



ASX Announcement

## RESULTS OF ANNUAL GENERAL MEETING

30 November 2015

ASX: CPD

In accordance with Listing Rule 3.13.2, Condoto Platinum NL (ASX Code: CPD) advises that the resolutions contained in the Notice of Annual General Meeting dated 23 October 2015 were passed by the requisite majority of security holders. All resolutions were decided on a show of hands.

The information required by section 251AA(2) of the Corporations Act 2001 (Cth) in respect of each resolution passed and defeated at the meeting is set out below.

### RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

It was resolved as a **non-binding resolution**:

*“That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Company’s annual financial report for the year ended 30 June 2015.”*

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	45,778,040	2,320,833	0	0	48,098,873

### RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR WILLIAM HAYDEN

It was resolved as an **ordinary resolution**:

*“That, for the purpose of ASX Listing Rule 14.4, Clause 11.3 of the Constitution and for all other purposes, Mr William Hayden - a Director of the Company, retires by rotation, and being eligible, is re-elected as a Director.”*

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	45,778,040	1,598,333	722,500	0	48,098,873

**RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR ANDREW JOHNSTONE**

It was resolved as an **ordinary resolution**:

*“That, Mr Andrew Johnstone, a Director, is re-elected as a Director of the Company.”*

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	45,793,040	0	2,305,833	0	48,098,873

**RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR NICHOLAS RAFFAN**

It was resolved as an **ordinary resolution**:

*“That, Mr Nicholas Raffan, a Director, is re-elected as a Director of the Company.”*

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	45,793,040	0	2,305,833	0	48,098,873

**RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY**

It was resolved as a **special resolution**:

*“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”*

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	45,793,040	1,618,333	687,500	0	48,098,873

**RESOLUTION 6 – ISSUE OF OPTIONS TO RELATED PARTY – WILLIAM HAYDEN**

It was resolved as an **ordinary resolution**:

*“That, for the purposes of Section 195(4) and Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Options to Mr William Hayden (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	45,778,040	2,320,833	0	0	48,098,873

**RESOLUTION 7 – ISSUE OF OPTIONS TO RELATED PARTY – ANDREW JOHNSTONE**

It was resolved as an **ordinary resolution**:

*“That, for the purposes of Section 195(4) and Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Options to Mr Andrew Johnstone (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	45,778,040	737,500	1,583,333	0	48,098,873

**RESOLUTION 8 – ISSUE OF OPTIONS TO RELATED PARTY – NICHOLAS RAFFAN**

It was resolved as an **ordinary resolution**:

*“That, for the purposes of Section 195(4) and Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 400,000 Options to Mr Nicholas Raffan (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	45,778,040	737,500	1,583,333	0	48,098,873

**RESOLUTION 9 – ISSUE OF OPTIONS TO THE COMPANY SECRETARY (OR HIS NOMINEE)**

It was resolved as an **ordinary resolution**:

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 250,000 Options to the Company Secretary (or his nominee), on the terms and conditions set out in the Explanatory Statement.”*

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	47,361,373	737,500	0	0	48,098,873

**RESOLUTION 10 –ISSUE OF ADVISOR OPTIONS**

It was resolved as an **ordinary resolution**:

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 3,000,000 Options to Veritas Securities Limited (or their nominee), on the terms and conditions set out in the Explanatory Statement.”*

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	38,740,770	2,320,833	7,037,270	0	48,098,873

**RESOLUTION 11 – RATIFICATION OF PRIOR ISSUE OF SHARES**

It was resolved as an **ordinary resolution**:

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 16,144,500 Shares to clients of Veritas Securities Limited, on the terms and conditions set out in the Explanatory Statement.”*

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	45,828,040	1,583,333	687,500	0	48,098,873

**RESOLUTION 12 – APPROVAL OF FUTURE PLACEMENT OF SHARES**

It was resolved 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 up to 25,000,000 Shares at an issue price of not less than 80% of the volume weighted average market price for Shares on the ASX over the last 5 trading days on which sales in the Shares were recorded before the date of the proposed issue and otherwise on the terms and conditions set out in the Explanatory Statement.”*

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	45,793,040	2,305,833	0	0	48,098,873

**RESOLUTION 13 – APPOINTMENT OF AUDITOR**

It was resolved as a **special resolution**:

*“That, for the purposes of Section 327B of the Corporations Act and for all other purposes, Stantons International Audit and Consulting Pty Ltd, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company, on the terms and conditions set out in the Explanatory Statement.”*

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	48,098,873	0	0	0	48,098,873

Jay Stephenson  
**COMPANY SECRETARY**