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**JV GLOBAL LIMITED**

**ACN 009 142 125**

**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 4:00pm WST

**DATE:** 29 November 2016

**PLACE:** Royal Perth Golf Club, Labouchere, South Perth, WA 6151

**DRESS POLICY:** Royal Perth Golf Club requires all members, guests and visitors to be dressed in smart casual. **Denim, t-shirts, thongs and runners are not permitted.** Men's shirts must be tucked in. These dress standards also apply to service providers. Admittance to the venue will be refused to those not adhering to the dress policy.

***The business of the Meeting affects your shareholding and your vote is important.***

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

***The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm WST Time on 27 November 2016.***

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## CHAIRMAN'S LETTER

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Dear Shareholder

The last 2 years have been a very challenging time for the stock market, in particular for junior companies, and especially their shareholders.

The Board of the Company have been exploring various solutions to the market conditions, and in particular the sector we currently operate in, to add value to your investment.

We suffered a major setback when our latest venture was extensively delayed by a local council, and other issues, and a signed offer for the 2nd stage of our venture, at the Boards anticipated price, had to be released. We were obliged to offer the buyer a release from his offer because of, once again, a surprise decision of the council declaring during the conditional period of the offer, that a bitumised road with the appropriate signage providing uninterrupted views to the city of Perth, was not in fact a road, but a lot of land owned by the council.

This also came during a downturn in the home market in WA adding further delay to our being able to sell the 2nd stage of our venture.

We are however, pleased to advise that after a number of opportunistic low bids from buyers during the downturn, the Board held out and has now accepted an offer at a more reasonable price, albeit below the original offer, and the sale proceeds are expected to be received in early November 2016.

We now need to actively pursue other ventures in the sector, and or other sectors which will provide you with a more favourable return on your investment.

We have been actively assessing a number of projects both in our sector, similar sectors, and in other currently more favourable sectors.

We hope to find a solution to this dilemma in the near future, and should we do so will hold discussions with the ASX, and keep you and the market fully informed.

We remain operationally constrained due to our financial capacity to take on larger projects in our current sector for the time being, and any capital raising in the current market conditions, and in this sector would be difficult considering our low share price. Hence our activity to look at other solutions.

The Board continues to run the Company on the lowest possible costs for the benefit of its Shareholders.

In the meantime we have the ongoing support of the bank, other investors, and major shareholders.



**Collin Vost**  
**Managing Director**

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

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#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2016."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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#### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR TIMOTHY CLARK

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

*"That, for the purpose of clause 13.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Clark, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

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#### 4. RESOLUTION 3 – AMENDMENT TO TERMS OF PREFERENCE SHARES

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

*"That, for the purposes of Section 246B of the Corporations Act and for all other purposes, the Company is authorised to amend the Company's Preference Shares to the terms and conditions set out in Schedule 1."*

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#### 5. RESOLUTION 4 – PLACEMENT OF 25,000,000 SHARES

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 25,000,000 Shares on the terms and conditions set out in the Explanatory Statement."*

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**Dated: 28 October 2016**

**By order of the Board**



**Collin Vost**  
**Managing Director**

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#### **Voting in person**

To vote in person, attend the Meeting at the time, date and place set out above.

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#### **Voting by proxy**

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 on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who 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 the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

**Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9363 1750.**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at **[www.jvglobal.com.au](http://www.jvglobal.com.au)**.

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

## **2.3 Previous voting results**

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

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## **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR TIMOTHY CLARK**

### **3.1 General**

ASX Listing Rule 14.4 provides that, other than a managing director, a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer. However, where there is more than one managing director, only one is entitled not to be subject to re-election.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Clark, who has served as a director since 6 July 2011 and was last re-elected on 27 November 2014, retires by rotation and seeks re-election.

### **3.2 Qualifications and other material directorships**

Mr Clark brings with him 13 years' experience in the financial services industry, including general management, advisory, supervisory and capital market experience. He currently serves on the board of a public company Cervantes Corporation Limited and has held board positions on a number of private companies involved in securities dealing, wealth and fund management. His appointment will complement the continuity of skills, knowledge and experience of the board. His qualifications also include Bachelor of Commerce with a Double Major in Economics and Finance and Accredited Derivatives Adviser Level 1 and 2. Mr Clark is also Joint Company Secretary for JV Global Limited, Cervantes Corporation Limited and Baraka Energy and Resources Ltd.

### **3.3 Independence**

If elected the board considers Mr Clark will be an independent director.

### **3.4 Board recommendation**

The Board supports the re-election of Mr Clark and recommends that Shareholders vote in favour of Resolution 2.

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## **4. RESOLUTION 3 – VARIATION OF TERMS OF PREFERENCE SHARES**

This Resolution seeks Shareholder approval for the Company to be authorised to amend the terms of the existing Preference Shares.

Under clause 2.5 of the Company's Constitution and, subject to the Corporations Act and the Listing Rules, the Company may issue preference shares that are liable to be redeemed whether at the option of the Company or otherwise.

Section 246B of the Corporations Act and clause 2.4 of the Constitution provide that the rights attaching to a class of shares cannot be varied without:

- (a) a special resolution of the Company; and
- (b) either:
  - (i) a special resolution passed at a meeting of the Members holding Shares in that class; or
  - (ii) the written consent of the Members who are entitled to at least 75% of the votes that may be cast in respect of Shares in that class.

Accordingly, the Company seeks approval from Shareholders for the variation of terms of the Preference Shares on issue. This Resolution is a special resolution.

The Company also intends seeking the written consent of the Members who are entitled to at least 75% of the votes that may be cast in respect of the Preference Shares. The terms of the Preference Shares will not be varied unless this consent is obtained.

The key term of the Preference Shares to be varied is the conversion price.

Where currently each Preference Share can be converted into one hundred (100) Shares (i.e at a conversion price of \$0.01 per Share based on an issue price of \$1.00 per Preference Share), each Preference Share is to be amended so that it can be converted into that number of Shares calculated by dividing its issue price (\$1.00) by an amount equal to a 15% discount to the 5 day volume weighted average market price (**VWAP**) of Shares on the ASX immediately preceding the Holder electing to convert their Preference Share.

To convert, the Holder must provide written notice to the Company at its registered office address or as otherwise agreed by the Company.

Following approval, the full terms and conditions of the Preference Shares are included in Schedule 1. The terms of the Preference Shares comply with the various requirements set out in Sections 254A and 254K of the Corporations Act and the ASX Listing Rules 6.3 to 6.7 which govern preference shares.

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## **5. RESOLUTION 3 – PLACEMENT OF 25,000,000 SHARES**

### **5.1 Background**

The Company is continuing to pursue its preferred strategy of multiple dwelling developments incorporating steel framing construction with third parties, including large developers amenable to a joint venture approach or potential acquisition. In accordance with its business strategy the Company is continuing to seek out new projects for joint venture or acquisition (**Potential Acquisition**). The consideration for any Potential Acquisition has not been negotiated and therefore the Company is seeking approval for a placement of shares for either cash or non-cash consideration up to a maximum of 25,000,000 Shares.

### **5.2 General**

This Resolution seeks Shareholder approval for the issue of up to 25,000,000 Shares. The Company seeks this approval for the purpose of enabling the Company to be able to issue Shares as consideration for any Potential

Acquisition undertaken or for a capital raising by the Company during the three months after the approval of this Resolution.

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.

The effect of this Resolution will be to allow the Company to issue the Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

While the Company continues to consider any Potential Acquisition, as at the date of this Notice, the Company does not have any transaction on foot for which these Shares would be utilised.

### **5.3 Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to this Resolution:

- (a) the maximum number of Shares to be issued is up to 25,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the Shares are proposed to be issued for either cash or non-cash consideration, whereby the following will apply:
  - (i) for non-cash consideration, for any Potential Acquisition of which the Company is able to negotiate share consideration. In accordance with the Listing Rules, the issue price will be a deemed issue price of not less than 80% of the volume weighted average price for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the issue is made. The Company will, at the time of announcing any Potential Acquisition, outline the method of calculating the consideration to ensure that the price for the Shares issued is in accordance with the Listing Rules; or
  - (ii) for cash consideration, the issue price will be not less than 80% of the volume weighted average price for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the issue is made or, if there is a prospectus, over the last 5 days on which sales in the securities were recorded before the date the prospectus is signed;
- (d) if the Shares are issued for non-cash consideration for any Potential Acquisition, they may only be issued to unrelated third party vendors upon the Company being able to negotiate a suitable transaction;
- (e) if the Shares are issued for cash consideration as part of a capital raising, the Directors will determine whom the Shares will be issued but these persons will not be related parties of the Company;



- (f) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (g) if the Shares are issued for non-cash consideration, the Company intends to issue the Shares as consideration for any Potential Acquisition of a suitable project and therefore no funds will be raised from the Placement.
- (h) if the Shares are issued for cash consideration, the Company intends to use the funds raised from the Placement towards the consideration for any Potential Acquisition and/or working capital.

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## GLOSSARY

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**\$** means Australian dollars.

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

**ASIC** means the Australian Securities & Investments Commission.

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

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

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

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means JV Global Limited (ACN 009 142 125).

**Constitution** means the Company's constitution.

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

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

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

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

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

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2016.

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

**Section** means a section of the Explanatory Statement.

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

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

**VWAP** means the volume weighted average price.

**WST** means Western Standard Time as observed in Perth, Western Australia.

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## SCHEDULE 1 – TERMS AND CONDITIONS OF PREFERENCE SHARES

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The terms and conditions of the Preference Shares are as follows:

- (a) **(Preference Shares)** Each Preference Share is a share in the capital of JV Global Limited (ACN 009 142 125) (**Company**) with an issue price of \$1.00 (**Issue Price**).
- (b) **(Voting rights)** A Preference Share does not entitle the holder (**Holder**) to vote on any resolutions proposed at a general meeting of holders of fully paid ordinary shares in the capital of the Company (**Shareholders**) other than as permitted by ASX Listing Rule 6.3.
- (c) **(Dividend rights)** Subject to the requirements of Section 254T of the *Corporations Act 2001 (Cth)*, a Preference Share entitles the Holder to a dividend at the rate of 6.00% per annum, which will rank in priority to fully paid ordinary shares (**Shares**) in respect of payment of dividends and will be non-cumulative.
- (d) **(Rights on winding up)** A Preference Share shall confer on the Holder the right to repayment of the Issue Price upon winding up of the Company in priority to any repayment of capital in respect of a Share but otherwise have no right to participate in the surplus profits or assets of the Company.
- (e) **(General meetings)** A Preference Share shall confer on the Holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to Shareholders and to attend general meetings of Shareholders.
- (f) **(Not transferable)** A Preference Share is not transferable except with the prior written approval of the board of directors of the Company.
- (g) **(Reorganisation of capital)** If at any time the issued capital of the Company is reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of the reconstruction.
- (h) **(Application to ASX)** A Preference Share will not be quoted on ASX. However, in the event of conversion of a Preference Share into a Share, the Company must, within 10 Business Days after the conversion, apply for the official quotation of the Share arising from the conversion on ASX.
- (i) **(Participation in entitlements and bonus issues)** A Holder will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
- (j) **(No other rights)** A Preference Share does not confer on the Holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- (k) **(Conversion)** Each Preference Share may be converted into that number of Shares determined by dividing the Issue Price (\$1.00) by an amount equal to a 15% discount to the 5 day VWAP of Shares on the ASX to the date immediately preceding the date the Holder elects to convert their Preference Share. The Holder must provide written notice to the Company at its registered office address or as otherwise agreed by the Company.
- (l) **(Conversion procedure)** The Company will issue the Holder with a new holding statement for the Shares within 10 Business Days following the conversion of the Preference Shares into Shares.

- (m) **(Ranking upon conversion)** The Shares into which the Preference Shares may convert will rank pari passu in all respects with existing Shares.
- (n) **(Redemption)** Subject to the requirements of Section 254K of the Corporations Act 2001 (Cth), any Preference Share may be redeemed at the election of the Company at the Issue Price.

## PROXY FORM

JV GLOBAL LIMITED  
ACN 009 142 125

### ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: ☐ the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 4:00pm WST, on 29 November 2016 at Royal Perth Golf Club, Labouchere, South Perth, WA 6151, and at any adjournment thereof.

#### AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

#### CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

#### Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Timothy Clark	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Amendment to Terms of Preference Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Placement of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

If two proxies are being appointed, the proportion of voting rights this proxy represents is: \_\_\_\_\_ %

#### Signature of Shareholder(s):

##### Individual or Shareholder 1

Sole Director/Company Secretary

##### Shareholder 2

Director

##### Shareholder 3

Director/Company Secretary

Date: \_\_\_\_\_

Contact name: \_\_\_\_\_

Contact ph (daytime): \_\_\_\_\_

E-mail address: \_\_\_\_\_

Consent for contact by e-mail  
in relation to this Proxy Form:

YES ☐ NO ☐

## Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
  - **(Individual):** Where the holding is in one name, the Shareholder must sign.
  - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to JV Global Limited, PO Box 1196, South Perth, WA 6951; or
  - (b) facsimile to the Company on facsimile number +61 8 9367 2450; orso that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**