



ACN 118 159 881

**NOTICE OF GENERAL MEETING
AND
EXPLANATORY STATEMENT**

**General Meeting to be held at the offices Trident Capital,
Level 24, 44 St George's Terrace, Perth, Western Australia
on 1 October 2014 commencing at 10.00am (WST).**

This Notice of General Meeting and Explanatory Statement should be read in its entirety.
If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or
other professional adviser without delay.

OZ BREWING LIMITED

ACN 118 159 881

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders of Oz Brewing Limited will be held at the offices of Trident Capital, Level 24, 44 St George's Terrace, Perth, Western Australia on 1 October 2014 commencing at 10.00am (WST).

1. Ratification of issue of Shares under the Tranche 1 Placement

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

"That for the purpose of Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 62,074,335 Shares to Exempt Investors under the Tranche 1 Placement on the terms and conditions set out in the Explanatory Statement."

Voting exclusion

The Company will disregard any votes cast on this resolution by any person who participated in the issue the subject of this resolution and any person associated with those persons. However, the Company need not disregard any 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 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.

2. Approval of issue of Shares under the Tranche 2 Placement

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

"That for the purpose of Listing Rule 7.1 and for all other purposes, approval is given to issue of 160,000,000 Shares at an issue price of \$0.003 per Share to Exempt Investors under the Tranche 2 Placement on the terms and conditions set out in the Explanatory Statement."

Voting exclusion

The Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. However, the Company need not disregard any 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 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.

3. Resolution 3 – Issue of Shares to Pathways Corporate Pty Ltd

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 10.11 and for all other purposes, approval be and is hereby given to the issue of 8,444,433 Shares to Pathways Corporate Pty Ltd (or its nominee) on the terms and conditions as outlined in the Explanatory Statement."

Voting Exclusion Statement

In accordance with Listing Rule 10.13.6, the Company will disregard any votes cast on Resolution 3 by Pathways Corporate Pty Ltd or any of its associates. However, the Company will not disregard a vote if it is cast by Pathways Corporate Pty Ltd or any of its associates as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or if 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.

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4. Resolution 4 – Issue of Shares to Creditors

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 10.11 and for all other purposes, approval be and is hereby given to the issue of 31,357,502 Shares to Trident Capital Pty Ltd (or their nominee) and 10,198,065 Shares to Trident Management Services Pty Ltd (or their nominee) on the terms and conditions as outlined in the Explanatory Statement.”

Voting Exclusion Statement

In accordance with Listing Rule 10.13.6, the Company will disregard any votes cast on Resolution 4 by Trident Capital Pty Ltd and Trident Management Services Pty Ltd or any of their associates. However, the Company will not disregard a vote if it is cast by Trident Capital Pty Ltd or Trident Management Services Pty Ltd or any of their associates as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or if 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.

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Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of General Meeting and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice of General Meeting and the Explanatory Statement.

Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the General Meeting or handed in at the General Meeting when registering as a corporate representative.

Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 5.00pm (WST) on 29 September 2014. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the General Meeting.

Enquiries

Shareholders may contact the Company on (+61 8) 6211 5099 if they have any queries in respect of the matters set out in these documents.

By Order of the Board of Directors



David Wheeler
Chairman
26 August 2014

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

Explanatory Notes on Ordinary Business

Resolution 1 – Ratification of issue of Shares under Tranche 1 Placement

On the 31 July 2014, the Company announced it had entered into a Heads of Agreement with 3D Group Pty Ltd ("**3DG**"), key 3DG Shareholders and Street Capital Partners Pty Ltd that, subject to satisfaction of a number of conditions precedent, will result in Oz Brewing acquiring all of the issued capital of 3DG.

Pursuant to the Heads of Agreement (as amended by a Deed of Variation dated 13 August 2014), the Company has agreed to undertake a placement to raise \$666,223 at \$0.003 by issuing 222,074,335 shares ("**Placement**").

The Placement is to be completed in two tranches. The Tranche 1 Placement was completed on 6 August 2014 with the Company issuing 62,074,335 Shares under the Company's 15% capacity.

The Tranche 2 Placement will be completed subject to Shareholder Approval the subject of Resolution 2.

Shareholder approval is sought to ratify the 62,074,335 Shares previously issued under the Tranche 1 Placement and referred to in Resolution 1.

Listing Rules

Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) prior approval of shareholders is required for an issue of securities by a company if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of the ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that an issue of securities by a company made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the Company's shareholders subsequently approve it. Such approval replenishes the company's 15% capacity and enables it to issue further securities up to that limit. Accordingly, if Resolution 1 is approved, the Shares issued under the Tranche 1 Placement will not be included in the Company's 15% calculation for the purposes of Listing Rule 7.1.

Listing Rule 7.5 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolution 3 for the purposes of Listing Rule 7.4:

- (a) A total of 62,074,335 Shares were issued.
- (b) The Shares had an issue price of \$0.003 per Share.

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- (c) The Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.
 - (d) The Shares under the Tranche 1 Placement were issued to Exempt Investors. None of the allottees were related parties of the Company.
 - (e) Funds raised will be utilised to enable the Company to advance loan funds to 3DG in accordance with the Heads of Agreement and for general working capital.
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Resolution 2 – Approval of the Issue of Shares under Tranche 2 Placement

As noted above, the Company agreed to undertake a placement to raise \$666,223 to be completed in two tranches. On 6 August 2014 the Company issued 62,074,335 as the Tranche 1 Placement to Exempt Investors (as referred to in Resolution 1).

Shareholder approval is sought for the issue an additional 160,000,000 Shares to under the Tranche 2 Placement and referred to in Resolution 2.

Listing Rules

Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) prior approval of shareholders is required for an issue of securities by a company if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of the ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.3 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolution 2 for the purposes of Listing Rule 7.1:

- (a) A total of 160,000,000 Shares are to be issued.
- (b) The Shares will be issued as soon as possible after the Meeting and in any event, no later than 3 months after the Meeting (or such later date to the extent permitted by any ASX waiver of the Listing Rules).
- (c) The Shares will have an issue price of \$0.003 per Share.
- (d) The Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue.
- (e) The Shares to be issued under the Tranche 2 Placement will be issued to Exempt Investors including clients of Taylor Collison. None of the allottees will be related parties of the Company.
- (f) Funds raised will be utilised to enable the Company to advance loan funds to 3D Group in accordance with the Heads of Agreement and general working capital.

Resolution 3 – Approval of the Issue of Shares to Pathways Corporate Pty Ltd

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of 8,444,433 Shares to Pathways Corporate Pty Ltd (or nominee). The Shares to be issued are in satisfaction of Director's fees due and payable in relation to Mr David Wheeler's position as Chairman of the Company and Mr Joe Graziano's position as a non-executive director of the Company.

Due to the Company's cash position, the Directors have agreed to receive payment of their outstanding Director's fees in Shares. The value of shares being issued to Pathways Corporate Pty Ltd represents Mr Wheeler and Mr Graziano's fees for the period 1 February 2014 to 30 June 2014. The number of Shares to be issued is based on total fees payable of \$25,333.32 at an issue price of \$0.003 per Share.

The Company is not seeking Shareholder approval under section 208 of the Corporations Act on the basis that, having considered all of the circumstances, the Board believes the proposed issue of securities under Resolution 3 to be at arm's length and on commercial terms pursuant to section 210 of the Corporations Act. It is also noted that the securities to be issued are at the same issue price of \$0.003 as the Placement.

ASX Listing Rule 10.11

Listing Rule 10.11 provides that a company must not issue equity securities to a "related party" without the approval of holders of ordinary securities, or to a person whose relationship with the company or a related party of the company is, in ASX's opinion, such that approval should be obtained. Further, Listing Rule 7.2 (Exception 14) states that approval pursuant to Listing Rule 7.1 is not required if shareholder approval is obtained under Listing Rule 10.11.

Pathways Corporate Pty Ltd is a related party of the Company as it is an entity controlled by Mr David Wheeler and Mr Joe Graziano. The Directors have determined to seek Shareholder approval under Listing Rule 10.11 to permit the issue of Shares to Pathways Corporate Pty Ltd as a related party of the Company on the terms in Resolution 3.

The issue of the Shares under Resolution 3 will not affect the capacity of the Company to issue securities in the next 12 months under Listing Rule 7.1, as those Shares (once issued) will be excluded from the calculations under Listing Rule 7.1.

ASX Listing Rule 10.13

Listing Rule 10.13 required the following information to be provided to the Shareholders in relation to Resolution 4 to satisfy Listing Rule 10.11:

- (a) The name of the allottee of the securities is Pathways Corporate Pty Ltd (or nominee).
- (b) The maximum number of securities to be allotted and issued is 8,444,433 Shares.
- (c) The Shares will be issued as soon as possible after the Meeting and in any event, no later than 1 month after the Meeting (or such later date to the extent permitted by any ASX waiver of the Listing Rules).
- (d) Pathways Corporate Pty Ltd is controlled by Mr David Wheeler and Mr Joe Graziano, who are Directors of the Company.
- (e) The issue price for the Shares is \$0.003 per Share.

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- (f) The Shares issued under Resolution 3 are ordinary fully paid shares which rank equally with existing Shares on issue.
- (g) The Shares will not be issued for cash consideration. The consideration for the Shares pursuant to Resolution 3 is the provision of services by Mr David Wheeler and Mr Joe Graziano as Directors of the Company.
- (h) No funds will be raised from the issue of the Shares under Resolution 3.

Pursuant to ASX Listing Rule 7.2, if ASX Listing Rule 10.11 Shareholder approval is being sought, approval under ASX Listing Rule 7.1 is not required.

Resolution 4 – Approval of the Issue of Shares to Creditors

Background

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of 41,555,567 Shares to Creditors (or their respective nominees). The Shares to be issued at \$0.003 are in satisfaction of services provided by:

- (a) Trident Capital Pty Ltd
 - a. Corporate advisory fees under a Corporate Mandate dated 29 November 2012 payable from 1 July 2013 to 31 December 2013; and
 - b. Rental of facilities and premises under a Service Agreement dated 1 November 2011 payable from 1 August 2013 to 30 June 2014.
- (b) Trident Management Services Pty Ltd - fees due for the provision of company secretarial and accounting services under a Services Agreement dated 1 November 2011 payable from 1 December 2013 to 30 June 2014.

The amounts payable to each of the above parties and to be satisfied by the issue of Shares, and the number of Shares to be issued at an issue price of \$0.003, is as follows:

| | Amount Owing | Number of Shares to be issued |
|-------------------------------------|--------------|----------------------------------|
| Trident Capital Pty Ltd | 94,072.51 | 31,357,502 |
| Trident Management Services Pty Ltd | 30,594.19 | 10,198,065 |

ASX Listing Rule 10.11

Listing Rule 10.11 provides that a company must not issue equity securities to a “related party” without the approval of holders of ordinary securities, or to a person whose relationship with the company or a related party of the company is, in ASX’s opinion, such that approval should be obtained. Further, Listing Rule 7.2 (Exception 14) states that approval pursuant to Listing Rule 7.1 is not required if shareholder approval is obtained under Listing Rule 10.11.

Trident Capital is a related party of the Company due to Paul Price being a director of both the Company and Trident Capital. Trident Management Services is a related party of the Company as it is majority owned by Trident Capital. The Directors have determined to seek Shareholder approval under Listing Rule 10.11 to permit the issue of Shares to Trident Capital and Trident Management Services as a related parties of the Company on the terms in Resolution 4.

The issue of the Shares under Resolution 4 will not affect the capacity of the Company to issue securities in the next 12 months under Listing Rule 7.1, as those Shares (once issued) will be excluded from the calculations under Listing Rule 7.1.

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ASX Listing Rule 10.13

Listing Rule 10.13 required the following information to be provided to the Shareholders in relation to Resolution 4 to satisfy Listing Rule 10.11:

- (a) The name of the allottees of the securities are:
 - a. Trident Capital Pty Ltd (or nominee) 31,357,502 Shares; and
 - b. Trident Management Services Pty Ltd (or nominee) 10,198,065 Shares.
- (b) The maximum number of securities to be allotted and issued is 41,555,567 Shares.
- (c) The Shares will be issued as soon as possible after the Meeting and in any event, no later than 1 month after the Meeting (or such later date to the extent permitted by any ASX waiver of the Listing Rules).
- (d) Trident Capital Pty Ltd is a related party of the Company due to Paul Price being a Director of Trident Capital Pty Ltd and the Company. Trident Management Services is a related party of the Company as it is majority owned by Trident Capital.
- (e) The issue price for the Shares is \$0.003 per Share.
- (f) The Shares issued under Resolution 4 are ordinary fully paid shares which rank equally with existing Shares on issue.
- (g) The Shares will not be issued for cash consideration. Rather, the consideration for the Shares pursuant to Resolution 4 is the provision of corporate advisory services, company secretarial and accounting services and rental of facilities and premises.
- (h) No funds will be raised from the issue of the Shares under Resolution 4.

Pursuant to ASX Listing Rule 7.2, if ASX Listing Rule 10.11 Shareholder approval is being sought, approval under ASX Listing Rule 7.1 is not required.

ASIC and ASX Involvement

A copy of this notice of Meeting, including this Explanatory Memorandum, has been lodged with ASX. Neither ASIC nor ASX nor any of their respective officers takes any responsibility for the contents of these documents.

Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

| | |
|------------------------------------|--|
| 3DG | means 3D Group Pty Ltd (ACN 168 587 531) |
| General Meeting | means the General Meeting convened by this Notice of meeting. |
| Associate | means a party so described by section 10 – 17 of the Corporations Act. |
| ASX | ASX Limited (ACN 098 624 691). |
| WST | Western Standard Time. |
| Board | Board of Directors. |
| Chairman | means Mr David Wheeler. |
| Constitution | Constitution of the Company. |
| Company or Oz Brewing | Oz Brewing Limited (ACN 118 159 881) |
| Corporations Act or Act | Corporations Act 2001 (Cth). |
| Director | Director of the Company. |
| Exempt Investor | an investor to whom securities may be offered without disclosure in accordance with section 708 of the Corporations Act. |
| Explanatory Statement | the Explanatory Statement accompanying the Notice of General Meeting. |
| Listing Rules | the listing rules of ASX. |
| Meeting | means this General Meeting. |
| Notice of General Meeting | the Notice of General Meeting accompanying the Explanatory Statement. |
| Placement | means the issue Shares to Exempt Investors under the Tranche 1 Placement and Tranche 2 Placement. |
| Shares | ordinary fully paid shares in the capital of the Company. |
| Shareholder or Member | means a shareholder of the Company. |
| Tranche 1 Placement | means the placement of 62,074,335 Shares completed on 6 August 2014. |
| Tranche 2 Placement | means the placement of 160,000,000 Shares to be completed following approval of Shareholders at this Meeting. |
| Trident | means Trident Capital Pty Ltd (ACN 100 561 733). |
| Trident Management Services | means Trident Management Services Pty Ltd (ACN 118 886 230) |

OZ BREWING LIMITED
GENERAL MEETING – APPOINTMENT OF PROXY

I/We

of

being a member of Oz Brewing Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name of Proxy

OR

☐

the Chairman of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chairman of the General Meeting, or the Chairman's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the General Meeting to be held at the offices of Trident Capital, Level 24, 44 St Georges Terrace, Perth, Western Australia on 1 October 2014 commencing 10.00am (WST) and at any adjournment thereof.

Important:

If the Chairman of the meeting is your proxy, or if appointed your proxy by default and you do not wish to direct him/her how to vote on any of these resolutions, you must mark the above box with an "X". By marking the box, you acknowledge that the Chairman of the meeting may exercise your proxy on those resolutions (for which you have not given a direction) even if he/she has an interest in the outcome of the resolution and that votes cast by him/her, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote on any of these resolutions, the Chairman of the meeting will not cast your votes on the resolutions (for which you have not given a direction) on a show of hands or on a poll. The Chairman of the meeting intends to vote undirected proxies in favour of each resolution.

Voting directions to your proxy - Please mark only one of the boxes with an "X" for each resolution to indicate your directions.

| Voting on Business of the General Meeting | | FOR | AGAINST | ABSTAIN |
|---|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Ratification of issue of Shares under Tranche 1 Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Approval to Issue of Shares under Tranche 2 Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Issue of Shares to Pathways Corporate Pty Ltd | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Issue of Shares to Creditors | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signature of Member(s):

Date: _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

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Instructions for Proxy Form

1 Your Name and Address

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note you cannot change ownership of your securities using this form.

2 Appointment of a Proxy

You are entitled to appoint no more than two proxies to attend and vote on a poll on your behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of your voting rights. If you appoint two proxies and the appointment does not specify this proportion, each proxy may exercise half of your votes.

If you wish to appoint the Chairman of the General Meeting as your proxy, please mark the box. If you leave this section blank or your named proxy does not attend the General Meeting, the Chairman will be your proxy. A proxy need not be a Shareholder.

3 Votes on Resolutions

You may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item your vote will be invalid on that item.

4 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 have not already lodged the Power of Attorney with the Company's share 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) does not have a company secretary, as sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

5 Return of a Proxy Form

To vote by proxy, please complete and sign the enclosed Proxy Form (and any Power of Attorney and/or second Proxy Form) and return by:

- (a) mail to the Company's registered office at c/- Trident Capital, Level 24, 44 St Georges Terrace, Perth, Western Australian 6000; or
- (b) facsimile to the Company on facsimile number (08) 9218 8875,

so that it is received by no later than 10.00am (WST) on Monday, 29 September 2014.

Proxy forms received later than this time will be invalid.