4 – APPROVAL OF ISSUE OF SHARES TO DH SOLOMON FAMILY TRUST TO CONVERT DEBT INTO EQUITY

Shareholder approval to the proposed issue of 3,437,500 Shares, which represent 2.418% of the Company's issued capital as at the date of this Notice (of 142,151,258 Shares), to March Bells Pty Ltd as trustee for the DH Solomon Family Trust ("March Bells ATF DHS FT") in full and final satisfaction of the amount of \$27,500 lent to the Company by March Bells ATF DHS FT, is being sought for all purposes, including for the purposes of ASX Listing Rule 10.11 and Chapter 2E of the Act.

When the Shares which the Company proposes to issue to March Bells ATF DHS FT are aggregated with those which it proposes to issue if all of the other Resolutions are also passed, the Company proposes to issue, in total, a maximum of 91,687,129 new Shares representing 64.486% of its issued Share capital as at the date of this Notice.

As at the date of this Notice, March Bells ATF DHS FT currently holds 350,000 Shares.

Accordingly, if this Resolution 4 is passed, the interest of March Bells ATF DHS FT in the Company will increase to 3,787,500 Shares.

Table 2 (in the section headed "Background to All Resolutions") shows the interest which DH Solomon, and entities controlled by him, including March Bells, will acquire in the Company's Shares if this Resolution 4 (and if Resolutions 6 and 7) are all passed.

Listing Rule 10.11

Listing Rule 10.11 provides that an entity must not issue, or agree to issue, equity securities to a related party without the approval of its shareholders. For the purposes of the Act, a "related party" of the Company includes the directors of the Company, and any entities that the directors control. DH Solomon is a director of the Company and controls March Bells. Accordingly, March Bells is a related party of the Company for the purposes of both the Act and the Listing Rules.

The Company therefore seeks Shareholder approval to issue the Shares to March Bells ATF DHS FT pursuant to Listing Rule 10.11.

The following information is provided in accordance with Listing Rule 10.13:-

1. The Shares the subject of this Resolution 4 will be issued to March Bells Pty Ltd as trustee for the DH Solomon Family Trust.
2. If this Resolution 4 is passed, the Company will issue to March Bells ATF DHS FT 3,437,500 Shares. The Shares will be issued on the same terms as, and rank *pari passu* with, the existing issued Shares of the Company (ASX Code: CNJ) and will be quoted on the ASX.

3. All of the Shares will be issued to March Bells ATF DHS FT not more than one month after the date of this meeting (it is intended that they will be issued immediately after this Resolution 4 is passed).
4. March Bells is an entity controlled by DH Solomon and is therefore a related party of the Company.
5. For the purpose of determining the number of Shares to be issued to March Bells ATF DHS FT to convert its outstanding loan into equity, the issue price for the Shares has been fixed at 0.8 cents per Share, being an 11% discount to the closing price of the Company's Shares on the day immediately preceding the date the Company announced to the market its intention to effect this conversion.
6. No funds will be raised from the proposed issue of the Shares. The Shares are being issued in full and final satisfaction of the amount of \$27,500 lent to the Company by March Bells ATF DHS FT.
7. The Company will disregard any votes cast on this Resolution by March Bells (being the entity who is intended to be issued with the Shares), DH Solomon and any Associates of them. However, the Company need not disregard a vote if:
 - 7.1. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - 7.2. it is cast 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.

An issue made with approval of the Company's Shareholders under Listing Rule 10.11 does not also require approval under Listing Rule 7.1 (by virtue of exception 14 of Listing Rule 7.2). Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities (which term includes shares) in any 12 month period which amount to more than 15% of its ordinary securities without the approval of holders of its ordinary securities. Equity securities issued under an exception in Listing Rule 7.2 are not required to be included in the 15% limit imposed by Listing Rule 7.1. Together, the maximum number of Shares which the Company propose to issue to March Bells ATF DHS FT under this Resolution 4 and if all of the other Resolutions are passed represent 64.486% of the Company's issued capital as at the date of this Notice (of 142,151,258 Shares).

Chapter 2E of the Act

Part 2E.1 of the Act regulates the provision of "financial benefits" by a public company and entities controlled by the public company to related parties of the public company. By s.208(1) of the Act, the Company can only give a "financial benefit" to a "related party" of the Company if the Company obtains the approval of its Shareholders in accordance with the procedures set out in Part 2E.1 of the Act.

For the purposes of the Act, a "related party" of the Company includes the directors of the Company, and entities which they control. As noted above, DH Solomon is a director of the Company and controls March Bells. Accordingly, March Bells is a related party of the Company for the purposes of the Act.

Furthermore, the Act deems the issuing of securities to a related party to constitute the giving of a "financial benefit" to the related party.

Section 211 of the Act provides an exception to the need to obtain shareholder approval where, inter alia, the financial benefit would be reasonable in the circumstances if the company and the related party were dealing at arm's length or are less favourable to the related party than such terms. After the 4 September Market Announcement, the Company issued 9,750,000 Shares to a third party investor at the same price as the proposed conversion price (0.8 cents) (ASX announcement dated 14 October 2015) and, subject to obtaining the approval of its Shareholders at its 2015 AGM, proposes to issue a further 37,375,000 at this same price to third party investors. The Directors therefore consider that the debt-equity conversion at the proposed conversion price, and consequential issue of the Shares, is being made on arms' length terms (particularly bearing in mind the Share issues to the third party investors were, and are intended to be, accompanied by a free attaching Option per issued Share, which Options are not being issued as a term of the debt-equity conversion). Nevertheless, the Company is seeking Shareholder approval for the purposes of Part 2E.1 of the Act.

In accordance with the requirements of Part 2E.1 of the Act, and in particular section 219 of the Act, the following information is provided to allow Shareholders of the Company sufficient information to determine whether they should approve this Resolution 4:-

1. The proposed financial benefit is to be given to the March Bells Pty Ltd as trustee for the DH Solomon Family Trust, an entity which is controlled by DH Solomon.
2. The nature of the financial benefit is the issue to March Bells ATF DHS FT of 3,437,500 Shares, which represent 2.418% of the Company's issued Share capital as at the date of this Notice (of 142,151,258 Shares). These Shares are being issued in full and final satisfaction of an outstanding loan owing by the Company to March Bells ATF DHS FT.
3. DH Solomon does not wish to make a recommendation to Shareholders about this Resolution 4 as he has a beneficial interest in the Shares which will be issued to March Bells ATF DHS FT if this Resolution 4 is passed. Similarly, as Resolutions 1, 2 and 3 seek Shareholder approval to a similar Share issue to entities which GT Le Page, JB Richardson and GH Solomon control, none of these directors wish to make a recommendation to Shareholders about this Resolution 4.
4. As noted above, DH Solomon is a director of the Company and controls March Bells and therefore has an interest in the outcome of this Resolution 4.
5. Save for the following information as to the value of the financial benefit which will be given to March Bells ATF DHS FT if this Resolution 4 is passed, the directors of the Company are not aware of any other information (other than as set out elsewhere in this Explanatory Statement) that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution 4.
 - 5.1 The Shares which will be issued to March Bells ATF DHS FT if this Resolution 4 is passed are listed on the ASX (ASX Code: CNJ).
 - 5.2 On 3 September 2015 (being the date immediately preceding the 4 September Market Announcement), the closing price of the Company's Shares was \$0.009. The proposed issue price is a 11% discount to this price. If

the Shares the subject of this Resolution 4 had of been issued on 3 September 2015, the outstanding loan of \$27,500 would have been converted into Shares having a market price of \$30,937.50.

- 5.3 The conversion price is the same as the issue price (0.8 cents per Share) for the 9,750,000 placement Shares (which also each included a free attaching Option) which were issued by the Company to investors after the 4 September Market Announcement (ASX announcement dated 14 October 2015) and for the further 37,375,000 placement Shares (which will also each include a free attaching Option) which will be issued to investors if approved by the Company's Shareholders at its 2015 AGM.
- 5.4 On the day immediately prior to the date of this Notice, the closing price of the Company's Shares was \$0.012. If the Shares the subject of this Resolution 4 had of been issued on the day immediately preceding the date of this Notice, the outstanding loan of \$27,500 would have been converted into Shares having a market price of \$41,250.
- 5.5 The trading price of the Shares on the date of the meeting at which this Resolution 4 will be considered (namely, 8 December 2015), and (assuming this Resolution 4 is passed) on the date the debt-equity conversion is effected, could be more or less than the price the Shares were trading as at the date of this Notice. Accordingly, the Shares which will be issued to March Bells ATF DHS FT if this Resolution 4 is passed could have a market value of more or less than the value of the debt.
- 5.6 By fixing the conversion price, the Company has certainty as to the number of Shares it will need to issue to fully satisfy this outstanding indebtedness (and the consequent dilutionary impact of this debt-equity conversion), irrespective of subsequent fluctuations in the trading price of the Company's Shares.

The Company will disregard any votes cast on this Resolution 4 by March Bells and DH Solomon (being the related parties of the Company to whom this Resolution 4 would permit the financial benefit to be given) and their Associates (who are all prohibited from voting).

RESOLUTION 5 – APPROVAL OF ISSUE OF SHARES TO RM CORPORATE IN SATISFACTION OF CORPORATE ADVISORY FEES

Shareholder approval for the proposed issue of 9,000,000 Shares, which represent 6.330% of the Company's issued capital as at the date of this Notice (of 142,151,258 Shares), to RM Corporate in full and final satisfaction of corporate advisory fees payable by the Company to RM Corporate (exclusive of GST on these outstanding fees, which will be satisfied by the Company in cash) with respect to corporate advisory services provided in the period 1 December 2012 to 31 August 2015, is being sought for all purposes, including for the purposes of ASX Listing Rule 10.11 and Chapter 2E of the Act.

When the Shares which the Company proposes to issue to RM Corporate are aggregated with those which it proposes to issue if all of the other Resolutions are also passed, the Company proposes to issue, in total, a maximum of 91,687,129 new Shares representing 64.486% of its issued Share capital as at the date of this Notice.

As at the date of this Notice, RM Corporate currently holds no Shares.

Accordingly, if this Resolution 5 is passed, RM Corporate's interest in the Company will increase to 9,000,000 Shares.

Table 2 (in the section headed "Background to All Resolutions") shows the interest which two of the Company's directors, GT Le Page and JB Richardson, will acquire in the Company's Shares if this Resolution 5 (and if Resolutions 1, 2, 8 and 9) are all passed.

Listing Rule 10.11

Listing Rule 10.11 provides that an entity must not issue, or agree to issue, equity securities to a related party without the approval of its shareholders. For the purposes of the Act, a "related party" of the Company includes the directors of the Company, and any entities that the directors control. GT Le Page and JB Richardson (two of the directors of the Company) are the sole directors, and entities which are associated with them are the majority shareholders, of RM Corporate. Accordingly, as GT Le Page and JB Richardson, if they were to act together, would control RM Corporate, the Company considers it is prudent to treat RM Corporate as a related party of the Company for the purposes of both the Act and the Listing Rules.

The Company therefore seeks Shareholder approval to issue the Shares to RM Corporate pursuant to Listing Rule 10.11.

The following information is provided in accordance with Listing Rule 10.13:-

1. The Shares the subject of this Resolution 5 will be issued to RM Corporate Finance Pty Ltd.
2. If this Resolution 5 is passed, the Company will issue to RM Corporate 9,000,000 Shares. The Shares will be issued on the same terms as, and rank *pari passu* with, the existing issued Shares of the Company (ASX Code: CNJ) and will be quoted on the ASX.
3. All of the Shares will be issued to RM Corporate not more than one month after the date of this meeting (it is intended that they will be issued immediately after this Resolution 5 is passed).
4. GT Le Page and JB Richardson (directors, and thus related parties, of the Company) if they were to act together would control RM Corporate, and the Company therefore considers it is prudent to treat RM Corporate as a related party of the Company.
5. For the purpose of determining the number of Shares to be issued to RM Corporate to convert outstanding corporate advisory fees into equity, the issue price for the Shares has been fixed at 0.8 cents per Share, being an 11% discount to the closing price of the Company's Shares on the day immediately preceding the date the Company announced to the market its intention to effect this conversion.
6. No funds will be raised from the proposed issue of the Shares. The Shares are being issued in full and final satisfaction of the amount owing by the Company to RM Corporate on account of corporate advisory services provided over the period 1 December 2012 to 31 August 2015.
7. The Company will disregard any votes cast on this Resolution by RM Corporate (being the entity who is intended to be issued with the Shares), GT Le Page, JB Richardson and any Associates of them. However, the Company need not disregard a vote if:

- 7.1. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- 7.2. it is cast 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.

An issue made with approval of the Company's Shareholders under Listing Rule 10.11 does not also require approval under Listing Rule 7.1 (by virtue of exception 14 of Listing Rule 7.2). Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities (which term includes shares) in any 12 month period which amount to more than 15% of its ordinary securities without the approval of holders of its ordinary securities. Equity securities issued under an exception in Listing Rule 7.2 are not required to be included in the 15% limit imposed by Listing Rule 7.1. Together, the maximum number of Shares which the Company propose to issue to RM Corporate under this Resolution 5 and if all of the other Resolutions are passed represent 64.486% of the Company's issued capital as at the date of this Notice (of 142,151,258 Shares).

Chapter 2E of the Act

Part 2E.1 of the Act regulates the provision of "financial benefits" by a public company and entities controlled by the public company to related parties of the public company. By s.208(1) of the Act, the Company can only give a "financial benefit" to a "related party" of the Company if the Company obtains the approval of its Shareholders in accordance with the procedures set out in Part 2E.1 of the Act.

For the purposes of the Act, a "related party" of the Company includes the directors of the Company, and entities which they control. As noted above, GT Le Page and JB Richardson (two of the directors of the Company) are also the sole directors of RM Corporate and entities which are associated with them are the majority shareholders of RM Corporate. Accordingly, as GT Le Page and JB Richardson, if they were to act together, would control RM Corporate, the Company considers it is prudent to treat RM Corporate as a related party of the Company for the purposes of the Act.

Furthermore, the Act deems the issuing of securities to a related party to constitute the giving of a "financial benefit" to the related party.

Section 211 of the Act provides an exception to the need to obtain shareholder approval where, inter alia, the financial benefit would be reasonable in the circumstances if the company and the related party were dealing at arm's length or are less favourable to the related party than such terms. After the 4 September Market Announcement, the Company issued 9,750,000 Shares to a third party investor at the same price as the proposed conversion price (0.8 cents) (ASX announcement dated 14 October 2015) and, subject to obtaining the approval of its Shareholders at its 2015 AGM, proposes to issue a further 37,375,000 at this same price to third party investors. The Directors therefore consider that the debt-equity conversion at the proposed conversion price, and consequential issue of the Shares, is being made on arms' length terms (particularly bearing in mind the Share issues to the third party investors were, and are intended to be, accompanied by a free attaching Option per issued Share, which Options are not being issued as a term of the debt-equity conversion). Nevertheless, the Company is seeking Shareholder approval for the purposes of Part 2E.1 of the Act.

In accordance with the requirements of Part 2E.1 of the Act, and in particular section 219 of the Act, the following information is provided to allow Shareholders of the Company sufficient information to determine whether they should approve this Resolution 5:-

1. The proposed financial benefit is to be given to the RM Corporate Finance Pty Ltd, an entity which is controlled by GT Le Page and JB Richardson.
2. The nature of the financial benefit is the issue to RM Corporate of 9,000,000 Shares, which represent 6.330% of the Company's issued Share capital as at the date of this Notice (of 142,151,258 Shares). These Shares are being issued in full and final satisfaction of outstanding corporate advisory fees owing by the Company to RM Corporate.
3. GT Le Page and JB Richardson do not wish to make a recommendation to Shareholders about this Resolution 5 as they are both directors of RM Corporate and entities which are associated with them are shareholders of RM Corporate. Similarly, as Resolutions 3 and 4 seek Shareholder approval to a similar Share issue to entities which GH Solomon and DH Solomon control, neither of these directors wish to make a recommendation to Shareholders about this Resolution 5.
4. As noted above, GT Le Page and JB Richardson, two of the directors of the Company, are directors, and entities which are associated with them, are shareholders of RM Corporate and they therefore have an interest in the outcome of this Resolution 5.
5. Save for the following information as to the value of the financial benefit which will be given to RM Corporate if this Resolution 5 is passed, the directors of the Company are not aware of any other information (other than as set out elsewhere in this Explanatory Statement) that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution 5.
 - 5.1 The Shares which will be issued to RM Corporate if this Resolution 5 is passed are listed on the ASX (ASX Code: CNJ).
 - 5.2 On 3 September 2015 (being the date immediately preceding the 4 September Market Announcement), the closing price of the Company's Shares was \$0.009. The proposed issue price is a 11% discount to this price. If the Shares the subject of this Resolution 5 had of been issued on 3 September 2015, the outstanding corporate advisory fees of \$72,000 would have been converted into Shares having a market price of \$81,000.
 - 5.3 The conversion price is the same as the issue price (0.8 cents per Share) for the 9,750,000 placement Shares (which also each included a free attaching Option) which were issued by the Company to investors after the 4 September Market Announcement (ASX announcement dated 14 October 2015) and for the further 37,375,000 placement Shares (which will also each include a free attaching Option) which will be issued to investors if approved by the Company's Shareholders at its 2015 AGM.
 - 5.4 On the day immediately prior to the date of this Notice, the closing price of the Company's Shares was \$0.012. If the Shares the subject of this Resolution 5 had of been issued on the day immediately preceding the date of this

Notice, the outstanding corporate advisory fees of \$72,000 would have been converted into Shares having a market price of \$108,000.

- 5.5 The trading price of the Shares on the date of the meeting at which this Resolution 5 will be considered (namely, 8 December 2015), and (assuming this Resolution 5 is passed) on the date the debt-equity conversion is effected, could be more or less than the price the Shares were trading as at the date of this Notice. Accordingly, the Shares which will be issued to RM Corporate if this Resolution 5 is passed could have a market value of more or less than the value of the debt.
- 5.6 By fixing the conversion price, the Company has certainty as to the number of Shares it will need to issue to fully satisfy this outstanding indebtedness (and the consequent dilutionary impact of this debt-equity conversion), irrespective of subsequent fluctuations in the trading price of the Company's Shares.

The Company will disregard any votes cast on this Resolution 5 by RM Corporate, GT Le Page and JB Richardson (being the related parties of the Company to whom this Resolution 5 would permit the financial benefit to be given) and their Associates (who are all prohibited from voting).

RESOLUTION 6 – APPROVAL OF ISSUE OF SHARES TO MR DOUGLAS SOLOMON TO CONVERT DEBT INTO EQUITY

Shareholder approval to the proposed issue of:-

- (a) 8,250,000 Shares to Douglas Howard Solomon ("DH Solomon") as trustee for Solomon Brothers (a legal partnership comprised of Gregory Howard Solomon, Douglas Howard Solomon, David Marsh, Chris Williams and Michelle Hawksley) in full and final satisfaction of all amounts owing by the Company to DH Solomon on account of unpaid directors fees as at the 31 August 2015 of \$66,000; and
- (b) 783,750 Shares to March Bells Pty Ltd as trustee for the Douglas H Solomon Superannuation Fund ("March Bells ATF DHS SuperFund"), in full and final satisfaction of all amounts owing by the Company to DH Solomon on account of superannuation as at 31 August 2015 of \$6,270,

is being sought for all purposes, including for the purposes of:

- (a) ASX Listing Rule 10.11; and
- (b) Chapter 2E of the Act.

As set out above, the Company proposes to issue:

- (a) to D H Solomon, 8,250,000 Shares, which represent 5.803% of the Company's issued Share capital as at the date of this Notice (of 142,151,258 Shares); and
- (b) to March Bells ATF DHS SuperFund, 783,750 Shares, which represent 0.551% of the Company's issued capital as at the date of this Notice (of 142,151,258 Shares).

DH Solomon (or an entity associated with him) is beneficially entitled to fifty percent (50%) of the Shares which will be issued to him (in his capacity as trustee) if this Resolution 6 is passed. DH Solomon (or an entity associated with him) is also beneficially entitled to fifty percent (50%) of the Shares which will be issued to GH Solomon (in his capacity as trustee) if Resolution 7 is passed.

The Shares which the Company propose to issue to DH Solomon and March Bells ATF DHS SuperFund together represent 6.354% of the Company's issued Share capital as at the date of this Notice (of 142,151,258).

When the Shares which the Company proposes to issue to DH Solomon and March Bells ATF DHS SuperFund are aggregated with those which it proposes to issue if all of the other Resolutions are also passed, the Company proposes to issue, in total, a maximum of 91,687,129 new Shares representing 64.486% of its issued Share capital as at the date of this Notice.

As at the date of this Notice, DH Solomon and March Bells ATF DHS SuperFund do not hold any Shares. Accordingly, if this Resolution 6 is passed, the interest of DH Solomon will increase to 8,250,000 Shares (of which DH Solomon will have a beneficial interest in 4,125,000 Shares only) and of March Bells AFT DHS SuperFund will increase to 783,750 Shares.

Table 2 (in the section headed "Background to All Resolutions") shows the interest which DH Solomon, and entities controlled by him, including March Bells, will acquire in the Company's Shares if this Resolution 6 (and if Resolutions 4 and 7) are all passed.

Listing Rule 10.11

Listing Rule 10.11 provides that an entity must not issue, or agree to issue, equity securities to a related party without the approval of its shareholders. For the purposes of the Act, a "related party" of the Company includes the directors of the Company. DH Solomon is a director of the Company and, accordingly, is a related party of the Company for the purposes of both the Act and the Listing Rules. DH Solomon controls March Bells and accordingly that entity is also a related party of the Company for the purposes of both the Act and the Listing Rules.

The Company therefore seeks Shareholder approval to issue the Shares to both DH Solomon and March Bells ATF DHS SuperFund.

The following information is provided in accordance with Listing Rule 10.13:-

1. The Shares the subject of this Resolution 6 will be issued to Douglas Howard Solomon as trustee for Solomon Brothers (a partnership) and to March Bells Pty Ltd as trustee for the Douglas H Solomon Superannuation Fund.
2. If this Resolution 6 is passed, the Company will issue 9,033,750 Shares. The Shares will be issued on the same terms as, and rank *pari passu* with, the existing issued Shares of the Company (ASX Code: CNJ) and will be quoted on the ASX.
3. All of the Shares will be issued to DH Solomon as trustee for Solomon Brothers (a partnership) and March Bells ATF DHS SuperFund not more than one month after the date of this meeting (it is intended that they will be issued immediately after this Resolution 6 is passed).
4. DH Solomon is a director, and therefore, related party of the Company. March Bells is a company controlled by DH Solomon and is therefore also a related party of the Company.

8. For the purpose of determining the number of Shares to be issued to DH Solomon and March Bells ATF DHS SuperFund to convert outstanding director fees and superannuation owing by the Company into equity, the issue price for the Shares has been fixed at 0.8 cents per Share, being an 11% discount to the closing price of the Company's Shares on the day immediately preceding the date the Company announced to the market its intention to effect this conversion.
5. No funds will be raised from the proposed issue of the Shares. The Shares are being issued in full and final satisfaction of the amount of \$72,270 owing by the Company to DH Solomon on account of unpaid director fees and superannuation.
6. The Company will disregard any votes cast on this Resolution 6 by DH Solomon and March Bells (being the entities who are intended to be issued with the Shares) and GH Solomon (who will obtain a beneficial interest in some of the Shares if they are issued) and any Associates of them. However, the Company need not disregard a vote if:
 - 6.1. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - 6.2. it is cast 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.

An issue made with approval of the Company's Shareholders under Listing Rule 10.11 does not also require approval under Listing Rule 7.1 (by virtue of exception 14 of Listing Rule 7.2). Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities (which term includes shares) in any 12 month period which amount to more than 15% of its ordinary securities without the approval of holders of its ordinary securities. Equity securities issued under an exception in Listing Rule 7.2 are not required to be included in the 15% limit imposed by Listing Rule 7.1. Together, the maximum number of Shares which the Company propose to issue to DH Solomon and March Bells ATF DHS SuperFund under this Resolution 6 and if all of Resolutions are passed represent 64.486% of the Company's issued capital as at the date of this Notice (of 142,151,258 Shares).

Chapter 2E of the Act

Part 2E.1 of the Act regulates the provision of "financial benefits" by a public company and entities controlled by the public company to related parties of the public company.

By s.208(1) of the Act, the Company can only give a "financial benefit" to a "related party" of the Company if the Company obtains the approval of its Shareholders in accordance with the procedures set out in Part 2E.1 of the Act.

For the purposes of the Act, a "related party" of the Company includes the directors of the Company. As noted above, DH Solomon is a director of the Company and, accordingly, is a related party of the Company for the purposes of the Act. Further, March Bells is a related party of the Company for the purposes of the Act as it is controlled by DH Solomon.

Furthermore, the Act deems the issuing of securities to a related party to constitute the giving of a "financial benefit" to the related party.

Section 211 of the Act provides an exception to the need to obtain shareholder approval where, inter alia, the financial benefit would be reasonable in the circumstances if the company and the related party were dealing at arm's length or are less favourable to the related party than such terms. After the 4 September Market Announcement, the Company issued 9,750,000 Shares to a third party investor at the same price as the proposed conversion price (0.8 cents) (ASX announcement dated 14 October 2015) and, subject to obtaining the approval of its Shareholders at its 2015 AGM, proposes to issue a further 37,375,000 at this same price to third party investors. The Directors therefore consider that the debt-equity conversion at the proposed conversion price, and consequential issue of the Shares, is being made on arms' length terms (particularly bearing in mind the Share issues to the third party investors were, and are intended to be, accompanied by a free attaching Option per issued Share, which Options are not being issued as a term of the debt-equity conversion). Nevertheless, the Company is seeking Shareholder approval for the purposes of Part 2E.1 of the Act.

In accordance with the requirements of Part 2E.1 of the Act, and in particular section 219 of the Act, the following information is provided to allow Shareholders of the Company sufficient information to determine whether they should approve this Resolution 6:-

1. The proposed financial benefit is to be given to Douglas Howard Solomon as trustee for Solomon Brothers (a partnership), and March Bells Pty Ltd as trustee for the Douglas H Solomon Superannuation Fund, a company which is controlled by DH Solomon. Another director of the Company, Gregory Howard Solomon, will also obtain a financial benefit if this Resolution 6 is passed by virtue of having a 50% beneficial interest in the Shares to be issued to DH Solomon under this Resolution 6.
2. The nature of the financial benefit is the issue:
 - 2.1 to DH Solomon (in his capacity as trustee for Solomon Brothers, a legal partnership comprised of GH Solomon, DH Solomon, David Marsh, Chris Williams and Michelle Hawksley), of 8,250,000 Shares, which represent 5.803% of the Company's issued Share capital as at the date of this Notice of 142,151,258 Shares (and being Shares in which DH Solomon and GH Solomon will each have a 50% beneficial interest); and
 - 2.2 to March Bells ATF DHS SuperFund, of 783,750 Shares, which represent 0.551% of the Company's issued capital as at the date of this Notice (of 142,151,258 Shares).

These Shares are being issued in full and final satisfaction of outstanding director fees and superannuation owing by the Company to DH Solomon.

3. DH Solomon does not wish to make a recommendation to Shareholders about this Resolution 6: he will have a beneficial interest in 50% of the Shares which are being issued to him in his capacity as trustee (he will also have a beneficial interest in 50% of the Shares which are being issued to GH Solomon in his capacity as trustee if Resolution 7 is passed), and is both a director and shareholder of March Bells, and a member of the Douglas H Solomon Superannuation Fund. Similarly, as Resolutions 7, 8 and 9 seek Shareholder approval to a similar Share issue to GH Solomon (who also has a beneficial interest in 50% of the Shares which will be issued to DH Solomon in his capacity as trustee under this Resolution 6), GT Le Page and JB Richardson, none of these directors wish to make a recommendation to Shareholders about this Resolution 6.

4. As noted above, DH Solomon and GH Solomon, both directors of the Company, have an interest in the outcome of this Resolution 6.
5. Save for the following information as to the value of the financial benefit which will be given to DH Solomon, March Bells ATF DHS SuperFund and GH Solomon if this Resolution 6 is passed, the directors of the Company are not aware of any other information (other than as set out elsewhere in this Explanatory Statement) that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution 6.
 - 5.1 The Shares which will be issued to DH Solomon and March Bells ATF DHS SuperFund if this Resolution 6 is passed are listed on the ASX (ASX Code: CNJ).
 - 5.2 On 3 September 2015 (being the date immediately preceding the 4 September Market Announcement), the closing price of the Company's Shares was \$0.009. The proposed issue price is a 11% discount to this price. If the Shares the subject of this Resolution 6 had of been issued on 3 September 2015, the outstanding director fees (and superannuation thereon) of \$72,270 would have been converted into Shares having a market price of \$81,303.75.
 - 5.3 The conversion price is the same as the issue price (0.8 cents per Share) for the 9,750,000 placement Shares (which also each included a free attaching Option) which were issued by the Company to investors after the 4 September Market Announcement (ASX announcement dated 14 October 2015) and for the further 37,375,000 placement Shares (which will also each include a free attaching Option) which will be issued to investors if approved by the Company's Shareholders at its 2015 AGM.
 - 5.4 On the day immediately prior to the date of this Notice, the closing price of the Company's Shares was \$0.012. If the Shares the subject of this Resolution 6 had of been issued on the day immediately preceding the date of this Notice, the outstanding director fees (and superannuation thereon) of \$72,270 would have been converted into Shares having a market price of \$108,405.
 - 5.5 The trading price of the Shares on the date of the meeting at which this Resolution 6 will be considered (namely, 8 December 2015), and (assuming this Resolution 6 is passed) on the date the debt-equity conversion is effected, could be more or less than the price the Shares were trading as at the date of this Notice. Accordingly, the Shares which will be issued to DH Solomon and March Bells ATF DHS SuperFund if this Resolution 6 is passed could have a market value of more or less than the value of the debt.
 - 5.6 By fixing the conversion price, the Company has certainty as to the number of Shares it will need to issue to fully satisfy this outstanding indebtedness (and the consequent dilutionary impact of this debt-equity conversion), irrespective of subsequent fluctuations in the trading price of the Company's Shares.

The Company will disregard any votes cast on this Resolution 6 by DH Solomon, March Bells and GH Solomon (being the related parties of the Company to whom this Resolution 6 would permit the financial benefit to be given) and their Associates (who are all prohibited from voting).

RESOLUTION 7 – APPROVAL OF ISSUE OF SHARES TO MR GREGORY SOLOMON TO CONVERT DEBT INTO EQUITY

Shareholder approval to the proposed issue of:-

- (a) 25,781,250 Shares to Gregory Howard Solomon ("GH Solomon") as trustee for Solomon Brothers (a legal partnership comprised of Gregory Howard Solomon, Douglas Howard Solomon, David Marsh, Chris Williams and Michelle Hawksley) in full and final satisfaction of all amounts owing by the Company to GH Solomon on account of unpaid directors fees as at the 31 August 2015 of \$206,250; and
- (b) 2,152,344 Shares to Arkenstone Pty Ltd as trustee for the Gregory H Solomon and Lee H Solomon Superannuation Fund ("Arkenstone ATF G & L SuperFund"), in full and final satisfaction of all amounts owing by the Company to GH Solomon on account of superannuation as at 31 August 2015 of \$17,218.75,

is being sought for all purposes, including for the purposes of:

- (a) ASX Listing Rule 10.11; and
- (b) Chapter 2E of the Act.

As set out above, the Company proposes to issue:

- (a) to GH Solomon, 25,781,250 Shares, which represent 18.133% of the Company's issued Share capital as at the date of this Notice (of 142,151,258 Shares); and
- (b) to Arkenstone ATF G & L SuperFund, 2,152,344 Shares, which represent 1.514% of the Company's issued capital as at the date of this Notice (of 142,151,258 Shares).

GH Solomon (or an entity associated with him) is beneficially entitled to fifty percent (50%) of the Shares which will be issued to him (in his capacity as trustee) if this Resolution 7 is passed. GH Solomon (or an entity associated with him) is also beneficially entitled to fifty percent (50%) of the Shares which will be issued to DH Solomon (in his capacity as trustee) if Resolution 6 is passed.

The Shares which the Company propose to issue to GH Solomon and Arkenstone ATF G&L SuperFund represent 19.647% of the Company's issued Share capital as at the date of this Notice (of 142,151,258).

When the Shares which the Company proposes to issue to GH Solomon are aggregated with those which it proposes to issue if all of the other Resolutions are also passed, the Company proposes to issue, in total, a maximum of 91,687,129 new Shares representing 64.486% of its issued Share capital as at the date of this Notice.

As at the date of this Notice, GH Solomon and Arkenstone ATF G & L SuperFund currently hold no Shares and 100,000 Shares respectively. Accordingly, if this Resolution 7 is passed the interest of GH Solomon will increase to 25,781,250 Shares (of which GH Solomon will have a beneficial interest in 12,890,625 Shares only) and of Arkenstone ATF G & L SuperFund will increase to 2,252,344 Shares.

Table 2 (in the section headed “Background to All Resolutions”) shows the interest which GH Solomon, and entities controlled by him, including Arkenstone, will acquire in the Company’s Shares if this Resolution 7 (and if Resolutions 3 and 6) are all passed.

Listing Rule 10.11

Listing Rule 10.11 provides that an entity must not issue, or agree to issue, equity securities to a related party without the approval of its shareholders. For the purposes of the Act, a “related party” of the Company includes the directors of the Company. GH Solomon is a director of the Company and, accordingly, is a related party of the Company for the purposes of both the Act and the Listing Rules. GH Solomon controls Arkenstone and accordingly that entity is also a related party of the Company for the purposes of both the Act and the Listing Rules.

The Company therefore seeks Shareholder approval to issue the Shares to GH Solomon and Arkenstone ATF G & L SuperFund pursuant to Listing Rule 10.11.

The following information is provided in accordance with Listing Rule 10.13:-

1. The Shares the subject of this Resolution 7 will be issued to Gregory Howard Solomon as trustee for Solomon Brothers (a partnership) and to Arkenstone Pty Ltd as trustee for the Gregory H Solomon and Lee H Solomon Superannuation Fund.
2. If this Resolution 7 is passed, the Company will issue 27,933,594 Shares. The Shares will be issued on the same terms as, and rank *pari passu* with, the existing issued Shares of the Company (ASX Code: CNJ) and will be quoted on the ASX.
3. All of the Shares will be issued to GH Solomon as trustee for Solomon Brothers (a partnership) and Arkenstone ATF G & L SuperFund not more than one month after the date of this meeting (it is intended that they will be issued immediately after this Resolution 7 is passed).
4. GH Solomon is a director, and therefore, related party of the Company. Arkenstone is a company controlled by GH Solomon and is therefore also a related party of the Company.
5. For the purpose of determining the number of Shares to be issued to GH Solomon and Arkenstone ATF G & L SuperFund to convert outstanding director fees and superannuation owing by the Company into equity, the issue price for the Shares has been fixed at 0.8 cents per Share, being an 11% discount to the closing price of the Company’s Shares on the day immediately preceding the date the Company announced to the market its intention to effect this conversion.
6. No funds will be raised from the proposed issue of the Shares. The Shares are being issued in full and final satisfaction of the amount of \$223,468.75 owing by the Company to GH Solomon on account of unpaid director fees and superannuation.
7. The Company will disregard any votes cast on this Resolution 7 by GH Solomon and Arkenstone (being the entities who are intended to be issued with the Shares) and DH Solomon (who will obtain a beneficial interest in some of the Shares if they are issued) and any Associates of them. However, the Company need not disregard a vote if:
 - 7.1. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - 7.2. it is cast 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.

An issue made with approval of the Company’s Shareholders under Listing Rule 10.11 does not also require approval under Listing Rule 7.1 (by virtue of exception 14 of Listing Rule 7.2). Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities (which term includes shares) in any 12 month period which amount to more than 15% of its ordinary securities without the approval of holders of its ordinary securities. Equity securities issued under an exception in Listing Rule 7.2 are not required to be included in the 15% limit imposed by Listing Rule 7.1. Together, the maximum number of Shares which the Company propose to issue to GH Solomon and Arkenstone ATF G & L SuperFund under this Resolution 7 and if all of the other Resolutions are passed represent 64.486% of the Company’s issued capital as at the date of this Notice (of 142,181,258 Shares).

Chapter 2E of the Act

Part 2E.1 of the Act regulates the provision of “financial benefits” by a public company and entities controlled by the public company to related parties of the public company.

By s.208(1) of the Act, the Company can only give a “financial benefit” to a “related party” of the Company if the Company obtains the approval of its Shareholders in accordance with the procedures set out in Part 2E.1 of the Act.

For the purposes of the Act, a “related party” of the Company includes the directors of the Company. As noted above, GH Solomon is a director of the Company and, accordingly, is a related party of the Company for the purposes of the Act. Further, Arkenstone is a related party of the Company for the purposes of the Act as it is controlled by GH Solomon.

Furthermore, the Act deems the issuing of securities to a related party to constitute the giving of a “financial benefit” to the related party.

Section 211 of the Act provides an exception to the need to obtain shareholder approval where, *inter alia*, the financial benefit would be reasonable in the circumstances if the company and the related party were dealing at arm’s length or are less favourable to the related party than such terms. After the 4 September Market Announcement, the Company issued 9,750,000 Shares to a third party investor at the same price as the proposed conversion price (0.8 cents) (ASX announcement dated 14 October 2015) and, subject to obtaining the approval of its Shareholders at its 2015 AGM, proposes to issue a further 37,375,000 at this same price to third party investors. The Directors therefore consider that the debt-equity conversion at the proposed conversion price, and consequential issue of the Shares, is being made on arms’ length terms (particularly bearing in mind the Share issues to the third party investors were, and are intended to be, accompanied by a free attaching Option per issued Share, which Options are not being issued as a term of the debt-equity conversion). Nevertheless, the Company is seeking Shareholder approval for the purposes of Part 2E.1 of the Act.

In accordance with the requirements of Part 2E.1 of the Act, and in particular section 219 of the Act, the following information is provided to allow Shareholders of the Company sufficient information to determine whether they should approve this Resolution 7:-

1. The proposed financial benefit is to be given to Gregory Howard Solomon as trustee for Solomon Brothers (a partnership), and Arkenstone Pty Ltd as trustee for the Gregory H Solomon and Lee H Solomon Superannuation Fund, a company which is controlled by GH Solomon. Another director of the Company, Douglas Howard Solomon, will also obtain a financial benefit if this Resolution 7 is passed by virtue of having a 50% beneficial interest in the Shares to be issued to GH Solomon under this Resolution 7.
2. The nature of the financial benefit is the issue:
 - 2.3 to G H Solomon (in his capacity as trustee for Solomon Brothers, a legal partnership comprised of GH Solomon, DH Solomon, David Marsh, Chris Williams and Michelle Hawksley), of 25,781,250 Shares, which represent 18.133% of the Company's issued Share capital as at the date of this Notice of 142,181,258 Shares (and being Shares in which GH Solomon and DH Solomon will each have a 50% beneficial interest); and
 - 2.4 to Arkenstone ATF G & L SuperFund, of 2,152,344 Shares, which represent 1.514% of the Company's issued capital as at the date of this Notice (of 142,181,258 Shares).

These Shares are being issued in full and final satisfaction of outstanding director fees and superannuation owing by the Company to GH Solomon.
3. GH Solomon does not wish to make a recommendation to Shareholders about this Resolution 7: he will have a beneficial interest in 50% of the Shares which are being issued to him in his capacity as trustee (he will also have a beneficial interest in 50% of the Shares which are being issued to DH Solomon in his capacity as trustee if Resolution 6 is passed), and is both a director and shareholder of Arkenstone, and a member of the Gregory H Solomon and Lee H Solomon Superannuation Fund. Similarly, as Resolutions 6, 8 and 9 seek Shareholder approval to a similar Share issue to DH Solomon (who also has a beneficial interest in 50% of the Shares which will be issued to GH Solomon in his capacity as trustee under this Resolution 7), GT Le Page and JB Richardson, none of these directors wish to make a recommendation to Shareholders about this Resolution 7.
4. As noted above, GH Solomon and DH Solomon, both directors of the Company, have an interest in the outcome of this Resolution 7.
5. Save for the following information as to the value of the financial benefit which will be given to GH Solomon, Arkenstone ATF G & L SuperFund and DH Solomon if this Resolution 7 is passed, the directors of the Company are not aware of any other information (other than as set out elsewhere in this Explanatory Statement) that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution 7.
 - 5.1 The Shares which will be issued to GH Solomon and Arkenstone ATF G & L SuperFund if this Resolution 7 is passed are listed on the ASX (ASX Code: CNJ).
 - 5.2 On 3 September 2015 (being the date immediately preceding the 4 September Market Announcement), the closing price of the Company's Shares was \$0.009. The proposed issue price is a 11% discount to this price. If the Shares the subject of this Resolution 7 had of been issued on 3 September 2015, the outstanding director fees (and superannuation thereon) of \$223,468.75 would have been converted into Shares having a market price of \$251,402.35.
 - 5.3 The conversion price is the same as the issue price (0.8 cents per Share) for the 9,750,000 placement Shares (which also each included a free attaching Option) which were issued by the Company to investors after the 4 September Market Announcement (ASX announcement dated 14 October 2015) and for the further 37,375,000 placement Shares (which will also each include a free attaching Option) which will be issued to investors if approved by the Company's Shareholders at its 2015 AGM.
 - 5.4 On the day immediately prior to the date of this Notice, the closing price of the Company's Shares was \$0.012. If the Shares the subject of this Resolution 7 had of been issued on the day immediately preceding the date of this Notice, the outstanding director fees (and superannuation thereon) of \$223,468.75 would have been converted into Shares having a market price of \$335,203.13.
 - 5.5 The trading price of the Shares on the date of the meeting at which this Resolution 7 will be considered (namely, 8 December 2015), and (assuming this Resolution 7 is passed) on the date the debt-equity conversion is effected, could be more or less than the price the Shares were trading as at the date of this Notice. Accordingly, the Shares which will be issued to GH Solomon and the Arkenstone ATF G & L SuperFund if this Resolution 7 is passed could have a market value of more or less than the value of the debt.
 - 5.6 By fixing the conversion price, the Company has certainty as to the number of Shares it will need to issue to fully satisfy this outstanding indebtedness (and the consequent dilutionary impact of this debt-equity conversion), irrespective of subsequent fluctuations in the trading price of the Company's Shares.

The Company will disregard any votes cast on this Resolution 7 by GH Solomon, Arkenstone and DH Solomon (being the related parties of the Company to whom this Resolution 7 would permit the financial benefit to be given) and their associates (who are all prohibited from voting).

RESOLUTION 8 – APPROVAL OF ISSUE OF SHARES TO MR GUY LE PAGE TO CONVERT DEBT INTO EQUITY

Shareholder approval to the proposed issue of:-

- (a) 6,158,625 Shares to Guy Touzeau Le Page ("GT Le Page") in full and final satisfaction of all amounts owing by the Company to GT Le Page on account of unpaid directors fees as at the 31 August 2015 of \$49,269 (exclusive of PAYGW on these outstanding fees, which will be satisfied by the Company in cash); and
- (b) 783,750 Shares to Guy Le Page and Dina Le Page as trustee for The Guy Le Page Superannuation Fund ("G & D ATF GLP SuperFund"), in full and final satisfaction of all amounts owing by the Company to GT Le Page on account of superannuation as at the 31 August 2015 of \$6,270,

is being sought for all purposes, including for the purposes of:

- (a) ASX Listing Rule 10.11; and
- (b) Chapter 2E of the Act.

As set out above, the Company proposes to issue:

- (a) to GT Le Page, 6,158,625 Shares, which represent 4.332% of the Company's issued Share capital as at the date of this Notice (of 142,181,258 Shares); and
- (b) to G & D ATF GLP SuperFund, 783,750 Shares, which represent 0.551% of the Company's issued capital as at the date of this Notice (of 142,181,258 Shares).

The Shares which the Company propose to issue to GT Le Page and G & D ATF GLP SuperFund together represent 4.883% of the Company's issued Share capital as at the date of this Notice (of 142,181,258 Shares).

When the Shares which the Company proposes to issue to GT Le Page and G & D ATF GLP SuperFund are aggregated with those which it proposes to issue if all of the other Resolutions are also passed, the Company proposes to issue, in total, a maximum of 91,687,129 new Shares representing 64.486% of its issued Share capital as at the date of this Notice.

As at the date of this Notice, GT Le Page does not personally hold any Shares and G & D ATF GLP SuperFund currently holds 5,430,444 Shares. Accordingly, if this Resolution 8 is passed, the interest of GT Le Page and G & D ATF GLP SuperFund in the Company will increase to 6,158,625 Shares and 6,214,194 Shares respectively.

Table 2 (in the section headed "Background to All Resolutions") shows the interest which GT Le Page and entities controlled by him will acquire in the Company's Shares if this Resolution 8 (and if Resolutions 1, 2 and 5) are all passed.

Listing Rule 10.11

Listing Rule 10.11 provides that an entity must not issue, or agree to issue, equity securities to a related party without the approval of its shareholders. For the purposes of the Act, a "related party" of the Company includes the directors of the Company. GT Le Page is a director of the Company and, accordingly, is a related party of the Company for the purposes of both the Act and the Listing Rules. GT Le Page controls the Guy Le Page Superannuation Fund and accordingly that entity is also a related party of the Company for the purposes of both the Act and the Listing Rules.

The Company therefore seeks Shareholder approval to issue the Shares to GT Le Page and G & D ATF GLP SuperFund pursuant to Listing Rule 10.11.

The following information is provided in accordance with Listing Rule 10.13:-

1. The Shares the subject of this Resolution 8 will be issued to GT Le Page and to Guy Le Page and Dina Le Page as trustee for The Guy Le Page Superannuation Fund.
2. If this Resolution 8 is passed, the Company will issue 6,942,375 Shares. The Shares will be issued on the same terms as, and rank *pari passu* with, the existing issued Shares of the Company (ASX Code: CNJ) and will be quoted on the ASX.
3. All of the Shares will be issued to GT Le Page and the G & D ATF GLP SuperFund not more than one month after the date of this meeting (it is intended that they will be issued immediately after this Resolution 8 is passed).
4. GT Le Page is a director, and therefore, related party of the Company. GT Le Page controls the Guy Le Page Superannuation Fund, which is therefore also a related party of the Company.
5. For the purpose of determining the number of Shares to be issued to GT Le Page and the G & D ATF GLP SuperFund to convert outstanding director fees and superannuation owing by the Company into equity, the issue price for the Shares has been fixed at 0.8 cents per Share, being an 11% discount to the closing price of the Company's Shares on the day immediately preceding the date the Company announced to the market its intention to effect this conversion.
6. No funds will be raised from the proposed issue of the Shares. The Shares are being issued in full and final satisfaction of the amount of \$55,539 owing by the Company to GT Le Page on account of unpaid director fees and superannuation.
7. The Company will disregard any votes cast on this Resolution 8 by GT Le Page and Dina Le Page (being the entities who are intended to be issued with the Shares) and any Associates of them. However, the Company need not disregard a vote if:
 - 7.1. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - 7.2. it is cast 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.

An issue made with approval of the Company's Shareholders under Listing Rule 10.11 does not also require approval under Listing Rule 7.1 (by virtue of exception 14 of Listing Rule 7.2). Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities (which term includes shares) in any 12 month period which amount to more than 15% of its ordinary securities without the approval of holders of its ordinary securities. Equity securities issued under an exception in Listing Rule 7.2 are not required to be included in the 15% limit imposed by Listing Rule 7.1. Together, the maximum number of Shares which the Company propose to issue to GT Le Page and G&D ATF GLP SuperFund under this Resolution 8 and if all of the other Resolutions are passed represent 64.486% of the Company's issued capital as at the date of this Notice (of 142,181,258 Shares).

Chapter 2E of the Act

Part 2E.1 of the Act regulates the provision of "financial benefits" by a public company and entities controlled by the public company to related parties of the public company.

By s.208(1) of the Act, the Company can only give a "financial benefit" to a "related party" of the Company if the Company obtains the approval of its Shareholders in accordance with the procedures set out in Part 2E.1 of the Act.

For the purposes of the Act, a "related party" of the Company includes the directors of the Company. As noted above, GT Le Page is a director of the Company and, accordingly, is a related party of the Company for the purposes of the Act. Further, GT Le Page controls the Guy Le Page Superannuation Fund which is therefore also a related party of the Company.

Furthermore, the Act deems the issuing of securities to a related party to constitute the giving of a "financial benefit" to the related party.

Section 211 of the Act provides an exception to the need to obtain shareholder approval where, inter alia, the financial benefit would be reasonable in the circumstances if the company and the related party were dealing at arm's length or are less favourable to the related party than such terms. After the 4 September Market Announcement, the Company issued 9,750,000 Shares to a third party investor at the same price as the proposed conversion price (0.8 cents) (ASX announcement dated 14 October 2015) and, subject to obtaining the approval of its Shareholders at its 2015 AGM, proposes to issue a further 37,375,000 at this same price to third party investors. The Directors therefore consider that the debt-equity conversion at the proposed conversion price, and consequential issue of the Shares, is being made on arms' length terms (particularly bearing in mind the Share issues to the third party investors were, and are intended to be, accompanied by a free attaching Option per issued Share, which Options are not being issued as a term of the debt-equity conversion). Nevertheless, the Company is seeking Shareholder approval for the purposes of Part 2E.1 of the Act.

In accordance with the requirements of Part 2E.1 of the Act, and in particular section 219 of the Act, the following information is provided to allow Shareholders of the Company sufficient information to determine whether they should approve this Resolution 8:-

1. The proposed financial benefit is to be given to Guy Touzeau Le Page, a director of the Company, and Guy Le Page and Dina Le Page as trustee for The Guy Le Page Superannuation Fund, a company which is controlled by GT Le Page.
2. The nature of the financial benefit is the issue:
 - 2.1 to GT Le Page of 6,158,625 Shares, which represent 4.332% of the Company's issued Share capital as at the date of this Notice (of 142,181,258 Shares); and
 - 2.2 to G & D ATF GLP SuperFund, of 783,750 Shares, which represent 0.551% of the Company's issued capital as at the date of this Notice (of 142,181,258 Shares).These Shares are being issued in full and final satisfaction of outstanding director fees and superannuation owing by the Company to GT Le Page.
3. GT Le Page does not wish to make a recommendation to Shareholders about this Resolution 8: he has an interest in the Shares which are being issued to him in his personal capacity, and he is also a trustee, and member, of the Guy Le Page Superannuation Fund. Similarly, as Resolutions 6, 7 and 9 seek Shareholder approval to a similar Share issue to DH Solomon, GH Solomon and JB Richardson, none of these directors wish to make a recommendation to Shareholders about this Resolution 8.
4. As noted above, GT Le Page, a director of the Company, has an interest in the outcome of this Resolution 8.
5. Save for the following information as to the value of the financial benefit which will be given to GT Le Page and G & D ATF GLP SuperFund if this Resolution 8 is passed, the directors of the Company are not aware of any other information (other than as set out elsewhere in this Explanatory Statement) that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution 8.
 - 5.1 The Shares which will be issued to GT Le Page and G & D ATF GLP SuperFund if this Resolution 8 is passed are listed on the ASX (ASX Code: CNJ).
 - 5.2 On 3 September 2015 (being the date immediately preceding the 4 September Market Announcement), the closing price of the Company's Shares was \$0.009. The proposed issue price is a 11% discount to this price. If the Shares the subject of this Resolution 8 had of been issued on 3 September 2015, the outstanding director fees (and superannuation thereon) of \$55,539 would have been converted into Shares having a market price of \$62,481.38.
 - 5.3 The conversion price is the same as the issue price (0.8 cents per Share) for the 9,750,000 placement Shares (which also each included a free attaching Option) which were issued by the Company to investors after the 4 September Market Announcement (ASX announcement dated 14 October 2015) and for the further 37,375,000 placement Shares (which will also each include a free attaching Option) which will be issued to investors if approved by the Company's Shareholders at its 2015 AGM.
 - 5.4 On the day immediately prior to the date of this Notice, the closing price of the Company's Shares was \$0.012. If the Shares the subject of this Resolution 8 had of been issued on the day immediately preceding the date of this Notice, the outstanding director fees (and superannuation thereon) of \$55,539 would have been converted into Shares having a market price of \$83,308.50.
 - 5.5 The trading price of the Shares on the date of the meeting at which this Resolution 8 will be considered (namely, 8 December 2015), and (assuming this Resolution 8 is passed) on the date the debt-equity conversion is effected, could be more or less than the price the Shares were trading as at the date of this Notice. Accordingly, the Shares which will be issued to GT Le Page and G & D ATF GLP SuperFund if this Resolution 8 is passed could have a market value of more or less than the value of the debt.
 - 5.6 By fixing the conversion price, the Company has certainty as to the number of Shares it will need to issue to fully satisfy this outstanding indebtedness (and the consequent dilutionary impact of this debt-equity conversion), irrespective of subsequent fluctuations in the trading price of the Company's Shares.

The Company will disregard any votes cast on this Resolution 8 by GT Le Page and Dina Le Page and their associates (who are all prohibited from voting).

RESOLUTION 9 – APPROVAL OF ISSUE OF SHARES TO MR JAMES RICHARDSON TO CONVERT DEBT INTO EQUITY

Shareholder approval to the proposed issue of:-

- (a) 7,767,375 Shares to James Bradley Richardson ("JB Richardson") in full and final satisfaction of all amounts owing by the Company to JB Richardson on account of unpaid directors fees as at the 31 August 2015 of \$62,139 (exclusive of PAYGW on these outstanding fees, which will be satisfied by the Company in cash); and

- (b) 783,750 Shares to Tadea Pty Ltd as trustee for The Richardson Family Superannuation Fund ("Tadea ATF JB SuperFund"), in full and final satisfaction of all amounts owing by the Company to JB Richardson on account of superannuation as at the 31 August 2015 of \$6,270,

is being sought for all purposes, including for the purposes of:

- (a) ASX Listing Rule 10.11; and
(b) Chapter 2E of the Act.

As set out above, the Company proposes to issue:

- (a) to JB Richardson, 7,767,375 Shares, which represent 5.463% of the Company's issued Share capital as at the date of this Notice (of 142,181,258 Shares); and
(b) to Tadea ATF JB SuperFund, 783,750 Shares, which represent 0.551% of the Company's issued capital as at the date of this Notice (of 142,181,258 Shares).

The Shares which the Company propose to issue to JB Richardson and Tadea ATF JB SuperFund together represent 6.014% of the Company's issued Share capital as at the date of this Notice (of 142,181,258 Shares).

When the Shares which the Company proposes to issue to JB Richardson and Tadea ATF JB SuperFund are aggregated with those which it proposes to issue if all of the other Resolutions are also passed, the Company proposes to issue, in total, a maximum of 91,687,129 new Shares representing 64.486% of its issued Share capital as at the date of this Notice.

As at the date of this Notice, JB Richardson currently holds no Shares personally and Tadea ATF JB SuperFund currently holds 10,287,000 Shares. Accordingly, if this Resolution 9 is passed, the interest of JB Richardson and Tadea ATF JB SuperFund in the Company will increase to 7,767,375 Shares and 11,070,750 Shares respectively.

Table 2 (in the section headed "Background to All Resolutions") shows the interest which JB Richardson and entities controlled by him will acquire in the Company's Shares if this Resolution 9 (and if Resolutions 1, 2 and 5) are all passed.

Listing Rule 10.11

Listing Rule 10.11 provides that an entity must not issue, or agree to issue, equity securities to a related party without the approval of its shareholders. For the purposes of the Act, a "related party" of the Company includes the directors of the Company. JB Richardson is a director of the Company and, accordingly, is a related party of the Company for the purposes of both the Act and the Listing Rules. JB Richardson controls Tadea and accordingly that entity is also a related party of the Company for the purposes of both the Act and the Listing Rules.

The Company therefore seeks Shareholder approval to issue the Shares to JB Richardson and Tadea ATF JB SuperFund pursuant to Listing Rule 10.11.

The following information is provided in accordance with Listing Rule 10.13:-

1. The Shares the subject of this Resolution 9 will be issued to JB Richardson and to Tadea Pty Ltd as trustee for The Richardson Family Superannuation Fund.
2. If this Resolution 9 is passed, the Company will issue 8,551,125 Shares. The Shares will be issued on the same terms as, and rank *pari passu* with, the existing issued Shares of the Company (ASX Code: CNJ) and will be quoted on the ASX.
3. All of the Shares will be issued to JB Richardson and Tadea ATF JB SuperFund not more than one month after the date of this meeting (it is intended that they will be issued immediately after this Resolution 9 is passed).
4. JB Richardson is a director, and therefore, related party of the Company. Tadea is an entity controlled by JB Richardson and is therefore also a related party of the Company.
5. For the purpose of determining the number of Shares to be issued to JB Richardson and Tadea ATF JB SuperFund to convert outstanding director fees and superannuation owing by the Company into equity, the issue price for the Shares has been fixed at 0.8 cents per Share, being an 11% discount to the closing price of the Company's Shares on the day immediately preceding the date the Company announced to the market its intention to effect this conversion.
6. No funds will be raised from the proposed issue of the Shares. The Shares are being issued in full and final satisfaction of the amount of \$68,409 owing by the Company to JB Richardson on account of unpaid director fees and superannuation.
7. The Company will disregard any votes cast on this Resolution 9 by JB Richardson and Tadea (being the entities that are intended to be issued with the Shares) and any Associates of them. However, the Company need not disregard a vote if:
 - 7.1. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - 7.2. it is cast 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.

An issue made with approval of the Company's Shareholders under Listing Rule 10.11 does not also require approval under Listing Rule 7.1 (by virtue of exception 14 of Listing Rule 7.2). Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities (which term includes shares) in any 12 month period which amount to more than 15% of its ordinary securities without the approval of holders of its ordinary securities. Equity securities issued under an exception in Listing Rule 7.2 are not required to be included in the 15% limit imposed by Listing Rule 7.1. Together, the maximum number of Shares which the Company propose to issue to JB Richardson and Tadea ATF JB SuperFund under this Resolution 9 and if all of the other Resolutions are passed represent 64.486% of the Company's issued capital as at the date of this Notice (of 142,181,258 Shares).

Chapter 2E of the Act

Part 2E.1 of the Act regulates the provision of "financial benefits" by a public company and entities controlled by the public company to related parties of the public company.

By s.208(1) of the Act, the Company can only give a "financial benefit" to a "related party" of the Company if the Company obtains the approval of its Shareholders in accordance with the procedures set out in Part 2E.1 of the Act.

For the purposes of the Act, a “related party” of the Company includes the directors of the Company. As noted above, JB Richardson is a director of the Company and, accordingly, is a related party of the Company for the purposes of the Act. Further, Tadea is a related party of the Company for the purposes of the Act as it is controlled by JB Richardson.

Furthermore, the Act deems the issuing of securities to a related party to constitute the giving of a “financial benefit” to the related party.

Section 211 of the Act provides an exception to the need to obtain shareholder approval where, inter alia, the financial benefit would be reasonable in the circumstances if the company and the related party were dealing at arm’s length or are less favourable to the related party than such terms. After the 4 September Market Announcement, the Company issued 9,750,000 Shares to a third party investor at the same price as the proposed conversion price (0.8 cents) (ASX announcement dated 14 October 2015) and, subject to obtaining the approval of its Shareholders at its 2015 AGM, proposes to issue a further 37,375,000 at this same price to third party investors. The Directors therefore consider that the debt-equity conversion at the proposed conversion price, and consequential issue of the Shares, is being made on arms’ length terms (particularly bearing in mind the Share issues to the third party investors were, and are intended to be, accompanied by a free attaching Option per issued Share, which Options are not being issued as a term of the debt-equity conversion). Nevertheless, the Company is seeking Shareholder approval for the purposes of Part 2E.1 of the Act.

In accordance with the requirements of Part 2E.1 of the Act, and in particular section 219 of the Act, the following information is provided to allow Shareholders of the Company sufficient information to determine whether they should approve this Resolution 9:-

1. The proposed financial benefit is to be given to JB Richardson, a director of the Company, and Tadea Pty Ltd as trustee for The Richardson Family Superannuation Fund, an entity which is controlled by JB Richardson.
2. The nature of the financial benefit is the issue:
 - 2.1. to JB Richardson of 7,767,375 Shares, which represent 5.463% of the Company’s issued Share capital as at the date of this Notice (of 142,181,258 Shares); and
 - 2.2. to Tadea ATF JB SuperFund, of 783,750 Shares, which represent 0.551% of the Company’s issued capital as at the date of this Notice (of 142,181,258 Shares).

These Shares are being issued in full and final satisfaction of outstanding director fees and superannuation owing by the Company to JB Richardson.

3. JB Richardson does not wish to make a recommendation to Shareholders about this Resolution 8: he has an interest in the Shares which are being issued to him in his personal capacity, and is both a director and shareholder of Tadea, and a member of The Richardson Family Superannuation Fund. Similarly, as Resolutions 6, 7 and 8 seek Shareholder approval to a similar Share issue to DH Solomon, GH Solomon and GT Le Page, none of these directors wish to make a recommendation to Shareholders about this Resolution 9.
4. As noted above, JB Richardson, a director of the Company, has an interest in the outcome of this Resolution 9.
5. Save for the following information as to the value of the financial benefit which will be given to JB Richardson and Tadea ATF JB SuperFund if this Resolution 9 is passed, the directors of the Company are not aware of any other information (other than as set out elsewhere in this Explanatory Statement) that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass this Resolution 9.
 - 5.1. The Shares which will be issued to JB Richardson and Tadea ATF JB SuperFund if this Resolution 9 is passed are listed on the ASX (ASX Code: CNJ).
 - 5.2. On 3 September 2015 (being the date immediately preceding the 4 September Market Announcement), the closing price of the Company’s Shares was \$0.009. The proposed issue price is a 11% discount to this price. If the Shares the subject of this Resolution 9 had of been issued on 3 September 2015, the outstanding director fees (and superannuation thereon) of \$68,409 would have been converted into Shares having a market price of \$76,960.13.
 - 5.3. The conversion price is the same as the issue price (0.8 cents per Share) for the 9,750,000 placement Shares (which also each included a free attaching Option) which were issued by the Company to investors after the 4 September Market Announcement (ASX announcement dated 14 October 2015) and for the further 37,375,000 placement Shares (which will also each include a free attaching Option) which will be issued to investors if approved by the Company’s Shareholders at its 2015 AGM.
 - 5.4. On the day immediately prior to the date of this Notice, the closing price of the Company’s Shares was \$0.012. If the Shares the subject of this Resolution 9 had of been issued on the day immediately preceding the date of this Notice, the outstanding director fees (and superannuation thereon) of \$68,409 would have been converted into Shares having a market price of \$102,613.50.
 - 5.5. The trading price of the Shares on the date of the meeting at which this Resolution 9 will be considered (namely, 8 December 2015), and (assuming this Resolution 9 is passed) on the date the debt-equity conversion is effected, could be more or less than the price the Shares were trading as at the date of this Notice. Accordingly, the Shares which will be issued to JB Richardson and Tadea ATF JB SuperFund if this Resolution 9 is passed could have a market value of more or less than the value of the debt.
 - 5.6. By fixing the conversion price, the Company has certainty as to the number of Shares it will need to issue to fully satisfy this outstanding indebtedness (and the consequent dilutionary impact of this debt-equity conversion), irrespective of subsequent fluctuations in the trading price of the Company’s Shares.

The Company will disregard any votes cast on this Resolution 9 by JB Richardson and the Tadea and their associates (who are all prohibited from voting).

RESOLUTION 10– APPROVAL OF ISSUE OF SHARES TO TASMAN RESOURCES LTD TO CONVERT DEBT INTO EQUITY

Shareholder approval to the proposed issue of up to 16,476,285 Shares to Tasman Resources Ltd A.C.N. 009 253 187 (“Tasman”), in full and final satisfaction of amounts owing by the Company to Tasman on account of loans payable, interest payable and the cost of supplying contract geologists, as at 31 August 2015 being \$131,810.28 in the aggregate, is being sought for all purposes, including for the purposes of ASX Listing Rule 7.1. Tasman has supplied the Company with a loan of \$100,000 on which there is unpaid interest of \$20,268.49 as at 31 August 2015 and has supplied contract geologists to the Company (to the value of \$11,541.79 as at 31 August 2015).

Tasman currently holds 25,000,000 Shares in the Company (representing 17.583% of the Company’s issued share capital as at the date of this Notice). This shareholding is not sufficient to give Tasman control of the Company. Whilst all of the directors of Tasman (namely GH Solomon, DH Solomon and GT Le Page) are also directors of the Company (the fourth director of the Company, JB Richardson, is not a director of Tasman) it is also not considered that any of these directors control Tasman (which is a publicly listed company). The maximum shareholding which an individual director of the Company has in Tasman is 17.638%, which is not sufficient to confer upon that director the control of Tasman at general meeting or the ability to control the composition of the board of Tasman. The common directors of the Company and Tasman act independently. It is not therefore considered that Tasman is a related party of the Company, with the result that Shareholder approval is not required for the purposes of Listing Rule 10.11 and Chapter 2E of the Act.

If shareholders approve this Resolution 10 and all of the other Resolutions, Tasman’s interest in the Company will increase from 17.583% to 17.735%. However, there is a technical possibility that, should this Resolution 10 be approved by Shareholders, but Shareholders do not approve some or all of the other Resolutions, Tasman’s interest in the Company could go from 17.583% to a percentage above 20%. If this eventuality were to occur, which is considered unlikely, the Company would only convert that portion of the outstanding indebtedness of \$131,810.28 (at a conversion price of 0.8 cents) which will result in Tasman’s interest in the Company not exceeding 19.99%.

Listing Rule 7.1

Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities (which term includes shares) in any 12 month period which amount to more than 15% of its ordinary securities without the approval of holders of its ordinary securities.

Equity securities issued with approval of holders of a company’s ordinary securities in accordance with Listing Rule 7.1 are not then required to be included in the 15% limit imposed by Listing Rule 7.1.

As set out above, the Company proposes to issue to Tasman up to 16,476,285 Shares, which represent 11.588% of the Company’s issued capital as at the date of this Notice (of 142,181,258 Shares).

When the Shares which the Company proposes to issue to Tasman are aggregated with those which it proposes to issue if all of the other Resolutions are passed, the Company proposes to issue, in total, 91,687,129 new Shares representing 64.486% of its issued Share capital as at the date of this Notice.

As at the date of this Notice, Tasman currently holds 25,000,000 Shares in the Company. If this Resolution 10 is passed, Tasman will increase its interest in the Company to 41,476,285 Shares.

The Company seeks shareholder approval to issue the Shares to Tasman pursuant to Listing Rule 7.1.

The following information is provided in accordance with Listing Rule 7.3:-

1. The maximum number of Shares the Company will issue to Tasman is 16,476,285 Shares.
2. All of the Shares will be issued within three months of the date of this meeting (it is intended that they will be issued immediately after this Resolution 10 is passed);
3. For the purpose of determining the number of Shares to be issued to Tasman to convert its outstanding debts into equity, the issue price for the Shares has been fixed at 0.8 cents per Share, being the same price (0.8 cents per Share) as placement Shares were recently issued by the Company to investors (ASX announcement dated 14 October 2015) (each of these placement Shares also included a free attaching Option).
4. All of the Shares will be issued to Tasman Resources Ltd A.C.N. 009 253 187.
5. The Shares will be issued on the same terms as, and rank *pari passu* with, the existing issued Shares of the Company (ASX Code: CNJ).
6. The purpose of the proposed Share issue is to covert outstanding debts owing by the Company to Tasman into equity, thus cleaning up the Company’s balance sheet. Accordingly, as the Shares are being issued in satisfaction of existing debts, no funds will be raised from the issue.
7. The Company anticipates allotting all of the Shares in one parcel.
8. The Company will disregard any votes cast on this Resolution by Tasman (being the entity who will participate in the proposed issue of the Shares) and any other person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if this Resolution 10 is passed, and any associates of Tasman and any such other person. However, the Company need not disregard a vote if:
 - 8.1. it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - 8.2. it is cast 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.

GLOSSARY OF TERMS

In this Explanatory Statement and accompanying Notice of Meeting the following words and expressions have the following meanings:

"Act" means Corporations Act 2001 (Cth);

"2015 AGM" means the annual general meeting of the Company to be held on 24 November 2015;

"Arkenstone" means Arkenstone Pty Ltd A.C.N. 009 112 878;

"Arkenstone ATF GHS FT" means Arkenstone acting as trustee for the GH Solomon Family Trust;

"Arkenstone ATF G & L SuperFund" means Arkenstone acting as trustee for the Gregory H Solomon and Lee H Solomon Superannuation Fund;

"ASIC" means Australian Securities and Investments Commission;

"ASX" means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange (as required by the context);

"Board" means the board of Directors of the Company;

"BT Global" means BT Global Holdings Pty Ltd A.C.N. 140462 479 as trustee for the BT Unit Trust A.B.N. 43 419 762 786;

"Company" or "Conico" means Conico Ltd (ACN 119 057 457);

"Director" means a director of the Company;

"Explanatory Statement" means the information attached to the Notice of Meeting which provides information to Shareholders about the Resolutions contained in the Notice of Meeting;

"GLP SuperFund" means the Guy Le Page Superannuation Fund;

"Listing Rules" means the ASX Listing Rules and **"Listing Rule"** has a corresponding meaning;

"March Bells" means March Bells Pty Ltd A.C.N. 009 126 881;

"March Bells ATF DHS FT" means March Bells acting as trustee for the DH Solomon Family Trust;

"March Bells ATF DHS SuperFund" means March Bells acting as trustee for the Douglas H Solomon Superannuation Fund;

"Notice" or "Notice of Meeting" means the notice of meeting which accompanies this Explanatory Statement;

"Option" means an unlisted option conferring on its holder the right to acquire one Share in the Company at an exercise price of 3 cents, expiring 30 November 2019;

"Resolutions" means all of the resolutions contained in the Notice;

"RM Capital" means RM Capital Pty Ltd A.C.N. 065 412 820;

"RM Corporate" means RM Corporate Finance Pty Ltd A.C.N. 108 084 386;

"4 September Market Announcement" has the meaning given to that term on page 5;

"Share" means an ordinary fully paid share in the Company;

"Tadea" means Tadea Pty Ltd A.C.N. 009 064 233;

"Tadea ATF JB SuperFund" means Tadea acting as trustee for the Richardson Family Superannuation Fund; and

"Tasman" means Tasman Resources Ltd A.C.N.009 253 187.

CONICO LTD
(ACN 119 057 457)

**PROXY FORM
GENERAL MEETING**

The Company Secretary
Conico Ltd
Level 15, 197 St Georges Terrace
Perth
WA 6000

Fax +(618) 9282 5866

Shareholder Name
Shareholder Address

Share Registry Website:
www.advancedshare.com.au

I/We

being a member/members of Conico Ltd entitled to attend and vote at the meeting, hereby

Appoint

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the meeting or the Chairman's nominee, to vote in respect of ____% of my/our voting rights in accordance with the following directions, or if no directions have been given, as the proxy sees fit at the General Meeting of the Company, to be held on 8 December 2015 and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

Ordinary Resolutions:

1. Approval of issue of Shares to RM Capital Pty Ltd
2. Approval of issue of Shares to BT Global Pty Ltd
3. Approval of issue of Shares to GH Solomon Family Trust
4. Approval of issue of Shares to DH Solomon Family Trust
5. Approval of issue of Shares to RM Corporate Finance Pty Ltd
6. Approval of issue of Shares to Mr Douglas Solomon
7. Approval of issue of Shares to Mr Gregory Solomon
8. Approval of issue of Shares to Mr Guy Le Page
9. Approval of issue of Shares to Mr James Richardson
10. Approval of issue of Shares to Tasman Resources Ltd

FOR

AGAINST

ABSTAIN

☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐☐

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not intended to be counted in computing the required majority on a poll.

Signed this day of 2015
Individuals and joint holders

Signature
Signature
Signature

Companies (affix common seal if appropriate)

Director
Director/Company Secretary
Sole Director and Sole Company Secretary

The Chairman intends to vote undirected proxies in favour of each item of business.

If you do not wish to direct your proxy how to vote please place a mark in the box.

By marking this box you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

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Notes:

1. To be effective, this proxy and the power of attorney (if any) under which it is signed must be received at the Registered Office of the Company, Level 15, 197 St Georges Terrace, Perth, WA 6000 not less than 48 hours before the time for holding the meeting, or any adjournment thereof.
2. If the member is a corporation, the form of proxy should be signed under seal if appropriate.

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed either in accordance with the Constitution of the company or under the hand of an officer of the company or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by all of the joint shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this General Meeting, that is by 9:00am WST on 6 December 2015, by post or facsimile to the respective addresses stipulated in this proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (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; and
 - (c) if the proxy is Chairperson, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, or acts as proxy for any other shareholder, the proxy can cast any votes the proxy holds as a shareholder or as proxy for any other shareholder in any way that the proxy, or that other shareholder, sees fit.

7. The Chairperson intends to vote in favour of all resolutions set out in the Notice of General Meeting.