

# VGP CORPORATION LIMITED

ACN 111 398 040

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## NOTICE OF GENERAL MEETING

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**TIME:** 1.00pm (AWST)  
**DATE:** Tuesday, 15 April 2014  
**PLACE:** Level 2 Spectrum, 100 Railway Road, Subiaco WA

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9367 8133.*

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**TIME AND PLACE OF MEETING AND HOW TO VOTE**

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**Venue**

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at

- 1.00pm (AWST) on Tuesday, 15 April 2014
- Level 2 Spectrum  
100 Railway Road  
SUBIACO WA

**Voting is Important**

The business of the General Meeting affects your shareholding and your vote is important.

**Voting in Person**

To vote in person, attend the General Meeting on the date and at the place set out above.

**Voting by Proxy**

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form:

- post to Nissen Kestel Harford, PO Box 8281, SUBIACO WA 6008;
- send by facsimile to Nissen Kestel Harford on (08) 9367 8812 (within Australia) or +61 8 9367 8812 (outside Australia)

so that it is received not later than 1.00pm (AWST) on Sunday, 13 April 2014.

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

**Voting Eligibility**

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 1.00pm (AWST time) on Sunday, 13 April 2014.

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## NOTICE OF GENERAL MEETING

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Notice is given that a General Meeting of VGP Corporation Limited will be held at 1.00pm (AWST) on Tuesday, 15 April 2014 at Level 2 Spectrum, 100 Railway Road, Subiaco WA 6008.

The Explanatory Memorandum to this Notice of Meeting forms part of the Notice and provides additional information on matters to be considered at the General Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary.

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## AGENDA

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### 1. Change of Current Company Auditor

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

*“That, for the purposes of section 329(1) of the Corporations Act and for all other purposes, PricewaterhouseCoopers be removed as Company Auditor effective of the passing of this Resolution”.*

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### 2. Appointment of New Company Auditor

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

*“That, subject to the passing of Resolution 1, for the purpose of Section 327D of the Corporations Act, and for all other purposes, Deloitte Touche Tohmatsu of Level 14, Woodside Plaza, 240 St Georges Terrace, Perth WA 6000 having been nominated for appointment as the Company’s Auditor and having consented in writing to act, be appointed as auditor of the Company with such appointment to take effect from the passing of this resolution”*

**BY ORDER OF THE BOARD**



**Eryn Kestel**  
**Company Secretary**  
14 March 2014

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the VGP Corporation Limited Shareholders in connection with the business to be conducted at the General Meeting to be held at 1.00pm (AWST) on Tuesday, 15 April 2014 at Level 2 Spectrum, 100 Railway Road, Subiaco WA.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

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### RESOLUTION 1: Change of Current Company Auditor

A Shareholder of the Company has initiated a process to change the Company's current Auditors – PricewaterhouseCoopers. This process will allow Shareholders collectively to vote on the change of Auditor.

PricewaterhouseCoopers will be removed at the conclusion of the General Meeting subject to Shareholder approval. It is impractical – given that the Company is progressing efforts to become a natural resources exploration and development company and working toward relisting its Shares on the ASX to wait until the holding of its next Annual General Meeting to replace the Auditor.

A Notice of Intention to change auditors has been forwarded to PricewaterhouseCoopers.

Under section 329(3) of the Corporations Act, PricewaterhouseCoopers is entitled, within seven (7) days of receipt of the Notice of intention, to make representations in writing to the Company and request those representations be sent to Shareholders prior to the Meeting.

Shareholder approval is sought under section 329 of the Corporations Act to change PricewaterhouseCoopers as auditor of the Company.

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### RESOLUTION 2: Appointment of New Company Auditor

On 17 February 2014 a Shareholder of the Company who currently holds more than 5% of the voting power served a notice of request to convene a general meeting to consider a resolution to remove the current Company auditor – PricewaterhouseCoopers pursuant to Section 329(1A) of the Corporations Act (the "Notice of Intention").

The Shareholder has nominated Deloitte Touche Tohmatsu as the auditor of the Company to replace PricewaterhouseCoopers.

A copy of the nomination is **attached** as Schedule 1 of this Notice of Meeting as required by Section 328B(3) of the Corporations Act.

Deloitte Touche Tohmatsu has given consent to be appointed auditor to the Company with effect from the passing of Resolution 2, and has not withdrawn its consent, in accordance with Section 328A of the Corporations Act.

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## ENQUIRIES

Shareholders are required to contact the Company Secretary on +618 9367 8133 if they have any queries in respect of the matters set out in these documents.

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## GLOSSARY

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**AWST** means Australian Western Standard Time

**ASX** means ASX Limited.

**Board** means the current board of Directors of the Company.

**Business Day** has the meaning given to that term in the ASX Listing Rules.

**Company** means VGP Corporation Limited (ACN 111 398 040).

**Constitution** means the Company's constitution.

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

**VGP** means VGP Corporation Limited.

**Directors** mean the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice of Meeting.

**General Meeting** means the meeting convened by the Notice of Meeting.

**Notice of Meeting** or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement.

**Resolutions** means the resolutions set out in this Notice of Meeting or any one of them, as the context requires.

**Shareholder** means a holder of a Share.

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**SCHEDULE 1 – NOMINATION OF AUDITOR**

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17 February 2014

The Company Secretary  
VGP Corporation Limited  
Level 2, Spectrum  
100 Railway Road  
SUBIACO WA 6904

Dear Sirs

**Notice of Intention to Change Company Auditor**

Petra Commodities Pte Ltd, hereby gives notice as holders of least 5% of the voting shares in VGP Corporation Limited (**the Company**), that it intends to propose a resolution at a General Meeting of the Company to consider, and if thought fit, pass the resolution that PricewaterhouseCoopers be removed as Auditor of the Company and to appoint Deloitte Touche Tohmatsu as the replacement Auditor.

Petra Commodities Pte Ltd consents to the distribution of this notice as required by Section 328B(3) of the Act.

Petra Commodities Pte Ltd currently holds 93.8% voting power.

Yours faithfully

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**Alberto Migliucci**  
Director

**APPOINTMENT OF PROXY  
VGP CORPORATION LIMITED  
ACN 111 398 404**

**GENERAL MEETING**

**Appointment of Proxy**

I/We .....

being a Member/s of VGP Corporation Limited and entitled to attend and vote hereby appoint

Chairman of the Meeting OR

Insert Name of Appointed Proxy Below
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Or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the Meeting 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) at the General Meeting of VGP Corporation Limited to be held at Level 2 Spectrum, 100 Railway Road, Subiaco WA 6008 on Tuesday, 15 April 2014 at 1.00pm (AWST) and at any adjournment of that Meeting.

If no directions are given, the Chair will vote in favour of all the Resolutions.

If the Chair of the General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of **Resolutions 1 and 2** please place a mark in this box.

By marking this box, you acknowledge that the Chair of the General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions **1 and 2** and that votes cast by the Chair of the General Meeting for Resolutions **1 and 2** other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on Resolutions **1 and 2** and your votes will not be counted in calculating the required majority if a poll is called on Resolutions **1 and 2**.

**Voting on Business of the General Meeting**

	FOR	AGAINST	ABSTAIN
Resolution 1 –Change of current Company Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Appointment of new Company Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

If two proxies are being appointed, the proportion of voting rights this proxy represents is \_\_\_\_\_ %

PLEASE SIGN HERE			
Individual or Member 1		Member 2	Member 3
Sole Director and Sole Company Secretary		Director	Director/Company Secretary

**VGP CORPORATION LIMITED**  
**ACN 111 398 040**

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

1. **(Appointing a Proxy):** A member entitled to attend and vote at a General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
  - **(Individual):** Where the holding is in one name, the member must sign.
  - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
  - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - post to Nissen Kestel Harford, PO Box 8281, SUBIACO WA 6008;
  - send by facsimile to Nissen Kestel Harford on (08) 9367 8812 (within Australia) or +61 8 9367 8812 (outside Australia)

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