

Benjamin Hornigold Limited
ACN 614 854 045

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Benjamin Hornigold Limited (**Company**) will be held on **Friday 30 November 2018 at 1.00pm** (Brisbane time) at the Australian Institute of Company Directors, Level 9, 123 Eagle Street, Brisbane QLD 4000.

Financial statements and reports

To receive and consider the Company's Directors' Report, Financial Statements and Auditor's Report for the year ended 30 June 2018.

Note: There is no requirement for shareholders to approve these reports.

Resolution 1: Election of Director – Peter Aardoom

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

"That Mr Peter Aardoom, who was appointed as a director on 14 February 2017 and who retires in accordance with rule 19.3 of the Company's Constitution, be elected as a director of the Company".

Note: The non-candidate directors support the election of Mr Peter Aardoom.

Resolution 2: Remuneration Report

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

"That the Company adopt the Remuneration Report for the financial year ended 30 June 2018".

Voting Exclusion: This resolution is advisory only and does not bind the Company or the directors. The directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. The Company will disregard any votes cast on this resolution:

- (a) by or on behalf of any KMP member whose remuneration details are included in the Remuneration Report, and by any of their Closely Related Parties, regardless of the capacity in which the votes are cast; and
- (b) by any person who is a KMP member as at the time the resolution is voted on at the AGM, and by any of their Closely Related Parties, as a proxy, unless the votes are cast as a proxy for a person who is entitled to vote on the resolution:
 - (i) in accordance with a direction in the proxy appointment; or
 - (ii) by the Chairman of the AGM in accordance with an express authorisation in the proxy appointment to cast the votes even if the resolution is connected directly or indirectly with the remuneration of a KMP member.

Resolution 3: Removal of Auditor

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

"That KPMG, the current auditor of the Company, be removed as the auditor of the Company in accordance with the Corporations Act, effective from the date of the Meeting".

Resolution 4: Appointment of Auditor

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

"That subject to the passing of Resolution 3, PKF being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the Company's auditor in accordance with the Corporations Act, effective from the date of the Meeting, and the Directors be authorised to agree the remuneration."

By order of the Board of Directors



Kevin Mischewski
Company Secretary
31 October 2018

Entitlement to vote

The Directors have determined that, for the purpose of voting at the Meeting, shares in the Company will be taken to be held by the Shareholders on 28 November 2018 at 7.00pm (Sydney time).

PROXIES

In accordance with Section 249L of the *Corporations Act 2001*, Shareholders are advised that:

- each Shareholder who is entitled to attend and cast a vote at the meeting has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- 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. If no proportion or number is specified, then in accordance with Section 249X(3) of the *Corporations Act*, each proxy may exercise half of the votes. Fractions are disregarded.
- If you wish to appoint a proxy and are entitled to do so, please complete and return the attached proxy form.
- A corporation may elect to appoint a representative rather than a proxy, in accordance with the *Corporations Act*. In this case, the Company will require written proof of the representative's appointment, which must be lodged with or presented to the Company prior to the meeting.

The instrument appointing the proxy must be received by the Company's Registry at the address specified below at least 48 hours before the time notified for the Meeting (proxy forms can be lodged by facsimile).

Postal Address Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

Address Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

*during business hours Monday to Friday 9.00am - 5.00pm

**Facsimile
Number** 02 9287 0309

EXPLANATORY STATEMENT

Benjamin Hornigold Limited ACN 614 854 045

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting. It forms part of the Notice of Meeting and must be read together with that Notice.

Purpose of the Meeting

The purpose of the Meeting is to consider and vote on the Resolutions.

Entire document

Shareholders are encouraged to read this document in its entirety before making a decision on how to vote on the Resolutions being considered at the Meeting. If you have any doubt how to deal with this document, please consult your legal, financial or other professional advisor.

Glossary

Certain terms and abbreviations used in the Explanatory Statement have defined meanings, which are set out in the Glossary contained in section 6 of this Explanatory Statement.

1. FINANCIAL STATEMENTS AND REPORT

The financial statements, Directors' Report and Auditor's Report for Benjamin Hornigold Limited for the year ended 30 June 2018 were included in the 2018 Annual Report of the Company, a copy of which is available on the Company's website www.benjaminhornigold.com.au. There is no requirement for shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the operations and management of the Company. Shareholders will be given a reasonable opportunity to ask the auditor questions.

2. RESOLUTION 1: ELECTION OF DIRECTOR – PETER AARDOOM

Mr Peter Aardoom was appointed as a director on 14 February 2017 under rule 19.2 of the Company's Constitution. Mr Aardoom's skills and experience are set out below:

Peter Aardoom

Peter is a highly skilled and experienced financial markets executive. He has excellent technical skills and in-depth knowledge of equity, debt, commodity, foreign exchange and fixed income markets. He has over 30 years' experience in Australian and international equity and derivatives broking and trading, portfolio management, general corporate and financial advisory services, and company promotion.

Board recommendation

The non-candidate directors support the election of Mr Peter Aardoom.

3. RESOLUTION 2: REMUNERATION REPORT

The Remuneration Report of the Company for the financial year ended 30 June 2018 is set out in the Company's Annual Report.

The report sets out the Company's executive remuneration framework and remuneration outcomes for the Board and Key Management Personnel.

The Chairman will allow a reasonable opportunity for shareholders to ask questions about or make comments on the Remuneration Report at the meeting before calling a vote. The resolution is advisory only. The Board will consider and take into account the outcome of the vote and feedback from shareholders on the Remuneration Report when reviewing the Company's remuneration policies.

4. RESOLUTION 3: REMOVAL OF AUDITOR

Under section 329 of the Corporations Act an auditor of a company may be removed from office by resolution at a general meeting of which 2 months' notice of intention to move the resolution has been given.

Under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

On 22 October 2018, the Company received a notice of intention by a Director made pursuant to section 329(1A) of the Corporations Act in respect of removing KPMG as the Company's auditor and giving notice to convene a general meeting of the Company to move a resolution to that effect. In accordance with section 329(2) of the Corporations Act, the Company has sent a copy of the notice to KPMG and ASIC.

KPMG has provided audit services to the Company since 2017. The Company has been pleased with the service level KPMG has provided, but it is now appropriate to change auditors.

The Company does not believe that the audit quality will be diminished as a result of changing auditors.

Board Recommendation

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

5. RESOLUTION 4: APPOINTMENT OF AUDITOR

Under section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act.

The Board received and reviewed proposals from three audit firms to provide audit services to the Company.

Resolution 4 is a special resolution seeking the appointment of PKF as the new auditor of the Company. As required by the Corporations Act, a nomination for PKF to be appointed as the auditor of the Company has been received from a member. As required by section 328B(3) of the Corporations Act, a copy of the form for the nomination of PKF as the Company's auditors is attached to this Notice of Meeting.

PKF has given its written consent to act as the Company's Auditor in accordance with section 328A(1) of the Corporations Act, subject to Shareholder approval of this Resolution.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at the Meeting.

If Resolutions 3 and 4 are passed, the appointment of PKF as the Company's auditor will take effect at the close of this Meeting.

Board Recommendation

The directors unanimously support Resolution 4.

6. GLOSSARY

Term	Definition
Associates	Has the meaning given to that term in the Corporations Act, and Associated has a corresponding meaning
ASX	ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the context requires)
Closely Related Party/Parties	In relation to 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 of 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 dealings with the Company; or (e) A company which the member controls.
Company	Benjamin Hornigold Limited ACN 614 854 045
Corporations Act	the <i>Corporations Act 2001</i> (Cth)
Director	A director of the Company
Explanatory Statement	The explanatory statement accompanying and forming part of the Notice of Meeting
Key Management Personnel or KMP	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
Listing Rules	The listing rules of ASX as applicable to the Company from time to time
Meeting	The annual general meeting of the Company to be held at the time and place specified in the Notice of Meeting
Notice of Meeting	This notice of meeting and accompanying Explanatory Statement
Proxy Form	The form that accompanies the Notice of Meeting
Resolutions	The resolutions to be put to Shareholders at the Meeting, as set out in the Notice of Meeting
Share	A fully paid ordinary share in the capital of the Company
Shareholder	A holder of a Share

ANNEXURE - NOMINATION OF AUDITOR

25 October 2018

The Directors
Benjamin Hornigold Ltd


Dear Sirs

NOMINATION OF PKF AS COMPANY AUDITOR

Bretlen Pty Ltd <Bretlen Super A/C>, being a member of Benjamin Hornigold Ltd (**Company**), hereby nominates PKF for appointment as Auditor of the Company pursuant to section 328B(3) of the Corporations Act 2001 (Cth).

Yours sincerely

BRETLEN PTY LTD ACN 604 169 379



Signature of Director



Name of Director
(Please print)



Signature of Director



Name of Director

LODGE YOUR VOTE



BY EMAIL

vote@linkmarketservices.com.au



BY MAIL

Benjamin Hornigold Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Benjamin Hornigold Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the
Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting
as your proxy, please write the name of the person or
body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **1.00pm (Brisbane time) on Friday, 30 November 2018 at the Australian Institute of Company Directors, Level 9, 123 Eagle Street, Brisbane QLD 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

For Against Abstain*

1 Election of Director –
Peter Aardoom

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Remuneration report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Removal of Auditor

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Appointment of Auditor

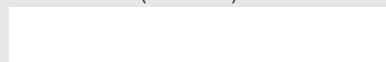
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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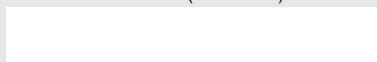
* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

BHD PRX1801C



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to 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's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the 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 half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1.00pm (Brisbane time) on Wednesday, 28 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



BY EMAIL

vote@linkmarketservices.com.au



BY MAIL

Benjamin Hornigold Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**