

BROAD INVESTMENTS LIMITED
ACN 087 813 090

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 2014 Annual General Meeting ('AGM or the Meeting') of members of Broad Investments Limited ('the Company') will be held at Level 15, 1 O'Connell St, Sydney, NSW, 2000, at 11.30 AM on Friday, 28 November 2014.

ORDINARY BUSINESS

RECEIPT OF FINANCIAL REPORTS AND REPORTS OF DIRECTORS AND AUDITOR

To receive and consider the Financial Reports of the Company for the financial year ended 30 June 2014, together with the declaration of the Directors, the Remuneration Report and the Report of the Directors and the Auditor, which relate to the Financial Reports.

ADOPTION OF DIRECTORS' REMUNERATION REPORT

RESOLUTION 1: To consider, and if thought fit, pass with or without amendment the following resolution as an **ordinary resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the adoption of the Company's Remuneration Report, as set out in the Directors' Report within the Annual Report for the Year Ended 30 June 2014 prepared in accordance with Section 300A of the Corporations Act 2001 (Cth)."

Please note that in accordance with Sec 250R(3) of the Corporations Act (Cmwlth) the votes cast on this resolution are advisory only and do not bind the Company or the Directors.

ELECTION OF DIRECTOR

RESOLUTION 2: To consider, and if thought fit, pass the following resolution as an **ordinary resolution**:

"That, for the purposes of the Constitution of the Company, ASX Listing Rule 14.4 and all other purposes, Mr Neil Gibson, a Director of the Company, who retires in accordance with the Constitution of the Company and being eligible, offers himself for re-election, be re-elected a Director of the Company."

FUTURE PLACEMENT OF SECURITIES

RESOLUTION 3: To consider and, if thought fit, pass with or without amendment, the following resolution as an **ordinary resolution**:

"That authority is hereby given to Directors under ASX Listing Rule 7.1, for the issue of up to 750 million securities of the Company, which at the discretion of the Directors may be any type of securities permitted under the ASX Listing Rules, The Corporations Act and the Constitution of the Company, with such securities to be issued within 3 months of the date of this general meeting or such later date as the ASX permits at its discretion, at a price not less than 80% of the average closing price of the ordinary securities traded on the ASX during the 5 days on which sales in the securities were recorded prior to the issue provided that the issue will not contravene the Corporations Act 2001 or any other legislation and that such securities may be issued for working capital purposes and for any worthwhile purpose as determined by the Directors including in lieu of debt, fees or monies owing to any party, as consideration for any investments or acquisition.

In addition, the Directors are hereby authorised to issue such securities to sophisticated or professional investors or otherwise in accordance with section 708 of the Corporations Act 2001."

ISSUE OF SECURITIES TO DIRECTORS OR THEIR ASSOCIATES

RESOLUTION 4: To consider and, if thought fit, pass with or without amendment, the following resolution as an **ordinary resolution**:

“That authority is hereby given to the Company under and for the purpose of ASX Listing Rule 10.11 and chapter 2E of the Corporations Act 2001 and for all other purposes, for the issue of up to 500 million fully paid ordinary shares at a price not less than 80% of the average closing price of the ordinary securities traded on the ASX during the 5 days on which sales in the securities were recorded prior to the issue, to Vaz Hovanessian, a Director of the Company or his nominees and/or associates or as directed by him, provided that such issue does not contravene the Corporations Act 2001 or any other legislation or ASX Listing Rule and that such securities are to be issued as detailed below within one month of the date of this general meeting or such later date as the ASX permits at its discretion and that such securities are issued to raise funds for working capital purposes, for any investments considered worthwhile by the Directors or in lieu of outstanding Directors’ Fees and/or monies owing to the Director or his associates:

ISSUE OF ADDITIONAL 10% OF SECURITIES IN ACCORDANCE WITH LISTING RULE 7.1A

REOLUTION 5: To consider and, if thought fit, pass with or without amendment, the following resolution as a **special resolution**:

“That authority is hereby given to Directors pursuant to ASX Listing Rule 7.1A and for all other purposes, for the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, at any time within 12 months of the date of this meeting and at a price and on terms and conditions as detailed in the Explanatory Memorandum included in this Notice of Meeting”

OTHER BUSINESS

To consider any other business that can lawfully be brought before the meeting.

ENTITLEMENT TO VOTE

Who may vote?

Pursuant to section 1109N of the *Corporations Act 2001*, the Company has determined that for the purpose of the meeting, all shares in the Company shall be taken to be held by the persons who held them as registered shareholders at 12 Noon (AEST) on Thursday, 27 November 2014 (**Entitlement Time**). All holders of ordinary shares in the Company as at the Entitlement Time are entitled to attend and vote at the meeting.

Proxies

Please note that:

- a member of the Company who is entitled to attend and cast a vote at the meeting has a right to appoint a proxy;
- the appointment may specify the proportion or number of votes that the proxy may exercise;
- a member who is entitled to cast 2 or more votes at the meeting may appoint 2 proxies and must specify the proportional number of votes each proxy is appointed to exercise;
- if the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes;
- a proxy need not be a member of the Company; and
- if you wish to appoint 2 proxies, contact the Company for another proxy form.

Unless the member specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.

If you wish to appoint a proxy, you should complete the attached 'Appointment of Proxy' form and comply with details set out in that form for lodgement of the form with the Company.

The proxy form must be signed by the member or his or her attorney duly authorised in writing or, if the member is a corporation, either under the seal of the corporation (in accordance with its

Constitution) or under the hand of an attorney duly authorised in writing or otherwise signed in accordance with the *Corporations Act 2001*.

If any attorney or authorised officer signs this proxy form on behalf of a member, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the proxy form.

The proxy form must be received **not less than 48 hours** before the time for holding the General Meeting (i.e. 11.30 AM, Wednesday, 26 November 2014) by delivering the proxy form to one of the addresses as follows:

Registered Office:

Lower level, 15 Whiting Street, Artarmon, NSW, Australia, 2064

Mailing Address:

PO Box H125
Australia Square, Sydney,
NSW, Australia 1215

Facsimile transmission to:

Within Australia: 02 9391 0409
International: 61 2 9391 0409

A corporation may appoint a representative who may attend the meeting and vote on behalf of the corporation. Such a representative will have to produce a corporate representative appointment letter from the corporation signed either under the common seal of the corporation (in accordance with its Constitution), or by a duly authorised officer or otherwise signed in accordance with the *Corporations Act 2001* before he or she will be permitted to vote

Voting Exclusion Statement

In addition, in accordance with the Listing Rules, the Company will disregard any votes cast on the following resolutions by the following persons:

In respect to Resolution 3,

A person who may participate in the proposed issue or a person who might obtain a benefit (except a benefit solely in the capacity of a holder of securities in the Company) if the resolution is passed or an associate of those persons,

In respect to Resolutions 4,

Mr. Vaz Hovanessian and any of his associates

In respect to Resolutions 5,

A person who may participate in the proposed issue or a person who might obtain a benefit (except a benefit solely in the capacity of a holder of securities in the Company) if the resolution is passed or an associate of those persons,

However, the Company will not disregard a vote if:

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

EXPLANATORY NOTES

Resolution 1: Adoption of Directors' Remuneration Report

The Annual Report for the Year Ended 30 June 2014 contains a Remuneration Report in the Directors' Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the Directors of the Company.

The Corporations Act ("The Act") requires the agenda for the Annual General Meeting to include a resolution for adoption of the Remuneration Report. The Act expressly provides that the vote on the resolution is advisory only and does not bind the Directors of the Company.

Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions and comment on the Remuneration Report.

The Directors recommend that shareholders vote in favour of Resolution 1.

Resolution 2: Election of Director

In accordance with the Constitution of the Company and ASX Listing Rule 14.4, Neil Gibson has retired as a Director and being eligible, offers himself for re-election.

The Directors, other than Neil Gibson, who abstains from making a recommendation, recommend that shareholders vote in favour of Resolution 2

Resolution 3: Future Placement of Securities

At the time of issuing this Notice of AGM, other than additional working capital, there was no specific plan to issue any securities. However, your Board is mindful of adding value for shareholders and in this regard is constantly looking for opportunities and possible acquisitions and worthwhile investments that would complement the Company's current business. Whilst no agreements or decisions have yet been reached in respect to any acquisitions or investments, should such an opportunity arise within 3 months of the AGM, the right to issue the shares in lieu of such acquisition or investment or raise funds for that purpose would allow the transaction to be considered quickly and the opportunity to be taken advantage of.

Please note that the issue of the shares is likely to occur in more than one single parcel and progressively over the 3 month window allowed under the ASX Listing Rules.

None of the subscribers pursuant to this issue will be related parties of the Company.

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.

For the purposes of ASX Listing Rule 7.3, the following information is provided:

The maximum number of securities to be allotted is 750 Million;

The Company will issue the securities within 3 months of the date of this meeting, or such later date as the Australian Stock Exchange permits in its discretion;

The issue price of the securities, in the case of ordinary shares, will be no less than 80% of the VWAP of the ordinary securities traded on the ASX during the 5 days on which sales in the shares were recorded prior to the issue of the ordinary shares and in the case of options it will be issued at nil cost but at an exercise price which will be no less than 80% of the weighted average market price of the ordinary securities traded on the ASX during the 5 days on which sales in the shares were recorded prior to the issue of the options.

The Company intends to use the funds raised by the issue of the securities is for retiring any debt, acquisition of investments, working capital and expansion of operations and for any worthwhile purpose as determined by the Directors. Where appropriate the issue of securities may be in lieu of debt or any monies owing to third parties, investments, acquisitions or any worthwhile purpose as determined by the Directors.

Where securities are issued to raise working capital, the Company will issue the shares to either sophisticated or professional investors or otherwise in accordance with Section 708 of the Corporations Act 2001;

The terms of the securities issued, if ordinary shares, are as detailed above in respect to their issue price and in respect to their rights are the same as all other ordinary shares issued by the Company as specified in the constitution of the Company. The terms of the securities issued, if they are options, will be as detailed above in respect to their issue price and exercise price and any exercise of options may only happen no later than 5 years from date of issue. Further, if such options are exercised the shares so issued will have rights that are the same as all other ordinary shares issued by the Company as specified in the constitution of the Company.

The other terms of the securities issued, if they are options to subscribe for shares, are as follows:

1. The option holder cannot participate in new issues without first exercising the options so that the option holder is issued shares prior to the record date for determining entitlements for the new issue;
2. The exercise price of options issued or number of underlying securities over which it can be exercised may be changed in accordance with Listing Rule 6.22 or any amendment of that Rule from time to time, in respect to any pro-rata rights issue or bonus issue; and
3. The rights of the option holder on a reorganisation of capital are to be adjusted in accordance with Listing Rule 7.22 or as the Listing Rules provide and as they apply to the reorganisation of capital at the time of the reorganisation.
4. The period during which the options may be exercised will depend on negotiations with allottees at the time of issue and what Directors may consider appropriate under the circumstances, but will not exceed 5 years from the date of issue.

The intended use of the funds raised from the exercise of the options is for retiring any debt, acquisition of investments, working capital and expansion of operations and for any worthwhile purpose as determined by the Directors. Where appropriate the issue of options may be in lieu of debt or any monies owing to third parties, investments, acquisitions or any worthwhile purpose as determined by the Directors

The Directors recommend that shareholders vote in favour of Resolution 3.

Resolutions 4: Issue of Securities to Director or his associate

At the time of issuing this Notice of AGM, there was no specific plan to issue any securities to any Director, including Mr. Hovanessian. However, as in the case of the explanation offered for Resolution 3, your Board is mindful of adding value for shareholders and in this regard is constantly looking for opportunities and possible acquisitions and worthwhile investments that would complement the Company's current business. Whilst no agreements or decisions have yet been reached in respect to any acquisitions or investments, should such an opportunity arise within one month of the AGM or such later date as the ASX may permit at its discretion, the right to issue the shares to Mr. Hovanessian to raise funds in a timely manner for such acquisition or investment would allow the transaction to be considered quickly and the opportunity to be taken advantage of. Mr. Hovanessian has on many occasions in the past loaned monies to the Company for working capital purposes and has the capacity to assist the Company with a placement of shares to him should the need arise.

It should be noted that where approval is granted under Listing Rule 10.11 no approval is necessary under Listing Rule 7.1

The Directors, other than Vaz Hovanessian who abstains from making a recommendation because of his interest in the Resolution, recommend that shareholders vote in favour of Resolution 4

Resolution 5: Issue of 10% of Securities under Listing Rule 7.1A

In 2012 the ASX introduced Listing Rule 7.1A to provide eligible mid to small cap listed entities with the ability to seek shareholder approval to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placements over a 12 month period ("Placement Facility"). This 10% Placement Facility is in addition to the 15% placement capacity allowed under Listing Rule 7.1.

Listing Rule 7.1A

It is a condition of Listing Rule 7.1A that Approval must be sought from ordinary security holders by special resolution at the annual general meeting (AGM). The approval will be valid for a maximum of 12 months from the date of the AGM.

For the purposes of ASX Listing Rule 7.3, the following information is provided:

The maximum number of securities (“Equity Securities”) to be allotted is 10% of the issued capital at the time of issue determined in accordance with the formula prescribed in Listing Rule 7.1A.2 and as detailed below.

Issue to be in same class as existing quoted Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as existing quoted securities of the Company.

As at the date of this Notice, the Company has on issue only one class of Equity Securities which are Ordinary Class fully paid shares.

Formula for calculating the 10% Placement Facility

The number of Equity Securities that may be issued under the 10% Placement Facility in accordance with Listing Rule 7.1A.2 may be calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of shares on issue 12 months before the date of issue or agreement:

- i. Plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- ii. Plus the number of partly paid shares that became fully paid in the 12 months;
- iii. Plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the company’s 15% placement capacity without shareholder approval;
- iv. Less the number of fully paid shares cancelled in the 12 months

Note that **A** has the same meaning in Listing Rule 7.1 when calculating an entity’s 15% placement capacity

D is 10%

E is the number of Equity Securities issued or agreed to be issued under the Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4

As at the date of this Notice, the Company has only 853,153,033 Ordinary Class of shares on issue. Therefore the total number of Equity Securities that may be issued as at the date of this Notice is:

- (i) 127,972,955 Equity Securities under Listing Rule 7.1; and
- (ii) 85,315,303 Equity Securities under Listing Rule 7.1A, if Resolution 5 is approved by Shareholders,

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue in accordance with the formula prescribed in Listing Rule 7.1A.2 and as detailed above.

Minimum Issue Price

The issue price of the Equity Securities will be no less than 75% of the VWAP of the Equity Securities in the same class of securities traded on the ASX during the 15 trading days on which trades in the class were recorded immediately prior to:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or

- (ii) if the equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the equity Securities are issued.

Placement Period of 10% Placement Facility

If shareholders approve the 10% Placement Facility, the right to issue the Equity Securities will be valid from the date of the AGM at which the approval is obtained and expires on the earlier occurrence of:

- (i) the date that is 12 months after the date of the AGM at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period as allowed by the ASX at its discretion (the 10% Placement Period).

Effect of Resolution 7

The effect of Resolution 7 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the allowed period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 7 is a special resolution and will therefore require the approval of 75% of the votes cast by shareholders, proxyholders, attorneys or corporate representatives, as the case may be, who are present and eligible to vote.

Use of Funds Raised

The Company will use the funds raised by the issue of the Equity Securities for any purpose determined as worthwhile by Directors, including for retiring any debt, acquisition of investments, working capital and expansion of operations.

Where Equity Securities are issued to raise working capital, the Company will issue the securities to either sophisticated or professional investors or otherwise in accordance with Section 708 of the Corporations Act 2001;

Specific Information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility:

- a. The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in the class were recorded immediately before:
 - i. The date on which the price at which the Equity Securities are to be issued is agreed; or
 - ii. If the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

The VWAP used to perform this calculation will be sourced from ASX Customer Service or from any reputable information service provider. The Company will disclose the 15 day VWAP figure, and the source of the VWAP data, when it announces an issue of any Equity Securities under listing rule 7.1A

- b. If resolution 7 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
 - i. The market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

- ii. The Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- i. Two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- ii. Two examples where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price

Variable 'A' in Listing Rule 7.1A.2		DILUTION		
		0.05 cent 50% Decrease in issue price	0.1 cent Issue Price	0.15 cent 50% Increase in issue price
Current Variable 'A' 853,153,303	10% Voting Dilution	85,315,303 shares	85,315,303 shares	85,315,303 shares
	Funds Raised	\$42,658	\$85,315	\$127,973
50% Increase in Current Variable 'A' 1,279,729,550	10% Voting Dilution	127,972,955 shares	127,972,955 shares	127,972,955 shares
	Funds Raised	\$63,986	\$127,973	\$191,959
100% Increase in Current Variable 'A' 1,706,306,066	10% Voting Dilution	170,630,606 shares	170,630,606 shares	170,630,606 shares
	Funds Raised	\$85,315	\$170,631	\$255,946

The table has been prepared on the following assumptions:

- i. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility
- ii. No options (including any options issued under the 10% Placement Facility) are exercised before the date of the issue of the Equity Securities.

- iii. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - iv. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - v. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - vi. The Issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes options, it is assumed that those options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders
 - vii. The issue price is 0.01 cents being the closing price of the Shares on the ASX on 15 October, 2014.
- c. The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 7 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking)
- d. The Company may seek to issue the Equity Securities for the following purposes:
- i. Non cash consideration for the acquisition of a new business and/or investments or any other purpose determined as worthwhile by the Directors. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - ii. Cash consideration. In such circumstances, the Company intends to allocate the funds towards additional working capital
 - iii. In addition to the purposes referred to in paragraphs d(i) & d(ii), the issue may be for any worthwhile purpose as determined by the Directors including to raise funds to retire any debt or in lieu of any debt, fees or monies owing to any party, and/or as non-cash consideration for any investments or acquisition.

The Company will comply with the disclosure obligations under the Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- iii. The methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- iv. The effect of the issue of the Equity Securities on the control of the Company;
- v. The financial situation and solvency of the Company; and
- iv. Advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related parties of the Company. Further, if the Company is successful in acquiring a new business or making any investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new business or investment.

- e. The Company has previously obtained Shareholder approval under Listing Rule 7.1A at the 2013 AGM. However, no shares have been issued since obtaining that approval.
- f. A Voting Exclusion Statement is included with this Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The terms of the Equity Securities to be issued, if ordinary shares, are as detailed above in respect to their issue price and in respect to their rights are the same as all other ordinary shares issued by the Company as specified in the constitution of the Company.

Annual Report

A copy of the 2014 Annual Report is available on the Company's website at www.broadinvestments.com.au

Vaz Hovanessian
Company Secretary

BROAD INVESTMENTS LIMITED

PROXY FORM

I/We

(NAME OF SHAREHOLDER)

Of

(ADDRESS IN FULL)

being a member/members of Broad Investments Limited hereby appoint

(NAME OF PROXY 1)

of

(ADDRESS OF PROXY IN FULL)

and/or failing him/her

(NAME OF PROXY 2)

of

(ADDRESS OF PROXY IN FULL)

or failing him/her the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 11.30 AM, on 28 November, 2014 and at any adjournment thereof in the manner indicated or in the absence of indications, as he/she thinks fit.

Proxy 1 represents ____% and Proxy 2 represents ____% of my total voting rights.

Important:

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box.

☐

If appointed as your proxy and you do not direct how your proxy should vote, the Chairman of the Meeting intends to vote undirected proxies in favour of each resolution. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution

RESOLUTIONS

	For	Against	Abstain
1. Adoption of Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Neil Gibson as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Future Placement of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Issue of Securities to Director – Vaz Hovanessian	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Issue of 10% of Securities under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

***Signature of Shareholder or
Director or Sole Director**

*Delete whichever is not applicable

***Signature of Shareholder or
Director/Company Secretary**

Please Insert: daytime telephone number:

E-mail address:

NOTES

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed, each must be appointed to represent a specified proportion of the member's voting rights.
3. Appointment of a proxy by a member who is a corporation must be under hand of its attorney or the hand of a person duly authorised by the corporation.
4. A proxy need not be a member of the Company.
5. An appointment of proxy form must be lodged at the registered office of the Company not less than 48 hours before the time for holding the Annual General Meeting.

**The registered office of the Company is at
15 Whiting Street, Artarmon, NSW, 2064
Postal: PO BOX H125, Australia Square,
Sydney, NSW, 1215
Telephone 61 2 9391 0450
Facsimile 61 2 9391 0409**