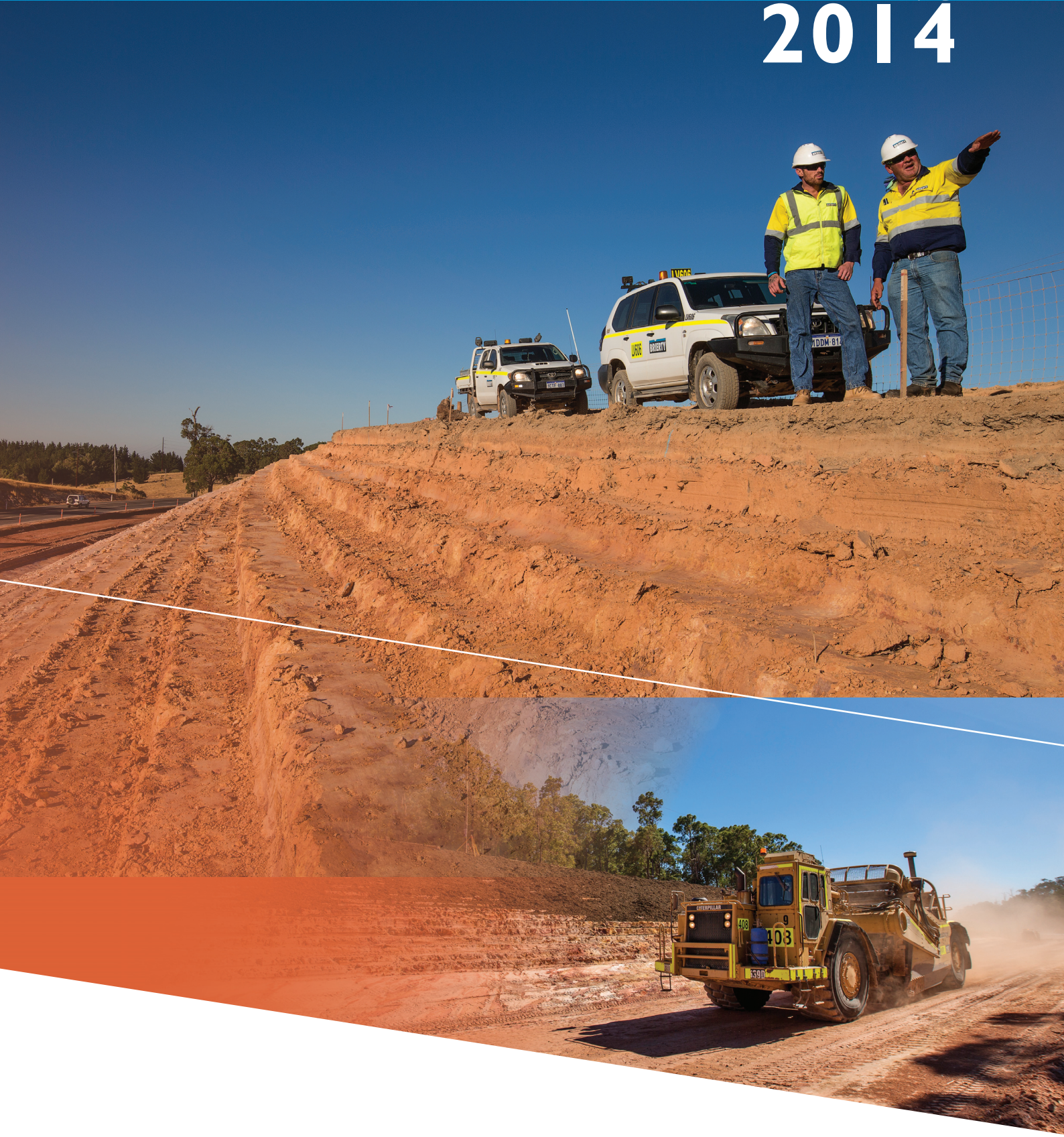




Notice is hereby given that the Annual General Meeting of Shareholders of Brierty Limited (ABN 65 095 459 448) will be held in the Perth Convention Centre, Level 2, Meeting Room 9, 21 Mounts Bay Road, Perth, Western Australia, 6000, at 3.00pm (WST) on Monday 20 October 2014.

# NOTICE OF ANNUAL GENERAL MEETING 2014





The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## AGENDA

### ORDINARY BUSINESS

#### Financial Statements and Reports

To receive and consider the annual financial report for the year ended 30 June 2014 and the related Directors' report, Directors' declaration and Auditors' report.

#### Resolution 1 – Adoption of Remuneration Report

To consider, and if thought fit, to pass the following resolution as a non-binding resolution:

*“That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the year ended 30 June 2014.”*

**Note - the vote on this resolution is advisory only and does not bind the Directors or the Company.**

Voting Prohibition Statement: A vote on this resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chairman and the appointment of the Chairman as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorizes the Chairman to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

#### Resolution 2 – Re-election of Director – Alan Brierty

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

*“That, for the purpose of ASX Listing Rule 14.4, rule 5 of the Company's constitution and for all other purposes, Mr. Alan Brierty, a Director retiring by rotation in accordance with the Company's constitution, being eligible and having signified his candidature for the office, is hereby re-elected as a Director of the Company.”*

#### Resolution 3 – Ratification of Share issue

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and issue of 16,500,000 Shares on the terms and conditions set out in the Explanatory Statement.”*

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form, or, it is cast by a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

### SPECIAL BUSINESS

#### Resolution 4 – Approval of 10% placement facility

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

*“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totaling 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 set out in the Explanatory Statement accompanying this Notice of Meeting.”*

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution 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, and any associates of those persons. As at the date of this Notice of Meeting the Company has no specific plans to issue Equity Securities pursuant to ASX Listing Rule 7.1A and therefore it is not known who (if any) may participate in a potential (if any) issue of Equity Securities pursuant to ASX Listing Rule 7.1A.

However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form, or, it is cast by a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

### OTHER BUSINESS

To transact any other business that may be properly brought before the meeting in accordance with the Company's constitution.

By order of the Board



Ian Sydney  
Company Secretary  
Dated: 17 September 2014

This Explanatory Statement has been prepared for the information of Shareholders of Brierty Limited in connection with the business to be conducted at the Annual General Meeting to be held at 3.00pm (WST) on Monday 20 October 2014 in the Perth Convention Centre, Level 2, Meeting Room 9, 21 Mounts Bay Road, Perth, Western Australia, 6000.

If you appoint the Chairman as your proxy, or the Chairman is appointed as your proxy by default, new rules apply in respect of Resolution 1. Your attention is drawn to the section in the Proxy Form entitled "Important – for item 1" and in particular the requirement that you specifically direct your proxy how to vote, or mark the box on that form, if you wish your votes to be counted on Resolution 1. Shareholders should note that:

- the Chairman intends to vote any undirected proxies that are able to be voted **in favour** of all resolutions including Resolution 1; and
- they may choose to specifically direct the Chairman to vote against, or abstain from voting, in respect of any resolution, including Resolution 1.

## Financial Statements and Reports

In accordance with the Corporations Act and the Company's constitution, the business of the Annual General Meeting will include the receipt and consideration of the annual financial report of the Company for the year ended 30 June 2014 together with the related Directors' report, Directors' declaration and Auditors' report. No resolution need be put to the meeting in relation to these items.

As a shareholder, you are entitled to submit a written question to the auditor prior to the Annual General Meeting provided that the question relates to:

- the content of the Auditor's Report; or
- the conduct of the audit in relation to the financial report.

All written questions must be received by the Company no later than 5.00pm (WST) on 13 October 2014.

All questions must be sent to the Company and may not be sent to the auditor. The Company will then forward all questions to the auditor.

The Company's auditor will be present at the Meeting and Shareholders will have the opportunity to ask the auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies, and the independence of the auditor.

## Resolution 1 – Adoption of the Remuneration Report

Section 250R (2) of the Corporations Act requires a listed company to put to its shareholders (at the annual general meeting) a resolution that the Remuneration Report be adopted. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2014.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

Although the effect of resolution 1 is advisory only, changes to the Corporations Act which came into effect on 1 July 2011 have introduced what has been referred to as the 'two strikes' rule. Under this rule, companies will be required to put a resolution to shareholders to hold fresh elections for directors if, at two consecutive annual general meetings, at least 25% of the votes cast on a resolution (such as resolution 1) to adopt the Remuneration Report are cast against that resolution. Accordingly, if at least 25% of the votes cast at the meeting on resolution 1 are against that resolution, and (at the next annual general meeting in 2015) at least 25% of the votes are cast against the resolution to adopt the 2014/2015 remuneration report, then the Company will be required to propose a resolution to hold another general meeting within the following 90 days. If such a resolution is passed, then at the subsequent general meeting all Directors (other than a Managing Director) who were in office when the remuneration report was approved at board level will cease to hold office (but may, if eligible, stand for re-election).

## Resolution 2 – Re-election of Director – Mr. Alan Brierty

ASX Listing Rule 14.4 and rule 5 of the Company's constitution requires that one third of the Directors (or, if their number is not a multiple of 3, then the number nearest to but not exceeding one third) must retire from office at each annual general meeting. The Directors retire by rotation, with the Director(s) who have been the longest in office since being appointed or re-appointed being the Director(s) who must retire in any one year. The Constitution ensures that no Director is able to remain in office for longer than 3 years without standing for re-election. Each Director is entitled to offer himself/herself for re-election as a Director at the annual general meeting which coincides with his/her retirement. The Managing Director (if any) is exempted by his office as managing director from the requirement to retire by rotation.

Mr. Brierty retires by rotation (in accordance with the requirements of the Company's constitution) at the Annual General Meeting. As he is entitled and eligible for re-election, he seeks re-election as a Director of the Company at the meeting.

Mr. Brierty, who is a non-executive Director, was appointed as a non-executive Director of the Company on 21 December 2000.

# EXPLANATORY STATEMENT...cont.

Mr. Brierty founded the business in 1981 and has been a central part of its operations and growth since that time. He has focused on building a successful company through the delivery of excellent service to customers and through strategic vision setting goals for employees and the Company. Mr. Brierty has over 30 years experience in the civil contracting industry.

The Board, other than Mr. Brierty, unanimously recommends shareholders vote in favour of this Resolution 2.

## Resolution 3 – Ratification of Share Issue

### General

This Resolution seeks to ratify the issue of 16,500,000 Shares at \$0.50 each to sophisticated and institutional investor clients of Hartleys Limited and Bell Potter Ltd in order to raise \$8,250,000 (before costs) (**Capital Raising**). This issue was completed on or about 19 September 2014.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

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

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

None of the subscribers for Shares under the Capital Raising were related parties of the Company for the purpose of Listing Rule 10.11.

The Board unanimously recommends that shareholders vote in favour this Resolution 3.

### Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Capital Raising:

- (a) a total of 16,500,000 Shares were issued to sophisticated and institutional investor clients of Bell Potter Ltd and Hartleys Limited (**Placees**);
- (b) the issue of the Shares was completed on or about 19 September 2014;

- (c) the issue price was \$0.50 per Share;
- (d) 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;
- (e) none of the subscribers were related parties of the Company; and
- (f) the funds raised from this issue (\$8,250,000 before costs) have been applied towards payment of a Special Dividend to all Shareholders, including the Placees.

## Resolution 4 – Approval of 10% placement facility

### 1. General

ASX Listing Rule 7.1A enables eligible entities to issue equity securities (as that term is defined in the ASX Listing Rules) up to 10% of its fully paid ordinary securities on issue through placements over a 12 month period after the Annual General Meeting (**10% Placement Facility**). The effect of Resolution 4 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Facility during the period up to 12 months after the Meeting without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company seeks Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities (if any) capable of being issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 2(c) below). The Company may use funds raised from any 10% Placement Facility for funding of specific projects and/or general working capital and/or the payment of special dividends. It may also use the 10% Placement Facility for non-cash consideration purposes such as joint venture or collaboration agreements or the acquisition of new businesses (although the Company presently has no proposal to do so).

Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present in person or by proxy and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

The Board considers that Resolution 4 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution 4.

## 2. Description of ASX Listing Rule 7.1A

### (a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

### (b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being the Shares.

### (c) 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, a number of Equity Securities calculated in accordance with the following formula:

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

Where:

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

- (a) plus the number of 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 Shares issued in the 12 months with approval of holders of Shares under ASX Listing Rules 7.1 and 7.4; and
- (d) less the number of Shares cancelled in the 12 months.

**Note that A 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.

### (d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

## 3. 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) Minimum Price

The Equity Securities will be issued at a minimum price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 trading days immediately before:

- i. the date on which the price at which the Equity Securities are to be issued is agreed; or
- ii. if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

### (b) Date by which Equity Securities may be issued

The Equity Securities may be issued under the 10% Placement Facility from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- i. the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- ii. the date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), in which case ASX Listing Rule 7.1A will cease to have effect.

### (c) Risk of voting dilution

If Resolution 4 is approved by the Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (but in the case of unlisted options, only if the unlisted options are exercised).

There is a risk that:

- i. the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- ii. the Equity 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 Equity 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 Shares 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.

# EXPLANATORY STATEMENT...continued

The table below also shows:

- i. two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares 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 Shares has decreased by 50% and increased by 50% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.43 (50% decrease in Deemed Price)	\$0.64 (Deemed Price)	\$0.96 (50% increase in Deemed Price)
<b>Current Variable A</b> 126,500,000 Shares	<b>10% Voting Dilution</b>	12,650,000 Shares	12,650,000 Shares	12,650,000 Shares
	<b>Funds Raised</b>	\$ 5,439,500	\$ 8,096,000	\$ 12,144,000
<b>50% increase in current variable A</b> 189,750,000 Shares	<b>10% Voting Dilution</b>	18,975,000 Shares	18,975,000 Shares	18,975,000 Shares
	<b>Funds Raised</b>	\$ 8,159,250	\$ 12,144,000	\$ 18,216,000
<b>100% increase in current variable A</b> 253,000,000 Shares	<b>10% Voting Dilution</b>	25,300,000 Shares	25,300,000 Shares	25,300,000 Shares
	<b>Funds Raised</b>	\$ 10,879,000	\$ 16,192,000	\$ 24,288,000

\* Please note that the balances shown above are true and correct at time of printing.

The table has been prepared on the following assumptions:

- i. The Company issues the maximum Equity Securities available under the ASX Listing Rule 7.1A being 10% of the Shares on issue at the date of the Meeting;
- ii. No unlisted options are exercised into Shares before the date of the issue of Equity Securities under ASX Listing Rule 7.1A. The Company has 3,479,374 unlisted options on issue at the date of this Notice of Meeting;
- iii. 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;
- iv. The table only demonstrates the effect of issues of Equity Securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule";
- v. The price of Shares is deemed for the purposes of the table above to be \$0.64, being the closing price of the Company's Shares on ASX on 10 September 2014 (Deemed Price). The Deemed Price is indicative only and does not consider the 25% discount to market that the Equity Securities may be placed at; and
- vi. The table does not demonstrate the effect of unlisted options being issued under ASX Listing Rule 7.1A, it only considers the issue of the Shares.



## (d) Purpose of issue under 10% Placement Facility

The Company may seek to issue the Equity Securities for the following purpose:

- i. non-cash consideration including for joint venture or collaboration agreements or the acquisition of new businesses (although the Company presently has no proposal to do so). In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; and/or
- ii. cash consideration including for funding of specific projects and/or general working capital and/or the payment of special dividends.

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.

## (e) 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. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- i. the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- ii. the effect of the issue of the Equity Securities on the control of the Company;
- iii. the financial situation and solvency of the Company; and
- iv. advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company. Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

## (f) Previous approval under ASX Listing Rule 7.1A

The Company has not previously obtained approval under ASX Listing Rule 7.1A.

## (g) Voting exclusion statement

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates. At the date of that Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded from voting on Resolution 4.

## GLOSSARY

In this Notice of Meeting and Explanatory Statement the following terms have the following meaning unless the context otherwise requires:

**\$** means Australian dollars.

**10% Placement Facility** has the meaning given in section 4 of the Explanatory Statement

**2014 Annual Report** means the Company's annual report for the year ended 30 June 2014, which can be downloaded from the Company's website at [www.brierty.com.au](http://www.brierty.com.au)

**ASX** means ASX Limited (ACN 008 724 791).

**ASX Listing Rules** means the official listing rules of ASX.

**Board** means the Board of Directors of the Company.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

**Company** means Brierty Limited (ABN 65 095 459 448).

**Constitution** means the Company's constitution.

**Corporations Act** means Corporations Act 2001 (Cth).

**Directors** means the current directors of the Company.

**Eligible Entity** means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P / ASX 300 Index; and
- (b) has a maximum market capitalization (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

**Equity Securities** includes a Share, a right to a Share or Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement to this Notice.

# GLOSSARY...continued

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Meeting** means the meeting convened by this Notice.

**Remuneration Report** means that section of the Directors' Report under the heading "Remuneration Report" set out in the 2014 Annual Report.

**Resolutions** means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the issued capital of the Company.

**WST** means Western Standard Time.

**Variable A** means the variable "A" in the formula in ASX Listing Rule 7.1A.2 as set out in the calculation in section 4 of the Explanatory Statement.

## NOTES

### Enquiries

Shareholders are asked to contact the Company Secretary, Mr. Ian Sydney, on + 618 9267 8000 if they have any queries in relation to the matters set out in this Notice.

### Point at which voting rights are determined

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Board has determined that the members entitled to attend and vote at the Meeting shall be those persons who are recorded in the register of members at 3.00 pm (WST) on Saturday 18 October 2014.

### Voting by Proxy

If you are unable to attend and vote at the meeting and wish to appoint a person who is attending as your proxy, please complete the attached form of proxy.

Information for voting by proxy:

- Each member entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of such member. If the member is entitled to cast two or more votes, then they may appoint two proxies.
- 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 of the member's voting rights each proxy may exercise half of the member's voting rights.
- The instrument appointing a proxy must be signed.

- A proxy need not be a member of the Company.
- In the case of joint holders, the proxy form may be signed by any one of the joint holders (though if more than one are received, the proxy form signed by the member whose name appears first in the register shall prevail).
- Should you wish to direct your proxy how to vote please indicate your direction in the appropriate box(es) on the proxy form. Otherwise your proxy will have discretion to vote as he/she thinks fit.
- Where the Chairman is appointed proxy (including by default) he will vote in accordance with the member's directions as specified on the proxy form or, in the absence of direction and where permitted to vote, in favour of all of the resolutions contained in this notice.
- To be effective a completed proxy form and the power of attorney (if any) under which the proxy form is signed (or a certified copy of the power of attorney) must be received at the Company's registered office at Level 2, 72 Melville Parade, South Perth, WA, 6151, or by facsimile transmission on + 1300 735 152 by 3.00 pm (WST) on 18 October 2014 (being 48 hours before the meeting). Please follow the signing instructions on the proxy form.

### Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.





**Brierty Limited**  
ABN 65 095 459 448

**Lodge your vote:**



**By Mail:**

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

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**

(within Australia) 1300 253 802  
(outside Australia) +61 3 9938 4328

┌ 000001 000 BYL  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## Proxy Form

**For your vote to be effective it must be received by 3.00pm (WST) Saturday, 18 October 2014**

### How to Vote on Items of Business

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

#### Appointment of Proxy

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

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

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

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

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

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form →**



View the annual report, 24 hours a day, 7 days a week:

**[www.brierty.com.au](http://www.brierty.com.au)**

To view and update your securityholding:

**[www.investorcentre.com](http://www.investorcentre.com)**

**Your secure access information is:**

**SRN/HIN: I9999999999**



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

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

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



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Brierty Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Brierty Limited to be held in the Perth Convention Centre, Level 2, Meeting Room 9, 21 Mounts Bay Road, Perth, Western Australia on Monday, 20 October 2014 at 3.00pm (WST) and at any adjournment or postponement of that Meeting.

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

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

## STEP 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director – Alan Brierty	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ratification of Share issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of 10% placement facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

BYL

999999A

Computershare +