

# Notice of Annual General Meeting

Advanced Nano Technologies Limited

ACN 079 845 855

To be held at:

Gambaro's Restaurant

33 Caxton Street

Petrie Terrace

Brisbane, QLD

on 3 October 2017 at 11:00am (Brisbane time)

This is an important document. If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional adviser.

# Chairman's letter to Shareholders

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4 September 2017

Dear Shareholder

## **AGM**

I have the pleasure in enclosing the Notice of Meeting for the Advanced Nano Technologies Limited 2017 Annual General Meeting which is to be held as follows:

Date: Tuesday 3 October 2017

Time: 11.00am (AEST)

Location: Gambaro's Restaurant  
33 Caxton Street  
Petrie Terrace  
Brisbane, QLD

If you are unable to attend the Meeting you are encouraged to appoint a proxy by completing the enclosed Proxy Form. To be effective, we must receive your completed Proxy Form no later than 4.00pm (AEST) on Friday 29 September 2017. If you are using a Proxy Form, please be sure to fill in all details on that Proxy Form.

Persons attending as representatives of corporate and institutional Shareholders will be required to produce appropriate evidence of authority to so act. For this purpose an appointment of corporate representative form is provided overleaf.

The 30 June 2017 Annual Report can be obtained via the company's website ([www.antaria.com](http://www.antaria.com)). For those Shareholders who have elected to receive a hard copy, these have been sent under separate cover.

I look forward to welcoming you to our 2017 Annual General Meeting.

Yours sincerely



**Lev Mizikovskiy**  
Non-Executive Chairman

## Notice of annual general meeting

### Advanced Nano Technologies Limited ACN 079 845 855

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Notice is given that the Annual General Meeting of Advanced Nano Technologies Limited (**Company**) will be held at:

<b>Location</b>	Gambaro's Restaurant, 33 Caxton Street, Petrie Terrace, Brisbane, QLD
<b>Date</b>	3 October 2017
<b>Time</b>	11:00am

The business to be considered at the meeting is set out below.

### Agenda

#### Ordinary Business

#### Financial Statements and Reports

- 1 To receive and consider the Company's financial statements, the related Directors' Report, Directors' Declaration and Independent Audit Report for the financial year ended 30 June 2016.

#### Resolution 1 – Remuneration Report

- 2 To consider and, if in favour, to pass the following resolution under section 250R(2) Corporations Act:

*'That the section of the report of the Directors for the financial year ended 30 June 2017, dealing with the remuneration of the Directors, secretary and senior executives, be adopted.'*

Note: This resolution will be decided as if it were an ordinary (majority) resolution, but under section 250R(3) Corporations Act the vote does not bind the directors of the Company.

**Voting Exclusion Statement:** The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the key management personnel of the Company ("**KMP**") (as identified in the Remuneration Report and which includes all of the Directors) or their closely related parties (defined in the Corporations Act to include certain of their family members, dependents and companies they control), as well as any undirected votes given to a KMP as proxyholder. However the Company need not disregard a vote cast by a KMP or closely related party of the KMP if:

- (a) it is cast by a person as proxy for a person who is permitted to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by a person chairing the meeting as proxy for a person who is permitted to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

## Resolution 2 – Re-Election of Mr Lev Mizikovsky as a Director

3 To consider and, if in favour, to pass the following as an ordinary resolution:

*'That Mr Lev Mizikovsky who retires by rotation in accordance with Rule 6.4(a) of the Company's constitution and is eligible for re-election, be re-elected as a Director of the Company.'*

Note: Information about Mr Mizikovsky appears in the Explanatory Memorandum.

## Resolution 3 – Selective Buy-Back

4 To consider and, if in favour, to pass the following as a special resolution:

*'That, in accordance with section 257D of the Corporations Act 2001 (Cth) and for all other purposes, the buy-back of 26,041,719 ordinary shares in accordance with the terms of the Buy-Back Agreement entered into between the Company and the University of Western Australia (ABN 37 882 817 280), details of which are set out in the Explanatory Memorandum accompanying this Notice of General Meeting, be approved.'*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this resolution by or on behalf of the University of Western Australia (ABN 37 882 817 280) or their closely related parties (defined in the Corporations Act to include companies they control), as well as any undirected votes given to the University of Western Australia (ABN 37 882 817 280) as proxyholder.

## Resolution 4 – Consolidation of Shares

5 To consider and, if in favour, to pass the following as an ordinary resolution:

*'That, in accordance with section 254H of the Corporations Act 2001 (Cth) and for all other purposes, the shares in the Company be consolidated on 9 October 2017 or another date determined by the Board on the basis of 1 share for every 10 shares held, on the terms and conditions outlined in the Explanatory Memorandum.'*

## Resolution 5 – Change of Company Name

6 To consider and, if in favour, to pass the following as a special resolution:

*'That, in accordance with section 157 of the Corporations Act 2001 (Cth) and for all other purposes, that the Company change its name to "Advance NanoTek Limited", details of which are set out in the Explanatory Memorandum.'*

Dated 4 September 2017

By order of the Board



Lev Mizikovsky  
Non-Executive Chairman

## Notes

- (a) A shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a shareholder of the Company. A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- (d) KMP (or their closely related parties) (as defined in the Corporations Act) appointed as a proxy must not vote on a resolution connected directly or indirectly with the remuneration of KMP if the proxy is undirected unless:
  - (i) the proxy is the person chairing the meeting; and
  - (ii) the proxy appointment expressly authorises the person chairing the meeting to vote undirected proxies on that resolution.
- (e) If the proxy form specifies the way the proxy is to vote on a particular resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (f) If the proxy has two or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands.
- (g) If the proxy is the chair of the meeting, the proxy must vote on a poll or must vote the way specified in the proxy form.
- (h) If the proxy is not the chair of the meeting the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the proxy form.
- (i) If the proxy form specifies the way the proxy is to vote on a particular resolution and the proxy is not the chair of the meeting and a poll is demanded and either:
  - (i) the proxy is not recorded as attending; or
  - (ii) the proxy does not vote,the chair of the meeting is deemed the proxy for that resolution.
- (j) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (k) If you have any queries on how to cast your votes then call Geoff Acton on (07) 3274 0761 during business hours.

# Glossary of terms

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In the accompanying Notice of Meeting and Explanatory Memorandum the following words and expressions have the following meanings:

<b>Term</b>	<b>Definition</b>
<b>AGM, Annual General Meeting or Meeting</b>	means the annual general meeting of Shareholders.
<b>ASX</b>	means ASX Limited ACN 008 624 691 or the securities exchange operated by it, as the context requires.
<b>Board</b>	means the board of directors of the Company.
<b>Chairman</b>	means the Chairman of the Company as approved from time to time and includes an acting Chairman.
<b>Company</b>	means Advanced Nano Technologies Limited ACN 079 845 855.
<b>Directors</b>	means the directors of the Company from time to time.
<b>Explanatory Memorandum</b>	means the Explanatory Memorandum accompanying and which forms part of this Notice.
<b>Law or Corporations Act</b>	means <i>Corporations Act 2001</i> and the Corporations Regulations (as defined in the Corporations Act 2001).
<b>Listing Rules or ASX Listing Rules</b>	means the official listing rules of ASX.
<b>Notice, Notice of Meeting</b>	means the Notice of AGM included in this booklet.
<b>Share</b>	means an ordinary share in the capital of the Company, the terms of which are contained in the constitution of the Company.
<b>Shareholders</b>	means the holders of the Shares in the Company from time to time.

# Explanatory Memorandum

Advanced Nano Technologies Limited ACN 079 845 855

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## 1. Introduction

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- 1.1 This is an important document that needs your immediate attention.
- 1.2 Please read the following Explanatory Memorandum and accompanying information carefully.
- 1.3 It is important that you either attend the meeting personally or complete and lodge the proxy form attached to the Notice of Meeting.
- 1.4 If you do not understand this Explanatory Memorandum or are in any doubt about the action to be taken, you should consult your solicitor, accountant, investment advisor or other professional advisor immediately.
- 1.5 This Explanatory Memorandum has been prepared to assist Shareholders with their consideration of the resolutions to be put to the Annual General Meeting to be held on 3 October 2017 as set out in the accompanying Notice, and should be read with, and forms part of, the accompanying Notice.
- 1.6 This Explanatory Memorandum is required pursuant to various regulatory and ASX requirements.

## 2. Financial Statements and Reports

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- 2.1 The Corporations Act requires that the related Directors' Report, Directors' Declaration, Independent Audit Report and the financial statements of the Company for the year ended 30 June 2017 be presented to the AGM. In addition, the Company's constitution provides for such reports and statements to be received and considered at the Meeting. Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of Shareholders at the AGM on such reports or statements, however Shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the Meeting.
- 2.2 In addition to asking questions at the Meeting, Shareholders may address written questions to the Chairman about the management of the Company, or to the Company's Auditor which are relevant to:
  - (a) the content of the Independent Audit Report to be considered at the Meeting; or
  - (b) the conduct of the audit of the annual financial report to be considered at the Meeting.
- 2.3 Any written questions must be submitted to the Company Secretary on or before 29 September 2017 by email, fax or post.

Email: antaria.geoff@gmail.com

Fax: (07) 3272 7380

Mailing Address: PO Box 229 Sherwood Qld 4075

## Ordinary business

### 3. Resolution 1 - Remuneration Report

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- 3.1 The Corporations Act requires that the section of the Directors' Report dealing with the remuneration of Directors and executives (**Remuneration Report**) be put to the vote of Shareholders for adoption by way of a non-binding vote.
- 3.2 The Remuneration Report may be found in the Annual Report (pages 7 to 11).
- 3.3 The resolution of Shareholders is advisory only and **not binding** on the Company. However, the Board will take the discussion at the Meeting into consideration when determining the Company's remuneration policy.
- 3.4 The Remuneration Report sets out the remuneration policy for the Company and its controlled entities and:
- (a) reports and explains the remuneration arrangements in place for executive Directors, senior management and non executive Directors;
  - (b) explains Board policies in relation to the nature and value of remuneration paid to non executive Directors, executives and senior managers; and
  - (c) discusses the relationship between the Board policies and Company performance.
- 3.5 A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.
- 3.6 Following consideration of the Remuneration Report, the Chairman will give Shareholders a reasonable opportunity to ask questions about or to make comments upon, the Remuneration Report.
- 3.7 In accordance with the Corporations Act, the Company will disregard any votes cast in relation to Resolution 1 by a member of the key management personnel, details of whose remuneration are included in the Remuneration Report and any closely related party of such a member in contravention of section 250R or 250BD of the Corporations Act. Restrictions apply to votes cast as proxy unless exceptions apply.

#### Directors' Recommendation

- 3.8 The Directors make no recommendation in relation to Resolution 1.

### 4. Resolution 2 - Re-election of Mr Lev Mizikovsky as a Director

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- 4.1 Mr Lev Mizikovsky retires by rotation in accordance with rule 6.4(a) of the Company's constitution and is eligible for re-election at this Annual General Meeting under rule 6.4(a) of the Company's constitution.
- 4.2 Mr Lev Mizikovsky offers himself for re-election as a Director at this Annual General Meeting.
- 4.3 Mr Lev Mizikovsky started Tamawood Limited in July 1989. The Company was listed on the ASX in August 2000. Mr Mizikovsky is currently Non-executive Chairman of AstiVita Limited (AIR) and has been a director of AstiVita Limited since October 2009. AstiVita specializes in renewable energy products, hot water systems, bathroom and kitchen products. Since 1997, Mr Mizikovsky has been a Fellow of the Australian Institute of Company Directors (AICD). He is a substantial shareholder in a number of other Queensland companies including Collection House Limited (CLH) and Lindsay Australia Limited (LAU), AstiVita Limited (AIR) and Tamawood Limited (TWD).

#### Directors' Recommendation

- 4.4 The Directors (with Mr Mizikovsky abstaining) recommend that Shareholders vote for Resolution 2.



## 5. Resolution 3 – Selective Buy-Back

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### 5.1 Background

- (a) A current Shareholder of the Company, the University of Western Australia (ABN 37 882 817 280) ("**UWA**"), wishes to cease being a member of the Company. The Company has or proposes to enter into an agreement with UWA under which the Company will buy-back 26,041,719 ordinary shares held by UWA comprising approximately 4% of the total issued Share capital ("**UWA Shares**"). The Company has a continuing focus is to manage its capital so as to achieve the most efficient capital structure and optimize value for Shareholders. With this in mind and given (i) the size of UWA Shareholding (ii) the depth of the market for ANO shares and (iii) the financial position of the Company, buying back the UWA Shares will result in the efficient capital structure and optimize value for Shareholders.
- (b) If the UWA Shares are not bought back by the Company and UWA continues with the sale of its UWA Shares on the open market, there is a risk that the market will take a significant period of time to 'clear out' the UWA Shares, thereby causing a drag on the overall Share price for so long as supply exceeds demand. It is possible that this drag on the Share price will mute the effect of expected achievements of the Company in the coming year in terms of share price performance.
- (c) The buy-back of the UWA Shares constitutes a selective share buy-back and it is a requirement of the Corporations Act that the buy-back be approved by Shareholders as a special resolution.
- (d) Under the selective share buy-back sale agreement ("**Buy-Back Agreement**") with the Company, UWA will be paid \$677,084.69 for all of the UWA Shares, amounting to \$0.026 per UWA Share. This represents a discount of 16.12% to the 5 day volume weighted average share price of the Company on 1 September 2017.
- (e) The terms of the Buy-Back Agreement are summarised below.

### 5.2 Corporations Act requirements and ASIC policy

- (a) Section 257A of the Corporations Act provides that a company may buy back its own shares if the:
  - (i) buy-back does not materially prejudice the company's ability to pay its creditors; and
  - (ii) company follows the procedures in Division 2 of Part 2J.1 (which includes the selective buy-back procedure described below).
- (b) Section 257D sets out the procedure for a selective buy-back of shares and requires that the terms of an agreement for a selective buy-back be approved before it is entered into by either a:
  - (i) special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by any person whose shares are proposed to be bought back or by their associates; or
  - (ii) unanimous resolution approved by all ordinary Shareholders,or the agreement must be conditional on such an approval.
- (c) The requirement in paragraph (a) above is intended to operate in a similar way to the way in which voting exclusion statements operate in the context of the ASX Listing Rules.
- (d) In the notice of meeting circulated to Shareholders, the company must set out all information known to the company that is material to the decision on how to vote on the buy-back resolution. However, the company does not need to disclose information if it would be unreasonable to require the company to do so because the company had previously disclosed the information to its Shareholders.
- (e) Section 257H(3) provides that immediately after the transfer of the shares bought-back is registered, the shares are cancelled.
- (f) The information required under the Corporations Act and ASIC policy is set out below. This information should be read together with prior disclosures by the Company to ASX.

### 5.3 Relevant Terms of the Buy-Back Agreement

A summary of the relevant terms of the Buy-Back Agreement is as follows:

- (a) The share buy-back is subject to Shareholder approval.
- (b) The buy-back of the shares will occur on 3 October 2017 ("**Completion Date**").
- (c) The Company will pay UWA \$677,084.69 on the Completion Date;
- (d) UWA will provide various warranties regarding title to its respective shares and its shares being free of encumbrances (among other standard warranties).

### 5.4 Company Capital Structure

- (e) The UWA Shares to be bought back represent approximately 4% of the total issued shares of the Company. Following the buy-back UWA will no longer be a Shareholder of the Company.
- (f) Shares bought back by the Company will be immediately cancelled. As such, the proportionate shareholding percentages of the remaining Shareholders will increase as a result of the buy-back.
- (g) The overall effect of the buy-back and cancellation of the UWA Shares on the issued capital of the Company is set out below.

<b>Event</b>	<b>Number of Shares</b>
Shares on issue as at the date of the Notice	585,839,150
Buy-back shares subject to buy-back and cancellation	26,041,719
Shares on issue at completion of buy-back	559,797,431

### 5.5 Source of Funds to Effect Buy-Back

- (a) It is intended that funds to affect the buy-back are to come from a combination of cash reserves of the Company and funding arrangements.
- (b) The Company's cash reserves will be reduced by having to fund the buy-back. The Directors are of the view that the buy-back will not affect the solvency of the Company or materially prejudice its ability to pay its creditors.

### 5.6 Potential Advantages and Disadvantages

- (a) The Directors consider that the advantages of the selective buy-back are:
  - (i) The buy-back allows the exit of UWA from the Company without causing a prolonged lag on the Share price as the market 'clears out' excess supply of Shares.
  - (ii) The proportionate shareholding of each of the existing Shareholders will increase (as will each remaining Shareholders proportion of dividends that may be paid from time to time by the Company).
- (b) The Directors consider that a disadvantage of the selective buy-back is that it will reduce the capital and cash resources of the Company.

### 5.7 Effect of the buy-back on control of the Company

- (a) As at the date of this Notice, UWA holds (approximately) a 4% interest in the Company.
- (b) The buy-back and subsequent cancellation of the UWA shares will cancel UWA's shareholding in the Company and will also reduce the Company's share capital from 585,839,150 shares to 559,797,431 shares.

- (c) Accordingly, the buy-back of the UWA shares will cause each Shareholders voting power in the Company to increase proportionately to the reduction in the number of Shares on issue as a result of the cancellation of the UWA shares.
- (d) There will not be a significant impact on control of the Company following completion of the buy-back.

## Directors' Recommendation

5.8 The Directors recommend that Shareholders vote for Resolution 3.

## 6. Resolution 4 – Consolidation of Shares

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### 6.1 The Proposal

- (a) The Company proposes to consolidate its share capital through the conversion of every 10 Company ordinary shares into 1 Company ordinary share.
- (b) Under section 254H of the Corporations Act, a company may consolidate its shares if the consolidation is approved by an ordinary resolution of shareholders at a general meeting.
- (c) If the consolidation is approved, the consolidation will take effect on and from 9 October 2017.

### 6.2 Treatment of Fractions

- (a) Where the consolidation of a Shareholders holding results in an entitlement to a fraction of a share, the fraction will be rounded up to the next whole number of shares.
- (b) Where the Directors form the opinion that Shareholders have been split or aggregated to obtain the benefit of rounding, transfers of shares and aggregated parcels of shares may be disregarded for the purpose of rounding.

### 6.3 Reason for Consolidation

The Company currently has a large number of shares on issue (see 6.4(a) below). The Consolidation will result in a more appropriate and effective capital structure for the Company and a share price more appealing to a wider range of investors.

### 6.4 Effect of Consolidation – Summary

- (a) The proposed share consolidation will reduce the number of Shares on issue as follows (subject to rounding):

	<b>Current Number of Shares on Issue</b>	<b>Number of Shares on Issue Post Consolidation</b>
<b>Number of Shares on issue at the date of this Notice of Meeting</b>	559,797,431 if the buy-back of the UWA Shares is approved by Shareholders pursuant to Resolution 3.  585,839,150 if the buy-back of the UWA Shares is not approved by Shareholders pursuant to Resolution 3	55,797,431 if the buy-back of the UWA Shares <u>is</u> approved by Shareholders pursuant to Resolution 3.  58,583,915 if the buy-back of the UWA Shares is <u>not</u> approved by Shareholders pursuant to Resolution 3.

Note: All numbers of consolidated shares are subject to rounding.

- (b) As the share consolidation applies equally to all Shareholders, individual Shareholders will be reduced in the same ratio as the total number of Company shares (subject only to the rounding of fractions). It follows that the consolidation will have no material effect on the percentage interest of each individual Shareholder in the Company.

- (a) Similarly, the aggregate value of each Shareholders holding (and the Company's market capitalisation) should not change other than minor changes as a result of rounding – as a result of the share consolidation alone (that is, assuming no other market movements or impacts occur).
- (b) Shareholders should note that the reduction of share capital, if approved, would also have an effect on the Company's share price. The price per share can be expected to increase to reflect the reduced number of shares on issue.
- (c) If this resolution is passed and the conditions to its implementation are satisfied, then the consolidation will be implemented and binding upon all Company shareholders, regardless of how (or if) they vote on the resolution.

#### 6.5 Timetable for Consolidation

Set out below is an indicative timetable for the consolidation. These indicative dates are subject to change at the Board's discretion (subject to the ASX Listing Rules).

<b>Event</b>	<b>Business Day</b>
General Meeting	3 October 2017
Notification to ASX that share consolidation is approved	3 October 2017
Last day for trading in pre-consolidated securities	4 October 2017
Trading in the consolidated securities on a deferred settlement basis commences	5 October 2017
Last day to register transfers on a pre-consolidated basis	6 October 2017
Registration of securities on a post-consolidated basis	9 October 2017
Issue date and new holding statements to be sent to shareholders	13 October 2017
Deferred settlement trading ends	

#### 6.6 Tax implications for Shareholders

- (a) The summary in this section is general in nature. In addition, particular taxation implications will depend on the circumstances of each shareholder. Accordingly, Shareholders are encouraged to seek their own professional advice in relation to their tax position.
- (b) Neither the company nor any of its officers, employees or advisers assumes any liability or responsibility for advising Shareholder members about the tax consequences for them from the proposed share consolidation.
- (c) The share consolidation will be undertaken in accordance with section 254H of the Corporations Act. Subject only to rounding, there will be no change to the proportionate interests held by each Shareholder in the Company as a result of the consolidation.

### **Directors' Recommendation**

6.7 The Directors recommend that Shareholders vote for Resolution 4.

## **7. Resolution 5 – Change of Company Name**

7.1 The Company seeks shareholder approval to change its name from Advanced Nano Technologies Limited to Advance NanoTek Limited.

7.2 As Shareholders would be aware, the current domain used by the Company is referenced by the Company's former name (www.antaria.com). So the Company has the flexibility to have an online presence at a domain that

is consistent with its current listed entity name the Company will need to slightly alter its name. The reason being, the domain [www.advancednanotechnologies.com](http://www.advancednanotechnologies.com) has been registered by a similarly named company operating in Barcelona, Spain. The Company's decision to change its name to Advance NanoTek Limited is not a departure away from the essence of its current name but it will allow the Company to have an online presence at the domain [www.advancenanotek.com](http://www.advancenanotek.com), which has already been secured by the Company.

- 7.3 The Company has conducted trade mark searches in the majority of countries in which it is likely to operate or sell its products, in particular the USA, and these searches reveal no registered trade marks under the proposed new name.

#### **Directors' Recommendation**

- 7.4 The Directors recommend that Shareholders vote for Resolution 5.

## Proxy form

### Section 1: Name and address of member

Full name \_\_\_\_\_

Address \_\_\_\_\_

### Section 2: Appointment of proxy

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

the Chairman of the meeting  
(mark with an 'X' and  
complete section 3)

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 in Section 3 (**the Chairman will vote in favour of all undirected proxies#**), and to act generally on my/our behalf, at the annual general meeting of the Company to be held at:

<b>Location</b>	Gambaro's Restaurant, 33 Caxton Street, Petrie Terrace, Brisbane, QLD
<b>Date</b>	3 October 2017
<b>Time</b>	11:00am (Brisbane time)

and at any adjournment of that meeting.

#If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

Chairman authorised to exercise undirected proxies on remuneration related matters: If 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 and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of this resolution even though Resolution 1 is connected with the remuneration of a member of key management personnel for the Company.

### Section 3: Voting instructions

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

- Resolution 1. Directors' remuneration report
- Resolution 2. Re-Election of Mr Lev Mizikovsky as Director
- Resolution 3. Selective Buy-Back
- Resolution 4. Consolidation of Shares
- Resolution 5. Change of Company Name

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*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.

### 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**

**Sole Director and Sole Secretary**

**Member 2 (if joint holding)**

**Director/Company Secretary**  
(delete one)

**Member 3 (if joint holding)**

**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

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## Section 1: Name and address of member

- 1 Insert your name and address. If it is a joint holding, insert details of all holders.

## 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 **The Chairman strongly urges you to nominate a proxy other than himself or another Director unless you direct your proxy how to vote on each resolution. If you do not specify a person to act as proxy, or you appoint the Chairman, you are strongly advised to direct the proxy how to vote as the Chairman will vote in favour of each resolution. Therefore, in order to ensure your vote is not wasted, you are strongly urged to direct your proxy how to vote and if possible appoint a person who is not a Director or secretary of the Company.**
- 4 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.
- 5 To appoint a second proxy:
  - (a) 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
  - (b) return both forms in the same envelope.

## Section 3: Voting instructions

- 6 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.
- 7 If you mark more than one box on an item, your vote on that item will be invalid.

## Section 4: Signing by member

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

<b>Individual</b>	Where the holding is in one name, the member must sign.
<b>Joint holding</b>	Where the holding is in more than one name, all of the members must sign.
<b>Power of Attorney</b>	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.
<b>Companies</b>	In the following cases, subject to the Company's constitution, the following person must sign: <b>Australian proprietary company</b> with a <b>sole director</b> who is <b>also the sole company secretary</b> - that person must sign; <b>Australian proprietary company</b> with a <b>sole director and no company secretary</b> - that person must sign; <b>other Australian companies</b> - two directors, or one director and one company secretary must sign; and <b>foreign company</b> - in accordance with the laws of the jurisdiction of incorporation and constituent documents.

## Section 5: Lodging of proxy

9 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.

<b>Last time and date for lodgement*</b>	4:00pm (Brisbane time) on 29 September 2017
<b>By mail</b>	PO Box 229, Sherwood, Qld 4075
<b>By delivery</b>	1821 Ipswich Road, Rocklea, Qld 4106
<b>By facsimile</b>	(07) 3272 7380

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