



ACN 115 157 689

of Suites 3-4, 136 Main Street, Osborne Park WA 6017

**Circular to Shareholders
including
NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY STATEMENT
PROXY FORM**

**Annual General Meeting of FairStar Resources Limited to be held at
the Hyatt Hotel, 99 Adelaide Terrace, Perth WA 6000
on Thursday, the 27th day of November 2014 commencing at 2.00 pm (WST).**

This document should be read in its entirety. If after reading this Circular to Shareholders, you have any questions or doubts as to how you should vote, you should contact your stockbroker, solicitor, accountant or professional adviser.

28 October 2014

FAIRSTAR RESOURCES LIMITED
ACN 115 157 689

Corporate Directory

Directors	<p>John-Pierre Reifler Kevin J. Robertson Constantino Markopoulos David Rossiter</p>	<p>Director – Non-Executive Chairman Managing Director Director – Non-Executive Director - Non-Executive</p>
Secretary	Madhukar Bhalla	
Head Office	<p>Suites 3-4 136 Main Street OSBORNE PARK WESTERN AUSTRALIA 6017 Phone: (08) 9242 5111 Fax: (08) 9242 5677 Website: www.fairstarresources.com</p>	
Registered Office	<p>Suites 3-4 136 Main Street OSBORNE PARK WESTERN AUSTRALIA 6017</p>	
Auditors	<p>Stantons International Audit and Consulting Pty Ltd L2, 1 Walker Avenue WEST PERTH WESTERN AUSTRALIA 6005</p>	
Lawyers	<p>Lawton Gillon Level 11 16 St Georges Terrace PERTH WESTERN AUSTRALIA 6000</p>	
Share Registry	<p>Advanced Share Registry Services 150 Stirling Highway NEDLANDS WESTERN AUSTRALIA 6009</p>	
ASX Code	FAS	

FAIRSTAR RESOURCES LIMITED
ACN 115 157 689

Notice of Annual General Meeting

NOTICE IS GIVEN THAT an Annual General Meeting of the Company will be held at the Hyatt Hotel, 99 Adelaide Terrace, Perth WA 6000 on Thursday, the 27th day of November 2014 commencing at 2.00 pm (WST).

Information on the proposals to which the resolutions set out below relates is contained in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.

BUSINESS OF THE MEETING

ORDINARY BUSINESS

Financial statements

To receive and consider the financial statements of the Company for the year ended 30 June 2014 consisting of the annual financial report, the directors' report and auditor's report.

RESOLUTIONS

1. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

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

“To adopt the Remuneration Report, which forms part of the Directors’ Report, for the year ended 30 June 2014.”

The vote on this resolution is advisory only and does not bind the directors or the Company.

2. RESOLUTION 2 – RE-ELECTION OF CONSTANTINO MARKOPOULOS

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

“That Mr Constantino Markopoulos, who retires by rotation in accordance with clause 11.3 of the constitution of the Company and being eligible for re-election, is re-elected as a Director of the Company.”

3. RESOLUTION 3 –ELECTION OF JOHN-PIERRE REIFLER

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

“That Mr John-Pierre Reifler, who was appointed during the previous 12 months to the board to fill a casual vacancy and being eligible, offers himself for election, and is hereby elected as a Director.”

4. RESOLUTION 4 –ELECTION OF DAVID ROSSITER

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

“That Mr David Rossiter, who was appointed during the previous 12 months to the board to fill a casual vacancy and being eligible, offers himself for election, and is hereby elected as a Director.”

5. RESOLUTION 5 - RATIFICATION OF ISSUE OF SECURITIES

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

“That for the purposes of Listing Rule 7.4 of the Listing Rules of the ASX and for all other purposes, the issue of 225,717,640 Shares on the dates and on the terms set in the Explanatory Statement be subsequently approved.”

Voting Exclusion

In accordance with Listing Rule 7.5.6, any votes cast on Resolution 5 by or on behalf of a person who participated in the issue, a person who might obtain a benefit, except a benefit solely in the capacity as a holder of Shares, if Resolution 5 is passed, and any of the respective associates of such persons, will be disregarded.

However, the Company need not disregard a vote if:

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

6. RESOLUTION 6 – AUTHORITY TO ISSUE CONVERTIBLE NOTES TO I-WORLD INTERNATIONAL GROUP LIMITED

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

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders authorise the Company to issue convertible notes with a face value of not more than \$10,000,000.00 to I-World International Group Limited on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

In accordance with Listing Rule 7.3.8, any votes cast on Resolution 6 by or on behalf of a person who participated in the issue, a person who may participate in the proposed issue and for the respective associates of such persons will be disregarded.

However, the Company need not disregard a vote if:

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

“Snap-Shot” Time

The Corporations Act permits the Company to specify a time, not more than 48 hours before the meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the meeting.

The Company’s directors have determined that all Shares of the Company that are quoted on ASX at 2.00 pm WST, 25 November 2014 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

PROXIES

Please note that:

- (a) a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion is not specified each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

DATED: 28th October 2014

BY ORDER OF THE BOARD

Madhukar Bhalla

Company Secretary

Fairstar Resources Limited

EXPLANATORY STATEMENT

This Explanatory Statement is an important document. You should read the document. If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Meeting, you should contact your stockbroker or other professional adviser.

General Information.

This Explanatory Statement has been prepared for the information of Shareholders of FairStar Resources Limited in connection with the business to be conducted at the Annual General Meeting to be held at the Hyatt Hotel, 99 Adelaide Terrace, Perth, Western Australia on the date set out in the notice of meeting.

The purpose of this Explanatory Statement is to provide Shareholders with information which is reasonably required by Shareholders to decide how to vote upon the resolution. This Explanatory Statement should be read in conjunction with the accompanying Notice of Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting. This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

FINANCIAL STATEMENTS AND REPORTS

The Annual Financial Report, Directors' Report and Auditor's Report for the Company for the year ending 30 June 2014 will be laid before the meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

In addition to taking questions at the meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- the preparation and content of the Auditor's Report;
- the conduct of the audit;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit

may be submitted no later than 5 business days before the meeting date to Mr Madhukar Bhalla, Company Secretary.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors and executive employees of the Company.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the meeting. Shareholders should note that the vote on this resolution is advisory only and does not bind the Company or the Directors.

Section 260R(4) of the Corporations Act prohibits a director from voting on this resolution and technically prohibits the chairman from voting undirected proxies on remuneration report resolutions. Therefore, if shareholders wish to appoint the chairman as their proxy to vote on Resolution 1, shareholders must put a tick in the box labelled "For", "Against" or "Abstain" for their vote to count. The chairman cannot vote on Resolution 1 and therefore any proxy forms received by the Company which appoint the chairman and do not indicate how the chairman is to vote will be invalid for Resolution 1 and the votes will not be counted for Resolution 1.

The shareholders of a company have the ability to spill a company's board of directors if 25 per cent or more of votes cast are against the resolution to approve the remuneration report at two successive annual general meetings of the Company. Whilst this cannot result in any board spill at the 2014 annual general meeting, a spill of the board could potentially happen at the 2015 annual general meeting if there are more than 25 per cent of votes from shareholders who vote "NO" to the remuneration report resolution in 2014 and 2015.

If you require more information about this new law, please contact the company secretary.

RESOLUTION 2 – RE-ELECTION OF CONSTANTINO MARKOPOULOS AS A DIRECTOR

Clause 11.3 of the Company's constitution requires that at each Annual General Meeting one-third of the Directors must retire from office.

Mr Constantino Markopoulos, a non-executive director, retires by rotation and is eligible for re-election at the Annual General Meeting. In accordance with clause 11.4 of the Company's constitution Mr Markopoulos has submitted himself for re-election at the Annual General Meeting as a non-executive director.

RESOLUTION 3 –ELECTION OF JOHN-PIERRE REIFLER AS A DIRECTOR

Mr John-Pierre Reifler was appointed a non-executive director of the Company on 26th March 2014 to fill a casual vacancy. Mr Reifler holds office as a non-executive director until the closure of the meeting.

Mr Reifler is eligible for election by shareholders as a Director of the Company.

RESOLUTION 4 –ELECTION OF DAVID ROSSITER AS A DIRECTOR

Mr David Rossiter was appointed a non-executive director of the Company on 2nd April 2014 to fill a casual vacancy. Mr Rossiter holds office as a non-executive director until the closure of the meeting.

Mr Rossiter is eligible for election by shareholders as a Director of the Company.

RESOLUTION 5 - RATIFICATION OF ISSUE OF SECURITIES

Proposed subsequent shareholder approval

Listing Rule 7.1 imposes a 15% cap on the number of new securities that a company can issue over any 12 month period without shareholder approval. ASX Listing Rule 7.4 allows a company to seek the subsequent approval of shareholders for an issue of securities. Shareholder approval of securities issued under the Placement refreshes the Company's 15% annual capacity to raise

additional capital without the need to obtain shareholder approval. This provides additional funding flexibility for the Company.

Effect of the proposal

If Resolution 5 is approved, the Company will not have to count the securities issued under the Placement towards the 15% limit of securities that may be issued by the Company in any 12 month period under Listing Rule 7.1. Accordingly, if Resolution 5 is passed, the Company's annual capacity to issue capital within the 15% limit under Listing Rule 7.1 (in respect of the Placement, being 225,717,640 Shares) will be refreshed. The Directors of the Company consider it prudent to maintain such funding flexibility as part of the Company's capital management strategy.

If Resolution 5 is not approved, it will have no effect upon the 225,717,640 Shares issued or agreed to be issued. Those Shares have already been either issued and quoted on the ASX or the Company has agreed to issue the Shares. However the Shares would be counted towards the 15% of additional securities that may be issued by the Company in any twelve month period under Listing Rule 7.1. The Shares which have been issued were issued to the following:

Allottee	No of Shares	Issue price	Date issued
Gurney Capital Nominees Pty Ltd	25,164,289	\$0.0159	18 Dec 2013
Gurney Capital Nominees Pty Ltd	32,706,210	\$0.0092	27 Dec 2013
Gurney Capital Nominees Pty Ltd	29,713,336	\$0.0101	10 Jan 2014
Gurney Capital Nominees Pty Ltd	30,049,441	\$0.0067	19 Feb 2014
Gurney Capital Nominees Pty Ltd	26,096,497	\$0.0077	11 Mar 2014
Goldlaw Pty Ltd	16,266,964	\$0.0057	8 Apr 2014
Gurney Capital Nominees Pty Ltd	30,388,750	\$0.0049	29 Apr 2014
Gurney Capital Nominees Pty Ltd	21,269,653	\$0.0047	13 May 2014
Gurney Capital Nominees Pty Ltd	14,062,500	\$0.0032	11 Aug 2014
TOTAL No OF SHARES	225,717,640		

Use of funds raised

The funds raised from the Placement were used for general working capital purposes, to retire debt and pay borrowing costs.

The Shares were issued on the same terms and conditions as the Company's existing ordinary Shares.

Recommendation

In order to ensure that the Company has adequate funding flexibility, the Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

RESOLUTION 6 – AUTHORITY TO ISSUE CONVERTIBLE NOTES TO I-WORLD INTERNATIONAL GROUP LIMITED

On 27 October 2014 the Company announced to ASX that it had agreed to enter into a convertible note agreement with I-World International Group Limited. Subject to Shareholder approval the Company will issue convertible notes to I-World International Group Limited with a face value of \$10,000,000.00. The convertible notes will be secured by a general charge over the undertaking and assets of the Company. The convertible notes are convertible into fully paid ordinary shares

on the same terms and conditions as the Company's fully paid ordinary shares at a conversion price of 1.6¢ per share for the first \$5,000,000.00 and 2¢ per share thereafter at the election of I-World International Group Limited prior to 21 October 2016. If the convertible notes have not been converted on or before 21 October 2016 the Company must repay the sum of \$10,000,000.00 or so much thereof as has been paid by I-World International Group Limited for the convertible note less any amount that has been converted plus interest at the rate of 5% per annum.

The Company is not obliged to issue a convertible note until it receives the full amount thereof being \$1,000,000.00. As the Company receives each full \$1,000,000.00 it will issue 1 convertible note. The Company may give notice to I-World International Group Limited to advance funds to it however without the prior agreement of I-World International Group Limited the Company may not request payment of more than \$800,000.00 in any 5 day working period.

Resolution 6 seeks shareholder approval pursuant to ASX Listing Rule 7.1 to issue the convertible notes to I-World International Group Limited. If shareholders approve the issue of the convertible notes pursuant to Listing Rule 7.1 the subsequent issue of shares upon any conversion of the convertible note at the election of I-World International Group Limited will not require additional shareholder approval by virtue of Listing Rule 7.2 exception 4. The terms of the Convertible Note Agreement with I-World International Group Limited require the Company to seek shareholder approval prior to the issue of any convertible notes to I-World International Group Limited.

The number of shares that may be issued if I-World International Group Limited does elect to convert the convertible notes is 562,500,000. The Company currently has 1,903,757,210 shares on issue and if all of the convertible notes were converted the 562,500,000 shares would represent 22.8% of the Company's then issued capital. All shares to be issued following conversion of the convertible notes will be voluntarily escrowed for a period of 12 months.

Under no circumstances may I-World International Group Limited issue a conversion notice if to do so would result in I-World International Group Limited to hold more than 14.9% of the then issued capital of the company.

I-World International Group Limited is a company incorporated in Taiwan. I-World International Group Limited is not a related party of the Company and no director of the Company has any interest in I-World International Group Limited or the shares of I-World International Group Limited.

Pursuant to and in accordance with ASX Listing Rule 7.3 the following information is provided in relation to the ratification:

- (a) As yet no convertible notes have been issued by the Company to I-World International Group Limited. The maximum number of convertible notes that may be issued by the Company to I-World International Group Limited is 10.
- (b) If the Company issues 10 convertible notes following receipt of \$10,000,000.00 and all notes are fully converted to shares in the Company, the Company will be required to issue 562,500,000 shares. Provided however I-World International Group Limited is not able to issue a notice of conversion if shares issued as a result thereof would result in I-World International Group Limited being entitled to in excess of 14.9% of the then issued capital of the Company.
- (c) The convertible notes and any securities issued pursuant to the conversion of such notes will be issued to I-World International Group Limited.
- (d) The consideration for the issue of the convertible notes will be \$10,000,000.00.
- (e) The convertible notes will be issued within 3 months of 27 November 2014 that is on or before 27 February 2015.
- (f) The terms of the convertible notes are summarised above.

- (g) The shares that may be issued upon any conversion of the convertible notes will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as, and ranking equally (from the date of their issue), with the Company's existing shares the terms of which are in the public domain.
- (h) The funds of \$10,000,000.00 or so much thereof as may be received by the Company will be used by the Company in the retirement of existing debt and to assist it in the development of its Steeple Hill Iron Project.
- (i) A voting exclusion statement is included in the Notice of Meeting.

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

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

DEFINITIONS

“**ASIC**” means the Australian Securities & Investments Commission;

“**ASX**” means ASX Limited (ACN 008 624 691);

“**Board**” means the Directors of the Company from time to time;

“**Business Day**” has the meaning ascribed to that term by the Listing Rules;

“**Company**” means FairStar Resources Limited (ACN 115 157 689);

“**Directors**” means each of the persons who acts as directors of the Company;

“**Listing Rules**” means the official listing rules of ASX;

“**Meeting**” and “**Shareholders’ Meeting**” means the meeting of Shareholders convened by the Notice;

“**Notice**” means the notice of meeting to which this Explanatory Statement is attached;

“**Shares**” means ordinary fully paid Shares in the capital of the Company and “**Shareholders**” has a corresponding meaning;

“**WST**” means western standard Australian time.

NOTES

A shareholder who is entitled to attend and vote at a meeting of shareholders is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the company.

Where a voting exclusion applies, 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 the directions of the proxy form or it is cast by a person chairing the meeting as proxy for person who is entitled to vote in accordance with the direction of the proxy form to vote as the proxy decides. The directors of the company have set a snapshot date to determine the identity of those entitled to attend and vote at the meeting. The snapshot date is stated above.

A proxy form is attached. If required, it should be completed, signed and returned in accordance with the proxy instructions on that form. To be effective, the proxy form (and any power of attorney) must be lodged at the registered office of the company not less than 48 hours before the time of holding the meeting. The proxy may be lodged by facsimile transmission to Advanced Share Registry Services facsimile number:- (08) 9389 7871.



FairStar

RESOURCES LTD.

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Proxy Form

FAIRSTAR RESOURCES LIMITED
 ABN 115 157 689

All correspondence to:
 Advanced Share Registry
 PO Box 1156
 Nedlands WA 6909
 Enquiries
 (within Australia) (08) 9389 8033
 (outside Australia) 61 8 9389 8033
 Facsimile 61 8 9262 3723

Daytime telephone no.....Email Address:.....

Appointment of Proxy

I/we being member/s of Fairstar Resources Limited and entitled to attend and vote hereby appoint

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

OR

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

or, failing the person named, or if no person 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, as the proxy sees fit) at the Annual General Meeting of Fairstar Resources Limited to be held at the Hyatt Hotel, 99 Adelaide Terrace, Perth WA 6000 on Thursday, the **27th day of November 2014** commencing at 2.00 pm (WST).

Comment: "For Resolution 1, if the chair of the meeting or any member of the key management personnel of the Company whose remuneration details are included in the remuneration report or a closely related party of that member is your proxy and you have not directed the proxy to vote on Resolution 1, the proxy will be prevented from casting your votes on Resolution 1. If the chair or another member of the key management personnel of the Company whose remuneration details are included in the remuneration report or a closely related party of that member is your proxy, in order for your votes to be counted on Resolution 1, you must direct your proxy how to vote on Resolution 1.

If no directions are given, the chair will vote in favour of all resolutions in which the chair is entitled to vote undirected proxies.

Voting directions to your proxy – please X to indicate your directions

PROXY'S VOTING INSTRUCTIONS

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

PROXY'S VOTING INSTRUCTIONS (OPTIONAL) ⇨	FOR	AGAINST	ABSTAIN
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Constantino Markopoulos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of John-Pierre Reifler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of David Rossiter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of issue of securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of Convertible Note Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

PLEASE SIGN HERE

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

Individual or Securityholder 1

Sole director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/ Company Secretary

Contact Name

Daytime contact telephone

Date

How to complete the Proxy Form

1. Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Security holders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company.

3. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Reception on +61 8 9242 5111 or you may copy this form.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded;

(b) return both forms together in the same envelope.

5. Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the security holders should sign

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry.
If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place

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.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting at 2.00 pm on 27 November 2014.

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

Documents may be lodged

by delivery, mail or facsimile to the Share Registry Advanced Share Registry:
PO Box 1156, NEDLANDS WA 6909)

Enquiries (within Australia) (08) 9389 8033

(outside Australia) 61 8 9389 8033

Facsimile 61 8 9262 3723