



(INCORPORATED AND REGISTERED IN THE ISLE OF MAN UNDER THE ISLE OF MAN COMPANIES ACT 2006 WITH REGISTERED NUMBER 003129V)

ARBN 007 509 319

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

Date of Meeting:	Friday 9 May 2014
Time of Meeting:	10.30 a.m.
Place of Meeting:	Suite 2501, Level 25, St Martins Tower, 31 Market Street, Sydney NSW 2000, Australia

This Notice of Annual General Meeting and the accompanying Explanatory Statement should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

NOTICE OF ANNUAL GENERAL MEETING

OGL RESOURCES LIMITED

(Incorporated in the Isle of Man)

ARBN 007 509 319

Notice is hereby given that the **Annual General Meeting** of shareholders of **OGL Resources Limited** (Incorporated in the Isle of Man) ARBN 007 509 319 ("the **Company**") will be held at the Suite 2501, Level 25, St Martins Tower, 31 Market Street, Sydney NSW 2000, Australia, on Friday 9th May 2014 at 10.30 a.m.

AGENDA

Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Consolidated statement of comprehensive income, Consolidated statement of financial position, Consolidated statement of changes in equity, Consolidated statements of cash flows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 31 December 2013.

An electronic annual report can be downloaded from www.oglltd.com.

Resolution 1: Remuneration Report

To consider and, if thought fit, pass the following Advisory Resolution:

"That, the Directors Remuneration Report for the year ended 31 December 2013 be adopted."

Resolution 2: Election of Jian Chen as a Director

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

"That Jian Chen, who retires in accordance with the Company's Memorandum & Articles of Association and the ASX Listing Rules, being eligible for election, offers himself to be elected as a Director of the Company."

Resolution 3: To set the Directors fees

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

"That in accordance with the Company's Memorandum & Articles of Association, the Directors be authorised to fix their remuneration at not more than \$300,000 per annum."

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Resolution 4: To Re-Appoint Grant Thornton, as Auditors of the Company and to authorise the Directors to fix their Remuneration

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

"That in accordance with the Company's Memorandum & Articles of Association, the current auditors Grant Thornton, be re-appointed as Auditors of the Company and the Directors be authorise to fix their remuneration."

Resolution 5: Ratification of Issue of Share

To consider and if thought fit to pass the following resolution as an ordinary resolution:

"That in accordance with the provisions of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 24,000,000 fully paid ordinary Shares that were issued to raise \$120,000, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."

Resolution 6: Approval of additional placement under ASX Listing Rule 7.1A

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

"That in accordance with ASX Listing Rule 7.1A, and for all other purposes, approval be given for the Company to issue Equity Securities 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, to be issued on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

Please refer to the Explanatory Statement for details of these resolutions.

DEFINITIONS

Terms which are used in this Notice which are defined in the Glossary of the Explanatory Statement have the meanings ascribed to them.

VOTING EXCLUSIONS

Voting exclusion statement - the Company will disregard any votes cast by:

- any person (or class of persons) receiving a benefit under the resolution;
- and an associate of that person or those persons.

However, the Company need not disregard a vote if:

- it is cast by a person who is proxy for a Shareholder who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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In accordance with Listing Rules 14.11, the Company will disregard any votes cast on each Resolution (as applicable) by:

Resolution 1 – Remuneration Report	A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report and a Closely Related Party of such a member ("voter"). However, the voter may cast a vote as a proxy if the vote is not cast on behalf of a member of Key Management Personnel or a Closely Related Party and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; 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 entity.
Resolution 3 – To set the Directors Fees	The Directors or any of their associates.
Resolution 4 –To re-appoint Grant Thornton as Auditors of the Company and to authorise the Directors to fix their remuneration	The auditor or any associate.
Resolution 5 –Ratification of the issue of shares under ASX LR7.4	A person who participated in the issue.
Resolution 6 –Approval of additional placement under ASX LR7.1A	A person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associates of such persons.

PROXY INSTRUCTIONS

A member who is entitled to vote at a meeting may appoint:

- One proxy if the member is only entitled to one vote; or
- One or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes, in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy 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 lodged at or sent by facsimile transmission to the Company's office at **Suite 605, 50 Clarence Street, Sydney**

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NSW 2000 [PO Box 4492 Sydney NSW 2001] or facsimile number +61 2 9299 9580 or by email to the Company Secretary – robert@coysec.net.au or the Company's Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001 or by facsimile (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555 - not less than 48 hours before the time for holding the Annual General Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed (or otherwise authenticated in a manner prescribed by the Corporations Regulations) by the member or their attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. Proxies given by foreign companies must be executed in accordance with the laws of their place of incorporation. The proxy may, but need not, be a member of the Company.

A Proxy Form /Notice of Direction is attached to this Notice and provides further details on appointing proxies, where to lodge proxy forms and the dead line for lodgement of Proxy forms/Notice of Direction.

VOTING INSTRUCTIONS

OGL Resources Limited (as convener of the Meeting) has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of members as at 7:00 pm (Sydney time) on 7 May 2014.

VOTING INTENTIONS

In respect of undirected proxies, subject to any voting exclusions as listed above, the Chairman intends to vote in favour of all resolutions on the agenda.

ELIGIBILITY

The Directors have resolved that all persons registered as the holder of Shares in the Company as at 7pm AEST on 7 May 2014 will be eligible to vote at the Annual General Meeting.

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Memorandum & Articles of Association of the Company.

BY ORDER OF THE BOARD



Robert Lees
Company Secretary
8 April 2014

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EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum is provided to Shareholders of **OGL RESOURCES LIMITED** ARBN 007 509 319 ("Company") to explain the resolutions to be put Shareholders at the Annual General Meeting to be held:

Date of Meeting: Friday 9 May 2014
Time of Meeting: 10.30 a.m.
Place of Meeting: Suite 2501, Level 25, St Martins Tower,
31 Market Street
Sydney NSW 2000,
Australia

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

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution where permitted to do so by the relevant proxy form.

Terms used in this Explanatory Memorandum are defined in the Interpretation section at the end of this Explanatory Memorandum.

CONSIDER THE COMPANY'S ANNUAL REPORT

The Company's Annual Report comprising the Corporate Governance Report, Directors' Report and Auditors' Report, Directors' Declaration, Statement of comprehensive income, Statement of financial position, Statement of changes in equity, Statements of cash flows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 31 December 2013. These were released to the Australian Stock Exchange Limited on 31 March 2014. The Company's Annual Report is placed before the Shareholders for discussion. No voting is required for this item.

An electronic annual report can be downloaded from www.oglltd.com.

Resolution 1 - Remuneration Report

The Board has submitted its Directors Remuneration in the Corporate Governance Report to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution.

The Remuneration Report is set out in the Corporate Governance Report section of the Annual Report (on page xiii) - to consider, and if thought fit, pass the following resolution as an advisory resolution:

"That the Directors' Remuneration Report for the year ended 31 December 2013 be adopted."

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Resolution 2: Election of Jian Chen as a Director

In accordance with the Company's Memorandum & Articles of Association and the ASX Listing Rules, Mr Jian Chen (a non-executive Director and now Chairman) who was appointed 12 September 2013, retires from the position of Director at the forthcoming Annual General Meeting. In accordance with the Company's Memorandum & Articles of Association, Mr Chen being eligible will stand for election.

Mr Jian Chen qualifications and experience

Mr Chen was appointed to the Board as a Non-Executive Director on 12 September 2013. He was appointed non-executive Chairman on 29 November 2013 on the resignation of Mr Jack Tan. Mr Jian Chen has been in Australia since 1989. In 1990, Mr Chen commenced an import and distribution business of manufactured goods and furniture from China. He has many years of financial, business development and operational experience in his import/export businesses. Mr Jian Chen is also involved in property development projects in N.S.W.

Since 2nd January 2010, Mr Jian Chen has been a director of Ridgeland Coal Resources Pty Ltd the developer a thermal coal project in the Hunter Valley in NSW.

Mr Chen brings to the Board useful connections in project acquisition and equity capital raising from Chinese companies and private investors.

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

Resolution 3: To approve the payment of Directors fees

In accordance with the Company's Memorandum & Articles of Association, the Directors fees must be fixed at the forthcoming Annual General Meeting for the next year. The amount of \$300,000 is the maximum amount that can be paid as Director's fees. The actual fees to non-executive Directors are \$193,500. Full details of Directors remuneration are contained on pages xiii (Corporate Governance section) of the 2013 Annual Report.

The Board unanimously recommends that Shareholders approve the payment of Directors fees.

Resolution 4: Re-appointment of Grant Thornton, as Auditors of the Company and to authorise the directors to fix their remuneration.

In accordance with the Company's Memorandum & Articles of Association, the Auditors must be reappointed at the forthcoming Annual General Meeting for the next year and the Directors authorised to fix their remuneration.

The Directors recommend that you vote in favour of this Ordinary Resolution.

Resolution 5: Ratification of Issue of Shares

Background

On 21 February 2014, the Company issued 24,000,000 ordinary shares at \$0.005 to Swift China Limited to raise \$120,000 in additional working capital.

This Notice of Annual General Meeting and the accompanying Explanatory Statement should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

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Regulatory Requirements – ASX Listing Rule 7.4

Under Listing Rule 7.4, an issue of securities made without approval under Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1 if each of the following apply:

- (a) the issue did not breach Rule 7.1; and
- (b) holders of ordinary securities subsequently approve it.

Accordingly, the Company wants to have Shareholders ratify the issue of securities pursuant to ASX Listing Rule 7.4 in order to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without Shareholder approval.

The information required by ASX Listing Rule 7.5 to be provided to shareholders is contained within this Notice and set out below:

- the number of securities issued was 24,000,000 Shares;
- the Shares were allotted and issued to Swift China Limited (a Hong Kong domiciled company);
- the Shares were issued for \$0.005 value on 21 February 2014. OGL received \$120,000 from the issue; and
- the Shares allotted and issued rank equally in all respects with the existing Shares on issue.

Directors' recommendation

All Directors recommend that shareholders vote in favour of Resolution 5.

Resolution 6: Additional 10% Placement Capacity

General

Listing Rule 7.1 permits entities to issue 15% of its issued capital without shareholder approval in a 12 month period, subject to a number of exceptions.

Listing Rule 7.1A permits eligible entities, which have obtained shareholder approval by special resolution, to issue Equity Securities up to an additional 10% of its issued capital by placements over a 12 month period after the annual general meeting ("**Additional Placement Capacity**").

The Company seeks Shareholder approval under Resolution 6 to be able to issue Equity Securities under the Additional Placement Capacity. The exact number of Equity Securities to be issued is not fixed and will be determined in accordance the formula prescribed in Listing Rule 7.1A.2 (set out below).

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Requirements of Listing Rule 7.1A

1. Eligible entities

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

2. Shareholder approval

Shareholders must approve the Additional Placement Capacity by **special resolution** at the annual general meeting. As a **Special** Resolution it must be passed by at least 75% of the votes cast by members entitled to vote on the resolution.

A resolution under Listing Rule 7.1A cannot be put at any other shareholder meeting.

3. Equity Securities

Equity Securities issued under the Additional Placement Capacity must be in the same class as an existing class of Equity Securities of the Company that are quoted on ASX.

As at the date of this Notice, the Company has two classes of Listed Securities:

- CHESS Depositary Interests (fully paid ordinary Shares) – (187,844,625 on issue and quoted on ASX); and
- options (20,000,000 on issue - exercise price \$0.10 and expiry date 31 December 2014).

There are also the following unlisted securities:

- Convertible Notes with a face value of \$1,615,000 – if converted at the election of the lender, the conversion is at the lower of \$0.05 per share or 80% of the 10 day VWAP of the shares on the ASX prior to the conversion notice, plus a 1:1 Option exercisable at \$0.10 on the same terms as the current options on issue.

4. Formula for calculating number of Equity Securities that may be issued under the Additional Placement Capacity

If this Resolution is passed, the Company may issue or agree to issue, during the 12 month period after this Meeting, the number of Equity Securities calculated in accordance with the following formula:

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A	The number of shares on issue 12 months before the date of issue or agreement: • plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2; • plus the number of partly paid shares that became fully paid in the 12 months; • plus the number of fully paid shares issued in the 12 months with the approval of shareholders under Listing Rules 7.1 or 7.4; • less the number of fully paid shares cancelled in the 12 months.
D	10%
E	The number of Equity Securities issued or agreed to be issued under Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.

5. Interaction between Listing Rules 7.1 and 7.1A

The Additional Placement Capacity under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The Company has 187,844,625 Shares on issue as at the date of this Notice

If Resolution 6 is passed, the Company will be permitted to issue (as at the date of this Notice:

- 28,176,694 Equity Securities under Listing Rule 7.1; and
- 18,784,463 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will be permitted to issue under Listing Rule 7.1A will be calculated at the date of issue or agreement to issue the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out above).

The effect of Resolution 6 will be to allow the Company to issue securities under Listing Rule 7.1A without using the Company's placement capacity under Listing Rule 7.1.

Information for Shareholders as required by Listing Rule 7.3A

6. Minimum price

The issue price of the new Equity Securities will be no lower than 75% of the volume weighted average price (VWAP) for securities in the relevant quoted class calculated

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over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price of the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 5 trading days of the date above, the date on which the Equity Securities are issued.

7. Risk of economic and voting dilution

If Resolution 6 is passed and the Company issues securities under the Additional Placement Capacity, existing Shareholders' voting power in the Company will be diluted.

There is the risk that:

- the market price for the Company's existing Equity Securities may be significantly lower on the date of issue of the new Equity Securities than on the date of the Meeting; and
- the new Equity Securities may be issued at a price that is at a discount to the market price of the Company's existing Equity Securities on the issue date or the new Equity Securities may be issued as part of the consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the new Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example a pro rata entitlement issue) or future placements under Listing Rule 7.1 that are approved by Shareholders in the future;
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

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Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.006 50% decrease in Issue Price	\$0.011 Issue Price	\$0.022 100% increase in Issue Price
Current Variable A 187,844,625 Shares	10% Voting Dilution	18,784,463 Shares	18,784,463 Shares	18,784,463 Shares
	Funds raised	\$112,707	\$206,629	\$413,258
50% increase in current Variable A 281,766,938 Shares	10% Voting Dilution	28,176,694 Shares	28,176,694 Shares	28,176,694 Shares
	Funds raised	\$169,060	\$309,944	\$619,987
100% increase in current Variable A 375,689,250 Shares	10% Voting Dilution	37,568,925 Shares	37,568,925 Shares	37,568,925 Shares
	Funds raised	\$225,414	\$413,258	\$826,516

This table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the Additional Placement Capacity.
- (ii) No Options (including any quoted Options issued under the Additional Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities.
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the Additional Placement Capacity consists only of quoted Securities. If the issue of Equity Securities includes quoted Options, it is

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assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

- (vii) The issue price is \$0.011, being the last sale price of the Shares on ASX on 28 March 2014.

The Company's ability to issue securities under Listing Rule 7.1A is in addition to its ability to issue securities under listing rule 7.1.

8. Placement Period

Shareholder approval of the Additional Placement Capacity under Listing Rule 7.1A is valid from 9 May 2014 (the date of this Meeting) and expires on the earlier of:

- 9 May 2015, which is 12 months after this Meeting; or
- the date that Shareholders approve a transaction under Listing Rule 11.1.2 (significant change to nature or scale of activities) or 11.2 (disposal of the main undertaking,

The Company will only issue and allot new securities during the Placement Period. The approval will cease to be valid in the event that shareholders' approve a transaction under Listing Rules 11.1.2 or 11.2.

9. Purposes for which the new Equity Securities may be issued

The Company may seek to issue new Equity Securities for the following purposes:

- cash consideration to raise funds for the acquisition of new assets or investments (including the expenses associated such acquisition), expenditure on the Company's current Biotech assets and for general working capital; or
- non-cash consideration for acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

10. Allocation policy

The Company's allocation policy for the issue of new Equity Securities under the Additional Placement Capacity will depend on the market conditions existing at the time of the proposed issue. The allottees will be determined at the relevant time having regard to factors such as:

- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- the effect of the issue of new securities on the control of the Company;
- the financial situation and solvency of the Company;

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- advice from corporate, financial and broking advisers (as relevant).

As at the date of this Notice the allottees are not known but may include existing substantial Shareholders and/or new Shareholders. No allottee under the Additional Placement Capacity will be a related party or associate of a related party. Existing Shareholders may or may not be entitled to subscribe for any Equity Securities issued under the Additional Placement Capacity and it is possible that their shareholding will be diluted.

If the Additional Placement Capacity is used to acquire new assets or investments then it is likely that the allottees will be the vendors of the new assets.

The Company will comply with the disclosure obligations under Listing Rule 7.1A(4) and 3.10.5A on the issue of any new securities.

11. Details of Equity Securities issued under earlier placement capacity approval

The Company did not previously seek approval under Listing Rule 7.1A at the annual general meeting held 28 May 2013.

Pursuant to Listing Rule 7.3A.6 the following information is provided to Shareholders:

(a) The total number of Equity Securities issued in the 12 months before this Meeting (that is, since 28 May 2013) is 24,000,000 Shares. The total number of Equity Securities on issue as at 28 May 2013 was 163,844,625 Shares, 20,000,000 Options and \$1,615,000 in convertible notes. The total number of Equity Securities issued in the 12 months since 28 May 2013 is 14.65% of the total number of Equity Securities on issue at 28 May 2013.

(b) Equity Securities issued by the Company since 28 May 2013 is as follows:

On 21 February 2014, 24,000,000 Shares were issued at an issue price of \$0.005. OGL received \$120,000 from the issue. The Shares allotted and issued rank equally in all respects with the existing Shares on issue. The Shares were issued to:

Swift China Limited – 24,000,000 Shares. The Shares were issued as a cash payment of \$120,000. The Shares were issued under the 15% placement capacity under Listing Rule 7.1.

Last sale price on 28 March 2014 was \$0.011 per share. The current value of Shares issued is therefore - Swift China Limited – \$264,000

12. Voting exclusion

At the date of this Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in a proposed issue of Equity Securities under the proposed Additional Placement Capacity. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

This Notice of Annual General Meeting and the accompanying Explanatory Statement should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

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Glossary

In this Explanatory Statement, the following terms have the following meanings unless the context otherwise requires:

AEST	Australian Eastern Standard Time
Annual General Meeting or Meeting	The Annual general meeting of the Company convened by the Notice of Meeting.
ASIC	Australian Securities and Investments Commission.
ASX Settlement Operating Rules	The operating rules of ASX Settlement Pty Ltd
ASX	ASX Limited (ABN 98 008 624 691).
ASX Listing Rules or Listing Rules	Official listing rules of ASX.
Board	Board of Directors
CLOB International	means Central Limit Order Book (CLOB), an over the-counter market introduced by the Singapore stock Exchange Limited for the trading of securities of foreign-incorporated companies which are listed on foreign stock exchanges.
Company	OGL Resources Limited ARBN 007 509 319
Companies Act	Isle of Man Companies Act 2006
Director	A current director of the Company.
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.

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(Incorporated in the Isle of Man)

ARBN 007 509 319

Notice of Meeting	The notice of Annual general meeting accompanying this Explanatory Statement
Option	An option to subscribe for a Share.
Ordinary Resolution	A resolution requiring to be passed by a majority of such Shareholders, as being entitled to do so, vote in person or by proxy on such resolution.
Resolution	A resolution (being one of Resolutions 1 to 7 incl.) put to Shareholders in this Notice of Meeting
Share	Fully paid ordinary share of no par value in the capital of the Company. These are quoted on the ASX as Chess Depositary Interests ('CDI's') and on the CLOB International, Singapore as scrip-less shares.
Shareholder	A shareholder of the Company
Special Resolution	A resolution requiring to be passed by not less than three fourths of such Shareholders, as being entitled to do so, vote in person or by proxy on such resolution.
\$/cents	The lawful currency of Australia.

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Any inquiries in relation to the Resolutions or the Explanatory Notes should be directed to Mr. Jian Chen (Chairman) or Robert Lees (Company Secretary):

Australian Registered Office

C/- CoySec Services Pty Ltd
Suite 605, Level 6
50 Clarence Street,
Sydney NSW 2000

Phone: +61 2 9299 9580

Webb : www.oglltd.com

Fax: +61 2 9299 9501

Email : robert@coysec.com.au

This Notice of Annual General Meeting and the accompanying Explanatory Statement should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Proxy form

Section 1: Name and address of member

All correspondence to:
OGL Resources Limited
GPO Box 4492
Sydney NSW 2001
Telephone: + 612 9299 9580
Facsimile: +612 9299 9501
Email: info@oglltd.com



I/We _____

of _____

Section 2: Appointment of proxy

I, being a member of the Company and entitled to attend and vote appoint

☐

the Chairman of the meeting
(mark with an 'X')

OR

Write here the full name of the person or body corporate you are appointing if this person is **someone other than** the Chairman of the meeting.

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the meeting, as my proxy to attend, to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit), and to act generally on my behalf, at the Annual General Meeting of the Company to be held at:

Location	Suite 2501, Level 25, St Martins Tower, 31 Market Street, Sydney NSW 2000, Australia
Date & Time	Friday - 9 May 2014 at 10:30am

and at any adjournment of that meeting.

Chairman to vote undirected proxies in favour: I/we acknowledge that the Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

Chairman authorised to exercise proxies on remuneration related matters: I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes my/our proxy by default), I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Resolution 1 even though the Chairman is, and that resolution is connected directly or indirectly with the remuneration of, a member of Key Management Personnel of the Company.

Section 3: Voting instructions

*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 votes will not be counted in computing the required majority on a poll.

Voting directions to proxy – please mark ☒ to indicate your directions.

Resolution 1 – Remuneration report

Resolution 2 – Re-election of Director – Jian Chen

Resolution 3 – To set the Directors fees

Resolution 4 – To Re-Appoint Grant Thornton as auditors of the Company

Resolution 5 – Ratification of the Issue of Shares

Resolution 6 – Approval of additional placement under ASX Listing Rule 7.1A

For	Against	Abstain*
☐	☐	☐
☐	☐	☐
☐	☐	☐
☐	☐	☐
☐	☐	☐
☐	☐	☐

If the Chairman of the Meeting is your proxy and you do not mark any of the boxes opposite Section 3, you are directing the Chairman to vote in favour of that resolution. The Chairman intends to vote all undirected proxies in favour of the Resolutions to be put to the meeting.

Section 4: Signing by member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Member 1

Member 2 (if joint holding)

Member 3 (if joint holding)



Sole Director and Sole Secretary

Director/Company
(delete one)

Secretary

Director

Please provide the information below in case we need to contact you.

Contact name

Contact day time telephone

Date

Instructions for completion of proxy form

Section 1: Name and address of member

- 1 This is your address as it appears in the register of members of the Company. If this information is incorrect, please advise the Share Registry of any changes.

Address:

Postal address:

Phone within Australia:

Phone outside Australia:

Internet:

Members sponsored by a broker (in which case your reference number will commence with an 'x') should advise their broker of any changes. **Please note you cannot change the ownership of your shares using this form.**

Section 2: Appointment of proxy

- 2 If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the person or body corporate you wish to appoint as your proxy is someone other than the Chairman of the meeting, write the full name of that person or body corporate in the space provided. A proxy may be an individual or a body corporate. If you leave this section blank or your named proxy does not attend the Meeting, the Chairman of the meeting will be your proxy. A proxy need not be a member of the Company.
- 3 If you are entitled to cast two or more votes at the General Meeting, you are entitled to appoint 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. Alternatively you may copy this form.
- 4 To appoint a second proxy:
- on each of the first proxy form and 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 one half of your votes, and fractions of votes will be disregarded); and
 - return both forms in the same envelope.

Section 3: Voting instructions

- 5 You may direct your proxy how to vote on an item of business by placing a mark in one of the three boxes opposite that item of business. All of your shares will be voted in accordance with your direction unless you indicate a proportion of voting rights on any item 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 a given item, your proxy may decide whether or how to vote on that item. If you mark more than one box on an item, your vote on that item will be invalid.

Section 4: Signing by member

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

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 must sign.
Power of Attorney	To sign under power of attorney, either the power of attorney must have already been lodged with the Company's share registry for notation or the original (or a certified copy) of the power of attorney must accompany this document.
Companies	In the following cases, subject to the Company's constitution, the following person must sign: Australian proprietary company with a sole director who is also the sole company secretary - that person must sign; Australian proprietary company with a sole director and no company secretary - that person must sign; other Australian companies - two directors, or one director and one company secretary must sign; and foreign company - in accordance with the laws of the jurisdiction of incorporation and constituent documents.

Section 5: Lodging of proxy

7 This proxy form (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company not later than close of business on the date set out below, by mail, hand delivery, or facsimile.

Last time and date for lodgement *	Wednesday 7 May 2014
By mail	OGL Resources Limited, GPO Box 4492 Sydney NSW 2001
By delivery	OGL Resources Limited, Suite 2501, Level 25, 31 Market Street Sydney NSW 2000
By facsimile	.+612 9299 9501

* Any proxy form received after that time will not be valid.

For Further Information

If you need any further information about this form or attendance at the Company's General Meeting, please contact Robert Lees, Company Secretary.



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Notice of Direction



[This form of Notice of Direction is to be completed by registered holders of Chess Depositary Interests ('CDI's ')]

All correspondence to:

Computershare Pty Ltd
Share Registry
Yarra Falls
452 Johnston Street
Abbotsford Victoria 3067
Telephone: + 613 9415 5000
Facsimile: +613 9473 2500

I/We _____

of _____

as holders of _____ Chess Depositary Interests ('CDI's ') of OGL Resources Limited hereby direct Chess Depositary Nominees Pty Ltd to vote for me/us in respect of all the CDI's held in my /our name(s) at the General Meeting to be held at:

Location	Suite 2501, Level 25, St Martins Tower, 31 Market Street, Sydney NSW 2000, Australia
Date & Time	Friday 9 May 2014 at 10:30am

and at any adjournment of that meeting.

Voting instructions

Voting directions to proxy – please mark ☒ to indicate your directions.

- Resolution 1 – Remuneration report
- Resolution 2 – Re-election of Director – Jian Chen
- Resolution 3 – To set the Directors fees
- Resolution 4 – To Re-Appoint Grant Thornton as auditors of the Company
- Resolution 5 – Ratification of the Issue of Shares
- Resolution 6 – Approval of additional placement under ASX Listing Rule 7.1A

For	Against	Abstain*
☐	☐	☐
☐	☐	☐
☐	☐	☐
☐	☐	☐
☐	☐	☐
☐	☐	☐

*If you mark the Abstain box for a particular item, you are directing Chess Depositary Nominees Pty Ltd **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.

Signing by member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Member 1 Sole Director and Sole Secretary	Member 2 (if joint holding) Director/Company (delete one) Secretary	Member 3 (if joint holding) Director
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Please provide the information below in case we need to contact you.

_____	_____	_____ / _____
Contact name	Contact day time telephone	Date

NOTES TO CDI HOLDERS COMPLETING THIS FORM

1. You have the right to direct Chess Depositary Nominees Pty Ltd on how to vote with respect to the Resolutions described in the Notice of Meeting.
2. If you gave a direction and the instruction in it are certain, then the CDI's will be voted by CHESS Depositary Nominees Pty Ltd in accordance with your instructions.
3. You or your attorney authorised in writing must date and sign this notice of direction.
4. In case of a corporation, the Notice of Direction must be signed under the common seal or signed on its behalf by a duly authorised officer of the corporation.
5. You must deposit this Notice of Direction with Computershare Pty Ltd – Share Registry Services, Level 4, 60 Carrington Street, Sydney NSW 2000 not less than 48 hours before the time fixed for the General Meeting.