

Lamboo Resources Limited ACN 099 098 192

Supplementary Notice of General Meeting and Explanatory Statement

This supplementary Notice of General Meeting and Explanatory Statements relates to the Company's General Meeting to be held at CBP Lawyers, Level 35, 1 Eagle Street, Brisbane Qld 4000 on 29 May 2015 commencing at 9:30 am AEST.

You should read this document in conjunction with the Company's Notice of General Meeting and Explanatory Statement dated 30 April 2015

Supplementary Notice of General Meeting

The Company wishes, by this Supplementary Notice, to add an additional Resolution 3 to its Notice of General Meeting and Explanatory Statement dated 30 April 2015 and to add additional material relating to Resolution 2..

Resolution 3: New Constitution

To consider and, if thought fit, pass the following resolution as a **special** resolution:

"That the new Constitution tabled at the meeting and signed by the Chairperson for the purpose of identification, is approved and adopted as the Company's Constitution, in place of the current Constitution, with effect from the close of the Meeting".

Supplementary Explanatory Statement

The Company wishes to add the following to the Explanatory Statement attached to its Notice of General Meeting dated 30 April 2015, pertaining to additional Resolution 3 the subject of this Supplementary Notice:

*"Resolution 3 is a special resolution and seeks Shareholder approval to replace the current Constitution of the Company with a new one. The Constitution of the Company has not been updated since 2001. In light of the various changes to applicable regulatory requirements (including the Corporations Act 2001 (Cth) and ASX Listing Rules), as well as developments in general corporate governance practices for ASX listed companies since 2001, your Directors believe it is appropriate to revise and update the Constitution in various ways. The proposed changes affect a range of provisions of the Constitution. Your directors therefore consider it more efficient to adopt a new Constitution (**New Constitution**) rather than approving numerous amendments to the existing Constitution (**Existing Constitution**).*

There are a number of other differences between the Existing Constitution and New Constitution that are not summarised or referred to below because they do not materially alter the effect of the Existing Constitution for shareholders. These include changes:

- (a) *to update provisions to reflect the current position under the Corporations Act, ASX Listing Rules and other applicable rules;*
- (b) *of a drafting, procedural or administrative nature;*
- (c) *to remove outdated and redundant provisions; and*
- (d) *to update names and definitions to reflect current terminology, although where possible the defined terms in the Corporations Act are relied on.*

In addition, where appropriate, the New Constitution removes duplication of existing requirements under the Corporations Act or the ASX Listing Rules, which would otherwise require amendments if there are future legislative or regulatory changes.

A copy of the Company's Existing Constitution and proposed New Constitution can be obtained from the Company's website at www.lambooresources.com.au.

Some key changes that will be brought about by adoption of the New Constitution are set out below (capitalised terms have the meaning given to them in the New Constitution):

1. **Directors' power to issue shares**

Under the New Constitution, the Directors may issue Shares, preference shares, options and other securities of the Company on terms determined by them, subject to the Corporations Act and the Listing Rules.

2. **Transfer of Shares electronically**

The New Constitution provides that the Company may participate in any computerised or electronic system for market settlement, securities transfer and registration conducted in accordance with the Corporations Act, the ASX Listing Rules and the CS Operating Rules, or corresponding laws or securities exchange rules in any other country.

3. **Notice of general meetings**

The New Constitution expands the methods by which the Company can provide a notice of general meeting to also mail, fax and electronic notification.

4. **Payment of dividends**

Following amendments to the Corporations Act in 2011, companies are no longer restricted to paying dividends out of profits. Accordingly, the New Constitution removes the requirement for Dividends to be paid out of the Profits of the Company. The New Constitution provides that Directors may declare or determine that a Dividend is payable and fix the amount, time and method of payment and allows directors at their discretion to resolve a Dividend be paid by the transfer or distribution of specific assets."

The Company wishes to add the following to the Explanatory Statement attached to its Notice of General Meeting dated 30 April 2015, pertaining to additional Resolution 2:

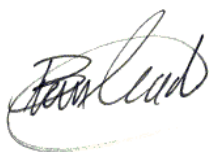
The Table on page 7 of the Notice and Explanatory Statement is supplemented by addition of the underlined text:

Issue price of the Shares	See <i>Examples of Conversion Scenarios</i> , above. The issue price will be determined by application of the formulae set out above and the circumstances of conversion, <u>but the issue price will not be less than 80% of the VWAP for Shares calculated over the last 5 days on which sales of Shares are recorded before the day on which the Shares are issued pursuant to this Resolution.</u>
----------------------------------	--

NOTES:

This notice is supplementary to and does not affect the validity of the Company's Notice of General Meeting dated 30 April 2015. A revised proxy form is attached for those Shareholders who wish to vote on this additional Resolution.

By order of the Board



Brent van Staden
Joint Company Secretary
Lamboos Resources Limited
4 May 2015



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9:30 am (AEST) on Wednesday 27 May 2015.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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 in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **9:30 am (AEST) on Wednesday, 27 May 2015.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Lamboo Resources Limited

ACN 099 098 192

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Lamboo Resources Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair 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 below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of **Lamboo Resources Limited to be held at CBP Lawyers, Level 35, 1 Eagle Street, Brisbane Qld 4000 on Friday, 29 May, 2015 at 9:30 am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

Resolution 3 New Constitution

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2015