

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Members of Australian Rural Capital Limited ACN 001 746 710 (**ARC or the Company**) will be held on **Friday 16th October 2015 at 11.00 am Brisbane time** at the offices of Broadley Rees Hogan, located at **Level 8, 179 Turbot Street, BRISBANE QLD 4000 (AGM or the Meeting)**.

BUSINESS

1. Chairman's Address

Report on results and activities during the financial year.

2. Financial Statements for the year ended 30 June 2015

The audited financial statements of ARC and its subsidiaries will be presented to the Meeting for review.

ORDINARY BUSINESS

3. Adoption of Remuneration Report

The Board of ARC is submitting its Remuneration Report to shareholders for consideration and adoption by way of a **non binding** resolution. This resolution is put to members in accordance with section 250R(2) of the *Corporations Act* and the *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011*. The outcome of this resolution is advisory only and is not binding on the Company or the Directors for the 2015 year, but under certain circumstances, disclosed in the Explanatory Memorandum, may cause additional resolutions to be placed before the 2015 Annual General Meeting. The Remuneration Report is set out on pages 7 to 9 of the ARC Annual Report for 2015 which is available at the Company's website www.ruralcapital.com.au. The report explains the board's policies in relation to the nature of remuneration paid to the Directors and management.

Resolution 1 - as an ordinary resolution:

That the Remuneration Report contained in the Australian Rural Capital Limited 2015 Annual Report be hereby adopted

Voting Exclusion Statement

As required by Section 250R(4) of the Corporations Act, the Company will disregard any votes cast under Resolution 1 by the Directors of the Company or their related entities and associated parties.

4. Re-election of Director – Mr. Darren Anderson

The ASX Listing Rules and the constitution of the Company require each Director to be re-elected every three years and also that an election of Directors be held each year.

Darren Anderson will retire in accordance with clause 13.5 of the Company's constitution and, being eligible, has offered himself for re-election.

Resolution 2 - as an ordinary resolution:

That Darren Anderson be re-elected as a Director of the Company

5. Approval of Issue of Options

To consider and if thought fit, pass the following resolution:

Resolution 3 - as an ordinary resolution:

That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the allotment and issue of 150,000 Options exercisable at \$0.50 per ordinary Share in ARC by 31 August 2020 for a consideration of \$0.05 per Option to interests associated with James Andrew Jackson on the terms and conditions as detailed in the Explanatory Memorandum.

Voting Exclusion Statement

In accordance with ASX Listing Rule 10.13.6, the Company will disregard and not count any votes cast (in any capacity) on Resolution 3 on or on behalf of any or all of the following persons:

James Andrew Jackson and his Associates;

However, the Company need not disregard a vote if:

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

6. Approval of Issue of Shares

To consider and if thought fit, pass the following resolution:

Resolution 4 - as an ordinary resolution:

That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the allotment and issue of up to 7,000,000 ordinary fully paid shares in the Company on the terms and conditions as detailed in the Explanatory Memorandum.

Voting Exclusion Statement

In accordance with ASX Listing Rule 7.3.8, the Company will disregard any votes cast on Resolution 4 by:

- (a) A person who may participate in the proposed issue of securities and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- (b) An associate of that person.

However, the Company need not disregard a vote if:

- (a) 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
- (b) It is cast by the Chairman 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.

Entitlement to Vote

In accordance with section 1074E(2)(g)(i) of the *Corporations Act* and regulation 7.11.37 of the Corporations Regulations and ASTC Operating Rule 8.3A.1, the Company has determined that for the purposes of the Annual General Meeting all Shares will be taken to be held by the persons who, according to records of the Company's share registrar, held them as registered Shareholders at 7pm (Brisbane time) on 14 October 2015. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

How to Vote

Members entitled to vote at the Extraordinary General Meeting may vote:

- by attending the meeting and voting in person; or
- by appointing an attorney to attend the meeting and vote on their behalf or, in the case of corporate members or proxies, a corporate representative to attend the meeting and vote on its behalf; or
- by appointing a proxy to attend and vote on their behalf, using the proxy form accompanying this Notice. A proxy may be an individual or a body corporate.

Voting in person (or by attorney or by corporate representative)

Members or their proxies, attorneys or representatives (including representatives of corporate proxies) wishing to vote in person should attend the Meeting and bring a form of personal identification (such as their driver's licence).

To vote by attorney at this meeting, the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed must be received by the Registry before 11.00 am (Brisbane time) on 14 October 2015 in any of the following ways:

By post to the share registry, Boardroom Pty Ltd:
GPO Box 3993, Sydney NSW 2001

By hand delivery to Boardroom Pty Ltd at:
Level 12, 225 George Street, Sydney NSW 2000

By fax to Boardroom Pty Limited on:
(02) 9290 9655

To vote in person, you or your proxy, attorney, representative or corporate proxy representative must attend the AGM to be held at the offices of Broadley Rees Hogan, located at Level 8, 179 Turbot Street, BRISBANE QLD 4000 on 16 October 2015 commencing at 11:00am (Brisbane time).

A vote cast in accordance with the appointment of a proxy or power of attorney is valid even if before the vote was cast the appointor:

- died;
- became mentally incapacitated;
- revoked the proxy or power; or
- transferred the Shares in respect of which the vote was cast,

unless ARC received written notification of the death, mental incapacity, revocation or transfer before the meeting or adjourned meeting.

To vote by corporate representative at the meeting, a corporate Member or proxy should obtain an Appointment of Corporate Representative Form from the share registry, complete and sign the form in accordance with the instructions on it. The appointment should be lodged at the registration desk on the day of the meeting. The appointment of a representative may set out restrictions on the representative's powers.

The original form of appointment of a representative, a certified copy of the appointment, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed. The Chairman of the meeting may permit a person claiming to be a representative to exercise the body's powers even if he or she has not produced a certificate or other satisfactory evidence of his or her appointment.

Voting by Proxy

Any shareholder of the Company entitled to attend and vote at this AGM is entitled to appoint a proxy to attend and vote instead of that shareholder. The proxy does not need to be a Member of the Company. A shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes. A proxy may be an individual or a body corporate. A proxy that is a body corporate may appoint a representative to exercise the powers that the body corporate may exercise as the Member's proxy.

A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If an appointment directs the way the proxy is to vote on a particular resolution:

- if the proxy is the chair - the proxy must vote on a poll and must vote in the way directed;
- if the proxy is not the chair - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote in the way directed; and
- in this instance if the proxy does not attend the Meeting, or does not vote on a poll, the chair of the Meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at that Meeting.

If a proxy appointment is signed or validly authenticated by the Member but does not name the proxy or proxies in whose favour it is given, the Chairman may either act as proxy or complete the proxy appointment by inserting the name or names of one or more Directors or Company Secretary.

If:

- a Member nominates the Chairman of the meeting as the Member's proxy; or
- the Chairman is to act as proxy if a proxy appointment is signed by a Member but does not name the proxies in whose favour it is given or otherwise under a default appointment according to the terms of the proxy form,

then the person acting as Chairman in respect of an item of business at the Meeting must act as proxy under the appointment in respect of that item of business.

Pursuant to section 250R(5) of the Corporations Act 2001, specific rules in relation to proxy voting pertaining to Resolution 1 are described at section 3.7 of the Explanatory Memorandum.

Proxies must be lodged not later than 48 hours before the Annual General Meeting i.e. 11.00 am (Brisbane time) on 14 October 2015 in any of the following ways:

By post to the share registry, Boardroom Pty Ltd:
GPO Box 3993, Sydney NSW 2001

By hand delivery to Boardroom Pty Ltd at:
Level 12, 225 George Street, Sydney NSW 2000

By fax to Boardroom Pty Limited on:
(02) 9290 9655

By electronic lodgement:

<http://www.votingonline.com.au/arcagm2015> in accordance with instructions provided on the website. You will need your Holder Identification Number (HIN) or Security Reference Number (SRN) to lodge your proxy vote online.

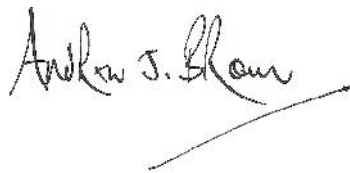
A form of proxy is provided with this notice.

Further Information

If you have any queries in relation to the Annual General Meeting, please contact the Company Secretary, Andrew Brown, on (02) 9380 9001 or andrew.brown@ruralcapital.com.au

Dated this 15th day of September 2015

By order of the Board of Directors



Andrew Brown
Company Secretary

EXPLANATORY MEMORANDUM

(This Explanatory Memorandum forms part of the Notice of Meeting)

This Explanatory Memorandum provides information for members in respect of the resolutions to be considered at the Annual General Meeting of Australian Rural Capital Limited (Company) to be held at **11.00am Brisbane time on Friday 16 October 2015** at Broadley Rees Hogan, located at **Level 8, 179 Turbot Street, BRISBANE QLD 4000**

Ordinary Business

1. Chairman's Address

Report on results and activities during the financial year.

2. Financial Statements

- 2.1 As required by section 317 of the *Corporations Act 2001* (Cth) (Corporations Act), the Financial Report, Directors' Report and Auditor's Report of the Company is contained within the Annual Report 2015 - which is available at the Company's website www.ruralcapital.com.au - and will be laid before the meeting.
- 2.2 Members will be provided with the opportunity to ask questions about the reports or about the Company generally but there will be no formal resolution put to the meeting.

3. Remuneration Report

- 3.1 As required by section 250R(2) of the Corporations Act, a resolution that the Company's Remuneration Report be adopted must be put to a vote. The Report is contained within the Directors' Report in the Company's Annual Report 2015 which is available on the Company's website at www.ruralcapital.com.au
- 3.2 Section 250R(3) of the Corporations Act provides that the vote on this resolution is advisory only and does not bind the directors or the Company, other than in respect of 3.3 – 3.5 below. In accordance with section 250SA of the Corporations Act, members of the Company will be provided with an opportunity to ask questions or make comments on the Remuneration Report.
- 3.3 As required by Section 250R(4) of the Corporations Act, interests in ARC Shares held by Key Management Personnel and Directors of ARC (as named within the Remuneration Report contained on pages 8-10 of the 2015 Annual Report) or their related parties or associates (together **Prohibited Persons**) will be excluded from voting on this Resolution.

However, the Company will not disregard a vote if the Prohibited Person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution and the vote is not cast on behalf of a Prohibited Person.

- 3.4 As required by Section 250U of the Corporations Act in the event that 25% of the votes cast in respect of this Resolution are opposed to the passing of the Remuneration Report and if members make comments at the meeting, then in the following year the Board of the Company must report on any proposed responses to those comments, or explain why the Board of the Company does not propose any response.
- 3.5 Furthermore, as required by Section 250U and Section 250V of the Corporations Act, if 25% of the votes cast at the 2015 and 2016 AGMs (or two consecutive AGMs beyond that period) oppose the adoption of the Remuneration Report, then at the 2016 (or second) AGM, the company must give members the option to pass a resolution (**Spill Resolution**) requiring that the entire board (except the Managing Director) stand for re-election at a further general meeting. This meeting must take place within ninety days after the AGM. Passing of the Spill Resolution, which is subject to the same voting exclusion provisions as Resolution 1, will require that 50% or more of votes cast are in favour of such a Spill Resolution.
- 3.6 The Board believes the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate relative to the size of the Company, its business and strategic objectives and in relation to current and emerging market practices.
- 3.7 In respect of undirected proxies, if the Chairman of the meeting is appointed (or taken to be appointed) as a proxy, the shareholder can direct the Chairman of the meeting to vote for or against, or to abstain from voting on Resolution 1 (Adoption of Remuneration Report) by marking the appropriate box opposite item 1 in the proxy form. Pursuant to section 250R(5) of the Corporations Act 2001, if the Chairman of the meeting is a proxy and the relevant shareholder does not mark any of the boxes opposite item 1, the relevant shareholder will be expressly authorising the Chairman to exercise the proxy in relation to item 1. **The Chairman intends to exercise such proxies by voting them in favour of the adoption of the Remuneration Report.**

4. Re-Election of Director

- 4.1 In accordance with Clause 13.5 of the Company's Constitution, Darren Anderson, having been appointed to a casual vacancy during the year, must retire from office, and offer himself for election at the Annual General Meeting of the Company.
- 4.2 Darren Anderson has significant legal and commercial experience and expertise gained over a 27 year career to date. He is a partner of Brisbane legal firm Broadley Rees Hogan Lawyers and specialises in providing legal services to the property industry. He has particular expertise in major acquisitions and disposals in residential, industrial and rural property, structured property development, due diligence and property finance arrangements.

Darren brings extensive legal knowledge and background particularly in real property transactions, and the structuring of finance and due diligence. He has a good understanding of corporate governance, financial accounting and risk assessment.

He holds a Bachelor of Commerce and Bachelor of Laws (Second Class Honours) from the University of Queensland and is admitted as a Solicitor in the Supreme Court of Queensland.

During the past three years, Darren has not served as a Director of any other public companies.

Recommendation

The Directors (other than Darren Anderson) recommend that members vote in favour of Resolution 2.

5. Approval of Issue of Options

5.1 Approval is being sought under ASX Listing Rule 10.11 for the issue of securities to a related entity of James Andrew Jackson, a Director of the Company. The Options are being issued for \$0.05 per Option, and can be exercised at a strike price of \$0.50 per ARC Share, once issued, at any time before 31 August 2020. The ARC Shares issued as a result of the exercise of these options will be allotted within five business days of receipt of the exercise monies, and rank pari passu with existing ARC Shares.

5.2 The issue of 150,000 Options to James Andrew Jackson (or his related entities) is in respect of an application by Mr. Jackson's interests for Options not taken up in the Company's recent rights issue of Options by means of a Prospectus dated 31 July 2015. Under Clause 2.9 of the Prospectus, the Directors of ARC reserved the right, subject to the requirements of ASX Listing Rules and the Corporations Act, to place any shortfall at their discretion within three months of the close of the Prospectus Offer, which was 28 August 2015. All other Options have duly been placed.

5.3 *Information required by ASX Listing Rule 10.13*

The following information is required by ASX Listing Rule 10.13 for the purposes of shareholder approval under ASX Listing Rule 10.11:

Allotee	Federal Pacific Holdings Pty. Limited (controlled entity of James Andrew Jackson)
Number of options to be issued	150,000
The date by which the Company will issue and allot the options	If approved, it is anticipated that the options will be issued and allotted on or about 19 October 2015 and in any event no later than 28 October 2015.
The issue price of the options	\$0.05 per Option as per the Prospectus Offer.

Terms of the options	Each option is exercisable into one New ARC Share at a price of \$0.50 at any time prior to 31 August 2020. The exercise price is subject to adjustment for future pro-rata and capital reconstruction issues only.
Voting exclusion statement	A voting exclusion applies to this Resolution, please see the notes to Resolution 4 on the Notice of Meeting.
Intention for use of funds	The Company will use the initial proceeds of \$7,500 for working capital purposes
Intention for use of funds when options exercised	If the options are exercised, the Company will use the proceeds of \$75,000 for working capital, general corporate and investment purposes

Recommendation

The Directors (other than James Jackson) recommend that members vote in favour of Resolution 3.

6. Approval of Issue of Shares

- 6.1 Resolution 4 seeks shareholder approval for the purposes of ASX Listing Rule 7.1 and for all other purposes, for the Company to issue up to 7,000,000 shares (**Placement Shares**) to various Professional and Sophisticated Investors. The Company proposes to issue Placement Shares at an issue price that is at least 80% of the average market price for the shares of the Company at the date they are issued. The funds raised from the issue of the Placement Shares will be used to increase the working capital of the Company and to finance future investment opportunities of the Company.

ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which are relevant here) prior approval of Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by a company during the previous 12 months, exceed 15% of the number of the shares on issue at the commencement of that 12 month period.

Shareholder approval is now sought pursuant to Listing Rule 7.1 to enable the Company to issue the Placement Shares, which represent 78.4% of the issued capital of the Company. If shareholder approval is not obtained, the Company will not issue the Placement Shares.

6.2 The following information is provided to shareholders in accordance with ASX Listing Rules 7.3:

- (a) The maximum number of Placement Shares to be issued is 7,000,000.
- (b) The Placement Shares will be issued and allotted within 3 months of the date of the General Meeting.
- (c) The Placement Shares will be issued at a price that is at least 80% of the volume weighted average market price for the shares of the Company calculated over the last five days in which sales of shares of the Company were recorded on ASX before the day on which the issue of Placement Shares is made, in accordance with ASX Listing Rule 7.3.3.
- (d) The Placement Shares will be issued to various Professional and Sophisticated Investors.
- (e) The Placement Shares rank equally with the existing fully-paid ordinary shares in the Company.
- (f) The funds raised from the issue of the Placement Shares will be applied for working capital and to fund future investment opportunities of the Company.
- (g) A voting exclusion statement in respect of the Placement Shares is included in the Notice of Meeting.

6.3 The Company does not anticipate appointing any new directors, and does not anticipate any change in control of the Company, as a result of the issue of the Placement Shares.

In addition, there will be no allottee that acquires 20% or more of the total number of shares in the Company as a result of the issue of the Placement Shares.

Recommendation

The Directors recommend that members vote in favour of Resolution 4.

GLOSSARY OF TERMS

AGM	Annual General Meeting
ARC	Australian Rural Capital Limited (ABN 52 001 746 710)
ARC Share	An ordinary Share in ARC
ARC Shareholders	Holders of ARC Shares
ASX	ASX Limited or the financial market known as the Australian Securities Exchange that is operated by ASX Limited, as the context requires
ASX Listing Rules	A Listing Rule of the ASX
Company	Australian Rural Capital Limited (ABN 52 001 746 710)
Corporations Act	Corporations Act 2001 (Cth)
Meeting	Annual General Meeting
Option	An ASX listed option (code: ARCO) exercisable at \$0.50 per ARC Share by 31 August 2020
Placement Share	The 7,000,000 Shares which are the subject of Resolution 4
Professional and Sophisticated Investors	Investors within the definition in Sections 708(8) or 708(11) of the Corporations Act
Prospectus	A Prospectus dated 31 July 2015 offering Options to ARC Shareholders on the basis of 9 Options for every 10 ARC Shares held at a price of \$0.05 per Option
Prospectus Offer	The offer of Options under the Prospectus
Share	An ordinary share in ARC
Shareholders	Holders of ARC Shares

Note: In the notice of meeting and explanatory memorandum, unless the context otherwise requires, the above terms have the meaning set opposite them.

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before 11:00am (Brisbane Time) on Wednesday 14th October 2015

🖨 TO VOTE ONLINE

- STEP 1: VISIT www.votingonline.com.au/arcagm2015
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that 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 may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form must be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. Please indicate the office held by signing in the appropriate place.

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by 11:00am (Brisbane Time) Wednesday, 14th October 2015. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 Online www.votingonline.com.au/arcagm2015
- 📠 By Fax + 61 2 9290 9655
- ✉ By Mail Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 In Person Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Australian Rural Capital Limited

ABN 52 001 746 710

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Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of Australian Rural Capital Limited (Company) and entitled to attend and vote hereby appoint:

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the Chair of the Meeting (mark box)

OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of Australian Rural Capital Limited to be held at the offices of Broadley Rees Hogan, Level 8, 179 Turbot Street, Brisbane QLD 4000 on Friday 16 October 2015 at 11.00 am (Brisbane time) and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

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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 resolution 3 please place a mark in the box.

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 resolution 3 and that votes cast by the Chair of the meeting for these 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 resolution 3 and your votes will not be counted in calculating the required majority if a poll is called on the resolutions.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 3	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To re-elect Mr Darren Anderson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Options to James Andrew Jackson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of allotment of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2015