

ASX ANNOUNCEMENT

13 July 2016

ASX: PML

Results of General Meeting

In accordance with Listing Rule 3.13.2, Parmelia Resources Limited (ASX Code: PML) advises that the resolutions contained in the Notice of General Meeting dated 8 June 2016 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 at the meeting is set out below.

RESOLUTION 1 – CHANGE IN NATURE AND SCALE OF ACTIVITIES

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

“That, subject to and conditional upon the passing of all other Essential Resolutions, for the purposes of Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to make a significant change in the nature and scale of its activities arising from completion of the Acquisition as set out in the Explanatory Memorandum.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	12,507,009	0	0	4,437,555	16,944,564

RESOLUTION 2 – APPROVAL FOR ISSUE OF SHARES FOR THE CAPITAL RAISING

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

“That, subject to and conditional upon the passing of all other Essential Resolutions, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to a maximum of 50,000,000 Shares (Capital Raising Shares), at an issue price of \$0.07 each, to raise \$3,500,000 on the terms and conditions set out in the Explanatory Memorandum.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	12,507,009	0	0	4,437,555	16,944,564

RESOLUTION 3 – APPROVAL OF NEW CLASS OF SECURITIES - PERFORMANCE SHARES

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

“That, subject to and conditional upon the passing of all other Essential Resolutions, for the purposes of section 246B(1) of the Corporations Act, the Constitution and for all other purposes, the Directors are authorised to issue the Performance Shares on the terms and conditions set out in the Explanatory Memorandum.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	12,444,509	62,500	0	4,437,555	16,944,564

RESOLUTION 4 – APPROVAL OF ISSUE OF CONSIDERATION SHARES AND PERFORMANCE SHARES TO ACQUIRE VERILUMA

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

“That, subject to and conditional upon the passing of all other Essential Resolutions, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue:

(a) 162,857,400 Shares (Consideration Shares); and

(b) 10,000,000 Class A Performance Shares;

(c) 15,000,000 Class B Performance Shares;

(d) 15,000,000 Class C Performance Shares;

(collectively, the Vendor Shares),

to the shareholders of Veriluma Pty Ltd (or their nominees) (Veriluma Shareholders) in consideration for the acquisition of all of the issued capital of Veriluma Pty Ltd (Acquisition) on the terms and conditions set out in the Explanatory Memorandum.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	12,507,009	0	0	4,437,555	16,944,564

RESOLUTION 5 – APPROVAL FOR THE ISSUE OF ADVISOR SHARES TO K S CAPITAL PTY LTD AS LEAD MANAGER

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

“That, subject to and conditional upon the passing of all other Essential Resolutions, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 3,665,883 Shares to K S Capital Pty Ltd (ACN 124 761 557) as the Lead Manager of the Company (or its nominee) (K S Shares) on the terms and conditions set out in the Explanatory Memorandum.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	12,507,009	0	0	4,437,555	16,944,564

RESOLUTION 6 – APPROVAL FOR THE ISSUE OF ADVISOR SHARES TO INSYNC EQUITY SERVICES PTY LTD AS CORPORATE ADVISOR

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

“That, subject to and conditional upon the passing of all other Essential Resolutions, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 13,800,000 Shares to InSync Equity Services Pty Ltd (ACN 114 328 988) as the Corporate Advisor of Veriluma (or its nominee) (InSync Shares) on the terms and conditions set out in the Explanatory Memorandum.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	12,507,009	0	0	594,000	13,101,009

RESOLUTION 7 – APPROVAL OF ISSUE OF SHARES TO RELATED PARTY – MR NIGEL GELLARD IN SATISFACTION OF CONSULTING FEES

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

“That, for the purposes of Section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,714,286 Shares to Mr Nigel Gellard (or his nominee) for consulting fees due and payable to him on the terms and conditions set out in the Explanatory Memorandum.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	12,507,009	0	0	4,437,555	16,944,564

RESOLUTION 8 – APPROVAL OF ISSUE OF OPTIONS TO RELATED PARTY – MR JAY STEPHENSON

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

“That, for the purposes of Section 195(4) and Section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 500,000 Options to Mr Jay Stephenson (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	12,444,509	0	62,500	4,437,555	16,944,564

RESOLUTION 9 – APPROVAL OF ISSUE OF OPTIONS TO RELATED PARTY – MR PETER ELLERY

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

“That, for the purposes of Section 195(4) and Section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 500,000 Options to Mr Peter Ellery (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	12,507,009	0	0	4,437,555	16,944,564

RESOLUTION 10 – APPROVAL OF ISSUE OF SHARES TO SJSM PTY LTD

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 2,857,143 Shares to SJSM Pty Ltd (or its nominee) as payment of outstanding loans which are owed by Veriluma Pty Ltd to SJSM Pty Ltd on the terms and conditions set out in the Explanatory Memorandum.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	12,507,009	0	0	4,437,555	16,944,564

RESOLUTION 11 – CHANGE OF NAME OF COMPANY

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

“That, subject to and conditional upon the passing of all other Essential Resolutions and Completion of the Acquisition, for the purpose of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed from "Parmelia Resources Limited" to "Veriluma Limited" with effect from the date ASIC alters the Company's registration.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	12,444,509	62,500	0	4,437,555	16,944,564

RESOLUTION 12 – ELECTION OF MR RICHARD ANSTEY AS A DIRECTOR

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

“That, subject to and conditional upon the passing of all other Essential Resolutions and Completion of the Acquisition, in accordance with rule 11.7 of the Constitution and for all other purposes, and with effect from Completion of the Acquisition, Mr Richard Anstey is elected as a Director.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	12,507,009	0	0	4,437,555	16,944,564

RESOLUTION 13 – ELECTION OF MS ELIZABETH WHITELOCK AS A DIRECTOR

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

“That, subject to and conditional upon the passing of all other Essential Resolutions and Completion of the Acquisition, in accordance with rule 11.7 of the Constitution and for all other purposes, and with effect from Completion of the Acquisition, Ms Elizabeth Whitelock is elected as a Director.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	12,507,009	0	0	4,437,555	16,944,564

RESOLUTION 14 – AGGREGATE REMUNERATION OF DIRECTORS

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

“That, in accordance with Listing Rule 10.17, rule 11.14 of the Constitution, and for all other purposes, and with effect from Completion of the Acquisition, the maximum remuneration to be paid to the non-executive Directors in aggregate for acting as non-executive Directors is increased by \$150,000 per annum to a maximum of \$400,000 per annum.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	12,507,009	0	0	4,437,555	16,944,564

RESOLUTION 15 – MODIFICATION OF CONSTITUTION

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

“That, in accordance with section 136(2) of the Corporations Act and for all other purposes, the Constitution of the Company is modified as set out in the Explanatory Memorandum.”

	For	Against	Abstain	Proxy Discretion	Total
Total number of proxy votes exercisable by all proxies validly appointed	12,507,009	0	0	4,437,555	16,944,564

Jay Stephenson
COMPANY SECRETARY