

# **BIOPROSPECT LIMITED**

**ABN 58 008 130 336**

## **NOTICE OF ANNUAL GENERAL MEETING**

**to be held at**

**Date: Monday 24 November 2014**

**Time: 10:30 am**

**Place: c/- PKF Lawler Level 8 No.1 O'Connell Street Sydney NSW 2000**

**This is an important document and requires your attention**

If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional advisor.

## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that an Annual General Meeting of Bioprospect Limited ACN 008 130 336 (**Company**) will be held at c/- PKF Lawler Level 8 No.1 O'Connell Street Sydney on Monday 24 November 2014 at 10:30am.

## AGENDA

### **1. To receive and consider the financial report and the reports of the directors and of the auditor for the financial year ended 30 June 2014.**

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To receive and consider the Financial Report, Director's Report and Independent Audit Report for the Company for the financial year ended 30 June 2014.

### **2. Company performance and prospects**

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To receive information from the Executive Directors about the Company's performance and future prospects.

### **3. Resolution 1 – Adoption of the Remuneration Report for the year ended 30 June 2014**

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To consider and if thought fit, to pass the following resolution as a non-binding ordinary resolution under section 250R(2) of the Corporations Act 2001:

*'That the Remuneration Report for the year ended 30 June 2014 is hereby adopted.'*

- Notes: (1) *This resolution is advisory only and does not bind the Company or the directors.*
- (2) *If 25% or more of votes that are cast are voted against the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election.*

### **4. Resolution 2 – Re-election of James Campbell as a director**

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

*'That James Campbell, who retires in accordance with clause 3.3 of the Company's Constitution, and being eligible to stand for re-election as a director of the Company, be re-elected as a director of the Company.'*

### **5. Resolution 3 – Re-election of Kris Knauer as a director**

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

*'That Kris Knauer, who retires in accordance with clause 3.3 of the Company's Constitution, and being eligible to stand for re-election as a director of the Company, be re-elected as a director of the Company.'*

## **6. Resolution 4 – Re-election of Vincent John Fayad as a director**

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

*‘That Vincent John Fayad, who retires in accordance with clause 3.3 of the Company’s Constitution, and being eligible to stand for re-election as a director of the Company, be re-elected as a director of the Company.’*

## **7. Resolution 5 – Change of Company Name**

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

*‘That for the purposes of section 157(1) of the Corporations Act and all other purposes, approval is given that the name of the Company be changed from Bioprospect Limited to Medibio Limited with effect from the date that ASIC registers the change in the name.’*

## **8. Resolution 6 – Change in upper limit of non-executive director remuneration**

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

*‘That for the purposes of ASX Listing Rule 10.17, clause 10.2 of the Company’s Constitution and for all other purposes, the remuneration payable to the non-executive directors of the company be increased from an aggregate maximum amount of \$400,000 to \$500,000 with effect on and from the close of the meeting.’*

## **9. Resolution 7 – Ratification of prior issue of Shares to professional and sophisticated investors**

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

*That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the previous issue of 333,333,331 Shares in the Company to various professional and sophisticated investors on the terms and conditions as detailed in this Notice of Meeting, be and is hereby ratified and approved.*

**Dated:** 22 October 2014

**By order of the Board**



.....  
Robert Lees  
Company Secretary

## NOTES

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- 1 In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting will be as it appears in the share register at **10:30am** (Sydney time) on 22 November 2014. Accordingly, those persons are entitled to attend and vote at the meeting.
- 2 If you are eligible, you may vote by attending the meeting in person or by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.
- 3 To vote by proxy, please complete, sign and return the enclosed proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.
- 4 A member who is entitled to vote at the meeting, may appoint one proxy if the member is only entitled to one vote or one or two proxies if the member is entitled to more than one vote. A proxy need not be a member of the Company.
- 5 Where the member appoints 2 proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.
- 6 The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.
- 7 To be effective, the proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the meeting or any adjourned meeting (or such lesser period as the Directors may permit):
  - 7.1 By mail to the Share registry at Computershare Investor Services Pty Ltd at Level 17, Victoria Street, West End QLD 4101.
  - 7.2 By facsimile to +61 (0)7 3237 2152.
- 8 Any proxy form received after this deadline including at the meeting will be treated as invalid.
- 9 Except in relation to resolutions connected directly or indirectly with the remuneration of a member of the key management personnel of the Company, unless a shareholder specifically directs a proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.
- 10 Any undirected proxies held by the other directors or any other key management personnel or their closely related parties will not be voted on resolutions connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.
- 11 Subject to the following paragraph, if a shareholder appoints the chairman of the meeting as the shareholder's proxy and does not specify how the chairman is to vote on an item of business, the chairman will vote, as proxy for that shareholder, in favour of that item on a poll.
- 12 If a shareholder wishes to appoint the chairman as proxy and does not specify how the chairman is to vote on resolutions connected directly or indirectly with the remuneration of a member of the key management personnel of the company, the shareholder must expressly authorise the chairman to exercise the vote in respect of that matter. If the shareholder does not so expressly authorise the chairman to vote how the chairman wishes in respect of that matter, the chairman may not exercise the proxy vote in respect of that

matter. Shareholders are urged to read the directions on the proxy form carefully, especially if intending to appoint the chairman of the meeting as proxy.

- 13 Key management personnel of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2014. Their closely related parties are defined in the *Corporations Act 2001*, and include certain members of their family, dependents and companies they control.

## VOTING EXCLUSIONS

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### 1 Resolution 1

The Company will disregard any votes cast on this resolution by or on behalf of a member of the key management personnel of the Company (including Directors) ("KMP"), or their closely related parties.

However, the Company need not disregard a vote cast by a KMP or closely related party of the KMP if:

- (a) it is cast by a person as proxy for a person who is permitted to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman of the Annual General Meeting as proxy for a person who is permitted to vote, where the Proxy Form does not specify the way the Chairman is to vote and which expressly authorises the Chairman to vote even though the resolution is connected directly or indirectly with the remuneration of a KMP and even though the Chairman of the Annual General Meeting is a member of KMP.

### 2 Resolution 6

The Company will disregard any votes cast on this resolution by:

- (a) a Director; and
- (b) any of their associates,

However, the Company need not disregard a vote cast if:

- (a) it is cast as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the chair of the Annual General 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 7

The Company will disregard any votes cast in relation to Resolution 7 by:

- (a) the various professional and sophisticated investors who received the Shares referred to in this Resolution, as set out in the Explanatory Memorandum; and
- (b) an associate of any of those persons.

However, the Company need not disregard a vote if:

- (c) 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
- (d) 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.

## EXPLANATORY MEMORANDUM

This explanatory memorandum has been prepared to assist shareholders with their consideration of the resolutions to be put to the Annual General Meeting to be held at 10:30am on Monday 24 November 2014. This explanatory memorandum should be read with, and form part of, the accompanying Notice of Annual General Meeting.

### **1. To receive and consider the financial report and the reports of the directors and of the auditor for the financial year ended 30 June 2014.**

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The Bioprospect Limited Annual Report 2014 (which includes the financial report, the directors' report and the auditor's report) will be presented to the meeting.

There is no requirement for shareholders to approve these reports. However, the chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company. Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

A copy of the Annual Report has been sent to shareholders (where requested) and is also available on the Company's website at [www.bioprospect.com](http://www.bioprospect.com).

### **2. Company performance and prospects**

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The Executive Director will be presenting about the Company's performance and future prospects.

### **3. Resolution 1 – Adoption of the Remuneration Report for the year ended 30 June 2014**

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The Remuneration Report of the Company for the financial year ended 30 June 2014 is set out in the Company's 2014 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for directors, including the Managing Director, and the Company's staff. The chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, shareholders will be asked to vote on the Remuneration Report.

The resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

No member of the key management personnel or closely related party of the key management personnel may vote on Resolution 1.

Any undirected proxies held by the other directors or any other key management personnel or their closely related parties will not be voted on Resolution 1.

Any undirected proxies held by the chairman may only be voted by the chairman in the event that the proxy form does not direct the chairman how to vote, but expressly authorises the chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

The Company encourages all other shareholders to cast their votes on Resolution 1.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 (Adoption of Remuneration Report) by marking either “**For**”, “**Against**” or “**Abstain**” on the Voting Form for that item of business. Please read the directions on the proxy form carefully, especially if you intend to appoint the Chairperson of the meeting as your proxy.

Under the Corporations Act 2001, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a ‘spill’ resolution) that another meeting be held within 90 days at which all of the Company’s directors (other than the Managing Director) must go up for re-election. At the last AGM, the Remuneration Report was adopted and did not receive 25% or more votes cast against its adoption.

***The directors unanimously recommend that you vote in favour of this resolution.***

#### **4. Resolution 2 – Re-election of James Campbell as a director**

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Dr Campbell was appointed to the Board on 7 September 2014. He is a senior biotechnology executive with more than 20 years international experience in scientific research, management consulting and venture capital. Dr Campbell has held research positions at the CNRS and the CSIRO. Dr Campbell was a founding executive at ChemGenex Pharmaceuticals where over 9 years he assisted the growth of the company’s market capitalization from \$10 million to the final \$230 million divestment in 2011.

Dr Campbell is a non-executive director of the ASX-listed biotechnology company Invion Limited (ASX: IVY). Dr Campbell holds a PhD and an MBA. Dr Campbell brings a wealth of experience to the Board.

***The directors (with James Campbell abstaining) unanimously recommend that you vote in favour of this resolution.***

#### **5. Resolution 3 – Re-election of Kris Knauer as a director**

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Mr Knauer was appointed to the Board on 2 July 2014. Mr Knauer has a B.Sc. (Hons) in Geology and spent five years working in the Mining Industry as a geologist. He has worked in the Finance Industry for the past 12 years; initially as a Mining Analyst and more recently in Corporate Advisory. He is currently Executive Director of Equities at Novus Capital Limited and his key focus area is on smaller listed companies.

He was a Director of Citadel Resource Group Limited (ASX: CGG) and was instrumental in the acquisition and financing of Citadels Saudi Arabian Mining Projects. Kris has a wealth of experience in project acquisition and evaluation, particularly in the Resource Sector.

Mr Knauer is an Executive Director of the Company and is a key driver on operational and strategic aspects of BioProspect’s operations.

Mr Knauer is currently a director of Astro Resources NL (ASX: ARO) and Esperance Minerals Limited (ASX: ESM).

***The directors (with Kris Knauer abstaining) unanimously recommend that you vote in favour of this resolution.***

## **6. Resolution 4 – Re-election of Vincent Fayad as a director**

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Mr Fayad was appointed to the BioProspect Board on 24 April 2014.

Mr Fayad is currently a Director of PKF Lawler Corporate Finance Pty Ltd and has over 30 years of experience in Corporate Finance, accounting and other advisory related services. He also has had experience in advising biotech companies on fund raising and corporate strategy. He is also a member of the Institute Chartered of Accountants and is a registered tax agent and company auditor.

Mr Fayad was formerly a Non-Executive Chairman for MetalBank Limited (ASX: MBK) and Executive Director of Global Strategic Metals NL (ASX: GSZ), where he undertook a number of positive initiatives.

Mr Fayad is currently an executive director and interim Chief Financial Officer of Ashley Services Group Limited (ASX: ASH) and non-executive Director of Esperance Minerals Limited (ASX: ESM).

Mr Fayad has advised the board that he intends to resign from the Board immediately upon completion of the proposed restructure transaction associated with the acquisition of Invatec which is expected to be put to shareholders in the near future. The Board believe that given Mr Fayad's involvement in the restructure that this is in the best interests of the Company for him to continue until that General Meeting. Mr Fayad will be succeeded by Mr Chris Indermaur, assuming that he is elected at the forthcoming General Meeting.

***The directors (with Vince Fayad abstaining) unanimously recommend that you vote in favour of this resolution.***

## **7. Resolution 5 – Change of Company name**

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The Board believe that the present name does not reflect its operations and status in the biotech industry presence. As a result the Board is proposing to change the name of the Company to Medibio Limited.

In accordance with section 157(1) of the Corporations Act, the proposed change of company name requires the approval of Shareholders by special resolution. A special resolution is a resolution that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution. The Company has reserved the proposed new name with ASIC, Immediately prior to this notice of meeting to ensure the name is available should Shareholders approve this resolution. The change in Company name will take effect from the date that ASIC registers the change in the name.

***The directors unanimously recommend that you vote in favour of this resolution.***

## **8. Resolution 6 – Change in upper limit of non-executive director remuneration**

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Clause 10.2 of the company's Constitution sets the upper limit of non-executive directors' remuneration as the amount last fixed by ordinary resolution. Currently, as approved by shareholders at the General Meeting on 8 June 2007, the aggregate maximum amount of remuneration that may be paid to the non-executive directors is \$400,000 per annum (inclusive of statutory superannuation), unless otherwise determined from time to time by the company in a general meeting. It is proposed to increase this amount by \$100,000 to an aggregate maximum amount of \$500,000 per annum (inclusive of statutory superannuation).

The reason for the increase is given the expected growth in the Company that additional Directors or those Directors who are in the medical field may command higher fees and as



such, in order to attract those candidates, the higher amount of fees may be payable. In addition, it may be possible that the size of the Board will need to be increased so as to deal with the increased demand as the planned growth in the Company occurs. No securities have been issued to non-executive directors in the past three years.

Adoption of the increase in directors' fees does not mean that the full amount will be paid to the directors. For details of the amount of directors' fees paid for the year ended 30 June 2014, please refer to the Directors' Report contained in the 2014 Annual Report.

## **9. Resolution 7 – Ratification of prior issue of Shares to various professional and sophisticated investors**

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As announced on 6 October 2014, the Company had received firm commitments from investors to raise \$3,500,000 under a two-tranched placement. The Company has completed the initial tranche of the placement, by issuing Shares to various sophisticated and professional investors.

Under Resolution 7, the Company now seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 333,333,331 Shares at an issue price of \$0.003 per Share to various investors on 6 October 2014 to raise \$1,000,000 (**Prior Issue**).

ASX Listing Rule 7.1 prohibits a company from issuing shares or options representing more than 15% of its issued capital in any 12 month period without shareholder approval. ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. Under ASX Listing Rule 7.4 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 the Prior Issue, the securities issued under the Prior Issue will not diminish the 15% annual placement capacity of the Company. This will provide the Company with flexibility to issue further equity securities within the next 12 months up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholder approval.

### **(a) Information required under ASX Listing Rules**

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Prior Issue of Shares:

<b>Allottees</b>	The Shares were allotted to the following parties in the following amounts:	
	National Nominees Limited	25,000,000
	Buddle Pty Ltd	6,666,666
	Mrs Liza Caroline Fox	13,333,333
	Mrs Anna Victoria Barry	13,333,333
	Mrs Gillian Frances Gleeson	20,000,000
	Mr Stephen Campbell Macaw & Mrs Megan Macaw	8,666,667
	Mrs Judith Morrison & Mr Michael Robert Morrison	6,666,668
	Mrs Sarah McIntyre & Mrs Anna Barry	6,666,666
	Feldane Pty Limited	33,333,333
	Zepc Pty Ltd	8,333,333
	Alady Super Pty Ltd	50,000,000
	Nomex Nominees Pty Ltd	49,666,666
	Mr Peter David Stone & Mrs Sharon Joane Stone	8,333,333
	Praetorian Corporate Finance Pty Ltd	33,333,333
	Mr Brady Peter Scanlon	50,000,000
<b>Maximum number of securities to be issued or the formula for calculating the number of securities to be issued:</b>	The total number of Shares issued was 333,333,331	
<b>Price at which the securities were issued:</b>	The issue price of the shares was \$0.003 per Share	
<b>Terms of the securities:</b>	Fully paid ordinary shares of the Company ranking equally with all other ordinary shares of the Company.	
<b>Use of the funds raised:</b>	<p>It is currently intended that the funds raised from the placement will be used to fund the:</p> <ul style="list-style-type: none"> <li>• clinical trials in relation to the Heart Rate Variable technology;</li> <li>• ongoing research and development of Invatec's bio-technologies and products, including the "app" product(s) suitable for the consumer sector; and</li> <li>• working capital of the business of the Company.</li> </ul>	

**A Proxy Form is enclosed**







## Lodge your vote:



**Online:**

[www.investorvote.com.au](http://www.investorvote.com.au)



**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 850 505  
(outside Australia) +61 3 9415 4000

└ 000001 000 BPO  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I9999999999**

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



 **For your vote to be effective it must be received by 10:30am (AEDT) Saturday 22 November 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 for Postal Forms

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

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

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

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

### Attending the Meeting

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.

**GO ONLINE TO VOTE,  
or turn over to complete the form →**

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 Bioprospect 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 Bioprospect Limited to be held at **c/- PKF Lawler, Level 8, No.1 O'Connell Street, Sydney NSW on Monday 24 November 2014 at 10:30am (AEDT)** and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 1 & 6** (except where I/we have indicated a different voting intention below) even though **Items 1 & 6** are 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 **Items 1 & 6** 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
1 Adoption of the Remuneration Report for the year ended 30 June 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of James Campbell as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Kris Knauer as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Vincent John Fayad as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Change in upper limit of non-executive director remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ratification of prior issue of Shares to professional and sophisticated investors	<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 / /

BPO

191437A

Computershare +