



Metal Bank Limited  
(ACN 127 297 170)

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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**Time:** 11.00 am

**Date:** 25 June 2015

**Place:** Suite 1, Level 16, 60 Collins Street, Melbourne Victoria

**This Notice of General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.**

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## 1 Time and Place of Meeting

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The Extraordinary General Meeting of the Shareholders to which this Notice relates will be held at 11.00am (AEST) on Thursday, 25 June 2015 at the offices of the Company, Suite 1, Level 16, 60 Collins Street, Melbourne Victoria.

## 2 How to Vote

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The business of the Extraordinary General Meeting affects your Shareholding and your vote is important.

## 3 Voting in Person

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To vote in person, attend the General Meeting on the date and at the place set out above. A body corporate member may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the Company's Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The Company requires written proof of the representative's appointment to be lodged with, or presented to, the Company before the meeting.

## 4 Voting by Proxy

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To vote by Proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out in the Proxy Form.

Please note that:

- (a) A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder;
- (b) Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise;
- (c) If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholders votes each proxy may exercise half of the votes. Any fractions of votes brought about by the apportionment of a proxy will be disregarded;
- (d) A proxy need not be a Shareholder;
- (e) Any instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filled in, will be deemed to be given in favour of the chairman of the Meeting;
- (f) If you do not mark a box, your proxy may vote as they choose on that item.
- (g) If the Chairman of the meeting is your proxy (or he becomes your proxy by default), and you do not complete any of the boxes 'for', 'against' or 'abstain' opposite the items for resolutions, you will be expressly authorising the Chairman to exercise the proxy as the Chairman sees fit, including to exercise your proxy in relation to any item connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company. The Chairman intends to vote all undirected and available proxies in favour of each item of business, subject to any voting exclusions that apply to the proxy (as described below). Shareholders will be informed of the proxy position at the meeting.
- (h) Any instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filled in, will be deemed to be given in favour of the Chairman of the Meeting;
- (i) Completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned before 7pm on 23 June 2015 in one of the following 3 ways:
  - By mail to : Metal Bank Limited  
PO Box 18155  
Little Collins Street VIC 8003
  - By facsimile: Metal Bank Limited  
03 9671 3299
  - By email: [info@metalbank.com.au](mailto:info@metalbank.com.au)

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

## 5 Questions

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At the meeting, the Chairman will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the matters the subject of the meeting. Shareholders may direct questions prior to the meeting to Chairman using the addresses for proxies set out in item 4 above.

## 6 Majority Required

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Resolutions 1 – 2 inclusive are ordinary resolutions and will be passed if more than 50% of the votes cast by Shareholders entitled to vote on the Resolutions are cast in favour of the Resolutions.

## **7 Notice of Extraordinary General Meeting**

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Notice is given that a General Meeting of Shareholders of Metal Bank Limited (**Metal Bank** or **Company**) will be held at 11.00am (AEST) on 25 June 2015 at offices of the Company at Suite 1, Level 16, 60 Collins Street, Melbourne Victoria.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors of the Company have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 7pm (AEST) on 23 June 2015.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

# AGENDA

## Resolutions

### 1 Resolution 1 – Approval of issue of 12,500,000 Shares to a related party

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

*"That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 12,500,000 ordinary shares to Berne No 132 Nominees Pty Ltd <600835>, in which Ms Inés Scotland, the Chair of the Company will have a relevant interest."*

### 2 Resolution 2 – Approval of issue of Performance Rights and Shares to Executive Director – Tony Schreck

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

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given for the issue to Tony Schreck of a maximum of 6,355,932 performance rights, and the issue to him of Shares on the vesting of those performance rights, pursuant to the Company's Performance Rights Plan and in accordance with the terms and conditions summarised in the Explanatory Memorandum."*

## VOTING EXCLUSION STATEMENTS

Under ASX Listing Rule 14.11, the Company will disregard any votes cast on the Resolutions by the following persons:

RESOLUTION	PERSONS EXCLUDED FROM VOTING
1. Approval of issue of 12,500,000 Shares to a related party	<p>A vote in respect of Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:</p> <ul style="list-style-type: none"><li>• The Chair, Ms Inés Scotland and any person who may participate in the proposed issue;</li><li>• Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the Resolution is passed; and</li><li>• Any of their respective Associates,</li></ul> <p>unless:</p> <ul style="list-style-type: none"><li>• It is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; and</li><li>• It is cast by the Chair of 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,</li></ul> <p>even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.</p>
2. Approval of issue of Performance Rights and Shares to Tony Schreck	<p>A vote in respect of Resolution 2 must not be cast (in any capacity) by or on behalf of any of the following persons:</p> <ul style="list-style-type: none"><li>• Mr Tony Schreck;</li><li>• any director of the Company – in the case of a trust, the responsible entity - who is eligible to participate in the employee incentive scheme in respect of which the approval is sought and, if ASX has expressed an opinion under rule 10.14.3 that approval is required for participation in the employee incentive scheme by anyone else, that person; and</li><li>• any of their respective Associates.</li></ul> <p>In addition, any votes cast by a member of the Key Management Personnel and closely related parties of such members will be disregarded.</p> <p>However, the Company will not disregard the vote as a result of these restrictions if it is cast:</p> <ul style="list-style-type: none"><li>• by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; and</li><li>• by the Chair of 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,</li></ul> <p>even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.</p>

The Chair will vote undirected proxies in favour of Resolutions 1 and 2.

Dated 20 May 2015

BY ORDER OF THE BOARD



Sue-Ann Higgins  
Company Secretary

### 3 EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at 11.00am (AEST) on 25 June 2015 at the offices of the Company at Suite 1, Level 16, 60 Collins Street, Melbourne Victoria, Australia.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of General Meeting

The Directors recommend that shareholders read this Explanatory Statement in full in conjunction with the accompanying Notice of Extraordinary General Meeting of which this Explanatory Statement forms a part.

#### Resolution 1 – Approval to issue 12,500,000 Shares to a related party

##### 1.1 Background

Resolution 1 seeks Shareholder approval for the issue of 12,500,000 Shares to Berne No 132 Nominees Pty Ltd <600835> on behalf of Indigo Pearl Capital Ltd (**Berne**).

The Chair of the Company, Ms Inés Scotland, holds a relevant interest in shares held by Berne by operation of s608(2) of the Corporations Act 2001 (Cth) (**the Act**), and accordingly, the issue of shares to Berne is subject to and conditional upon shareholder approval.

As announced to ASX on 13 February 2015, the Company entered into agreements with a number of its major investors for the placement of 38 million shares at a price of 2 cents, representing a premium to the closing share price on 12 February of more than 100% (**Placement**). Berne was one of these investors, subscribing for 12,500,000 Shares, for a total consideration of \$250,000.

Berne is currently the holder of 24,285,647 ordinary shares in the Company, representing 8.29% of the issued share capital of the Company. In the event that shareholder approval is obtained for Resolution 1, Berne's total holding will increase to 36,785,647 representing 11.12% of the issued share capital of the Company.

##### 1.2 ASX Listing Rule Requirements

ASX Listing Rule 10.11 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities to a related party without the approval of holders of ordinary securities.

A director of a listed company and any entity controlled by the director are included in the definition of a related party.

##### 1.3 Information required by Listing Rule 10.13

(a) *Names of the persons to whom the entity will issue the securities*

The Shares will be issued to Berne No 132 Nominees Pty Ltd <600835>.

(b) *The maximum number of securities the entity is to issue*

12,500,000 Shares.

(c) *The date by which the entity will issue the securities*

Subject to Shareholder approval, the Shares will be issued no later than one month after the date of the Meeting.

(d) *The relationship between Berne and Ms Scotland*

As settlor and beneficiary of the trust which is the ultimate beneficial holder of the shares held by Berne, Ms Scotland holds a relevant interest in such shares by operation of s608(2) of the Act.

(e) *Issue price of securities*

The Shares will be issued at 2 cents, being the same price as all other Shares issued under the Placement.

(f) *Terms of the securities*

The Shares 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.

(g) *The use or intended use of the funds raised*

The funds to be raised by the Company are intended to be used for the following purposes:

- (i) exploration expenditure in relation to the Company's existing projects; and
- (ii) general working capital requirements of the Company.

(h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

## 1.4 Recommendation of Directors

The Directors (with the Chair, Ms Inés Scotland abstaining) recommend that Shareholders vote in favour of Resolution 1, as the placement will provide the Company with necessary funds to enable it to continue with its exploration program and additional funding to meet the Company's working capital requirements.

## Resolution 2 – Approval of issue of performance rights and shares to Tony Schreck

### 2.1 Background

The Metal Bank Performance Rights Plan (*the Rights Plan*) and issue of securities under the Rights Plan was approved by shareholders at the Annual General Meeting of the Company held on 30 November 2012.

ASX Listing Rule 10.14 provides that the acquisition of securities under an employee incentive scheme by a director requires shareholder approval. Shareholder approval is therefore sought for the issue of a maximum of 6,355,932 Rights (*Rights*) under the Rights Plan to Mr Tony Schreck, an Executive Director of the Company, and to the issue of shares on the exercise of such of those Rights which vest upon satisfaction of the applicable vesting conditions.

As the Company is a mineral exploration company it does not generate cash from its operations and in order to preserve cash for exploration activities, the Board has determined, where possible, to pay base remuneration less than market rates to its executive directors, employees and individual contractors with remuneration to be supplemented by Rights issued under the Rights Plan to ensure attraction, retention and ongoing incentives for its executives and employees.

Mr Schreck is, at present, the Company's only full time employee and is the executive director responsible for the Company's exploration activities.

In deciding on the quantum of Rights to be issued to Mr Schreck, the Board considered that a number of shares equivalent to 50% of his base salary, based on a share price of 1.18 cents (being the 30 day VWAP at the date of Board approval of the offer of Rights) would be appropriate. Mr Schreck has not received any cash bonuses or other remuneration other than his base salary plus superannuation. Based on this and given the Company's circumstances and having regard to the performance hurdles on vesting of the Rights the Board considers that the allocation of Rights is reasonable and appropriate.

### 2.2 Other Information for the purposes of Listing Rule 10.15

The Rights and Shares are to be issue to Mr Schreck, an executive Director of the Company.

The maximum number of Rights and Shares which may be issued to Mr Schreck is 6,355,932.

No consideration is payable for the Rights, or upon issue of shares upon satisfaction of the vesting conditions associated with the Rights. Subject to the satisfaction of the vesting conditions described below and any adjustments made in accordance with the Rights Plan, Mr Schreck will receive one share in the Company for each Right granted.

Following approval of the Rights Plan, 4,000,000 Performance Rights were issued (2,000,000 to each of Guy Robertson and Anthony Ho, directors of the Company at that time), all of which lapsed prior to vesting. No other Rights have been issued under the Rights Plan.

To be eligible to participate in the Rights Plan, a person must be a full or part time employee, contractor or consultant (approved by the Board) of the Company or any subsidiary of the Company or a director.

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Statement relates.

No loan will be made to the Director in connection with the acquisition of the Rights.

If the resolution is passed, the Rights will be issued to Mr Schreck as soon as practicable following shareholder approval, and in any event, not more than one month following the date of the Meeting.

### Additional Information

The Rights are subject to the following Vesting Conditions which must be satisfied to the satisfaction of the Board (in its discretion), or waived by the Board:

- (a) Mr Schreck remaining employed by the Company or one of its subsidiaries for the duration of the Performance Period; and
- (b) Mr Schreck meeting the following performance hurdles during the Performance Period, in respect of the percentage of Rights allocated to each hurdle:
  - Vesting of 50% of the Rights is subject to the 60 day VWAP of the Company's share price on the vesting date being a 200% increase on the 30 day VWAP of 1.18 cents at the date of approval of the offer of Performance Rights by the Board;
  - Vesting of 30% of the Rights is subject to the Company obtaining sufficient indications from drilling in Year 1 of the Mason Valley Copper Project Joint Venture (*MVCP JV*) that copper resource potential exists to support a decision by the Board to continue beyond year one of the MVCP JV;
  - Vesting of 10% of the Rights is subject to improvement in safety standards and culture within the company and regulatory compliance; and

- Vesting of the remaining 10% of the Rights is subject to the Company continuing to maintain a high level of technical assessment and input from external consultants on the MVCP JV and other exploration projects of the Company.

The Performance Period commences on the date on which the Board initially approved the allocation of Rights, being 10 March 2015, and ends at 5.00pm (Melbourne time) on 9 March 2016.

The Rights expire at 5.00pm (Melbourne time) on 9 April 2016. Rights will expire before this date if Vesting Conditions are not satisfied or waived.

Performance will be assessed by the Board or a subcommittee of the board formed for this purpose.

Shares allocated following the exercise of Performance Rights will not be subject to any restrictions on disposal subject to observance of the Company's Share Trading Policy in dealing with Shares.

The Board of Directors have determined that amount of performance rights constitute reasonable remuneration in the event they were granted and shareholder approval under Chapter 2E of the Corporations Act 2001, is therefore not required.

Mr Schreck holds a relevant interest in 9,000,000 options with an exercise price of 3 cents, expiring 30 November 2018.

No shares will be issued to satisfy the exercise of Rights if this were to result in the Company exceeding the 5% cap as provided for in the Plan Rules.

Details of any securities issued under the Rights Plan will be published in each annual report of the Company relating to a period in which securities have been issued, and that approval for the issue of securities was obtained under Listing Rule 10.14.

A summary of the Plan Rules were provided with the Notice of Annual General Meeting held on 30 November 2012. A copy may be requested by contacting the Company Secretary.

The Directors (Mr Schreck abstaining) recommend Shareholders vote in favour of Resolution 2.

## 4 Glossary

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In this Explanatory Statement and Notice of General Meeting:

**ASIC** means Australian Securities and Investments Commission.

**Associates** has the meaning given by Sections 10 to 17 of the Corporations Act.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

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

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

**Business Day** means a day (not being a Saturday or Sunday) on which Australian banks (as defined in section 9 of the Corporations Act) are open for general banking business in the capital city of the State.

**Company, MBK or Metal Bank** means Metal Bank Limited (ACN 127 297 170).

**Constitution** means the Constitution of the Company.

**Corporations Act** means *Corporations Act 2001* (Cth)

**Directors** means the directors of the Company.

**EST** means Eastern Standard Time, in Sydney, New South Wales.

**Explanatory Statement** means the explanatory statement accompanying the Notice of Meeting.

**General Meeting or Meeting** means the meeting convened by the Notice.

**Key Management Personnel or KMP** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Notice or Notice of Meeting or Notice of General Meeting** means the notice of extraordinary general meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to subscribe for a Share.

**Proxy Form** means the proxy form accompanying the Notice of Meeting.

**Resolutions** mean the resolutions set out in the Notice of Meeting, or any one of them as the context requires.

**Share or Shares** means fully paid ordinary share or shares in the capital of the Company.

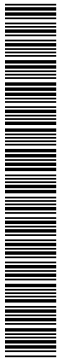
**Shareholder** means a holder of a Share.

**State** means the State of Victoria in the Commonwealth of Australia.

**VWAP** means the volume weighted average price of the Shares for a specified time period during which the Shares were traded on the ASX.



☐ **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.



Securityholder name and address

Sub-Register	ISSUER
HIN / SRN	

## Proxy Form

Please mark ☒ to indicate your directions

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

**PLEASE NOTE:** This proxy is solicited on behalf of the management of Metal Bank Limited ACN 127 297 170 (the "Company") for use at the meeting of the shareholders of the Company to be held at Suite 1, Level 16, 60 Collins Street, Melbourne Victoria on Thursday 25 June 2015 at 11:00am (AEST) or any adjournment thereof (the "Meeting").

I/We being a member/s of Metal Bank Limited hereby appoint

the Chairman  
of the meeting

OR

**PLEASE NOTE:** If you leave the section blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) 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 at the Meeting and at any adjournment of that meeting.

If you have not appointed the Chairman of the Meeting as your proxy and you are appointing a second proxy please complete the following: Proxy 1 is appointed to represent \_\_\_\_\_% of my voting right and Proxy 2 is appointed to represent \_\_\_\_\_% of my total votes. My total voting right is \_\_\_\_\_ shares.

**PLEASE NOTE:** If the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the votes.

With respect to any amendment or variations to the matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting, I/we confer discretionary authority on the person voting on behalf of me/us to vote as that person sees fit. At the time of printing this Form of Proxy, management knows of no such amendment, variation or other matter.

### STEP 2 Items of Business



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

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

	FOR	AGAINST	ABSTAIN
Resolution 1 – Approval of issue of 12,500,000 Shares to a related party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Approval of issue of Performance Rights and Shares to Executive Director – Tony Schreck	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no choice is specified, the shareholder is conferring discretionary authority on the proxy to vote at his or her discretion. However, the Chairman intends to vote FOR the resolution above.

**SIGN**

### Signing by member

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

Individual or Member 1

Sole Director and Sole Secretary

Member 2 (if joint holding)

Director/Company Secretary

Member 3 (if joint holding)

Director

/ /

Date

**Important** Please bring this form to the meeting to assist in registration.

## Lodge your vote:

### By Mail:

Metal Bank Limited  
PO Box 18155  
Little Collins Street VIC 8003

### By facsimile:

Facsimile: +61 03 9671 3299

### By email:

info@metalbank.com.au

## For all enquiries call:

Telephone: +61 (0) 8 9389 8033

Email: admin@advancedshare.com.au

## Proxy Form

### Instructions

1. Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the Chairman, please insert the name of your proxyholder(s) in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name that appears on the proxy.
4. If a shareholder appoints two proxies, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
5. 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, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
6. To be effective, proxies must be delivered by shareholders as follows:  
Shareholders must deliver their proxies prior to 7pm (AEST) on 23 June 2015 by mail to PO Box 18155, Little Collins Street VIC 8003, or by facsimile at +61 03 9671 3299 or by email to info@metalbank.com.au. However the Company reserves the right to accept proxies received after this time.
7. For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that shareholders holding shares at 7.00pm (AEST) on 23 June 2015 will be entitled to attend and vote at the Meeting.
8. The Chairman intends to vote in favour of the resolution set out in this proxy form.
9. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting, subsequent correspondence from the Company in relation to the Meeting or other matters that may properly come before the Meeting.
10. This proxy should be read in conjunction with the accompanying documentation provided by management of the Company.
11. The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for, and if the shareholder has specified a choice in respect of any matter to be acted upon, the shares will be voted accordingly.

### Attending the Meeting

Please bring this form to assist registration. If a representative of a corporate shareholder or proxy is to attend the meeting you will need to provide the 'Appointment of Corporate Representative' form prior to admission. This may be obtained from Advanced Share or online at [www.advancedshare.com.au](http://www.advancedshare.com.au) under the 'Investors' and 'General Forms' tab.

**Turn over to complete the form →**



**CHECK OUT OUR WEBSITE at**  
[www.advancedshare.com.au](http://www.advancedshare.com.au)

- Check all holdings by using HIN/SRN
- Update your holding details
- Reprint various documents online