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## BARDOC GOLD LIMITED

ACN 125 578 743

## ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

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Bardoc Gold Limited (ACN 125 578 743) (**Company**), hereby gives notice to shareholders of the Company that, in relation to the notice of annual general meeting dated 16 October 2019 (**Notice of AGM**) in respect of the Company's annual general meeting of members to be held at 10.30 am (WST) on 29 November 2019 at University Club of Western Australia, Entrance 1, Hackett Drive, Crawley, Western Australia 6009 (**Meeting**), the Directors have determined to amend the Notice of AGM by the inclusion of five additional Resolutions, being Resolutions 12 to 16 (together, the **Additional Resolutions**) as set out in this Addendum.

### General

Definitions in the Notice of AGM have the same meaning in this Addendum.

This Addendum is supplemental to the original Notice of AGM and should be read in conjunction with the original Notice of AGM. Save for the Additional Resolutions set out below, all other Resolutions proposed in the original Notice of AGM remain unchanged.

### Replacement Proxy Form

Annexed to this Addendum is a Replacement Proxy Form, which replaces the Proxy Form that was annexed to the Notice of AGM (**Original Proxy Form**).

To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised to follow the following instructions **if you have already completed and returned an Original Proxy Form**:

- (a) **If you wish to vote on the Additional Resolutions or change your vote on Resolutions 1-11**, you must complete and return a Replacement Proxy Form.
- (b) **If you do not wish vote on the Additional Resolutions or change your original vote on Resolutions 1-11**, you do not need to take any action. The Original Proxy Form that you have already returned will be accepted by the Company for Resolutions 1 to 11 (unless you submit a Replacement Proxy Form).

**If you have not yet completed and returned an Original Proxy Form** and you wish to vote on the Resolutions put forward by the Notice of AGM (as supplemented by the Addendum), please complete and return a Replacement Proxy Form.

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**The Notice of AGM is amended by the inclusion of the Additional Resolutions as follows:**

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**1. RESOLUTION 12 – ISSUE OF OPTIONS TO MR JOHN YOUNG**

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

*“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 300,000 Director Options to Mr John Young (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf any Director in respect of which the approval is sought (or his nominee), or any associates of those Directors (**Resolution 12 Excluded Party**). 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, provided the Chair is not a Resolution 12 Excluded Party, 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.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 12 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with a member of the Key Management Personnel.

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**2. RESOLUTION 13 – ISSUE OF OPTIONS TO MR NEIL BIDDLE**

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

*“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 150,000 Director Options to Mr Neil Biddle (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf any Director in respect of which the approval is sought (or his nominee), or any associates of those Directors (**Resolution 13 Excluded Party**). 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, provided the Chair is not a Resolution 13 Excluded Party, 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.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 13 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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### 3. RESOLUTION 14 – ISSUE OF OPTIONS TO MR PETER BUTTIGIEG

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

*“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 300,000 Director Options to Mr Peter Buttigieg (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf any Director in respect of which the approval is sought (or his nominee), or any associates of those Directors (**Resolution 14 Excluded Party**). 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, provided the Chair is not a Resolution 14 Excluded Party, 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.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 14 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with a member of the Key Management Personnel.

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### 4. RESOLUTION 15 – ISSUE OF OPTIONS TO MR ROWAN JOHNSTON

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

*“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 50,000 Director Options to Mr Rowan Johnston (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf any Director in respect of which the approval is sought (or his nominee), or any associates of those Directors (**Resolution 15 Excluded Party**). 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, provided the Chair is not a Resolution 15 Excluded Party, 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.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 15 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with a member of the Key Management Personnel.

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**5. RESOLUTION 16 – ISSUE OF OPTIONS TO MR TONY LEIBOWITZ**

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

*“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.1 and for all other purposes, approval is given for the Company to issue 150,000 Director Options to Mr Tony Leibowitz (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf any Director in respect of which the approval is sought (or his nominee), or any associates of those Directors (**Resolution 16 Excluded Party**). 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, provided the Chair is not a Resolution 16 Excluded Party, 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.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 16 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with a member of the Key Management Personnel.

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**SUPPLEMENTARY EXPLANATORY STATEMENT**

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**The Explanatory Statement outlined in the Notice of AGM is supplemented by adding the Additional Resolutions and Schedule 4 (as set out below)**

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**1. RESOLUTIONS 12-16 – ISSUE OF OPTIONS TO RELATED PARTIES**

**1.1 Background**

Pursuant to the Company's share purchase plan (**SPP**) prospectus dated 27 September 2019 (**SPP Prospectus**), eligible Shareholders were offered the opportunity to subscribe for up to \$30,000 worth of shares (**SPP Shares**) at an issue price of \$0.10 per SPP Share. In addition, the terms of the SPP offer provided that eligible Shareholders would be issued one free-attaching unquoted Option (exercisable at \$0.16 each on or before 15 December 2020) (**SPP Option**) for every two SPP Shares subscribed for and issued under the SPP offer.

As disclosed in the SPP Prospectus, all of the Directors reserved the right to participate in the SPP and subsequently, the Directors were issued the following Shares under the SPP offer on 25 October 2019:

- (a) 600,000 SPP Shares to Mr John Young (or his nominee);
- (b) 300,000 SPP Shares to Mr Neil Biddle (or his nominee);
- (c) 600,000 SPP Shares to Mr Peter Buttigieg (or his nominee);
- (d) 100,000 SPP Shares to Mr Rowan Johnston (or his nominee); and
- (e) 300,000 SPP Shares to Mr Tony Leibowitz (or his nominee).

The Company must seek Shareholder approval for the issue of a total of 950,000 free-attaching Options to the Directors (**Director Options**), being one Director Option for every two SPP Shares that the Directors have subscribed for under the SPP Prospectus. Accordingly, the initial SPP Options issued to Directors as part of their participation in the SPP have been cancelled.

The Director Options are being issued on the same terms and conditions as the SPP Options. Refer to Schedule 4 for the full terms and conditions of the Director Options.

Accordingly, the Company is seeking Shareholder approval to issue the following Director Options:

- (a) (**Resolution 12**): 300,000 Director Options to Mr John Young;
- (b) (**Resolution 13**): 150,000 Director Options to Mr Neil Biddle;
- (c) (**Resolution 14**): 300,000 Director Options to Mr Peter Buttigieg;
- (d) (**Resolution 15**): 50,000 Director Options to Mr Rowan Johnston; and
- (e) (**Resolution 16**): 150,000 Director Options to Mr Tony Leibowitz.

**1.2 Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Director Options constitutes giving a financial benefit to the Directors, who are related parties of the Company.

The Directors (other than Mr Young who has a material personal interest in Resolution 12) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Director Options to Mr Young because the Director Options will be issued to Mr Young on the same terms as the SPP Options issued to non-related party participants in the SPP and as such the giving of the financial benefit was on arm's length terms.

The Directors (other than Mr Biddle who has a material personal interest in Resolution 13) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Director Options to Mr Biddle because the Director Options will be issued to Mr Biddle on the same terms as the SPP Options issued to non-related party participants in the SPP and as such the giving of the financial benefit was on arm's length terms.

The Directors (other than Mr Buttigieg who has a material personal interest in Resolution 14) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Director Options to Mr Buttigieg because the Director Options will be issued to Mr Buttigieg on the same terms as the SPP Options issued to non-related party participants in the SPP and as such the giving of the financial benefit was on arm's length terms.

The Directors (other than Mr Johnston who has a material personal interest in Resolution 15) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Director Options to Mr Johnston because the Director Options will be issued to Mr Johnston on the same terms as the SPP Options issued to non-related party participants in the SPP and as such the giving of the financial benefit was on arm's length terms.

The Directors (other than Mr Leibowitz who has a material personal interest in Resolution 16) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Director Options to Mr Leibowitz because the Director Options will be issued to Mr Leibowitz on the same terms as the SPP Options issued to non-related party participants in the SPP and as such the giving of the financial benefit was on arm's length terms.

### **1.3 Section 195(4) of the Corporations Act**

Section 195 of the Corporations Act provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough directors to form a quorum for a directors meeting because of this restriction, one or more of the directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) that the five Directors comprising the Board have a material personal interest in the outcome of Resolutions 12 to 16. If each does have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 12 to 16 at Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for Resolutions 12 to 16 for the purposes of section 195(4) of the Corporations Act in respect of the reliance on the arm's length exception and the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

### **1.4 Technical Information required by ASX Listing Rule 10.13**

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 12 to 16:

- (a) the Director Options will be issued to the Directors (or their nominees), being:
  - (i) Mr John Young (or his nominee);
  - (ii) Mr Neil Biddle (or his nominee);
  - (iii) Mr Peter Buttigieg (or his nominee);
  - (iv) Mr Rowan Johnston (or his nominee); and
  - (v) Mr Tony Leibowitz (or his nominee),
- (b) the maximum amount of Director Options (being the nature of the financial benefit being provided) to be granted to the Directors is:
  - (i) 300,000 Director Options to Mr John Young (or his nominee);
  - (ii) 150,000 Director Options to Mr Neil Biddle (or his nominee);
  - (iii) 300,000 Director Options to Mr Peter Buttigieg (or his nominee);

- (iv) 50,000 Director Options to Mr Rowan Johnston (or his nominee); and
- (v) 150,000 Director Options to Mr Tony Leibowitz (or his nominee),
- (c) the Director Options will be granted to the Directors no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Director Options will be issued on one date; and
- (d) the Director Options will be granted for nil cash consideration, accordingly no funds will be raised.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Director Options will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

**Dated: 18 November 2019**

**By order of the Board**

**Russell Hardwick**  
**Company Secretary**

**Enquiries:** Shareholders should contact the Company Secretary on +61 8 6215 0090 or [admin@bardocgold.com.au](mailto:admin@bardocgold.com.au) if they have any queries in respect of the matters set out in this Addendum.

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**SCHEDULE 4 – TERMS OF THE DIRECTOR OPTIONS**

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- (a) **Entitlement**  
Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **Exercise Price**  
Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.16 (**Exercise Price**).
- (c) **Expiry Date**  
Each Option will expire at 5:00 pm (WST) on 15 December 2020 (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **Exercise Period**  
The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
- (e) **Notice of Exercise**  
The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option statement (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (f) **Exercise Date**  
A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
- (g) **Timing of issue of Shares on exercise**  
Within 15 Business Days after the Exercise Date, the Company will:
- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
  - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, 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; and
  - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
- If a notice delivered under (g)(ii) for any reason is not effective 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.
- (h) **Shares issued on exercise**  
Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (i) **Reconstruction of capital**  
If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (j) **Participation in new issues**  
There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (k) **Change in exercise price**  
An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
- (l) **Transferability**  
The Options are not transferable.



## Need assistance?

 **Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)

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



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30am (WST)**  
**Wednesday, 27 November 2019**

# Replacement Proxy Form

## 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

**If you are attending in person, please bring this form with you to assist registration.**

### Corporate Representative

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

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 182917**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



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

**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.

# Replacement Proxy Form

Please mark  to indicate your directions

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

I/We being a member/s of Bardoc Gold 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 Bardoc Gold Limited to be held at the **University Club of Western Australia, Entrance 1, Hackett Drive, Crawley, Western Australia** on Friday, 29 November 2019 at 10:30am (WST) 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 Resolutions 1, 9, 11 and 12-16 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 9, 11 and 12-16 are connected directly or indirectly with the remuneration of or issue of options to 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 Resolutions 1, 9, 11 and 12-16 by marking the appropriate box in step 2.

## 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		For	Against	Abstain	
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Replacement of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of Mr Tony Leibowitz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Enable the Issue Performance Rights and Options Under an Employee Incentive Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Mr John Young	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Issue of Options to Mr John Young	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Ratification of Prior Share Issue (April Shares)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	Issue of Options to Mr Neil Biddle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Ratification of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14	Issue of Options to Mr Peter Buttigieg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Ratification of Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15	Issue of Options to Mr Rowan Johnston	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Issue of Share Purchase Plan Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16	Issue of Options to Mr Tony Leibowitz	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Approval of 10% Placement Capacity - Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
9	Non-executive Directors' Remuneration	<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.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

## Update your communication details *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Email Address	Mobile Number
<input type="text"/>	<input type="text"/>