

Notice of Annual General Meeting and Explanatory Memorandum

Havilah Resources Limited

ABN 39 077 435 520

Date of Meeting: Wednesday 18 December 2019

Time of Meeting: 10:00am (Adelaide time)

Place of Meeting: 'The Auditorium'
The Science Exchange
55 Exchange Place
Adelaide, SA 5000

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

Notice is given that the Annual General Meeting of the Shareholders of Havilah Resources Limited ABN 39 077 435 520 (**Company**) will be held at the 'The Auditorium', The Science Exchange, 55 Exchange Place, Adelaide, SA 5000 on Wednesday 18 December 2019 at 10:00am (Adelaide time).

The Explanatory Memorandum that accompanies and forms part of this Notice of Meeting describes the business to be considered at this Meeting.

Terms used in this Notice of Meeting will, unless the context otherwise requires, have the same meaning given to them in the Explanatory Memorandum.

Agenda

Financial Report

To receive and consider the Company's Financial Report for the financial year ended 31 July 2019 together with the Directors' Report and the Independent Auditor's Report ([refer to ASX announcement of 1 November 2019](#)).

1. Resolution 1: Adoption of Remuneration Report

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

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (as set out on pages 16 to 26 of the Directors' Report for the financial year ended 31 July 2019) be adopted."

The Company's [Annual Report for 2019](#), which contains the Remuneration Report, is available on the Company's website at www.havilah-resources.com.au. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting restriction pursuant to section 250R(4) of the Corporations Act

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the KMP whose remuneration details are included in the Remuneration Report; and
- (b) a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- (d) the vote is cast by the Chairman and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or, if the Company is part of a consolidated entity, for the entity.

2. Resolution 2: Spill Resolution (Contingent Item)

Subject to and contingent upon at least 25% of the votes cast on Resolution 1 (Adoption of Remuneration Report) being cast against Resolution 1 to consider, and if thought fit, pass the following resolution as an **Ordinary Resolution** of the Company:

“That:

(a) the Company convene another meeting of the Company’s Shareholders (Spill Meeting) within 90 days after the date of the passing of this resolution;

(b) all the Company’s Directors who:

(i) were Directors when the resolution to approve the Directors’ Report for the financial year ended 31 July 2019 considered at the Meeting was made; and

(ii) who are not a Managing Director of the Company who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office, cease to hold office, immediately before the end of the Spill Meeting; and

(c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to vote at the Spill Meeting.”

Please note this Resolution is only a contingent item. Resolution 2 will only be put to the Meeting if at least 25% of the votes cast on Resolution 1 (Adoption of Remuneration Report) are cast against its adoption. If fewer than 25% of the votes on Resolution 1 are against adoption of the Remuneration Report, Resolution 2 will not be put.

Please refer to the Explanatory Memorandum for more information.

Voting restriction pursuant to section 250R(4) of the Corporations Act

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the KMP whose remuneration details are included in the Remuneration Report; and
- (b) a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- (d) the vote is cast by the Chairman and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or, if the Company is part of a consolidated entity, for the entity.

3. Resolution 3: Election of Mr Victor Previn as a Director

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

"That Mr Victor Previn, having been appointed a Director of the Company on 9 October 2019 who retires in accordance with clause 40.1 of the Company's Constitution and being eligible and offered himself for election, be elected as a Director of the Company."

4. Resolution 4: Election of Mr Simon Gray as a Director

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

"That Mr Simon Gray, having been appointed a Director of the Company on 9 October 2019 who retires in accordance with clause 40.1 of the Company's Constitution and being eligible and offered himself for election, be elected as a Director of the Company."

5. Resolution 5: Appointment of Auditor

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

"That Grant Thornton Audit Pty Ltd be appointed as auditor of the Company."

Annual Report Online

Shareholders who have not elected to receive a hard copy of the [Annual Report for 2019](#) can access the report on the Company's website at www.havilah-resources.com.au

General business

To consider any other business that may be lawfully put forward in accordance with the Constitution of the Company.

By order of the Board

Simon Gray
Company Secretary
15 November 2019

1. Introduction

This Explanatory Memorandum is provided to Shareholders to explain the business to be conducted at the Annual General Meeting of the Company to be held at 'The Auditorium', The Science Exchange, 55 Exchange Place, Adelaide, SA 5000 on Wednesday 18 December 2019 at 10:00am (Adelaide time).

The Directors recommend Shareholders read the accompanying Notice of Annual General Meeting and this Explanatory Memorandum in their entirety before making any decision in relation to the Resolutions. If Shareholders are in doubt as to how they should vote, they should seek advice from their broker, accountant, solicitor or other professional adviser prior to voting.

Terms not defined in this Explanatory Memorandum are defined in Section 8.

2. Presentation of the Company's Financial Report

As required by section 317 of the Corporations Act the Financial Report and the reports of the Directors and the Company's auditor, that are incorporated in the Company's Annual Report for the financial year ended 31 July 2019, will be laid before the Meeting.

The Company's [Annual Report for 2019](http://www.havilah-resources.com.au) is available on the Company's website at www.havilah-resources.com.au.

The reports will be placed before the Shareholders for review and discussion and the Company's auditor (Deloitte Touche Tohmatsu) will be present to answer questions from Shareholders in relation to the conduct of the audit, accounting policies adopted by the Company in relation to the preparation of the Financial Report, the preparation and content of the Independent Auditor's Report, and the Auditor's Independence Declaration.

No voting by Shareholders is required for this item.

3. Resolution 1: Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Remuneration Report for the financial year ended 31 July 2019 will be submitted to the Meeting for Shareholder approval. The Remuneration Report is set out on pages 16 to 26 of the Directors' Report section of the [Annual Report for 2019](http://www.havilah-resources.com.au).

The vote on this Resolution is advisory only and under section 250R(3) of the Corporations Act does not bind the Directors or the Company. However, under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution (a "Spill Resolution") that another meeting be held within 90 days at which all of the Directors must go up for re-election.

At the AGM held on 12 December 2018, more than 25% of votes cast on the non-binding resolution to adopt the Remuneration Report for the financial year ended 31 July 2018 were cast against that resolution.

The Remuneration Report for the financial year ended 31 July 2019 sets out the remuneration policy of the Company and reports the current remuneration arrangements for the Directors and senior executives of the Company. The Directors believe that the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate for the size of the Company, its business and objectives.

The Company will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report for the financial year ended 31 July 2019.

Recommendation

Noting that Dr Giles has a personal interest in his own remuneration from the Company (as described in the Remuneration Report), the Directors (other than Dr Giles, who makes no recommendation) unanimously recommend that Shareholders vote in favour of Resolution 1.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.

4. Resolution 2: Spill Resolution (Contingent Item)

Background

If the Spill Resolution is put to the Meeting and passed, the Company will hold another meeting of Shareholders, known as a Spill Meeting, within 90 days. Under section 250V(1)(b)(i) of the Corporations Act, the following Directors will cease to hold office immediately before the end of the Spill Meeting (unless they resign before the Spill Meeting):

- (a) Mr Christopher Giles (Executive Director);
- (b) Mr Victor Previn (Independent Non-Executive Director); and
- (c) Mr Simon Gray (Executive Director).

This assumes those Directors above seeking election at this Meeting are elected.

Each of these Directors is eligible to stand for re-election at the Spill Meeting and intends to seek re-election.

The Spill Meeting, if required, will be subject to a separate notice in accordance with the Constitution of the Company and the Corporations Act. Nominations for Director appointments at the Spill Meeting may be made in accordance with the Constitution of the Company and may include the Directors listed above.

Recommendation

The Board does not make any recommendation, in the interests of corporate governance, on how Shareholders should vote in respect of Resolution 2.

The Chairman of the Meeting intends to vote undirected proxies against Resolution 2, if it is put to the Meeting.

5. Resolution 3: Election of Mr Victor Previn as a Director

Under clause 40.1 of the Company's Constitution, any Director appointed by the Board either to fill a casual vacancy or as an addition to the Board, must retire at the next Annual General Meeting following their appointment, but is eligible for election.

Mr Previn was appointed a Director of the Company on 9 October 2019 to fill a casual vacancy on the resignations of Messrs Stewart and Janes ([refer to ASX announcement of 9 October 2019](#)). Mr Previn being eligible, offers himself for election as a Director of the Company. The Board, having regard to the ASX *Corporate Governance Council's Corporate Governance Principles and Recommendations 3rd Edition* and the Company's Constitution, considers Mr Previn to be classified as an Independent Non-Executive Director. Details of his qualifications and experience are set out immediately below.

Mr Previn is a professional engineer (Bachelor of Engineering) and one of the original founders of Ellex Medical Lasers Limited. It is listed on the Australian Securities Exchange as ELX. His career spans more than 30 years in the laser industry. Mr Previn was responsible for developing and commercialising the technology platform that is now the core of Ellex Medical Lasers Limited's current production. Mr Previn brings to the Board experience in developing, and the efficient execution of, business strategies.

Mr Previn is a long-term shareholder of Havilah Resources Limited, and resides in Adelaide.

Recommendation

The Directors (other than Mr Previn, who makes no recommendation) unanimously recommend that Shareholders vote in favour of Resolution 3.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3.

6. Resolution 4: Election of Mr Simon Gray as a Director

Under clause 40.1 of the Company's Constitution, any Director appointed by the Board either to fill a casual vacancy or as an addition to the Board, must retire at the next Annual General Meeting following their appointment, but is eligible for election.

Mr Gray was appointed a Director of the Company on 9 October 2019 to fill a casual vacancy on the resignations of Messrs Stewart and Janes ([refer to ASX announcement of 9 October 2019](#)). Mr Gray being eligible, offers himself for election as a Director of the Company. The Board, having regard to the ASX *Corporate Governance Council's Corporate Governance Principles and Recommendations 3rd Edition* and the Company's Constitution, considers Mr Gray to be classified as an Executive Director. Details of his qualifications and experience are set out immediately below.

Mr Gray has over 35 years' experience as a Chartered Accountant and 20 years as a Partner with Grant Thornton, a national accounting firm. During his last five years at the firm, he was responsible for the Grant Thornton Mining and Energy group. Mr Gray retired from active practice during July 2015. His key expertise lies in audit and risk, valuations, due diligence and ASX Listings. His qualifications include a Bachelor of Economics (Commerce) and he is a Member of the Institute of Chartered Accountants, Australia and New Zealand. Mr Gray is currently Chair of the Audit and Finance Committee of the Flinders Medical Research Foundation, a Member of the Audit and Finance Committee of the South Australia Medical Research Foundation and is a director of several unlisted companies. He is currently the Company Secretary of Havilah Resources Limited. Mr Gray is a resident of Adelaide.

Recommendation

The Directors (other than Mr Gray, who makes no recommendation) unanimously recommend that Shareholders vote in favour of Resolution 4.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 4.

7. Resolution 5: Appointment of Auditor

Resolution 5 seeks the appointment of Grant Thornton Audit Pty Ltd as the auditor of Havilah Resources Limited. The statutory audit was previously conducted by Deloitte Touche Tohmatsu. Deloitte Touche Tohmatsu has resigned as auditor effective from the date of this Annual General Meeting.

Section 327C of the Corporations Act provides that a Company shall at each Annual General Meeting, if there is a vacancy in the office of auditor of the Company, appoint a person or firm to fill the vacancy. The Directors wish to appoint Grant Thornton Audit Pty Ltd as auditor of the Company and seek this appointment to be made by the Shareholders.

Trindal Pty Ltd, a Shareholder of the Company, has nominated Grant Thornton Audit Pty Ltd as auditor of the Company pursuant to section 328B of the Corporations Act. Grant Thornton Audit Pty Ltd is eligible and has consented to being appointed auditor of the Company as required by section 328A of the Corporations Act.

Recommendation

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

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 5.

8. Interpretation

In the Notice of Meeting and Explanatory Memorandum:

ASX means the ASX Limited ABN 98 008 624 691, trading as the Australian Securities Exchange;

Board means the board of directors of the Company;

Chairman means the chairman of the Meeting;

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (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 entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this definition;

Company means Havilah Resources Limited ABN 39 077 435 520;

Corporations Act means the *Corporations Act 2001 (Cth)* as amended from time to time;

Director(s) mean director(s) of the Company;

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting;

Financial Report means the consolidated statement of financial position as at 31 July 2019, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the financial year 31 July 2019, and notes to the consolidated financial statements, and the Directors' Declaration;

Key Management Personnel or **KMP** has the definition given in the relevant Australian Accounting Standard as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity;

Listing Rules means the official listing rules of the ASX as amended from time to time;

Meeting or **Annual General Meeting** or **AGM** means the Annual General Meeting of Shareholders to be held at 'The Auditorium', The Science Exchange, 55 Exchange Place, Adelaide, SA 5000 on 18 December 2019 at 10:00am (Adelaide time);

Notice of Meeting means the notice of meeting convening the Meeting and the Explanatory Memorandum;

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders;

Proxy Form means the proxy form attached to the Notice of Meeting;

Resolution means a resolution to be proposed at the Meeting;

Shareholder means a holder of Shares in the Company;

Shares means ordinary fully paid shares in the issued capital of the Company.

Your vote is important

The AGM is an important event for the Company and is an opportunity for Shareholders to review the Annual Report for 2019, ask questions and vote on relevant matters.

Any enquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to:

Simon Gray

Company Secretary

164 Fullarton Road, Dulwich, SA 5065

Telephone: +61 8 8155 4500

Proxy, representative and voting entitlement instructions

Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a Shareholder is entitled to cast two or more votes at the Meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy

may be appointed to represent a specific proportion or number of votes the Shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a Shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the Meeting under section 250D of the Corporations Act.

The Proxy Form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act.

The Proxy Form (and the power of attorney or other authority, if any, under which the Proxy Form 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 the share registrar of the Company, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC, 3001 or received by Facsimile on 1800 783 447 (within Australia), or +61 3 9473 2555 (outside Australia), or electronically by casting votes online at www.investorvote.com.au and follow the prompts. To use this facility you will need your holder number (SRN or HIN), postcode and control number as shown on the Proxy Form. You will have been taken to have signed the Proxy Form if you lodge it in accordance with the instructions on the website or it is received at the Company's share registrar, Computershare Investor Services Pty Limited, not later than 10.00am (Adelaide time) on 16 December 2019 (being 48 hours before the commencement of the Meeting, or adjourned meeting as the case may be, at which the individual named in the Proxy Form proposes to vote). Any Proxy Forms received after that time will not be valid for the Meeting.**

Custodian Voting:

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

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. A form of the certificate may be obtained from the Company's share registrar.

A Proxy Form is attached to this Notice of Meeting.

Voting entitlement

For the purpose of determining voting entitlements at the Meeting, the Board has determined that Shares will be taken to be held by the registered holders of those Shares at 6.30pm (Adelaide time) on 16 December 2019. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

You must sign the Proxy 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, all of the security holders should sign. |
| Power of Attorney: | To sign under Power of Attorney, you must have already lodged this document with the registrar. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to the Proxy Form when you return it. |
| Companies: | Where the company has a Sole director who is also the Sole company secretary, the Proxy Form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a Sole director can also sign alone.

Otherwise the Proxy 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. |



Havilah Resources

Havilah Resources Limited

ABN 39 077 435 520

HAV

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 am (Adelaide time) on Monday, 16 December 2019.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Havilah Resources Limited hereby appoint



the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Havilah Resources Limited to be held at 'The Auditorium', The Science Exchange, 55 Exchange Place, Adelaide, SA 5000 on Wednesday, 18 December 2019 at 10:00am (Adelaide time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1 & 2 (except where I/we have indicated a different voting intention in step 2) even though Items 1 & 2 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Item 2 where the Chairman of the Meeting intends to vote against.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1 & 2 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

Item 1 Adoption of Remuneration Report

Chairman's
Intention

FOR

For

☐

Against

☐

Abstain

☐

CONTINGENT BUSINESS

Item 2 Spill Resolution

AGAINST

☐☐☐

ORDINARY BUSINESS

Item 3 Election of Mr Victor Previn as a Director

FOR

☐☐☐

Item 4 Election of Mr Simon Gray as a Director

FOR

☐☐☐

Item 5 Appointment of Auditor

FOR

☐☐☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of **Item 2** where the Chairman of the Meeting intends to vote against. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

HAV

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Computershare

