



ABN 45 008 740 672

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting of Mintails Limited ("the Company" or "Mintails") will be held at 3:00 pm (Melbourne, Victoria time) on Thursday, 27 November 2014, at:

The Function Room,
Giorgios Restaurant,
1235 High Street,
Armadale, Victoria, Australia, 3143

Further details in respect of the resolution proposed in this Notice of Annual General Meeting are set out in the accompanying Explanatory Memorandum which forms part of this Notice of Annual General Meeting. The details of each resolution contained in the Explanatory Memorandum should be read together with this Notice of Annual General Meeting.

BUSINESS

2014 ANNUAL FINANCIAL REPORT

To receive and consider the Annual Financial Report of the Company comprising the Annual Financial Statements, the Directors' Report and the Auditor's Report for the year ended 30 June 2014.

RESOLUTIONS - ORDINARY BUSINESS

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

Resolution 1 - Non-Binding Adoption of 2014 Remuneration Report

"THAT shareholders hereby adopt the 2014 Remuneration Report as published in the Directors Report section of the Company's 2014 Annual Report."

Voting Exclusion: A voting exclusion statement applies to this Resolution. Refer to page 2.

Resolution 2 - Re-election of Director, Mr Mark Brune

"THAT Mr Mark Brune, who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company"

Resolution 3 – Non-Executive Remuneration

"THAT the shareholders approve the setting of Non-Executive Directors' Remuneration at \$2,000 per day, for services performed in excess of 2 days per month, on the terms set out in the Explanatory Notes which accompanied and formed part of the Notice of Meeting"

Voting Exclusion: A voting exclusion statement applies to this Resolution. Refer to page 2.

Resolution 4 - Approval of 10% Placement Issue

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

“THAT pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the Company be permitted to issue up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Memorandum to this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by:

- *all Directors of the Company and all persons who have been named by the Company as Key Management Personnel as detailed in the 2014 Remuneration Report; or*
- *an associate of those persons.*

The Company will disregard any votes cast on Resolution 3 by:

- *Directors of the Company; or*
- *an associate of those persons.*

The Company will disregard any votes cast on Resolution 4 by:

- *a person who may participate in the 10% placement issue and a person who might obtain a benefit, (except a benefit solely in the capacity of a holder of ordinary securities, if this resolution is passed), and any associates of those persons (in accordance with ASX Listing Rule 14.11).*

However, in respect to each of the above resolutions, the Company need not disregard a vote cast on the resolutions 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*
- *it is cast 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 to vote as the proxy decides.*

Although the Chairman is considered a Director/Key Management Personnel, he intends to vote all available and undirected proxies in favour of Resolution 1. If you do not wish for the Chairman to vote in favour of Resolution 1, please mark your proxy form 'against' or 'abstain' for this resolution.

Dated: 27 October 2014

By the order of the Board

Ms Terri Bakos
Company Secretary

The accompanying Explanatory Memorandum and the Proxy and Voting Instructions form part of this Notice of Meeting.

PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

A member who is entitled to vote at a meeting may appoint:

- (a) one proxy if the member is only entitled to one vote; and
- (b) one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

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 registered office of the Company or sent by facsimile transmission to the Company's registered office on +61 3 9822 7735 not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by

the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice.

Corporate Representatives

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 5:00 pm (Melbourne, Victoria time) on Tuesday, 25 November 2014 are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.



ABN 45 008 740 672
("the Company")

ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This accompanying Explanatory Memorandum ("this Memorandum") is dated 27 October 2014 and forms part of the Company's Notice of the Annual General Meeting to be held at 3:00 pm (Melbourne, Victoria time) on Thursday, 27 November 2014, at:

The Function Room,
Giorgios Restaurant,
1235 High Street,
Armadale, Victoria, Australia, 3143

The Notice of Annual General Meeting incorporates, and should be read together with, this Memorandum.

Resolutions 1 to 4 of the Notice of Meeting are submitted as ordinary business of the Company.

BUSINESS

Resolution 1- Non-Binding Adoption of 2014 Remuneration Report

Pursuant to the Corporations Act 2001, the Annual General Meeting of a listed company must propose a resolution that the Remuneration Report be adopted. Also pursuant to the Corporations Act 2001, the vote on Resolution 1 is advisory only and does not bind either the Directors or the Company. The Board will consider the outcome of the vote made by shareholders on the remuneration report at the meeting when reviewing the Company's remuneration policies.

The Remuneration Report is included in the Annual Report distributed to shareholders and the financial statements laid before the Annual General Meeting. Shareholders will be given the opportunity to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

In accordance with Section 250R(4) of the Corporations Act, the Company will disregard any votes cast on Resolution 1 by:

- (a) a member of the Key Management Personnel (KMP) as disclosed in the Remuneration Report; and
- (b) a closely related party (such as close family members and any controlled entities) of those persons;

However, key management personnel may cast a vote on the resolution if the key management personnel does so as a proxy appointed and the vote is not cast on behalf of a key management personnel whose remuneration details are included in the remuneration report.

*If you have appointed the Chairperson (who is a key management person) or the Chairperson is appointed your proxy by default, you are deemed to have directed the Chairperson to vote in accordance with the Chairpersons voting intention. **The Chairperson's voting intention in relation to Resolution 1, is to vote 'for' the resolution.***

If you do not wish for the Chairman to vote in favour of this resolution, please mark your proxy form 'against' or 'abstain' for this resolution.

Resolution 2 - Re-election of Director, Mr Mark Brune

At each Annual General Meeting of the Company, one third of the Directors of the Company (except a Managing Director) must retire from office by rotation, in accordance with the Company's Constitution. No Director (except a Managing Director) shall retain office for a period in excess of three years without submitting himself or herself for re-election. A Director who retires from office by rotation and is eligible for re-election may offer himself or herself for re-election.

Resolution 2 relates to the re-election of Mr Mark Brune. Mr Mark Brune started his career in banking working as an analyst in debt capital markets and as a foreign exchange trader. He has over fifteen years of experience in financial and investment management. After completing an MBA, he joined HDG, a London-based private investment management company, where his initial responsibilities included asset and financial management. He was appointed Managing Director at HDG in 2006 and also serves on the board of several client organisations.

The Directors, other than Mr Brune, recommend that shareholders vote in favour of this Resolution 2. Mr Brune, because of his interest, makes no recommendation in relation to this Resolution 2.

Resolution 3 – Non-Executive Remuneration

At the Company's Extraordinary General Meeting of 15 June 2011, shareholders approved a resolution proposed by a substantial shareholder, Mr. Seager Rex Harbour, to reduce each individual Non-Executive Directors' remuneration for salary and fees to a maximum amount of \$37,500 pa, to be effective from the date of the Company's 2011 Annual General Meeting.

At the time that Mr. Harbour proposed this resolution, it was envisaged that the Non-Executive Directors would only be required to spend a maximum of 24 days per year, or 2 days per month, on Company-related business, which is within the normal range for Non-Executive Directors of listed companies. This is equivalent to a commercial rate of \$1,563 per day.

Since the appointment of Messrs Rose, Blumberg and Carr to the Board as Non-Executive Directors, there have been wide-ranging changes to the Company's operations and senior management. Since their appointment, the Company has acquired the Randfontein Assets from West Wits Mining Limited, appointed two CEO's to the Company's operations in South Africa (which subsequently resigned), restructured its BBEEE program and dealt with community concerns over its mining operations near townships which ultimately lead to the Department of Mining in South African imposing temporary mining restrictions on the Company's operations.

As a result, a number of the Non-Executive Directors have been required to spend well in excess of 2 days per month on Company business that would normally be handled by senior executive management. Several of the Non-Executive Directors have also been required to make several trips to South Africa in order to properly carry out the above tasks.

At the Company's Annual General Meeting of 24 November 2011, shareholders approved a resolution to pay Non-Executive Directors for any work they performed in excess of the required 2 days per month, at a rate of \$1,500 per day, for a 10 hour day.

Shareholder approval is now being sought to allow the Company to pay Non-Executive Directors at a rate of \$2,000 per day, for a 10 hour day, for any work they perform over the required 2 days per month. This equates to \$200 per hour, which the Company believes is commensurate with their responsibilities.

Although it is likely that some of the Non-Executive Directors will be required to spend more than 2 days per month on Company business for the foreseeable future, they have agreed to cap their remuneration at \$150,000 pa (equivalent to 75 days pa), irrespective of how much time they actually spend on Company business.

Furthermore, subject to the passing of this resolution, the maximum annual aggregate amount of remuneration to Non-Executive Directors, will increase from \$500,000 to \$600,000 for the purposes of ASX Listing Rule 10.17 and all other purposes.

The Directors, because of their interest in this resolution, make no recommendation in relation to this resolution.

If you appoint the Chairperson as your proxy, and leave your vote undirected in relation to Resolution 3 (that is, you have not marked your vote 'for', 'against' or 'abstained'), you are deemed to have directed the Chairperson to vote in accordance with the Chairpersons voting intention.

The Chairpersons voting intention in relation to Resolution 3 is to vote 'for' the resolution.

If you have appointed the Chairperson as your proxy and you wish to direct the Chairperson to vote "against" or "abstain" in relation to Resolution 3, you should mark the relevant box in the attached proxy form.

The Company encourages all shareholders intending to nominate the Chairperson or any Key Management Personnel as their proxy, to cast their votes either "for", "against" or "abstain" in relation to Resolution 3.

Resolution 4 – Approval of 10% Placement Issue

5.1 GENERAL

ASX Listing Rule 7.1A enables 'eligible entities' to issue up to 10% of their issued share capital through placements over a 12 month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A as it is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company's current market capitalisation is approximately \$14,789,219.

This resolution must take the form of a **special resolution** which requires at least 75% of the votes that may be cast by members who are entitled to vote, to be cast in favour of the resolution. This includes voting via proxies.

The Company is now seeking Shareholder approval to have the ability to issue Shares under the 10% Placement Facility. If passed, this resolution would effectively allow the Company to issue up to 25% of its issued capital in the next 12 months without seeking any additional Shareholder approvals. The Shares issued under the 10% Placement Facility must be an existing class of security currently quoted on the ASX, that is fully paid ordinary Shares.

5.2 Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, the number of 'Equity Securities' (as that term is defined in the Listing Rules) is calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of the issue or agreement:

- (a) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (b) plus the number of partly paid shares that became fully paid in the 12 months;
- (c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
- (d) less the number of fully paid shares cancelled in the 12 months.

Note that A is has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under ASX Listing Rules 7.1 or 7.4.

4.3 Issue price restrictions

Shareholders are advised that it is a condition of approval under ASX Listing Rule 7.1A that the issue price for any securities issue under the 10% Placement Facility must not be less than 75% of the VWAP calculated over the 15 trading days immediately before:

- (i) the date on which the price at which the 10% Placement Facility is agreed or issued; or
- (ii) if the securities are not issued within 5 trading days of the date referred to in paragraph (i) the date on which the securities are issued.

(Maximum Discount)

4.4 Specific Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) The minimum price at which the Equity Securities will be issued:

The Company has not determined the price at which securities issued under the 10% Placement Facility will be issued but in any event, the issue price cannot be less than the Maximum Discount referred to above.

(b) The risk of economic and voting dilution of existing Shareholders that may arise from an issue:

There is a risk that:

- (i) the market price for the Company's securities may be significantly lower on the date of the issue of the securities than on the date of the Annual General Meeting; and
- (ii) the securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of this Notice of Meeting.

The table also shows:

- (i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.027 50% decrease in Deemed Price	\$0.055 Deemed Price	\$0.082 50% Increase in Deemed Price
Current Variable A 268,894,893 Shares	10% Voting Dilution	26,889,489 Shares	26,889,489 Shares	26,889,489 Shares
	Funds raised	\$726,016	\$1,478,921	\$2,204,938
50% increase in current Variable A 403,342,339 Shares	10% Voting Dilution	40,334,233 Shares	40,334,233 Shares	40,334,233 Shares
	Funds raised	\$1,089,024	\$2,218,382	\$3,307,407
100% increase in current Variable A 537,789,786 Shares	10% Voting Dilution	53,778,978 Shares	53,778,978 Shares	53,778,978 Shares
	Funds raised	\$1,452,032	\$2,957,843	\$4,409,876

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting;
- (ii) The table does not demonstrate an example of dilution that may be caused to a particular Shareholder by reason of placements under ASX Listing Rule 7.1A, based on that Shareholder's holding at the date of the Meeting;
- (iii) The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule";

- (iv) The price of ordinary securities is deemed for the purposes of the table above to be \$0.055 being the closing price of the Company's listed securities on ASX on 30 September 2014 (Deemed Price);
- (v) The table does not demonstrate the effect of listed or unlisted options being issued under ASX Listing Rule 7.1A, it only considers the issue of the fully paid ordinary securities.

(c) **The date by which securities under this listing rule will be issued.**

The Company has not made a determination as to when any shares under the 10% Placement Facility will be issued. In any event, the final date of issuing shares under the 10% Placement Facility is 12 months from the date of this resolution or earlier if Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities or ASX Listing Rule 11.2 (disposal of main undertaking).

(d) **The purpose for which the securities may be issued including for non-cash consideration:**

The Company intends to make the 10% Placement Facility available for:

- Funding the Company's Capital expenditure programs, acquiring further mining rights or projects and further develop existing projects .
- Acquiring assets. In these circumstances the issue of the ordinary shares may be made in substitution for the Company making cash payment for the assets. If the Company elects to issue the ordinary shares for the purpose of acquiring assets for non-cash consideration, then the Company will release to the market a valuation of the assets prior to issuing the shares.
- Paying suppliers or consultants of the Company.

Details regarding the purposes for which any particular issue under Listing Rule 7.1A is made will be more fully detailed in an announcement to the ASX made pursuant to Listing Rule 7.1A.4 and Listing Rule 3.10.5A at the time the issue is made.

(e) **The Company's allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. No allottees have been determined as at the date of this Explanatory Memorandum. Should the Company determine to issue securities under the 10% Placement Facility, the allottees will be determined on a case-by-case basis and may be a mix of existing and new Shareholders, having regard to the needs and requirements of the Company at the relevant time.

(f) Previous Approval under ASX Listing Rule 7.1A

The Company has previously obtained shareholder approval under Listing Rule 7.1A at the 2013 Annual General Meeting. As at the date of this Notice, the Company has not issued any Equity Securities under Listing Rule 7.1A in the 12 months prior to the date of the Annual General Meeting and accordingly no funds have been raised from the issue of equity securities under Listing Rule 7.1A in the 12-month period.

Details of all issues of equity securities issued since the 2013 Annual General Meeting are:

Date	Quantity	Class	Recipients	Issue Price And Discount to Market Price (if applicable)	Form of Consideration
23 December 2013	114,094,248	Shares	Rights Issue Subscribers	\$0.055 per share. (No discount to market price). Market price on date of issue was \$0.053 per share.	Shares were issued to existing shareholders under a Rights Issue. Total Cash received was \$6,275,183. All proceeds have been spent according to the projects & items outlined in the prospectus document.
30 May 2014	94,500	Shares	Employees under the Company ESOP	Shares issued for Nil Cash Consideration. Underlying Options had a deemed value of \$ 0.40 each when issued (No discount to market price). Market price of shares on date of issue of shares was \$0.054.	Shares were issued on the exercise of options that had a zero exercise price. No cash was received. Current value of shares is \$5,198
12 June 2014	150,500	Shares	Employees under the Company ESOP	Shares issued for Nil Cash Consideration. Underlying Options had a deemed value of \$ 0.40 each when issued (No discount to market price). Market price of shares on date of issue of shares was \$0.054.	Shares were issued on the exercise of options that had a zero exercise price. No cash was received. Current value of shares is \$8,277.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

The Directors unanimously recommend Shareholders vote in favour of Special Resolution 4.

Mintails Limited

ABN 45 008 740 672

All correspondence to:

Mintails Limited
PO Box 8694
Armadale VIC 3143
Enquiries: +61 3 9824 5254
Facsimile: +61 3 9822 7735

PROXY FORM

Annual General Meeting 27 November 2014

Appointment of Proxy

I/We being a shareholder/shareholders of the Company pursuant to my/our right to appoint

☐

The Chairman of the
Meeting
(mark with an "X")

OR

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

or failing him/her, (or if no proxy is specified above), the Chairman of the meeting, as my/our proxy to act generally at the meeting and to vote for me/us and on my/our behalf at the Annual General Meeting to be held at **The Function Room, Giorgios Restaurant, 1235 High Street, Armadale VIC 3143** on **Thursday, 27 November 2014, at 3.00pm** and at any adjournment of that meeting.

If the Chairman of the Meeting is my/our proxy or is appointed my/our proxy by default and I/we do not direct my/our proxy how to vote in respect of resolutions 1& 3, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

If you do not wish for your vote to be voted in this way, you should direct your proxy how to vote.

The Chairman intends to vote all undirected proxies in favour of all resolutions.

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

RESOLUTION	For	Against	Abstain*
1. Non-Binding Adoption of 2014 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director, Mr. Mark Brune	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Non-Executive Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of 10% Placement Issue	<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.

PLEASE SIGN HERE

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

Executed in accordance with section 127 of the Corporations Act:

Individual or Shareholder 1

Joint Shareholder 2

Joint Shareholder 3

Sole Director & Sole Company Secretary

Director

Director / Company Secretary

Dated this _____ day of _____ 2014

Contact Name

Contact Business Telephone / Mobile

INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Your pre-printed name and address is as it appears on the share register of the Company. If you are Issuer Sponsored and this information is incorrect, make the correction on the form, sign it and return it to us. Securityholders sponsored by a broker on the CHESSE subregister should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.
2. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes.
4. A proxy need not be a shareholder of the Company.
5. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
6. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company prior to the meeting or produced for admission to the Meeting.
7. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or originally certified copy) of an appropriate Power of Attorney should be produced for admission to the Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

8. 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, all of the shareholders should sign.
Power of Attorney:	If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.
Companies:	<p>Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person.</p> <p>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.</p> <p>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.</p>

9. Lodgment of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than 3.00 pm on 25 November 2014 (48 hours before the commencement of the meeting).

Any Proxy Form received after that time will not be valid for the scheduled meeting.

Hand deliveries

**Suite 1
1233 High Street
Armadale VIC 3143**

Postal address:

**PO Box 8694
Armadale VIC 3143**

Fax number:

+61 3 9822 7735