

## Ark Mines Limited (ACN: 123 668 717)

### Notice of Extraordinary General Meeting

**TIME:** 11:30am Sydney time

**DATE:** Friday, 10 October 2025

**PLACE:** Hall Chadwick

Level 40, 2 Park Street, Sydney NSW 2000

This notice of Extraordinary General Meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting. Please contact the Company Secretary on +61 (2) 9232 5444 or [ian@mitchellandsmith.com.au](mailto:ian@mitchellandsmith.com.au) if you wish to discuss any matter concerning the Meeting.

## **IMPORTANT NOTICE SHAREHOLDER COMMUNICATIONS**

Ark Mines Limited's (AHK) share register is maintained by Computershare Investor Services Pty Limited (Computershare).

Shareholders who wish to update personal or contact information, or elect to receive communications electronically, such as the company reports or notices of meeting, may do so via <http://www.computershare.com.au/easyupdate/ahk> and follow the prompts or contact the Share Registry at Computershare (using the details below).

When contacting Computershare you will need your Security Reference Number (SRN) or your Holder Identification Number (HIN) and your postcode. Both numbers are on your Issuer Sponsored/CHESS statements.

### **NOTICE OF MEETING**

Following the passing of the Corporations Amendment (Meetings and Documents) Act 2023, Ark Mines will now issue notices of annual and general meetings electronically where a shareholder has provided a valid email address or has not made an election, unless the shareholder has elected to receive a paper copy of these documents.

If you wish to receive paper copies of notices of meetings, please update your preferences at <http://www.computershare.com.au/easyupdate/ahk> or contact:

Computershare Investor Services Pty Limited  
Level 17, 221 St Georges Terrace, Perth WA 6000  
Tel: 1300 850 505 (within Australia)  
Tel: +613 9323 2000 (outside Australia)  
Email: [web.queries@computershare.com.au](mailto:web.queries@computershare.com.au)  
Website: [www.computershare.com.au](http://www.computershare.com.au)

Alternatively, if you currently receive paper copies of notices of meeting and would prefer to receive them electronically, you can also update your preferences using the same process.

**Ark Mines Limited**  
**ACN 123 668 717**

**Notice of Extraordinary General Meeting**

**10 October 2025**

Notice is hereby given that an Extraordinary General Meeting of the Shareholders of Ark Mines Limited will be held at Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000 at 11.30am (Sydney time) on Friday 10 October 2025 (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and Proxy Form are part of this Notice of Meeting.

Shareholders can vote by returning a completed Proxy Form or attending the Meeting in person. Instructions on how to complete a Proxy Form are set out in the Explanatory Statement.

Proxy Forms must be received by no later than 11.30am (Sydney time) on 8 October 2025.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in Schedule 1 of the Explanatory Statement.

The business of the Meeting affects your shareholding and your vote is important. This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (Sydney time) on 8 October 2025.

## AGENDA

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### RESOLUTION 1 - APPROVAL OF ISSUE OF CONVERTIBLE NOTES

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

*“That, for the purpose of Article 7 of the Company’s Constitution and Listing Rules 7.2 and 7.4 of the ASX Listing Rules and for all other purposes the issue of convertible notes to a related party within the 15% Company capacity under Listing Rule 7.1 as detailed in the Explanatory Memorandum accompanying the Notice of Meeting be ratified and approved.”*

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### RESOLUTION 2 - RATIFICATION OF PRIOR SHARE ISSUE

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,714,285 fully paid ordinary shares to professional and/or sophisticated investors under Listing Rule 7.1 and Listing Rule 7.1A on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”*

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### RESOLUTION 3 - APPROVAL TO ISSUE SHARES TO QBF NO 1 PTY LTD (ACN 051 674 033) AS TRUSTEE OF QIC CRITICAL MINERALS AND BATTERY TECHNOLOGY FUND

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 2,994,012 ordinary fully paid shares at an issue price of \$0.167 per share and otherwise on the terms set out in the Explanatory Memorandum to QBF No 1 Pty Ltd (ACN 051 675 033) as trustee of QIC Critical Minerals and Battery Technology Fund.”*

## VOTING PROHIBITION AND EXCLUSION STATEMENTS

### Corporations Act

The Corporations Act prohibits votes being cast (in any capacity) on the following resolutions by any of the following persons:

Resolution	Persons Excluded from Voting
Resolution 1 - Approval of issue of convertible notes	<p>The Company will disregard any votes cast on this resolution by Ian Mitchell and any associate of Ian Mitchell. However, the Company need not disregard such a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form as the proxy decides. The Board unanimously recommends that Shareholders vote in favour of this resolution (Ian Mitchell did not participate in this recommendation).</p> <p>The Chairman of the meeting intends to vote available proxies in favour of this resolution.</p>
Resolution 2 - Ratification of Prior Share Issue	<p>The company will disregard any votes cast in favour of the resolution by or on behalf of:</p> <ul style="list-style-type: none"><li>• any named person or class of persons excluded from voting; or</li><li>• an associate of that person or those persons.</li></ul> <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"><li>• a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or</li><li>• the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction</li></ul>

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given to the chair to vote on the resolution as the chair decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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Resolution 3 - Approval to Issue Shares to QBF No. 1 Pty Limited as trustee of QIC Critical Minerals and Battery Technology Fund

The company will disregard any votes cast in favour of the resolution by or on behalf of QBF No. 1 Pty Ltd or otherwise any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Shares (except by reason of being a holder of shares in the Company) or any of their respective associates.

However, the Company will not disregard a vote cast in favour of the resolution if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- by the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

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- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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By order of the Board of Directors



Ian Mitchell  
Company Secretary  
5 September 2025

# Explanatory Statement

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## A INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at the office of Hall Chadwick on Friday, 10 October 2025 at 11.30am (Sydney time). The purpose of this Explanatory Statement is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

This Explanatory Statement should be read in conjunction with and forms part of the accompanying Notice:

A Proxy Form is located at the end of this Explanatory Statement.

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## B ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Statement carefully before deciding how to vote on the Resolutions.

### (1) Voting by Proxy

To vote by proxy, please complete and sign and return the Proxy Form (attached to the Notice) to the Company in accordance with the instructions on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) each Shareholder has the right to appoint a proxy;
- (b) the proxy need not be a Shareholder of the Company; and
- (c) a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise half of the votes.

The Company encourages Shareholders completing a Proxy Form to direct the proxy how to vote on the Resolutions.

The Proxy Form must be received no later than 48 hours before the commencement of the Meeting, i.e. by no later than 11.30am (Sydney time) on 8 October 2025. Any Proxy Form received after that time will not be valid for the Meeting.

Shareholders can appoint the Chair of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote



is to be cast on each item of business, and the Chair of the Meeting must follow your instructions.

The Chair intends to vote all undirected proxies in favour of each Resolution.

**(2) Voting in person**

The Directors strongly encourage all Shareholders to lodge a directed proxy form prior to the Meeting.

**(3) Corporate representatives**

Shareholders who are body corporates may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorizing him or her to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting.

**(4) Eligibility to vote**

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (Sydney time) on 8 October 2025.

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**1 RESOLUTION 1 - APPROVAL OF ISSUE OF CONVERTIBLE NOTES**

- 1.1 On 20 December 2024 and 17 February 2025 the Company issued a total of \$550,000 in convertible notes (2,750,000) (Notes) due to expire on 10 October 2026 (unless previously purchased, cancelled, redeemed or converted). The Notes carry a fixed coupon of 10% compounded monthly for the term and are convertible into Company shares at a conversion price of \$0.20c per share. The closing price of the Company's ordinary shares on the ASX on 17 February 2025 was \$0.15 per share.

(Additional consideration for the issue of the Notes in the form of options expired on 17 August 2025).

The proceeds of the Notes were used to pay for the ongoing development and exploration of the Company's tenements and for working capital.

Article 7 of the Constitution of the Company provides that the Directors of the Company may create and issue convertible securities on such terms as the Directors may decide.

Listing Rule 7.1 provides that a listed company may issue or agree to issue shares or other equity securities (such as convertible notes) in aggregate up to 15% of the number of its fully paid ordinary shares within a 12 month period without shareholder approval.

The Company issued the notes to raise \$550,000 within the Company's 15% capacity without shareholder approval.

Pursuant to Listing Rule 7.4, Resolution 1 seeks shareholder approval to ratify the issue of that number of convertible notes (2,750,000) to renew the Company's ability and flexibility to issue new securities up to the 15% capacity specified by Listing Rule 7.1 in the forthcoming year.

The following information in relation to the Notes is provided to shareholders under ASX Listing Rules 7.3, 7.4 and 7.5:

On 20 December 2024 the Company entered into a convertible loan agreement with Mr Ian Mitchell ("Lender") who is a Director of the Company. The Loan is for \$350,000, at an interest rate of 10%pa, for a term commencing on 20 December 2024 and ending on 1 October 2026. The Loan is unsecured.

On 7 February 2025 the Company entered into a further convertible loan agreement with Mr Ian Mitchell ("Lender") who is a Director of the Company. The Loan is for \$200,000, at an interest rate of 10% pa, for a term commencing on 20 December 2024 and ending on 1 October 2026. The Loan is unsecured (together the "Loans").

The balance of the Loans shown above includes interest accrued to 30 June 2025 of \$25,753.

Under the terms of the Loans, the Loan may be converted to shares:

- (a) By the Lender during the period commencing on 20 December 2024 and ending on 20 July 2025, for a conversion price of \$0.20 per share. If exercised during this period the Company will issue to the Lender two options for every five shares delivered, exercisable at \$0.40 per share and expiring 26 July 2026.
- (b) By either party after 20 July 2025 until the end of the Loans.

Under the terms of the Loans, the Loans may be converted to shares:

Any issue of Shares to the Lender is conditional on shareholder approval. In the event that shareholders do not approve the issue, the Loans are repayable in cash.

Directors determined that the terms of the Loans are equal to or better than if the Lender and the Company were dealing at arms-length.

(a) The number of Securities Issued

The total number of securities issued was 2,750,000 Notes which are convertible to the Company's ordinary shares at a conversion price of \$0.20 each (550,000 ordinary fully paid shares in the Company).

The number of ordinary shares to be issued on full conversion of the Notes is 2,750,000.

(b) The Date of Issue

The Notes were issued on 20 December 2024 and 17 February 2025. Issues of ordinary shares on conversion of the Notes will occur progressively depending on when and if the Notes are converted.

(c) The Price at which the Securities were Issued

The Notes were issued for a subscription price of \$550,000 in total.

(d) The Name of the Person to whom the Company Issued the Securities and who can convert them

Ian Mitchell

(e) The Terms of the Securities

The key terms and conditions of the Notes are summarized above.

(f) The Use of the Funds Raised

The proceeds of the Notes were used to pay for the ongoing development and exploration of the Company's tenements and for working capital.

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**2. RESOLUTION 2 - RATIFICATION OF PRIOR SHARE ISSUE**

On 7 May 2025, the Company issued 10,714,285 Shares at an issue price of \$0.14 each, to two sophisticated and professional investors to raise \$1,500,000 ("Placement Shares"). The offerees were KSF FUND NO 2 PTY LTD and ANNE MARIE KARREMAN.

The Company issued the Placement Shares using its existing placement capacity under Listing Rule 7.1 and Listing Rule 7.1A. None of the recipients of the placement shares were related parties or associates of the Company.

Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

Listing Rule 7.1 limits the number of equity securities that the Company may issue in any 12-month period to 15% of the number of shares on issue at the start of this period ("Placement Capacity").

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The issue of the Placement Shares effectively used the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without

Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of their issue.

If shareholders pass this resolution, the issue of the Placement Shares will no longer use up a portion of the Company's Placement Capacity, meaning the Company will have an increase ability to issue equity securities without seeking Shareholder approval.

If shareholders do not pass this resolution, the issue of the Placement Shares will continue to use up a portion of the Company's Placement Capacity until that date that is 12 months from their date of issue, and the Company will therefore have a reduced ability to issue equity securities without seeking Shareholder approval until that time.

**a) Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Item 2:

- (i) the shares were issued to sophisticated and professional investors determined in consultation with the directors. None of the subscribers were a related party of the Company or an associate of any of them, or a party to whom an issue of equity securities requires Shareholder approval under Listing Rule 10.11;
- (ii) 10,714,285 shares were issued;
- (iii) the shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares;
- (iv) the shares were issued on 7 May 2025;
- (v) the shares were issued at an issue price of \$0.14 each;
- (vi) the Company received \$1,500,000 from the issue of the shares, which it is using to provide capital for its mineral exploration program and for corporate and administrative expenses, and working capital; and
- (vii) the shares were not issued pursuant to an agreement.

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**3. RESOLUTION 3 - APPROVAL TO ISSUE SHARES TO QBF NO. 1 PTY LIMITED (ACN 051674033) AS TRUSTEE OF QIC CRITICAL MINERALS AND BATTERY TECHNOLOGY FUND**

### **3.1 INDICATED MINERAL RESOURCE**

On 2 October 2024, the Company announced a Measured Mineral Resource Estimate (MRE) of 71.8Mt @ 1,732.7ppm Monazite Equivalent calculated using a 700ppm MzEq lower cut-off grade for the Project. The mineralisation is from surface to around 12m, and is amenable to low-cost open pit mining methods. The MRE was developed from only 4.5% of the available anomaly area at Sandy Mitchell, with 87.04 km<sup>2</sup> available based on an Exploration Target estimated for Sandy Mitchell of 1.3 billion tonnes to 1.5 billion tonnes @ 1250 to 1490 ppm monazite equivalent. On 8 October 2024, Ark submitted a mining lease Application covering 406 hectares of the Sandy Mitchell Rare Earth and Heavy Mineral deposit. The area under application covers the acreage that forms the basis of the Measured Resource Estimate.

### **3.2 CONSIDERATION FOR THE CHARGE AND SHARE PLACEMENT**

On 25 August 2025, the Company announced a \$4.5M investment by QBF No 1 Pty Ltd as Trustee of QIC Critical Minerals and Battery Technology Fund to advance the Company's development of the Project.

### **3.3 INVESTMENT**

The investment is in two parts:

- (a) Firstly a first fixed charge over the project tenements to secure \$4M in consideration of which Ark will pay to QIC a 2% gross royalty on all funds received from production from the project tenements (or any substituted tenements) for the life of the project.
- (b) A placement of \$500,000 in value of the Company's ordinary fully paid shares at 0.167 cents per share.

The placement of the shares is subject to shareholder approval by this Extraordinary General Meeting.

### 3.4 LISTING RULE 7.1

Subject to a number of exceptions:

- (a) Listing Rule 7.1 limits the number of equity securities a company can issue without the approval of its shareholder over any 12 month period to 15% of the fully paid up ordinary securities it had on issue at the start of the period.
- (b) Listing Rule 10.11 prohibits the issue of securities to related parties and certain others where the relationship between the entity being issued securities and the Company is such that, in ASX's opinion, the issue should be approved by security holders), and their associates.

Securities issues and agreements that are approved by Shareholders under Listing Rule 7.1 are not included in calculating an entity's 15% capacity under Listing Rule 7.1.

Subject to a number of exceptions Listing Rule 7.1 limits the number of equity securities a company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid up ordinary securities it had on issue at the start of the period.

Securities issued and agreements that are approved by Shareholders under Listing Rule 7.1 are not included in calculating an entity's 15% capacity under Listing Rule 7.1.

Without the approval sought in this resolution, the Company would be limited by the operation of Listing Rule 7.1 to issuing only 8,316,966 Shares. This would not be sufficient to permit the Company to issue the Subscription Shares to QCMBTF under the Subscription Agreement.

The Company is therefore seeking the approval of its Shareholders under Listing Rule 7.1 to issue the Subscription Shares to QCMBTF (or its nominee or custodian) in accordance with the Subscription Agreement.

If Resolution 3 is passed, the Company will be able to issue the Subscription Shares to QCMBTF (or its nominee or custodian) under the Subscription Agreement.

If Resolution 3 is not passed, the Company will not be able to issue the Subscription Shares to QCMBTF (or its nominee or custodian) under the Subscription Agreement. Either party to the Subscription Agreement will be entitled to terminate the agreement for failure to obtain shareholder approval of the transaction and the investment by QCMBTF in the Company would be unlikely to proceed.

The following information in relation to the Shares is provided to shareholders under ASX Listing Rule 7.3:

- (a) The Subscription Shares will be allotted to QCMBTF (or its nominee or custodian).

- (b) The total number of Subscription Shares for which approval is sought is 2,994,012 Shares.
- (c) The Subscription Shares to be issued will be issued on the date that is 10 Business Days after satisfaction of the condition precedent to completion under the Subscription Agreement (as described below).
- (d) Each Subscription Share will be issued for the Subscription Price of \$0.167 per share.
- (e) The purpose of the issue, including the intended use of funds, is as set out above.
- (f) The Subscription Shares will be issued under and in accordance with the terms and conditions of the Subscription Agreement. A summary of the material terms of the Subscription Agreement is as follows:
  - Completion of the Subscription Agreement is conditional on the Company's shareholders approving the transaction under Listing Rule 7.1.
  - On settlement of the Subscription Agreement, the Company will issue and allot the Subscription Shares to QCMBTF (or its nominee or custodian), and QCMBTF will pay the Subscription Price to the Company.
  - The Subscription Shares issues will rank equally in all respects with all other Shares on issue at the time the Subscription Shares are issued.

### 3.5 DIRECTORS' RECOMMENDATIONS

The Directors of Ark are each of the view that the information provided and the results of the Company's own geological and metallurgical due diligence justify the proposed further planned expenditure in relation to the tenements and they each believe that the expenditure requirements to develop the tenements are reasonable considering current market conditions, the otherwise likely cost of further capital raising and ensuring a degree of certainty for the conduct of continuing development and mining of the Sandy Mitchell tenements.

Each director of Ark recommends that shareholders vote in favour of the proposed resolution and intends to vote all the shares over which he has control in favour thereof.

#### (a) Capital Structure

After the issue and allotment of the shares the capital structure of the Company will be as follows:

Ordinary Shares	66,160,698
Unlisted Options	5,267,317
Placement to QBF No 1 Pty Ltd	<u>2,994,012</u>
Total	74,422,027

**(b) No Change to Board of Directors**

It is not intended that the composition of the Board of Directors will change as a result of the proposed placement of shares or in the foreseeable future thereafter.



# ARK MINES LTD

ACN 123 668 717

## PROXY FORM

The Company Secretary

Ark Mines Ltd

**By delivery:**

C/- Ian B. Mitchell & Associates,

Suite 9.04A, Level 9, MLC Centre

19-29 Martin Place, Sydney NSW 2000

**By facsimile:**

(+61) 2 9232 6826

**By email:**

[ian@mitchellandsmith.com.au](mailto:ian@mitchellandsmith.com.au)

**Step 1 – Appoint a Proxy to Vote on Your Behalf**

I/We<sup>1</sup> \_\_\_\_\_

of \_\_\_\_\_

being a Shareholder/Shareholders of the Company and entitled to \_\_\_\_\_

votes in the Company, hereby appoint:

**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 and address of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

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 on my/our behalf at the Meeting to be held at the office of Hall Chadwick on Friday, 10 October 2025 at 11.30am (Sydney Time) and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit, except for as set out below).

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

**Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.**

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

**Step 2 – Instructions as to Voting on the Resolution**

**INSTRUCTIONS AS TO VOTING ON THE RESOLUTION**

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

**AGENDA**

Resolution 1	Approval of Issue of Convertible Notes
Resolution 2	Ratification of prior share issue
Resolution 3	Approval to Issue Shares to QBF No 1 Pty Ltd

**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"/>

**Authorised signature/s**

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

\* If you mark the Abstain box for a particular Resolution, 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.

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

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

\_\_\_\_\_  
Contact Name

\_\_\_\_\_  
Contact Daytime Telephone

\_\_\_\_\_  
Date

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<sup>1</sup>Insert name and address of Shareholder

**Proxy Notes:**

A Shareholder entitled to attend and vote at the General Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting. If the Shareholder is entitled to cast 2 or more votes at the General Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that General Meeting, the representative of the body corporate to attend the General Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

Joint Holding:                      where the holding is in more than one name all of the holders must sign.

Power of Attorney:              if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies:                        a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the General Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (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 deposited at or received by facsimile transmission at the address below no later than 48 hours prior to the time of commencement of the General Meeting (AEDT).

**Hand deliveries:**      C/- Ian B. Mitchell & Associates, Suite 9.04A, Level 9, MLC Centre, 19-29 Martin Place, Sydney NSW 2000

**Facsimile:**                (+61) 2 9232 6826

**Email:**                    [ian@mitchellandsmith.com.au](mailto:ian@mitchellandsmith.com.au)