ASX Code: **KGD** 3 July 2020



# **ASX Announcement & Media Release**

# ANNUAL GENERAL MEETING

Kula Gold Limited (ASX:KGD) (**Kula** or the **Company**) provides its Notice of Meeting and proxy form for the Company's Annual General Meeting (**AGM** or **Meeting**) scheduled for 11.00am (Perth time) on Friday 31 July 2020.

In holding the meeting later than 31 May 2020, the Company is relying on the Australian Securities and Investments Commission's (ASIC) public "no-action" position advice that was recently published, under which ASIC advised that it will take no action if a company postpones its AGM (which is usually required to be held by 31 May) by up to two months to no later than 31 July 2020.

Shareholders will be able to attend the Kula AGM this year in person but precautions will be taken and attendee numbers at the AGM location may be limited In light of the continuing developments in relation to the COVID-19 pandemic. Kula encourages Shareholders to submit questions in writing before the meeting and these will be incorporated into the presentation at the meeting which will be recorded and made available to shareholders.

All resolutions that are on the agenda for the AGM will be decided on a poll. Each poll will be conducted based on votes submitted by proxy and at the Meeting by shareholders who have indicated that they intend to vote at the AGM in accordance with the instructions set out below.

To assist the Company in managing the AGM efficiently, Shareholders are asked to submit any questions in advance of the AGM. Questions can be submitted to the Company Secretary at <a href="sdams@i-og.net">sdams@i-og.net</a>.

The Notice of meeting and Proxy form (copy attached) have been mailed to shareholders.

## Authorised by:

Mark Stowell Chairman

For further information, contact:

Simon Adams +61 (0)8 6144 0590 Email: sadams@i-og.net



ACN 126 741 259

# NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at Ground Floor, 18 Howard Street, Perth, Western Australia on Friday, 31 July 2020 commencing at 11:00am (WST).

This Notice and the accompanying Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their investment advisor, accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter relating to this notice of meeting, please do not hesitate to contact the Company Secretary by telephone on + 61 8 9322 6322.

Shareholders are urged to attend or vote by lodging the Proxy Form enclosed with the Notice.

# **KULA GOLD LIMTED**

ACN 126 741 259

#### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the annual general meeting of shareholders of Kula Gold Limited ("Kula" or the "Company") will be held at Ground Floor, 18 Howard Street, Perth, Western Australia on Friday, 31 July 2020 commencing at 11:00am (WST) ("Meeting").

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form make up part of this Notice.

The Directors have determined pursuant to regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Wednesday, 29 November 2019 at 4:00pm (WST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

#### **AGENDA**

## 1. Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 31 December 2019, which includes the Financial Report, the Directors' Report and the Auditor's Report.

## 2. Resolution 1 – Remuneration Report (Ordinary Resolution)

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

"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report on the terms and conditions in the Explanatory Memorandum."

#### **Voting Exclusion**

A vote on this Resolution must not be cast:

- (a) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or
- (b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy that specifies the way the proxy is to vote on this Resolution; or
- (b) the person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

# 3. Resolution 2 – Re-election of Director – Mr Mark Bojanjac (Ordinary Resolution)

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

"That, pursuant to and in accordance with the Constitution and for all other purposes, Mr Mark Bojanjac, Director, retires and being eligible for re-appointment, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

# 4. Resolution 3 – Election of Director – Mr Simon Adams (Ordinary Resolution)

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

"That, pursuant to and in accordance with the Constitution and for all other purposes, Mr. Simon Adams, a Director of the Company who was appointed by the Board since the last AGM and who retires, and being eligible, is elected as a Director of the Company."

## 5. Resolution 4 – Election of Director – Mr John Hannaford (Ordinary Resolution)

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

"That, pursuant to and in accordance with the Constitution and for all other purposes, Mr. John Hannaford, a Director of the Company who was appointed by the Board since the last AGM and who retires, and being eligible, is elected as a Director of the Company."

## 6. Resolution 5 – Ratification of Placement Shares (Ordinary Resolution)

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

"That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 8,819,187 Shares at an issue price of 2.0 cents each to raise \$176,384 on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of

- any person who participated in the issue; or
- any associates of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on a resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee or custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and it is not an associate of a person excluded from voting, on the resolution; and
  - o the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

By order of the Board

SIMON ADAMS
Company Secretary

**Dated:** 3 July 2020

# **KULA GOLD LIMTED**

ACN 126 741 259

#### **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared for the information of shareholders of Kula Gold Limited in connection with the business specified to be conducted in the Notice of General Meeting at the Annual General Meeting of Shareholders to be held at Ground Floor, 18 Howard Street, Perth, Western Australia at 11:00am WST on Friday 31 July 2020.

The purpose of this Explanatory Memorandum is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

A Proxy Form is located at the end of the Explanatory Memorandum. A Glossary of terms frequently used in this Notice of Meeting and Explanatory Memorandum can be found at the end of this Explanatory Memorandum.

#### 1. Action to be taken by Shareholders

The Notice of Meeting, Explanatory Memorandum and Proxy Form are all important documents. The Directors recommend that Shareholders read them carefully in their entirety before making a decision on how to vote at the General Meeting.

#### 1.1. Proxies

A Proxy Form is enclosed with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions set out in the Proxy Form. Returning the Proxy Form to the Company will not preclude a Shareholder from attending or (subject to the voting exclusions set out in the Notice) voting at the Meeting in person.

Please note that:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (c) a proxy need not be a Shareholder; and
- (d) a Shareholder 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. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 5:00pm (WST) on Wednesday, 29 July 2020, being the close of business on the day that is at least 48 hours before the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

#### 1.2. Voting Prohibition by Proxy Holders (Remuneration of Key Management Personnel - Resolution 1)

A vote on Resolution 1 must not be cast:

- (a) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or
- (b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1, and:

- (a) the person is appointed as a proxy that specifies the way the proxy is to vote on Resolution 1; or
- (b) the person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on Resolution 1, but expressly authorises the Chairperson to exercise the proxy even if Resolution 1 is connected with the remuneration of a member of the Key Management Personnel.

#### 2. Annual Report

In accordance with section 317(1) of the Corporations Act, the Annual Report for the financial year ended 31 December 2019 must be laid before the Meeting.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at www.paringaresources.com;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) 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 Chairperson about the management of the Company, or to the Auditor about:

- (a) the preparation and contents of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements;
- (d) 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 to the Company Secretary at the Company's registered office.

#### 3. Resolution 1 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out:

- (a) the Company's remuneration policy; and
- (b) the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Pursuant to the Corporations Act, Shareholders will have the opportunity to remove the whole Board except the Managing Director if the Remuneration Report receives a 'no' vote of 25% or more ("**Strike**") at two consecutive AGMs.

If a resolution on the Remuneration Report receives a Strike at two consecutive AGMs, the Company will be required to put to Shareholders at the second AGM, a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the Company's 2019 AGM. If the Remuneration Report receives a Strike at the Meeting, Shareholders should be aware that if a second Strike is received at the Company's 2021 AGM, this may result in the re-election of the Board.

The Chairperson will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

#### 4. Resolution 2 - Re-election of Director - Mark Bojanjac

The Constitution requires that at the Company's annual general meeting, one-third of the Directors for the time being, (rounded to the nearest whole number), shall retire from office. A Director who retires by rotation is eligible for re-election. The Company currently has two Directors who have not been appointed since the last AGM and accordingly one must retire. Mr. Mark Bojanjac has agreed to retire by rotation and seeks re-election.

Details of Mr Mark Bojanjac's qualifications and experience are set out in the Annual Report.

#### 5. Resolution 3 - Election of a Director appointed since the last AGM - Simon Adams

The Board appointed Mr. Simon Adams as a Director on 4 October 2019. The Constitution requires that a Director appointed by the Board to fill a casual vacancy must retire as a Director at the next AGM of the Company.

Mr. Simon Adams therefore retires at the Meeting in accordance with the Constitution and, being eligible, offers himself for election by Shareholders at the Meeting.

Details of Mr Simon Adams' qualifications and experience are set out in the Annual Report.

#### 6. Resolution 4 - Election of a Director appointed since the last AGM - John Hannaford

The Board appointed Mr. John Hannaford as a Director on 25 May 2020. The Constitution requires that a Director appointed by the Board to fill a casual vacancy must retire as a Director at the next AGM of the Company.

Mr. John Hannaford therefore retires at the Meeting in accordance with the Constitution and, being eligible, offers himself for election by Shareholders at the Meeting.

Details of Mr John Hannaford's qualifications and experience are set out in the Annual Report.

#### 7. Resolution 5 - Ratification of Placement Shares

#### 7.1. Background

On 19 June 2020, the Company announced that it intended to raise capital through the placement of 8,819,187 shares at an issue price of 2 cents per Share to sophisticated investors for the purpose of repaying debt and provide working capital for its exploration activities. All of these shares are to be issued under the Company's Listing Rule 7.1 capacity. Resolution 5 seeks the ratification of the agreement to issue new shares through the placement.

ASX Listing Rule 7.1 provides that a company must not, subject to specified 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.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies an agreement to issue securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying the agreement to issue shares, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder.

### 7.2. ASX Listing Rule Information

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided:

- The Shares will be issued to sophisticated investors, none of whom are related parties of the Company;
- ii) 8,819,187 Shares have been agreed to be issued. The Shares 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;

- iii) The shares will be issued on 17 July 2020 to coincide with the issue of shares that are being offered under a non-renounceable pro-rata entitlement offer (refer Prospectus);
- iv) The Shares will be issued at 2.0 cents per Share to raise \$176,384;
- v) the funds raised from the placement issue, when combined with the funds to be raised under the non-renounceable pro-rata entitlement offer will be used to repay debt and provide working capital for exploration activities (refer section 5.2 of Prospectus).

In accordance with Listing Rule 14.1A, the effect of security holders giving, or not giving, approval to this resolution is as follows:

- i) If resolution 5 is passed, the Issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the Issue Date.
- ii) If resolution 5 is not passed, the Issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the Issue Date.

### 7.3. Parties that are being issued with securities under the placement

The details of the parties that will be issued with shares under the placement are:

Name	Number of shares	% holding *	
Adam Anderson	3,000,000	2.04%	
Clients of Taylor Collison	3,000,000	2.04%	
Richard Coldwell	2,819,187	1.92%	

<sup>\*</sup> Assuming full subscription of rights issue

None of the parties that are being issued with securities that are issued under the placement are:

- a related party of the entity;
- a member of the entity's key management personnel;
- a substantial holder in the entity;
- an adviser to the entity; or
- an associate of any of the above

### Schedule 1 - Definitions

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

AGM means an annual general meeting of the Shareholders.

**Annual Report** means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 31 December 2019.

**ASX** means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Auditor means the Company's auditor from time to time (being Butler Settineri as at the date of the Notice).

Auditor's Report means the Auditor's report on the Financial Report.

**Board** means the board of Directors of the Company.

**Chairperson** means the person appointed to chair the Meeting convened by the Notice.

**Closely Related Party** means in relation to a member of a Key Management Personnel:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Kula Gold Limited ACN 126 741 259.

Constitution means the constitution of the Company as at the commencement of the Meeting.

Corporations Act means the Corporations Act 2001 (Cth).

**Director** means a director of the Company.

**Directors' Report** means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Key Management Personnel** means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Listing Rules** means the listing rules of ASX.

Managing Director means the managing Director.

Meeting has the meaning given to that term in the introductory paragraph of the Notice.

**Notice** means the notice of the Meeting and includes the agenda, Explanatory Memorandum and the Proxy Form.

**Proxy Form** means the proxy form enclosed with the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

**Resolution** means a resolution proposed pursuant to the Notice.

**Schedule** means a schedule to this Explanatory Memorandum.

**Section** means a section of this Explanatory Memorandum.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share.

Strike means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

**WST** means Australian Western Standard Time, being the time in Perth, Western Australia.

ACN 126 741 2	59							
PROXY FORM						Γ OF PROXY FORM		
Shareholder Name:					BY MAIL ⊠ GPO Box Z5207, St George's			
					Terrace, Per			
Shareholder Address:					BY FAX 🖶			
					+61 8 6144 0593 BY HAND			
					20 Howard S			
					Perth WA 6	•		
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		<del></del>			sadams@i-o	g.net		
Number of Sha	res							
Appointment of a								
I/We being a membe	er(s) of Kula Gold Limited are	entitled to att	end and vote and hereby a	ppoint:				
The Chairman (Mark Box)	proxy, please writ	e the name on the register	the Chairman as your of the person or body ered shareholder) that xy					
the extent permitted	generally on my/our behalf an by law, as the proxy sees fit ralia at 9.00am (WST) on Fric	) at the Annu	al General Meeting of Kula	Gold Limited	I to be held at Suite 2,			
If 2 proxies are appo	inted, the proportion or numb	er of votes th	at these proxies are authori	sed to exercis	se is% /	shares to		
	(Proxy 1) and	% /	shares to		(Proxy 2)			
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	o your proxy – please mark X	to indicate ye	our directions)	F.0	ACAINGT	A DOTAINI*		
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Resolution 3	Election of Director – Mr	Simon Adam	าร					
Resolution 4	Election of Director – Mr	John Hanna	ford					
Resolution 6	Ratification of Placemer	t Shares						
	you mark the abstain box for oll and your votes will not to be					n on a show of		
Signature(s) of Sh	nareholder(s)		ection must be signed in acc rections to be implemented.		the instructions overlea	af to enable		
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**KULA GOLD LIMTED** 

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001 (Cth)*.

# **Voting by Proxy - How to complete the Proxy Form**

# Your Name, Address and Shareholder Details

Your name and address is shown on the form of proxy as it appears on the share register of Kula Gold Limited.

# **Appointment of a Proxy**

Please write the name of that person you wish to appoint as proxy in the space indicated. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman will be your proxy and vote on your behalf. A proxy need not be a shareholder of Kula Gold Limited.

## **Votes on Items of Business**

You may direct your proxy how to vote by placing a mark one of the three 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 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 a given item, your proxy will vote as he or she chooses to the extent permitted by law. If you mark more than one box on an item, your vote on that item will be invalid.

# **Appointment of a Second Proxy**

If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company or you may copy this form.

To appoint a second proxy you must:

- indicate that you wish to appoint a second proxy by marking the box;
- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form; and
- return both forms together.

# **Authorised Signature/s**

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

• Individual: Where the holdings 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 signed under a Power of Attorney, you must have already lodged it with the Company,

or alternatively, attach the Power of Attorney or a certified copy to this Proxy 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) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

If a representative of the corporation is to attend the meeting and a proxy form is not used, then an appropriate "Certificate of Appointment of Representative" should be produced prior to admission.

## Attending the Meeting

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

# **Lodgement of Proxy Form**

This Proxy Form and any Power of Attorney or other authority under which it is signed <u>must be received no later</u> than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by facsimile to the Company's registered office on +61 8 6144 0593, or by mail to GPO Box Z5207, St George's Terrace, Perth WA 6831 or delivery to the registered office of the Company at Level 1, 20 Howard Street, Perth WA 6000 (during business hours – Monday to Friday 9:00am to 5:00pm) or emailed to the Company Secretary at <a href="mailto:sadams@i-og.net">sadams@i-og.net</a>.