

# Notice of Annual General Meeting and Explanatory Memorandum

---

Hot Rock Limited ACN 120 896 371

**Date of Meeting:** 29 November 2013

**Time of Meeting:** 3.00pm (Brisbane time)

**Place of Meeting:** Hot Rock Limited, Level 5, 10 Market Street,  
Brisbane Qld 4000

# Notice of Meeting

Notice is given that the Annual General Meeting of Shareholders of **Hot Rock Limited** ACN 120 896 371 (**Company**) will be held at Level 5, 10 Market St, Brisbane QLD 4000, on Friday 29 November 2013 at 3.00pm (Brisbane time). Terms used in this Notice of Meeting are defined in Section 5 of the accompanying Explanatory Memorandum.

## Agenda

### Ordinary business

---

#### Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Balance Sheet, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2013.

#### 1. Resolution 1 - Remuneration Report

---

To consider and, if thought fit, pass the following advisory Resolution of the Company:  
*"That the Remuneration Report for the year ended 30 June 2013 (as set out in the Directors' Report) be adopted."*

##### Voting

The vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

##### Voting Restriction pursuant to Section 250R(4) of the Corporations Act

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

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

However, the above persons may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; or
- (b) the voter is the chair of the meeting and the appointment of the chair as proxy:
  - I. does not specify the way the proxy is to vote on the resolution; and
  - II. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or, if the Company is part of a consolidated entity, for the entity.

Further details, in relation to the ability of the Chairman to vote on undirected proxies are set out in the accompanying Explanatory Memorandum.

#### 2. Resolution 2 - Re-election of Dr Mark Elliott as a Director

---

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

*"That Dr Mark Elliott, who retires by rotation in accordance with Rule 38.1 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."*

### GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

### BY ORDER OF THE BOARD

Paul Marshall  
Company Secretary 31 October 2013

# Explanatory Memorandum

## 1. Introduction

---

This Explanatory Memorandum is provided to Shareholders of **Hot Rock Limited ACN 120 896 371 (Company)** to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held at the offices of Hot Rock Limited, Level 5, 10 Market Street, Brisbane Qld 4000 on 29 November 2013, commencing at 3.00pm (Brisbane time).

The Directors recommend that Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum are defined in Section 5.

## 2. Consider the Company's Annual Financial Report

---

The Company's Annual Financial Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Balance Sheet, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2013 were released to ASX Limited on 30 September 2013.

The Company's Annual Report is placed before the Shareholders for discussion.

No voting is required for this item.

## 3. Resolution 1 - Remuneration Report

---

### 3.1 *Remuneration Report*

In accordance with section 250R of the Corporations Act, the Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the Annual Report for the period ending 30 June 2013.

The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executives of the Company; and
- details and explains any performance conditions applicable to the remuneration of executive Directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

### 3.2 *Recommendation*

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

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

# Explanatory Memorandum

## 3.3 ***Voting restrictions on Key Management Personnel and their Closely Related Parties and their proxies***

Members of the Key Management Personnel (**KMP**) and their Closely Related Parties (**CRP**) (**Restricted Voters**) and proxies of Restricted Voters are restricted from voting on a resolution which is connected directly or indirectly with the remuneration of a member of the Key Management Personnel (**Voting Restriction**).

Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

The Voting Restriction applies to Resolution 1. However, it does not apply where:

- (a) the member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a Restricted Voter) as a proxy where the appointment specifies the way the proxy is to vote on the resolution; or
- (b) the Chairperson is appointed in writing (by a Shareholder who is not a Restricted Voter) as a proxy where the appointment does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairperson to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should be aware that any undirected proxies given to the Chairperson will be cast by the Chairperson and counted in favour of the resolutions the subject of this Meeting (including Resolution 1) subject to compliance with the Corporations Act.

The Proxy Form attached to this Notice has been prepared on this basis.

## 4. **Resolution 2 - Re-election of Dr Mark Elliott**

---

Rule 38.1(c) of the Company's Constitution and Listing Rule 14.4 requires that at each AGM, one-third of the Directors in office (excluding directors appointed to fill casual vacancies or a Managing Director) must stand for re-election, with Directors required to retire based upon length of tenure.

Dr Mark Elliott was appointed as a director of the Company on 11 August 2006 and was last re-elected as a director at the 2010 AGM. Dr Elliott retires in accordance with the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director.

### **Dr Elliott's qualifications and experience**

Dr Mark Elliott – Executive Chairman  
Dip App Geol., PhD, FAICD, (CP) FAusIMM, FSEG, FAIG

Dr Elliott is a Chartered Professional (CP) geologist with over 38 years' experience in economic geology, exploration, mining, project development and corporate management. He has extensive experience in managing companies and exploration/mining operations in a wide range of commodities including energy.

He has a diploma in Applied Geology from the Ballarat School of Mines and a Doctor of Philosophy degree from the University of New South Wales. He is a Fellow of the Australian Institute of Company Directors, Australasian Institute of Mining and Metallurgy, Society of Economic Geologists and Australian Institute of Geoscientists.

In addition to Hot Rock Limited, Dr Elliott is currently a director of ASX-listed Nexus Minerals Ltd (Oct 2006 – present).

The Directors (with Dr Elliott abstaining) recommend that you vote in favour of this Ordinary Resolution.

# Explanatory Memorandum

## 5. Interpretation

---

**AGM** means annual general meeting.

**ASX** means the ASX Limited ACN 008 624 69.

**Board** means the board of directors of the Company.

**Closely Related Party** or **CRP** (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (d) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this paragraph.

**Company** means Hot Rock Limited ACN 120 896 371.

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

**Directors** means the Directors of the Company from time to time.

**Explanatory Memorandum** means the explanatory statement accompanying this Notice.

**Key Management Personnel** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

**Listing Rules** means the listing rules of the ASX.

**Notice of Meeting** or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying this Explanatory Memorandum.

**Meeting** means the Annual General Meeting of the Company to be held on 29 November 2013.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes at a general meeting of shareholders.

**Related Party** has the meaning given to that term in the Corporations Act.

**Resolution** means a resolution to be proposed at the Meeting.

**Shares** means ordinary fully paid shares in the issued capital of the Company.

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

# Explanatory Memorandum

## Schedule 1 Proxy, representative and voting entitlement instructions

---

### Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under section 250D of the Corporations Act.

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Corporations Act.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, or sent by facsimile transmission to the address listed below**, not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Hot Rock Limited  
Level 5  
10 Market Street  
Brisbane QLD 4000

Facsimile No: +61 3212 6250

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

A proxy form is attached to this Notice.

### Voting entitlement

For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (Sydney time) on 27 November 2013. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

### Signing instructions

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

- Individual: Where the holding is in one name, the holder must sign.
- Joint Holding: Where the holding is in more than one name, all of the security holders should sign.
- Power of Attorney: To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act) does not have a Company Secretary, a Sole Director can also sign alone.
- Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary.
- Please indicate the office held by signing in the appropriate place



LODGE YOUR VOTE

By mail: Hot Rock Limited, PO Box 216, Brisbane QLD 4001

By fax: 07 3212 6250

All enquiries to: Telephone: 07 3212 9212

HOTROCK LIMITED
ACN 120 896 371

X9999999999

SHAREHOLDER VOTING FORM

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

STEP 1

APPOINT A PROXY

Empty box for marking 'X' to appoint the Chairman of the Meeting as proxy.

the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

Empty box for writing the name of the alternate proxy.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 3:00 pm (Brisbane time) on Friday, 29 November 2013, at Hot Rock Limited, Level 5, 10 Market Street, Brisbane Qld 4000 and at any adjournment or postponement of the meeting.

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

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting (being 3.00pm (Brisbane time) on Wednesday 27 November 2013)

Please read the voting instructions overleaf before marking any boxes with an X

STEP 2

VOTING DIRECTIONS

Table with 3 columns: Resolutions, For, Against, Abstain\*. Row 1: Remuneration Report. Row 2: Re-election of Dr Mark Elliott as a Director.

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

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Signature box for Shareholder 1

Signature box for Joint Shareholder 2

Signature box for Joint Shareholder 3

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form.

## HOW TO COMPLETE THIS PROXY FORM

### Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting. If you have directed your proxy how to vote on a Resolution and your named proxy either does not attend the Meeting or attends the Meeting but does not vote on a poll on the Resolution, the Chairman of the meeting will become your proxy in respect of that Resolution.

### Votes on Resolutions - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolutions of business, your proxy may vote as he or she chooses (except in relation to Resolution 1 where you have appointed a member of the key management personnel of the Company (other than the Chairman) or their closely related parties as your proxy, or the Chairman becomes your proxy by default, in which case there are additional restrictions explained below). If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

### Exercise of undirected proxies by Key Management Personnel:

If a member of the Company's Key Management Personnel (other than the Chairman) or their Closely Related Parties is your proxy, and you have not directed the proxy how to vote, that person will not vote your shares on Resolution 1 (being a resolution which is connected directly or indirectly with the remuneration of a member of Key Management Personnel of the Company or consolidated entity).

If the Chairman of the Meeting is appointed your proxy (or becomes your proxy by default), you authorise the Chairman to exercise your proxy on Resolution 1 even though Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel of the Company or consolidated entity (and the Chairman is a member of Key Management Personnel).

Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity directly or indirectly including any Director (whether executive or otherwise) of that entity. The Remuneration Report identifies the Company's Key Management Personnel for the financial year to 30 June 2013. Their Closely Related Parties are defined in the *Corporations Act 2001* (Cth), and include certain of their family members, dependants and companies they control.

The Chairman of the Meeting intends to vote undirected proxies in favour of all Resolutions. If you do not wish to authorise the Chairman to vote your proxy in this way, you should direct your proxy in accordance with the instructions in this proxy form.

### Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together.

### Signing Instructions

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

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

## Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 3:00 pm (Brisbane time) on Wednesday 27 November 2013, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged:



by mail:  
Hot Rock Limited  
PO Box 216,  
Brisbane QLD 4001



by fax:  
07 3212 6250



by hand:  
delivering it to Hot Rock Limited, Level 5, 10 Market St, Brisbane QLD 4000.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.  
This will assist in registering your attendance.