

ASX ANNOUNCEMENT

2014 Notice of Annual General Meeting

29 October 2014

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Australia

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ASX Code

IZM

Attached is the 2014 Notice of Annual General Meeting and Proxy Form for Intercept Minerals Ltd. (ASX:IZM).

The Notice of Annual General Meeting and Proxy Form is being dispatched to all shareholders today.

The 2014 Annual Report is in the process of being printed and mailed to those shareholders who elected to receive a hard copy Annual Report. An electronic copy of the 2014 Annual Report is available on the Company's website at: www.intercept.com.au

For further information please contact Sam Randazzo on +61 (0)8 6380 2799.

***The Intercept Minerals Ltd Annual Report for the year ended 30 June 2014
may be accessed on the Company's website at www.intercept.com.au***

NOTICE OF ANNUAL GENERAL MEETING

The attached "Explanatory Memorandum" should be read in conjunction with this Notice of Meeting.

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Shareholders of Intercept Minerals Ltd ABN 16 124 251 396 ("**the Company**") will be held at 64 Thomas Street, West Perth, Western Australia on **Thursday, 27 November 2014 at 10:00am WST**, to conduct the following business:

AGENDA

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2014 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

Resolution 1 - Adoption of Remuneration Report

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

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the remuneration report for the period ended 30 June 2014 be adopted."

Note:

- *This resolution is advisory only and does not bind the Company or the Directors.*
- *The Directors will consider the outcome of the vote and any comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.*
- *If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution that another meeting be held within 90 days at which the Company's directors must stand for re-election.*

Resolution 2 – Re-election of Mr. Gary Steinepreis as a Director

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

"That Mr. Gary Steinepreis, having been appointed by the Company's Board of Directors since the last annual general meeting, retires in accordance with rule 8.2 of the Company's Constitution and, being eligible, offers himself for re-election, be and is hereby re-elected as a Director".

Resolution 3 – Re-election of Mr. Patrick Burke as a Director

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

"That Mr. Patrick Burke, having been appointed by the Company's Board of Directors since the last annual general meeting, retires in accordance with rule 8.2 of the Company's Constitution and, being eligible, offers himself for re-election, be and is hereby re-elected as a Director".

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 purpose of ASX Listing Rule 7.1A and for all other purposes, shareholders approve the issue of equity securities representing up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the explanatory memorandum which accompanied the notice convening this meeting."

All Shareholders are invited to attend the AGM. An Explanatory Memorandum to Shareholders accompanies this Notice of Meeting.

By Order of the Board

Sam Randazzo
Company Secretary
29 October 2014

NOTES:

The Company will disregard any votes cast on:	by or on behalf of:
Resolution 1	Any member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or any Closely Related Party of such a member.
Resolution 4	Any person who may participate in the issue of Equity Securities under Resolution 4, and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 4 is passed, and any associates of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a 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 person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

PROXIES

1. A Proxy Form is enclosed with this Notice of Meeting.
2. A member may appoint not more than two proxies. A proxy need not be a member.
3. Where a member appoints two proxies and does not specify the respective proportions of the member's votes that each proxy may exercise, each proxy will be deemed to have been assigned one-half of the member's rights.
4. An instrument appointing a proxy or a power of attorney may not be treated as valid unless:
 - (a) in the case of a proxy, the Proxy Form, and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; and
 - (b) in the case of an attorney, the power of attorney or a certified copy of it,to the satisfaction of the Directors is or are deposited at the Company's registered office at 64 Thomas Street, West Perth, Western Australia or on fax number (08) 6380 1644 by no later than 48 hours before the time fixed for the meeting.
5. An instrument appointing a proxy must be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a body corporate, either under its common seal if it has a common seal, or under the hand of an officer or duly authorised attorney or duly authorised representative.
6. In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that all securities of the Company registered as at 10:00am WST on 25 November 2014 will be taken, for purposes of the meeting, to be held by the persons who were registered holders thereof at that time. Accordingly, transactions registered after this time will be disregarded in determining entitlements to attend and vote at the meeting.
7. If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote by marking either "**For**", "**Against**" or "**Abstain**" for each resolution.
8. **How the Chairman of the meeting will vote undirected proxies.** The Chairman of the meeting will vote all undirected proxies on, and in favour of, all of the proposed resolutions.
9. **Proxies that are undirected on Resolution 1 - Adoption of Remuneration Report.** If you appoint the Chairman of the meeting as your proxy and do not direct him to vote against, or to abstain from voting on, Resolution 1, the Chairman will vote **in favour of** that resolution. Therefore, if you wish to appoint the Chairman as your proxy but do not wish your votes to be cast in favour of Resolution 1, you must indicate your voting intention by marking either "**Against**" or "**Abstain**" for Resolution 1.

The same will apply if you appoint any other director of the Company, any other of its key management personnel or any of their closely related parties. 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 of their family members, dependants and companies they control.

DEFINITIONS

For assistance in considering the Notice of Meeting and the Explanatory Memorandum, the following words are defined here:

AGM means the annual general meeting of the Company to be held on Thursday, 27 November 2014 at 10:00am WST.

"Associate" has the meaning given in section 11 and sections 13-17 of the Corporations Act.

"ASX" means the securities exchange operated by ASX Limited trading as the Australian Securities Exchange.

"Board" means the board of directors of the Company.

"Closely Related Party" 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" or *"Intercept"* means Intercept Minerals Ltd ABN 16 124 251 396.

"Corporations Act" means the Corporations Act 2001 (Cth).

"Director" means a director of the Company.

"Employee" means an employee of the Company.

"Explanatory Memorandum" means the explanatory memorandum accompanying this Notice of Meeting.

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

"Key Management Personnel" means 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.

"Listing Rules" means the listing rules of ASX.

"Notice of Meeting" or *"Notice"* means this notice of annual general meeting.

"Proxy Form" means the proxy form accompanying this Notice of Meeting.

"Resolution" means a resolution set out in this Notice of Meeting.

"Shareholder" means a holder of Shares.

"Shares" means fully paid ordinary shares in the Company.

**INTERCEPT MINERALS LTD
EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the annual general meeting of Shareholders to be held on **27 November 2014 at 10:00am WST ("the Meeting")**.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

BUSINESS OF THE MEETING

Annual Report 2014

Section 317 of the Corporations Act requires the Directors to lay before the annual general meeting the financial report, Directors' report (including the remuneration report) and the auditor's report for the last financial year.

In accordance with section 250S of the Corporations Act, Shareholders will be provided with a reasonable opportunity at the AGM to ask questions or make comments in relation to these reports, but no formal resolution to adopt the reports will be put to Shareholders (save for Resolution 1 in relation to the adoption of the remuneration report).

Resolution 1 – Adoption of Remuneration Report

Section 250R of the Corporations Act requires that a resolution that the remuneration report be adopted must be put to the vote at the Company's annual general meeting.

In accordance with section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions about, or make comments on, the remuneration report at the AGM.

The Remuneration Report of the Company for the financial year ended 30 June 2014 is set out in Company's 2014 Annual Report which is available on the Company's website: <http://www.intercept.com.au>. The Remuneration Report sets out the Company's remuneration arrangements for directors, including the Chief Executive Officer (CEO), and Company staff.

Shareholders will also 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.

Shareholders should note however that under the Corporations Act if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those meetings on a further resolution (a **spill resolution**) that another meeting be held within 90 days at which all of the Directors (other than the CEO) must stand for re-election.

Resolution 2 – Re-election of Mr. Steinepreis as Director

In accordance with rule 8.2 of the Company's Constitution, any Director appointed either to fill a casual vacancy or as an addition to the existing directors holds office only until the next annual general meeting after his appointment. However, that Director is eligible for election at the next annual general meeting and is not taken into account in determining the number of Directors who must retire by rotation at that meeting.

Accordingly, Mr. Steinepreis is required to retire and, being eligible, offers himself for election as a Director.

Mr Steinepreis holds a Bachelor of Commerce degree from the University of Western Australia and is a Chartered Accountant. He provides corporate, management and accounting advice to a number of companies involved in the resource, technology and leisure industries.

The Board of Directors, with the exception of Mr. Steinepreis, unanimously recommend that you vote in favour of Mr. Steinepreis' election as a Director.

Resolution 3 – Re-election of Mr. Burke as Director

In accordance with rule 8.2 of the Company's Constitution, any Director appointed either to fill a casual vacancy or as an addition to the existing directors holds office only until the next annual general meeting after his appointment. However, that Director is eligible for election at the next annual general meeting and is not taken into account in determining the number of Directors who must retire by rotation at that meeting.

Accordingly, Mr. Burke is required to retire and, being eligible, offers himself for election as a Director.

Mr Burke holds a Bachelor of Laws degree from the University of Western Australia. He has approximately twenty years' experience working in law firms and companies in Australia and Europe. His expertise is in corporate, commercial and securities law with an emphasis on capital raisings and mergers and acquisitions. He contributes general corporate and legal skills along with a strong knowledge of the ASX requirements.

The Board of Directors, with the exception of Mr. Burke, unanimously recommend that you vote in favour of Mr. Burke's election as a Director.

Resolution 4 – Approval of 10% Placement Facility

Background

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at an annual general meeting to allow it to issue Equity Securities representing up to 10% of its issued capital over a period of up to 12 months after the annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholders approve Resolution 4, the maximum number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below).

The effect of Resolution 4 will be to allow the Directors to issue Equity Securities representing up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the AGM, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

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

Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek Shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

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

The Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has only one class of Equity Securities on issue, being Shares.

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$(A \times D) - E$

Where:

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

- (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;
- (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under this rule; and
- (iv) less the number of Shares cancelled in the previous 12 months.

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 issue or agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4.

Information required by Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 4:

(i) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded 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 (five) ASX trading days of the date in paragraph 4.3(a)(i), the date on which the Equity Securities are issued.

(ii) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the AGM and expiring on the first to occur of the following:

- (i) 12 months after the date of the AGM; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking),

or such longer period if allowed by ASX (**10% Placement Capacity Period**).

(iii) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Explanatory Memorandum.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	0.001 (50% decrease in current issue price)	0.002 (Current issue price)	0.003 (50% increase in current issue price)
921,336,925 (Current)	Shares Issued	92,133,692	92,133,692	92,133,692
	Funds Raised	\$92,134	\$184,267	\$276,401
1,382,005,387 (50% Increase)*	Shares Issued	138,200,539	138,200,539	138,200,539
	Funds Raised	\$138,201	\$276,401	\$414,602
1,842,673,850 (100% Increase)*	Shares Issued	184,267,385	184,267,385	184,267,385
	Funds Raised	\$184,267	\$368,535	\$552,802

**The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.*

(iv) The table above contains the following assumptions:

- 1) The current shares on issue are the Shares on issue as at 23 October 2014.
- 2) The issue price set out above is the closing price of the Shares on the ASX on 23 October 2014.
- 3) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- 4) The Company has not issued any Equity Securities in the 12 months prior to the AGM that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- 5) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1

Shareholders should note that there is a risk that:

- (i) the market price for Shares may be significantly lower on the issue date than on the date of the AGM; and
- (ii) Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(v) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) to raise additional funds. In such circumstances, the Company may use the funds for
 - a) continued exploration expenditure on the Company's existing assets, and general working capital; and
 - b) the acquisition of new resource assets and investments (including expenses associated with such an acquisition) deemed by the Board to be in the best interests of the Company; and
- (ii) as non-cash consideration for the acquisition of new resource assets and investments deemed by the Board to be in the best interests of the Company. In such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

(vi) Allocation under the 10% Placement Capacity

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(vii) Continuous disclosure

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

(viii) Previous Approval under Listing Rule 7.1A

The Company has previously obtained approval under Listing Rule 7.1A on 20 December 2013.

The Company issued a total of 580,154,182 equity securities all of which were fully paid ordinary shares in the 12 months preceding the date of this meeting. The 580,154,182 ordinary share issues represent a total of 170% of the total number of listed equity securities on issue at the commencement of that 12 month period.

The details of issues of all equity securities (quoted and unquoted) made in the 12 months preceding the date of the meeting are as follows:

Date of Issue	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount or premium to closing Market Price ¹ on date of issue	If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds If issued for non-cash consideration – a description of the consideration and the current value of the consideration
5 February 2014	85,295,500	Fully paid ordinary shares ²	Sophisticated and professional investors	Issue Price: \$0.002 Premium: 25%	Total Consideration: \$170,591 Fully expended on mineral exploration, assessment of business development opportunities and general working capital.
25 March 2014	319,858,682	Fully paid ordinary shares ²	Non-renounceable pro rata entitlement offer of 3 new shares for every 4 shares held on the record date	Issue Price: \$0.001 Discount: 0%	Total Consideration: \$319,858 Fully expended on mineral exploration, assessment of business development opportunities, exclusivity fee and general working capital..
24 July 2014	47,975,000	Fully paid ordinary shares ²	Sophisticated and professional investors	Issue Price: \$0.002 Discount: 60%	Total Consideration: \$95,950 Partly expended and remaining consideration to be used to complete acquisition of xTV and for general working capital purposes.
1 September 2014	127,025,000	Fully paid ordinary shares ²	Sophisticated and professional investors as approved by shareholders at a general meeting held on 27 August 2014	Issue Price: \$0.002 Discount: 33%	Total Consideration: \$254,050 Unexpended with consideration to be used to complete acquisition of xTV and for general working capital purposes.

Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises).
2. Fully paid ordinary shares in the capital of the Company, ASX Code: IZM (terms are set out in the Constitution).

(ix) Voting exclusion

A voting exclusion statement is included in the Notice of Meeting. As at the date of the Notice of Meeting, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 4.

ANNUAL GENERAL MEETING PROXY FORM



I/we _____
Full name in block letters

Being a member/members of Intercept Minerals Ltd, hereby appoint

_____ of _____

Or failing him/her _____

Or failing him/her, the Chairman of the Meeting, as my/our proxy to vote for me on my/our behalf in accordance with the directions indicated below or in the absence of indication, as he/she/they think fit at the Annual General Meeting of the Company to be held at **64 Thomas Street, West Perth, Western Australia on 27 November 2014 at 10:00am WST** and at any adjournment thereof.

IMPORTANT NOTICE – INSTRUCTIONS AS TO VOTING

The Chairman intends to vote all undirected proxies in favour of Resolutions 1 to 4.

If the Chairman of the meeting is appointed as your proxy, or is appointed by default, and you do not wish to direct him how to vote your Shares, please place a mark in this box.

☐

If you mark this box, your votes will be cast in favour of Resolutions 1 to 4. By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the Resolution.

- 1 Adoption of Remuneration Report
- 2 Re-election of Mr. Gary Steinepreis as a Director
- 3 Re-election of Mr. Patrick Burke as a Director
- 4 Approval of 10% Placement Facility

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If the member is a company, then it must affix its Common Seal below or sign by a duly authorised officer.

EXECUTED by _____ (ACN/ABN _____)
In accordance with section 127 of the Corporations Act 2001

Signature Director/Coy Secretary Date / /2014

Signature Director Date / /2014

Name of Director/Company Secretary
(BLOCK LETTERS)

Name of Director
(BLOCK LETTERS)

OR

Signature Date / /2014

(insert name and capacity in which duly authorised officer is
signing for a member which is a company)

If the member is an individual or joint holders:

Signature Date / /2014

Signature Date / /2014

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