

VGP Corporation limited

**NOTICE OF ANNUAL GENERAL MEETING
OF VGP CORPORATION LIMITED
(ACN 111 398 040)**

Notice is given that the Annual General Meeting (AGM) of shareholders of VGP Corporation Limited (the Company) will be held at the place, date and time specified below:

Place: Lot 1, Level 2, Pier 8/9, 23 Hickson Road, Millers Point, NSW, 2000

Date: Monday, 30th November 2015

Time: 11.00 am (AEDT)

AGENDA

A. To receive the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the years ended 30 June 2014 and 30 June 2015.

B. Resolutions:

1. 2014 Remuneration Report

To consider, and if thought fit, pass as an advisory (non-binding) resolution, with or without amendment, the following:

"That, the Company adopt the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2014 in accordance with Section 250R(2) of the Corporations Act."

Note: This resolution is advisory only and does not bind the Company or the Directors.

Voting Prohibition Statement:

In accordance with section 250R(4) of the Act, no member of the key management personnel of the Company or a closely related party of such a member may vote on Resolution 1.

However, in accordance with the Act, a person described above may vote on Resolution 1 if:

- *It is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the proxy form how to vote; or*
- *It is cast by the Chairman as proxy for a person who is permitted to vote, in accordance with an express direction specified on the proxy form to vote as the proxy decides.*

If the Chairman is appointed as a proxy for a person who is permitted to vote on this Resolution 1, the Chairman will vote any proxies which do not indicate on their proxy form the way the Chairman must vote, in favour of Resolution 1.

2. 2015 Remuneration Report

To consider, and if thought fit, pass as an advisory (non-binding) resolution, with or without amendment, the following:

"That, the Company adopt the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2015 in accordance with Section 250R(2) of the Corporations Act."

Note: This resolution is advisory only and does not bind the Company or the Directors.

Voting Prohibition Statement:

In accordance with section 250R(4) of the Act, no member of the key management personnel of the Company or a closely related party of such a member may vote on Resolution 2.

However, in accordance with the Act, a person described above may vote on Resolution 2 if:

- *It is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the proxy form how to vote; or*
- *It is cast by the Chairman as proxy for a person who is permitted to vote, in accordance with an express direction specified on the proxy form to vote as the proxy decides.*

If the Chairman is appointed as a proxy for a person who is permitted to vote on this Resolution 2, the Chairman will vote any proxies which do not indicate on their proxy form the way the Chairman must vote, in favour of Resolution 2.

3. Re-election of Director- Mr. Yuen Loke Chin

Mr Yuen Loke Chin retires as a Director in accordance with the requirement of clause 6.1 of the Constitution. Being eligible, he offers himself for re-election.

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

"That, Yuen Loke Chin, who is retiring in accordance with the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company."

4. Re-election of Director – Mr Kasudjono Harianto

Mr Kasudjono Harianto retires as a Director in accordance with the requirement of clause 6.1 of the Constitution. Being eligible, he offers himself for re-election.

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

“That, Mr Kasudjono Harianto, who is retiring in accordance with the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company.”

5. Re-election of Director – Mr Michael Thirnbeck

Mr Michael Thirnbeck retires as a Director in accordance with the requirement of clause 6.1 of the Constitution. Being eligible, he offers himself for re-election.

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

“That, Mr Michael Thirnbeck, who is retiring in accordance with the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company.”

6. Re-election of Director- Mr Alberto Migliucci

Mr Alberto Migliucci retires as a Director in accordance with the requirement of clause 6.1 of the Constitution. Being eligible, he offers himself for re-election.

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

“That, Mr Alberto Migliucci, who is retiring in accordance with the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company.”

NOTES

1. Explanatory Memorandum

The Explanatory Memorandum and the annexure accompanying this Notice of Annual General Meeting are incorporated in and comprise part of this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

2. Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convener of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 5.00pm (AEDT) on 27 November 2015. This means that any Shareholder registered at 5.00pm (AEDT) on 27 November 2015 is entitled to attend and vote at the Meeting.

3. Proxies

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- (a) A proxy need not be a Shareholder.
- (b) If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.
- (c) If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- (d) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- (e) A Proxy Form accompanies this Notice.
- (f) Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.
- (g) If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- (h) The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- (i) If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- (j) The Proxy Form (together with any relevant authority) must be received by no later than 11.00 am on 28th November 2015 before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).
- (k) The completed Proxy Form may be:
 - Mailed to the address on the Proxy Form; or
 - Faxed to VGP Corporation, Attention: Admin Staff, on facsimile +61 2 8920 1063
 - Email to : admin@vgpcorp.com

4. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with section 250D of the Corporations Act authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

5. Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of the resolutions. In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of the resolution.

DATED this 29 day of October 2015

By order of the Board:



Yuen Loke Chin
Director

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

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of VGP Corporation Limited (Company) to be held at 11.00 am on 30th November 2015 at Lot 1, Level 2, Pier 8/9, 23 Hickson Road, Millers Point, NSW.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

Explanatory Notes to the Resolutions

Resolution 1 & 2: Remuneration Report

The Corporations Act requires that at a listed Company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company.

Resolution 1 relates to the Remuneration Report for 2014 which is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2014.

Resolution 2 relates to the Remuneration Report for 2015 which is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2015.

A reasonable opportunity will be provided for discussion of the 2014 and 2015 Remuneration Reports at the Annual General Meeting.

Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting. All of the Directors of the Company who were in office when the Directors' Report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the Executive Directors of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders will be the Directors of the Company.

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

Voting Restrictions

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution put to Shareholders that the Remuneration Report of the Company be adopted. 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 does not apply where:

- (a) The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or
- (b) the Chairman is appointed in writing (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so.

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 1 & 2.

Resolution 3: Re-election of Mr Yuen Loke Chin

Clause 6.1 of the Company's Constitution provides that one third of all existing Directors, excluding the Managing Director, must retire by rotation each annual general meeting. Mr Yuen Loke Chin retires and, being eligible, wishes to stand for re-election in accordance with the Company's Constitution. Mr Yuen Loke Chin was appointed as a Director of the Company on 22 March 2013.

Mr Chin has over thirty years experience in banking, investments, and mining. Prior to serving as a Director of a mining company listed on the TSX (Toronto Stock Exchange) in 2000. Mr Chin worked in the banking industry for 19 years for global financial institutions like Credit Suisse, Standard Chartered Bank, BNP and CIBC handling project finance, corporate lending, and wealth management in Canada, Hong Kong and Singapore. He is also a Director of a number of Singapore entities and overseas companies so knows how to make realistic and commercial decisions.

Mr.Chin has a degree in Economics from the University of Western Ontario, Canada.

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 3.

Resolution 4: Re-election of Mr Kasudjono Harianto

Clause 6.1 of the Company's Constitution provides that one third of all existing Directors, excluding the Managing Director, must retire by rotation each annual general meeting. Mr Kasudjono Harianto retires and, being eligible, wishes to stand for re-election in accordance with the Company's Constitution. Mr Kasudjono Harianto was appointed as a Director of the Company 22 March 2013.

Mr Kasudjono Harianto has over twenty five (25) years experience in management and operations in Indonesian natural resources.

Mr Harianto has been Managing Director in his family timber business in Indonesia, which was the first concession in Kalimantan to be certified by independent auditor as a Sustainable Forest Management Unit Production in 2010. He is also a Director of IndoNoble Pte Ltd is a Singapore investment holding and management company for various mining businesses in Indonesia and Asia. Mr Harianto currently oversees all operational aspects of nickel, gold, iron ore and copper projects in Indonesia. He is a director of 2 mining companies in Australia.

Mr Harianto holds a Bachelor of Science in Industrial System Engineering, from University of Southern California, CA, USA and is a qualified engineer.

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 4.

Resolution 5: Re-election of Mr Michael Thirnbeck

Clause 6.1 of the Company's Constitution provides that one third of all existing Directors, excluding the Managing Director, must retire by rotation each annual general meeting. Mr Michael Thirnbeck retires and, being eligible, wishes to stand for re-election in accordance with the Company's Constitution. Mr Michael Thirnbeck was appointed as a Director of the Company 23 December 2013.

Mr Thirnbeck is an experienced geologist with over 25 years in managing numerous mineral development projects in Papua New Guinea, Indonesia and Australia. He has been a Member of the Australasian Institute of Mining and Metallurgy since 1989 and holds B.Sc. (Hons.) degree from University of Queensland.

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 5.

Resolution 6: Re-election of Mr Alberto Migliucci

Clause 6.1 of the Company's Constitution provides that one third of all existing Directors, excluding the Managing Director, must retire by rotation each annual general meeting. Mr Alberto Migliucci retires and, being eligible, wishes to stand for re-election in accordance with the Company's Constitution. Mr Alberto Migliucci was appointed as a Director of the Company 13 October 2014.

Mr Migliucci is the CEO and founder of Petra Commodities, a Singapore boutique investment firm. He is a specialist in natural resources for mergers and acquisitions, capital raising (debt and equity), structured finance, lending and IPO/RTOs.

Mr Migliucci is a highly experienced investment banker with outstanding qualifications. He was Managing Director of Credit Suisse's Global Energy Company as well as Head of the investment bank's Mining & Metals and Oil and Gas/Energy franchise in Asia.

With 15 years' experience in Asia, Mr Migliucci also worked for Standard Bank PLC, where he was a Head of the bank's Energy/Mining Finance Department for Asia Pacific, and for Societe General in Hong Kong, where he was a Vice President in Project Finance & Advisory team.

He is a qualified geologist and has 25 years' industry and finance experience.

Mr Migliucci holds a Bachelor of Science (Geology) with First Class Honours, from the University of New South Wales (Sydney) and Masters of Applied Finance from Macquarie University (Sydney).

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 6.

DEFINITIONS

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"\$" means Australian dollars

"**Annual General Meeting**" means the meeting convened by the Notice of Meeting;

"**ASIC**" means the Australian Securities & Investments Commission;

"**ASX**" means ASX Limited (ACN 000 943 377);

"**ASX Listing Rules**" or "**Listing Rule**" means the Official Listing Rules of the ASX;

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

"**Business Day**" means a day on which trading takes place on the stock market of the ASX;

"**Chairman**" means the chairman of the annual general meeting;

"**Closely Related Party**" of a member of the Key Management Personnel means:

- (a) A spouse or child of the member;
- (b) A child of the member's spouse;
- (c) A dependant of the member or the member's spouse;
- (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 dealing with the entity;
- (e) A company the member controls; or
- (f) A person prescribed by the Corporation Regulations 2001 (Cth).

"**Company**" means VGP Corporation Limited, ACN 111 398 040;

"**Constitution**" means the Company's constitution;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Corporations Regulation**" means the *Corporations Regulation 2001* (Cth)

"**Directors**" mean the current Directors of the Company;

"**Equity Securities**" means has the meaning given to that term in the Listing Rules;

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time;

"**Key Management Personnel**" has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

"**Management**" or "**Board**" means the management of the Company;

"**Meeting**" or "**Annual General Meeting**" means the annual general meeting convened by this Notice;

"**Notice**" or "**Notice of Meeting**" means the notice convening the annual general meeting of the Company to be held on 30 November 2015 which accompanies this Explanatory Memorandum;

"**Option**" means an option to acquire a Share;

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice;

"**Remuneration Report**" means the remuneration report set out in the Directors' Report section of the Company's Annual Financial Report for the years ended 30 June 2014 and 30 June 2015.

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting;

"**Share**" means a fully paid ordinary share in the capital of the Company;

"**Shareholder**" means a registered holder of a Share in the Company;

"**Trading Day**" means a day determined by ASX to be a trading day and notified to market participants.

VGP Corporation Limited

ACN 111 398 040

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All Correspondence to:

- ✉ By Mail 2B William Street, North Sydney, 2060
- 📠 By Fax: +61 2 8920 1063
- ☎ By Phone: +61 2 9922 3317

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11.00am on Saturday 28 November 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:

- (a) 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.
- (b) 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 **11.00 am on Saturday 28 November 2015.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

- 📠 By Fax +61 2 8920 1063
- ✉ By Mail admin@vgpcorp.com
- 👤 In Person 2B William Street, North Sydney, 2060

Attending the Meeting

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

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 VGP Corporation 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 Annual General Meeting of the Company to be held at the Simpson Solicitors, Lot 1, Level 2, Pier 8/9, 23 Hickson Road, Millers Point, NSW on Monday 30 November 2015 at 11.00am 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.

		For	Against	Abstain*
Resolution 1	To Adopt the 2014 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To Adopt the 2015 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To re-elect Mr Yuen Loke Chin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To re-elect Mr Kasudjono as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	To re-elect Mr Michael Thimbeck as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	To re-elect Mr Alberto Migliucci as a Director	<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