

NOTICE OF GENERAL MEETING

Accompanied by an Explanatory Statement
& Proxy Form

This *notice of general meeting*,
explanatory statement and *proxy*
form should be read in their
entirety.

If you are in doubt as to how
you should vote, you should
seek advice from your
accountant, solicitor or other
professional advisor prior to
voting.

If you wish to discuss this *notice*
of general meeting or the
accompanying documents,
please do not hesitate to
contact the Company Secretary
on +61 8 6377 8043.

General Meeting to be held at the offices of Nova
Legal, Level 2, 50 Kings Park Road, West Perth,
Western Australia on Friday, 22 December 2017,
commencing at 9.30am WST

UltraCharge Limited

ACN 140 316 463

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Key dates

20 December 2017	snapshot date for eligibility to vote
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20 December 2017	last day for receipt of <i>proxy forms</i> *
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22 December 2017	<i>general meeting</i>
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* *proxy forms* received after 9.30am WST will be disregarded.

Notice of General Meeting

Notice is hereby given that a *general meeting* of **UltraCharge Limited** ACN 140 316 463 (*company*) will be held at the offices of Nova Legal, Level 2, 50 Kings Park Road, West Perth, Western Australia on Friday, 22 December 2017, commencing at 9.30am WST.

The *explanatory statement*, which accompanies and forms part of this *notice*, describes the various matters to be considered.

Terms used in this *notice*, unless the context otherwise requires, have the meanings given to them in the *glossary* set out in the *explanatory statement*.

Agenda

resolution Ratification of prior issue of *1st tranche placement shares*

- 1** 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, and for all other purposes, shareholders approve and ratify the issue of 95,000,000 1st tranche placement shares, on the terms and conditions set out in the explanatory statement.

resolution Approval for the issue of *2nd tranche placement shares*

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

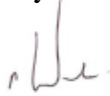
That, for the purposes of listing rule 7.1, and for all other purposes, approval is given for the company to issue up to 35,000,000 2nd tranche placement shares, on the terms and conditions set out in the explanatory statement

resolution Approval for the issue of *advisor options*

- 3** 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 7.1, and for all other purposes, approval is given for the company to issue up to 50,000,000 advisor options, on the terms and conditions set out in the explanatory statement

By order of the Board of directors



Peter Webse
Company Secretary

20 November 2017

Proxy appointment, voting and meeting instructions

Lodgement of a proxy form

The *proxy form* (and any power of attorney or other authority, if any, under which it is signed) or a copy or facsimile which appears on its face to be an authentic copy of the *proxy form* (and the power of attorney or other authority) must be lodged with the *company* no later than **9.30am WST on Wednesday, 20 December 2017** being not later than 48 hours before the commencement of the *general meeting*. Any *proxy form* received after that time will not be valid. *Proxy forms* may be lodged:

by hand Level 6, 105 St Georges Terrace
Perth WA 6000

by mail UltraCharge Limited
PO Box 271
WEST PERTH WA 6872

Appointment of a proxy

A member of the *company* entitled to attend and vote at the *general meeting* is entitled to appoint a proxy. The proxy may, but need not be, a *shareholder* of the *company*.

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.

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 the company secretary on +61 (0) 8 6377 8043 or you may photocopy the *proxy form*.

To appoint a second proxy, you must on each *proxy form* state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both *proxy forms* do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Corporate shareholders

Corporate *shareholders* should comply with the execution requirements set out on the *proxy form* or otherwise with the provisions of section 127 of the *Corporations Act*.

Section 127 of the *Corporations Act* provides that a company may execute a document without using its common seal if the document is signed by:

1. two directors of the company;
2. a director and a company secretary of the company; or
3. for a proprietary company that has a sole director who is also the sole company secretary – that director.

Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the *Corporations Act*, in which case the *company* will require a certificate of appointment of the corporate representative executed in accordance with the *Corporations Act*. The certificate of appointment must be lodged with the *company* before the *general meeting* or at the registration desk on the day of the *general meeting*.

Votes on resolutions

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

Voting entitlement (snapshot date)

For the purposes of determining voting and attendance entitlements at the *general meeting*, *shares* will be taken to be held by the persons who are registered as holding the *shares* at **4.00 pm WST on Wednesday, 20 December 2017**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the *general meeting*.

Voting exclusion statements

The *Corporations Act* and the *Listing Rules* require that certain persons must not vote, and the *company* must disregard any votes cast by certain persons, on some of the *resolutions* to be considered at the *meeting*.

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

The *company* will disregard any votes cast on a resolution as set out in the table below:

Resolution	Nature of resolution	Persons excluded from voting
1	Ratification of prior issue of <i>1st tranche placement shares</i>	Any person who participated in the issue of the <i>1st tranche placement shares</i> , and any <i>associates</i> of those persons.
2	Approval of issue of <i>2nd tranche placement shares</i>	Any person who may participate in the proposed issue of the <i>2nd tranche placement shares</i> and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of <i>shares</i> , if <i>resolution 2</i> is passed, and any <i>associates</i> of those persons.
3	Approval of issue of <i>advisor options</i>	Any person who may participate in the proposed issue of the <i>advisor options</i> and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of <i>shares</i> , if <i>resolution 3</i> is passed, and any <i>associates</i> of those persons.

Explanatory statement

This *explanatory statement* has been prepared for the information of *shareholders* in relation to the business to be conducted at the *general meeting*.

The purpose of this *explanatory statement* is to provide *shareholders* with all information known to the *company* which is material to a decision on how to vote on the *resolutions* in the accompanying *notice of general meeting*.

This *explanatory statement* should be read in conjunction with the *notice of general meeting*.

Italicised terms in this *explanatory statement* and in the *notice* are defined in the *glossary* in *Schedule 1*.

Information relevant to particular *resolutions* is set out below.

1. RATIFICATION OF PRIOR ISSUE OF 1ST TRANCHE PLACEMENT SHARES

1.1. Background

- 1.1.1. On 3 November 2017, the *company* announced its intention to issue up to 125,000,000 *shares* at an issue price of \$0.02 to raise up to \$2.5 million, before costs (*placement*).
- 1.1.2. On 13 November 2017, the *company* used its 15% placement capacity under *listing rule 7.1* to issue 95,000,000 *shares* at an issue price of \$0.02 each to raise \$1.9 million (before costs) (*1st tranche placement shares*). At the same time, it announced that the *placement* would be amended to 130,000,000 *shares* to raise \$2.6 million.

1.2. Requirement for shareholder approval

- 1.2.1. *Listing rule 7.1* provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period, without the approval of shareholders.
- 1.2.2. *Listing rule 7.4* sets out an exception to *listing rule 7.1*. It provides that where a company in general meeting ratifies the previous issue of *securities* made pursuant to *listing rule 7.1* (and provided that the previous issue did not breach *listing rule 7.1*) those *securities* will be deemed to have been made with shareholder approval for the purpose of *listing rule 7.1*.

- 1.2.3. By ratifying this issue, the *company* will retain the flexibility to issue *equity securities* in the future up to the 15% annual placement capacity set out in *listing rule 7.1* and up to the 10% annual placement capacity set out in *listing rule 7.1A* (if approved at the *company's* 2017 annual general meeting) without the requirement to obtain prior *shareholder* approval.
- 1.2.4. Accordingly, *resolution 1* seeks *shareholder* approval for the purposes of *listing rule 7.4*.

1.3. Required information

Pursuant to *listing rule 7.5*, the following information is provided in respect of *resolution 1*:

- (a) the *company* issued 95,000,000 *1st tranche placement shares*;
- (b) the *1st tranche placement shares* were issued at an issue price of \$0.02;
- (c) the *1st tranche placement shares* are fully paid ordinary shares in the capital of the *company* issued on the same terms and conditions as the *company's existing shares*;
- (d) the *1st tranche placement shares* were issued to sophisticated and professional investor clients of *CPS*, none of which is a *related party* of the *company*; and
- (e) the funds raised from the issue of the *1st tranche placement shares* will be used for general working capital purposes and to fund the *company's* research and development activities.

1.4. Directors' recommendation

The *directors* unanimously recommend that *shareholders* vote in favour of *resolution 1*.

2. APPROVAL FOR THE ISSUE OF 2ND TRANCHE PLACEMENT SHARES

2.1. Background

Resolution 2 seeks *shareholder* approval for the issue of 35,000,000 *shares*, being the balance of the *shares* to be issued under the *placement (2nd tranche placement shares)*.

2.2. Requirement for shareholder approval

- 2.2.1. *Listing rule 7.1* provides that a company must not, subject to certain exceptions, issue or agree to issue more *equity securities* during any 12-month period than that amount

which represents 15% of the number of fully paid ordinary *securities* on issue at the commencement of that 12-month period, without the approval of shareholders. The *2nd tranche placement shares* are *equity securities* for the purposes of the *listing rules*. The effect of *resolution 2* will be to allow the *company* to issue the *2nd tranche placement shares* during the 3 months following the *meeting* without using the *company's* 15% annual placement capacity.

- 2.2.2. Accordingly, *resolution 2* seeks *shareholder* approval for the issue of the *2nd tranche placement shares* for the purposes of *listing rule 7.1*.

2.3. Required information

Pursuant to *listing rule 7.3*, the following information is provided in respect of *resolution 2*:

- (a) the maximum number of *2nd tranche placement shares* to be issued is 35,000,000;
- (b) the *2nd tranche placement shares* will be issued no more than 3 months after the date of the *meeting*, (or such later date permitted by any *ASX* waiver or modification of the *listing rules*) and it is intended to issue all *2nd tranche placement shares* on the same date;
- (c) the *2nd tranche placement shares* will be issued at an issue price of \$0.02;
- (d) the *2nd tranche placement shares* will be issued to sophisticated and professional investor clients of *CPS*, none of which is a *related party* of the *company*;
- (e) the *2nd tranche placement shares* to be issued will be fully paid ordinary shares in the capital of the *company* issued on the same terms and conditions as the *company's existing shares*; and
- (f) the funds raised from the issue of the *2nd tranche placement shares* will be used for general working capital purposes and to fund the *company's* research and development activities.

2.4. Directors' recommendation

The *directors* unanimously recommend that *shareholders* vote in favour of *resolution 2*.

3. APPROVAL FOR THE ISSUE OF ADVISOR OPTIONS

3.1. Background

In accordance with a mandate dated 31 October 2017, pursuant to which the *company* appointed *CPS* as lead manager to the *placement* and as the *company*'s corporate advisor, the *company* has agreed to issue 50 million *options*, exercisable at \$0.05 on or before 30 June 2020, to *CPS* or its nominees (*advisor options*).

3.2. Requirement for shareholder approval

- 3.2.1. *Listing rule 7.1* provides that a company must not, subject to certain exceptions, issue or agree to issue more *equity securities* during any 12-month period than that amount which represents 15% of the number of fully paid ordinary *securities* on issue at the commencement of that 12-month period, without the approval of shareholders. The *advisor options* are *equity securities* for the purposes of the *listing rules*. The effect of *resolution 3* will be to allow the *company* to issue the *advisor options* during the 3 months following the *meeting* without using the *company*'s 15% annual placement capacity.
- 3.2.2. Accordingly, *resolution 3* seeks *shareholder* approval for the issue of the *advisor options* for the purposes of *listing rule 7.1*.

3.3. Required information

Pursuant to *listing rule 7.3*, the following information is provided in respect of *resolution 3*:

- (a) the maximum number of *advisor options* to be issued is 50,000,000;
- (b) the *advisor options* will be issued no more than 3 months after the date of the *meeting*; (or such later date permitted by any *ASX* waiver or modification of the *listing rules*) and it is intended to issue all *advisor options* on the same date;
- (c) each *advisor option* will be issued for \$0.00001;
- (d) the *advisor options* will be issued to *CPS* or its nominees;
- (e) the *advisor options* will be issued on the terms and conditions set out in *schedule 2*; and
- (f) the funds raised from the issue of the *advisor options* will be used for general working capital purposes; if all *advisor options* are exercised at the exercise price of \$0.05, the *company* will raise \$2.5 million.

3.4. Directors' recommendation

The *directors* unanimously recommend that *shareholders* vote in favour of *resolution 3*.

Schedule 1 – Glossary

<i>1st tranche placement shares</i>	has the meaning given to that term in <i>section 1.1.1</i> of the <i>explanatory statement</i> .
<i>2nd tranche placement shares</i>	has the meaning given to that term in <i>section 2.1</i> of the <i>explanatory statement</i> .
<i>advisor options</i>	has the meaning given to that term in <i>section 3.1</i> of the <i>explanatory statement</i> .
<i>associate</i>	has the meaning given to that term in Part 1.2, Division 2 of the <i>Corporations Act</i> , and shall be applied in accordance with the note to <i>listing rule 14.11</i> .
<i>ASIC</i>	the Australian Securities and Investments Commission.
<i>ASX</i>	ASX Limited ACN 008 624 691, or where the context requires, the securities market which it runs.
<i>board</i>	the board of <i>directors</i> .
<i>business day</i>	a day (other than a Saturday or a Sunday) on which banks in Perth, Western Australia are open for normal business.
<i>chairman</i>	the chairman of the <i>meeting</i> .
<i>closely related party</i>	has the meaning given to that term in section 9 the <i>Corporations Act</i> .
<i>company</i>	UltraCharge Limited ACN 140 316 463, a public company incorporated and existing in Australia and listed on <i>ASX</i> .
<i>company secretary</i>	the company secretary of the <i>company</i> .
<i>constitution</i>	the constitution of the <i>company</i> .
<i>Corporations Act</i>	the <i>Corporations Act 2001</i> (Cth).
<i>CPS</i>	CPS Capital Group Pty Ltd ACN 088 055 636.
<i>director</i>	a director of the <i>company</i> .
<i>dollar, \$, A\$ or AUD</i>	the lawful currency of Australia.
<i>equity securities</i>	has the meaning given to that term in the <i>listing rules</i> .

<i>existing shares</i>	<i>shares</i> held by <i>shareholders</i> as at the date of this <i>notice</i> .
<i>explanatory statement</i>	this explanatory statement which accompanies and forms part of the <i>notice of general meeting</i> .
<i>general meeting or meeting</i>	the general meeting of <i>shareholders</i> convened by the <i>notice of general meeting</i> , or any meeting adjourned thereof.
<i>glossary</i>	this glossary of terms.
<i>listing rules</i>	the official listing rules of <i>ASX</i> from time to time.
<i>notice of general meeting or notice</i>	this notice of meeting.
<i>option</i>	an option to acquire a <i>share</i> .
<i>proxy form</i>	the proxy form accompanying this <i>notice of general meeting</i>
<i>quotation</i>	official quotation as defined in the <i>listing rules</i> .
<i>related body corporate</i>	has the meaning given to that term in sections 9 and 50 of the <i>Corporations Act</i> .
<i>related party</i>	has the meaning given to that term in sections 9 and 228 of the <i>Corporations Act</i> .
<i>relevant interest</i>	has the meaning given to that term by sections 608 and 609 of the <i>Corporations Act</i> .
<i>resolution</i>	a resolution set out in the <i>notice</i> .
<i>schedule</i>	a schedule of the <i>explanatory statement</i> .
<i>section</i>	a section of the <i>explanatory statement</i> .
<i>securities</i>	has the meaning given to that term in section 92 of the <i>Corporations Act</i> .
<i>shares or ordinary shares</i>	fully paid ordinary shares in the capital of the <i>company</i> .
<i>shareholders</i>	the holders of <i>ordinary shares</i> in the <i>company</i> from time to time.
<i>WST</i>	Western Standard Time, being the time in Perth, Western Australia.

Schedule 2 – terms of advisor options

The terms and conditions attaching to the *advisor options* are set out below:

(a) **Entitlement:**

Each *advisor option* will entitle the holder to subscribe for one *share*. All *shares* issued on the exercise of the *advisor options* will rank equally in all respects with the *company's* existing *shares*.

(b) **Exercise price:**

Each *advisor option* shall entitle the holder to acquire one *share* on payment of the sum of \$0.05 (***exercise price***) to the *company*.

(c) **Exercise of options:**

The *advisor options* will expire at 5.00pm WST on 30 June 2020 (***expiry date***). The *advisor options* may be exercised, in whole or in part, at any time prior to the *expiry date*, by completing and delivering a duly completed form of notice of exercise to the registered office of the *company* together with the payment of the *exercise price* in immediately available funds for the number of *shares* in respect of which the *advisor options* are exercised. An *advisor option* not exercised on or before the *expiry date* will lapse. *Shares* issued pursuant to the exercise of *advisor options* will be issued, and a holding statement or share certificate provided to the holders of *advisor options* in respect of those *shares*, on the above terms and conditions not more than 15 *business days* after the receipt of a duly completed form of notice of exercise and the *exercise price* in immediately available funds in Australian dollars in respect of the *advisor options* exercised.

(d) **Quotation:**

Application will not be made to *ASX* for official quotation of the *advisor options*. Provided the *company* is listed on *ASX* at the time, application will be made for official quotation of the *shares* issued on exercise of *advisor options* not later than 15 *business days* after the date of issue. If required, the *company* will give *ASX* a notice that complies with section 708A(5)(e) of the *Corporations Act*, or, if such a notice is for any reason not able to be delivered to ensure that an offer for sale of the *shares* does not require disclosure to investors, the *company* must, no later than 20 *business days* after becoming aware of such notice being ineffective, lodge with *ASIC* a prospectus prepared in accordance with the *Corporations Act* and do all such things necessary to satisfy section 708A(11) of the *Corporations Act* to ensure that an offer for sale of the *shares* does not require disclosure to investors.

(e) **Transfer:**

The *advisor options* are transferable subject to any restriction or escrow arrangements imposed by *ASX* or under applicable Australian securities laws.

(f) **Participation and entitlements:**

There are no participating rights or entitlements inherent in the *advisor options* and holders will not be entitled to participate in new issues of securities offered to *shareholders* during the currency of the *advisor options*. However, the *company* must give notice to the holders of *advisor options* of any new issue before the record date for determining entitlements to the issue in accordance with the *listing rules* so as to give holders the opportunity to exercise their *advisor options* before the date for determining entitlements to participate in any issue.

(g) **Reorganisation of share capital:**

In the event of a reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the *company*, all rights of holders of *advisor options* shall be changed to the extent necessary to comply with the *Corporations Act* and the *listing rules* applying to a reorganisation of capital at the time of the reorganisation.

(h) **Bonus issue:**

If, from time to time, before the expiry of the *advisor options* the *company* makes a pro-rata issue of *shares* to *shareholders* for no consideration (***bonus issue***), the number of *shares* over which an *advisor option* is exercisable will be increased by the number of *shares* which the holder would have received if the *advisor option* had been exercised before the record date for the *bonus issue*.

Appointment of Proxy

Holder Number:

STEP 1: Please appoint a Proxy

Appoint a proxy:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of the Company, to be held at **9.30am (WST) on 22 December 2017 at the offices of Nova Legal, Level 2, 50 Kings Park Road, West Perth, Western Australia** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2: Voting Direction

Resolutions

	For	Against	Abstain
1 Ratification of prior issue of 1st tranche placement shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval for the issue of 2nd tranche placement shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval for the issue of advisor options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017

Email Address _____

HOW TO COMPLETE THIS PROXY VOTING FORM

LODGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9.30am (WST) on 20 December 2017**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Voting Forms can be lodged:

 **BY MAIL**
Ultracharge Limited
PO Box 271
WEST PERTH WA 6872

 **BY HAND**
Level 6, 105 St Georges Terrace, Perth WA 6000

 **ALL ENQUIRIES TO**
the Company Secretary on +61 (0) 8 6377 8043

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares 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 shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, 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.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services on 1300 288 664 or you may copy this form.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

OTHER RESOLUTIONS

Should any resolution, other than those specified in this Proxy Voting Form, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.