



**AUSTRALIAN
NATURAL
PROTEINS**

Australian Natural Proteins Limited
ACN 095 821 971
21 Wells Road
Mordialloc VIC 3195
Phone: +613 9580 4328
Fax: +613 9580 2294
www.australiannaturalproteins.com.au
ASX Code: AYB

Notice of Annual General Meeting

Notice is hereby given that the 2016 Annual General Meeting of Australian Natural Proteins Limited ACN 095 821 971 will be held at the Seasons Botanic Gardens Melbourne, 348 St Kilda Road, Melbourne, VIC, 3004 on Thursday, 10 November 2016 at 11:00 am AEDT.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

1. Agenda for the Meeting

Financial statements and reports

The Meeting will consider the financial statements and reports of the Company including the income statement, balance sheet, statement of changes in equity, cash flow statement, the notes to the financial statements, the Directors' declaration and the reports of the Directors and Auditors for the financial year ended 30 June 2016.

While no resolution is required in relation to this item, Shareholders will be given the opportunity to ask questions and make comments on the Company's financial statements and reports.

The Company's auditor, PKF Melbourne, will be present at the Meeting and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies, and the independence of the auditor.

The Australian Natural Proteins Limited 2016 Annual Report can be viewed online at the Company's website www.anpdairies.com and at www.asx.com.au (ASX code: "AYB").

Resolution 1 - Adoption of Remuneration Report

To consider and if thought fit, pass the following resolution as a non-binding resolution:

"That for the purposes of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report for the year ended 30 June 2016 be adopted."

Voting Exclusion Statement: In accordance with the Corporations Act the Company will disregard any votes cast in relation to this resolution by or on behalf of the Key Management Personnel, which includes the Directors and executives in the consolidated group whose remuneration is included in the Remuneration Report and their closely related parties (Excluded Persons). However, the Company need not disregard a vote if:

- it is cast by an Excluded 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.

Resolution 2 – Re-Election of Mr. Raymond Taylor as a Director

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

“That, Mr. Raymond Taylor who retires in accordance with clause 13.2 of the Company’s Constitution, be re-elected as a director of the Company.”

Resolution 3 – Re-Election of Mr. Trevor Kelly as a Director

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

“That, Mr. Trevor Kelly who retires in accordance with clause 13.2 of the Company’s Constitution, be re-elected as a director of the Company.”

Resolution 4 – Re-Election of Mr. Ping Huang as a Director

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

“That, Mr. Ping Huang who retires in accordance with clause 13.2 of the Company’s Constitution, be re-elected as a director of the Company.”

Resolution 5 – Approve the issue of up to 600,000,000 Shares

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

“That, for the purpose of Listing Rule 7.1 and all other purposes, approval is given for the Company to allot and issue up to 600,000,000 Shares at an issue price of not less than \$0.025 per Share on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by any person who may participate in the issue or might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if this Resolution is passed, together with any associates of those persons. However, the Company need 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.

Resolution 6 – Approve the previous issue of 10,000,000 Shares and 10,000,000 Options

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 7.4 and all other purposes, the previous issue of 10,000,000 Shares and 10,000,000 Options, as referred to in the Explanatory Statement, is approved.”

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by any person who participated in the issue or received a benefit and any of their associates. However, the Company need 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.

Resolution 7 – Removal of Auditor

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

“That, PFK Melbourne, the current auditor of the Company, be removed as the auditor of the Company effective from the date of the Meeting.”

Resolution 8 – Appointment of Auditor

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

“That, subject to the passing of Resolution 7, Advantage Advisors Audit Partnership, being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the auditor of the Company.”

Resolution 9 – Change of Company name

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 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to Pacific Dairies Limited.”

2. Determination of voting entitlement

For the purpose of determining a person’s entitlement to vote at the Meeting, a person will be recognised as a shareholder and the holder of Shares if that person is registered as a holder of those Shares at 7:00 p.m. AEDT on 8 November 2016.

3. Votes

Unless a poll is demanded in advance of voting on a resolution, voting on each resolution will initially be by way of a show of hands. On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a representative, shall have one vote.

On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each share held by him, her or it.

4. Proxies

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder.

Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder’s votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a Shareholder.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be received by the Company at 21 Wells Road Mordialloc VIC 3195 or by facsimile on +61 (0)3 9653 9122 by 11:00 a.m. AEDT on 8 November 2016.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 by marking either “For”, “Against” or “Abstain” on the form of proxy for that item of business.

Subject to the voting restrictions set out in the Voting Exclusion Statements, the Chairperson will vote undirected proxies on, and in favour of all Resolutions.

If the proxy is the Chairman, the Chairman can vote undirected proxies on Resolution 1, even though the Resolution 1 is connected with the remuneration of the key management personnel, only if the proxy form expressly authorizes the Chairman to vote undirected proxies on Resolution 1.

A form of proxy accompanies this Notice of Meeting.

5. Questions and Comments by Shareholders at the Meeting

A reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the Meeting.

A reasonable opportunity will be given for Shareholders to ask questions of the Company’s external auditor, PKF Melbourne. These questions should be relevant to:

- a) the conduct of the audit;
- b) the preparation and contents of the audit report;
- c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to PKF Melbourne if the question is relevant to the content of the audit report or the conduct of its audit of the Company’s financial report for the year ended 30 June 2016. Relevant written questions for the auditor must be received by the Company no later than 11:00 a.m. AEDT on 3 November 2016. A representative of PKF Melbourne will provide answers to relevant questions at the Meeting.

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Resolution 1: Adoption of remuneration report

In accordance with Section 300A(1) of the Corporations Act the Remuneration Report is included in the Directors Report for the financial year ended 30 June 2016. The Remuneration Report sets out details of the remuneration received by the Directors and key Company executives.

Resolution 1 seeks Shareholder approval of the adoption of the Remuneration Report by the Company.

The outcome of this Resolution is not binding on the Company or the Board. However, sections 250U to 250Y of Corporations Act require a 'two strikes and re-election' process in relation to the shareholder vote on the Remuneration Report and provide that:

- A 'first strike' will occur if this Remuneration Report resolution receives a 'no' vote of 25% or more. If this occurs, the Company's subsequent remuneration report will contain an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken by the Board.
- A 'second strike' will occur if the resolution to adopt the Remuneration Report at the 2017 Company Annual General Meeting also receives a 'no' vote of 25% or more. If this occurs, shareholders will vote at that Annual General Meeting to determine whether the Directors will need to stand for re-election at a separate, subsequent meeting (the 'spill resolution'). If the spill resolution passes with 50% or more of eligible votes cast, the spill meeting must take place within 90 days.

The Company has not received a 'first strike'.

The Remuneration Report is set out in the Company's 2016 Annual Report. The Company's 2016 Annual Report can be viewed on the Company's website and at www.asx.com.au (ASX code: "AYB").

In accordance with section 250SA of the Corporations Act, Shareholders will be given a reasonable opportunity to ask questions about, or make comments on the Remuneration Report at the Meeting.

Resolution 2 – Election of Mr. Raymond Taylor as a Director

Resolution 2 seeks the re-election of Mr. Raymond Taylor, who retires and seeks re-election as a director.

Ray is a Director of Soil Management Systems Pty Ltd and has over 35 years of extensive experience in resources financing, corporate planning and management. He was formerly Finance Director of Golden Shamrock Mines Limited and Managing Director of Ausdrill Limited.

Resolution 3 – Election of Mr. Trevor Kelly as a Director

Resolution 3 seeks the re-election of Mr. Trevor Kelly, who retires and seeks re-election as a director.

Trevor has in excess of 15 years of contract consulting experience; mostly on a range of compliance and operational aspects with large private and public companies. Some of these

include Defence Materiel Organisation, Toyota Motor Corporation Australia, Prosafe Offshore (Singapore), Australia Post and Yarra Trams to name a few. Also, he has assisted in a number of mergers and acquisitions along with the relevant regulatory documentation for company restructuring and listing.

Positions held prior to consulting have been Business Manager SE Asia (infrastructure company), Chief Operations Officer (ASX listed telecommunications company) as well as National Operations Manager (professional training company).

Resolution 4 – Election of Mr. Ping Huang as a Director

Resolution 4 seeks the re-election of Mr. Ping Huang, who retires and seeks re-election as a director.

Ping is educated both in China and Australia, awarded a Bachelor of Engineering and Post Graduate training qualification from China, and Graduate Certificate of Business (International Business) from Deakin University, Australia.

Ping has over 25 years of business experience in Australia, China and Hong Kong, including a Fortune 500 Company and a Fortune Global 500 Company. He is experienced in IPO, corporate restructuring, due diligence, merger and acquisition. His Asian business expertise and the strength of Greater China background/connection will enable him to turn Greater China potential into our Company's advantage.

Resolution 5 – Approve the issue of up to 600,000,000 Shares

Purpose of Resolution 5

Resolution 5 seeks Shareholder approval for the allotment and issue of up to 600,000,000 Shares under a prospectus to be issued by the Company in connection with the Company's application for re-admission to the official list of the ASX.

The Company is proposing to conduct a capital raising under a prospectus for the allotment of up to 600,000,000 Shares at a minimum issue price of \$0.025 each in order to raise up to \$15,000,000 (**Public Offer**).

The effect of Resolution 5 will be to allow the Directors to issue up to 600,000,000 Shares during the 3-month period after the Meeting (or a longer period, if allowed by the ASX), without the Company using any of the annual 15% placement capacity imposed under Listing Rule 7.1.

Requirements of Listing Rule 7.1

Listing Rule 7.1 provides that an ASX-listed company must not, subject to certain exceptions, issue or agree to issue more than 15% of its capital within a 12-month period without the approval of shareholders.

By obtaining the prior approval of Shareholders to the issue of the Shares under Resolution 5, the issue of those Shares will not count within the 15% limit under Listing Rule 7.1.

Information Required by Listing Rule 7.3

Listing Rule 7.3 contains certain content requirements for notices sent to Shareholders for the purpose of Listing Rule 7.1 and the following information is included in this Explanatory Statement for that purpose.

Listing Rule 7.3 contains certain content requirements for notices sent to Shareholders for the purpose of Listing Rule 7.1 and the following information is included in this Explanatory Statement for that purpose.

Information required	Details
The names of the persons that will be issued the Shares	The Shares will be issued to members of the public under the Public Offer and (as such) the names of the allottees are unknown at this time.
The maximum number of Shares the Company will issue	Up to 600,000,000 Shares.
The date by which the Company will issue the Shares	Within 3 months after the date of the Meeting (or such later date if permitted by the ASX).
The issue price of the Shares	The Shares to be issued under the Public Offer will be issued at an issue price of \$0.025 per Share.
The terms of the Shares	The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions of the Company's existing ordinary shares.
The intended use of the funds raised	It is intended that funds raised under the Public Offer will be used to fund costs and expenses association with the acquisitions and expansion/upgrading of dairy farms acquired, the costs and expenses of the Company's application for re-admission to the official list of the ASX and for general working capital purposes.

Directors' recommendation

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 5 for the following reasons:

- the approval of Resolution 5 forms part of the process for allowing the Company to be re-admitted to the official list of the ASX;
- the raising of additional capital will be required for working capital purposes, to assist with the acquisition and/or operation of dairy farms; and
- the Directors consider the allotment of the Shares contemplated by Resolution 5 to be in the best interests of the Company.

Resolution 6 – Approve the previous issue of 10,000,000 Shares and 10,000,000 Options

In June 2016, the Company issued 10,000,000 Shares and 10,000,000 Options upon conversion of Convertible Loan Notes with a combined face value of \$350,000.

The 10,000,000 Shares and 10,000,000 Options were issued without prior shareholder approval under the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

ASX Listing Rules 7.1, 7.4 & 7.5

ASX Listing Rule 7.1 provides that a listed company must not, subject to certain exceptions, issue or agree to issue more than 15% of its capital within a 12-month period without the approval of shareholders.

ASX Listing Rule 7.4 provides that an issue of shares made without approval under Listing Rule 7.1 is treated as been made with approval if each of the following applies:

- the issue did not breach Listing Rule 7.1 or 7.1A, and
- the shareholders of ordinary securities subsequently approve the issue.

The issue of 10,000,000 Shares and 10,000,000 Options did not breach ASX Listing Rule 7.1 and the Company seeks subsequent Shareholder approval for these issues of Shares for the purposes of ASX Listing Rule 7.4 and all other purposes.

The following information is provided to Shareholders in accordance with ASX Listing Rule 7.5:

Information required	Details
The number of securities issued	10,000,000 Shares and 10,000,000 Options
The price at which the securities were issued	Shares: \$0.035 per Share Options: Nil
The terms of the securities	Ordinary Shares which rank equally in all respects with existing Shares. Options have an exercise price of \$0.045 per Option and an expiry date of 30 June 2017. Full details of Option terms are set out in Annexure A.
The names of persons to whom the entity issued the securities	The Shares and Options were issued to Mehmet Tavsancioglu and Mustafa Hasan
The use of the funds raised	Funds have been / will be used for working capital purposes and to fund costs associated with the Company's re-listing on ASX and the proposed acquisition of 5 dairy farms.

Resolution 7 – Removal of Auditor

On 29 September 2016 a notice of intention to remove the Company's auditor was provided to the Company Secretary pursuant to section 329(1A) of the Corporations Act (the "Notice of Intention").

In accordance with the Notice of Intention, approval is sought under section 329 of the Corporations Act to remove PKF Melbourne as auditor of the Company. Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months notice of intention to move the resolution has been given. The Notice of Intention to remove PKF Melbourne as the Company's auditor is provided to shareholders with this Notice of General Meeting.

Section 329 of the Corporations Act also states that if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice.

The Company provides the Notice of Intention to shareholders and seeks approval to remove the auditor even though the Meeting will be held less than 2 months after the Notice of Intention is given.

In accordance with section 329(2) of the Corporations Act, the Company provided a copy of the Notice of Intention to PKF Melbourne. PKF Melbourne did not make any representation pursuant to section 329(3) of the Corporations Act.

Resolution 8 – Appointment of Auditor

For the purposes of section 327 of the Corporations Act, shareholder approval is sought to appoint Advantage Advisors Audit Partnership (Advantage Advisors) as auditor of the Company, subject to the removal of PKF Melbourne as the Company's auditor (Resolution 7).

Resolution 8 is required to fill the vacancy created by the removal of PKF Melbourne as the Company's auditor (if resolution 7 is passed).

Paul Duckett, being a Director and shareholder of the Company, has nominated that Advantage Advisors be appointed as auditor of the Company. A copy of this nomination is attached to this Notice of Meeting.

The Board supports the appointment of Advantage Advisors as the Company's auditor and recommend that shareholders vote in favour of Resolutions 7 and 8.

If Resolutions 7 and 8 are passed, then the appointment of Advantage Advisors as the Company's auditor will take effect at the close of this Meeting. Advantage Advisors has provided its consent to be appointed as auditor of the Company, subject to the approval by shareholders.

Resolution 9 – Change of Company name

The Board proposes to change the name of the Company from Australian Natural Proteins Limited to Pacific Dairies Limited.

In accordance with section 157(1) of the Corporations Act, the proposed change of company name requires the approval of shareholders by special resolution.

The Company has reserved the proposed name with ASIC, to ensure the name is available should shareholders approve this resolution. The change in Company name will take effect from the date that ASIC registers the change in the name.

All of the Directors recommend that shareholders vote in favour of Resolution 9.

GLOSSARY

In the Notice of Meeting and Explanatory Statement the following terms have the following meanings:

AEDT means Australian Eastern Daylight Savings Time.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the listing rules of ASX.

Board means the board of directors of the Company.

Company means Australian Natural Proteins Limited (ACN 095 821 971).

Corporations Act means Corporations Act 2001 (Cth).

Director means a current director of the Company.

Explanatory Statement means the explanatory statement to this Notice of Meeting.

Meeting means the 2016 Annual General Meeting of the Shareholders of the Company to be held on 10 November 2016, to which the Notice of Meeting and Explanatory Statement relate.

Notice of Meeting means this notice of meeting of the Company dated 7 October 2016.

Option means an option to acquire a Share

Resolution means a resolution referred to in the Notice.

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

Shareholder means a holder of Shares.

Words importing the singular include the plural and vice versa.

All references to currency are in Australian dollars.

ANNEXURE A – TERMS OF OPTIONS

Entitlement	Each Option entitles the holder (Option Holder) to subscribe for 1 Share (Option Share) on exercise of the Option.
Exercise price	\$0.045 for each Option.
Exercise period	The Options are exercisable at any time before 30 June 2017.
Expiry date	Any Option not exercised before the end of the exercise period will automatically lapse.
Exercise notice	The Options may be exercised during the exercise period by notice in writing to the Company.
Shares issued on exercise	Shares issued on exercise of the Options will rank equally with the then issued Shares of the Company.
Quotation of Options	Options will be unlisted options.
Transferability of Consideration Options	Subject to the Corporations Act, the Listing Rules, and the constitution of the Company, each Option is freely transferable.
Bonus issues	If after the date on which the Options are issued, the Company makes a bonus issue of Shares (Bonus Issue) before some or all of the Options have been exercised, then the number of Option Shares to be issued on exercising those Options will be increased by the number of additional Option Shares to which the Option Holder would have been entitled had the Options held by the Option Holder at the record time for the Bonus Issue been exercised before the record time for the Bonus Issue.]
Adjustment for rights issue	<p>If after the date on which the Options are issued, the Company makes a pro rata issue of Shares (other than a Bonus Issue to Shareholders, then the exercise price of each unexercised Option will be reduced according to the following formula:</p> $O - \frac{E[P - (S + D)]}{N + 1}$ <p>New exercise price =</p> <p>O = the old exercise price of the Option;</p> <p>E = the number of underlying Shares to which 1 Option is exercisable;</p> <p>P = the average market price per Share (weighted by reference to the volume) of the underlying Shares during the 5 trading days ending on the day before the ex-rights date or ex-entitlements date;</p> <p>S = the subscription price of a Share under the pro rata issue;</p> <p>D = any dividend per Share due but not yet paid on the existing Shares (except those to be issued under the pro rata issue); and</p> <p>N = the number of Shares with rights or entitlements that must be held to receive a right to one new Share under the pro rata issue.]</p>

29 September 2016

Australian Natural Proteins Limited
21 Wells Road
Mordialloc VIC 3195

To The Company Secretary

**NOTICE OF INTENTION & NOMINATION OF ADVANTAGE ADVISORS AUDIT
PARTNERSHIP AS AUDITOR**

I, Paul Duckett, being a director and substantial shareholder of Australian Natural Proteins Limited (Company), hereby request that the Company convene a general meeting of shareholders at the first available time, in any event no later than 2 months from the date of this notice, to consider and, if thought fit, pass resolutions that:

1. PKF Melbourne Audit & Assurance be removed as auditor of the Company;
and
2. Advantage Advisors Audit Partnership of Level 7, 114 William St Melbourne VIC 3000, be appointed as the new auditor of the Company.

Furthermore, for the purposes of section 328(1) of the Corporations Act 2001, I hereby give you notice of the nomination of Advantage Advisors Audit Partnership, to act as auditor of the Company.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Paul Duckett', with a long horizontal flourish extending to the right.

Paul Duckett



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PROXY FORM FOR ANNUAL GENERAL MEETING

I/We _____

of _____

am/are a Shareholder of Australian Natural Proteins Limited ACN 095 821 971 and I/we appoint as my/our proxy:

of _____

or failing the individual or body corporate named above (or if no individual or body corporate is named), the Chairperson of the 2016 Annual General Meeting of the Company, to vote for me/us at the Meeting to be held at Seasons Botanic Gardens Melbourne, 348 St Kilda Road, Melbourne, VIC, 3004 on Thursday, 10 November 2016 at 11:00 am AEDT and at any adjournment of that Meeting. If 2 proxies are being appointed the proportion of voting rights this proxy is authorised to exercise is%. (The Company will supply an additional form on request).

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Mr. Raymond Taylor as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-Election of Mr. Trevor Kelly as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-Election of Mr. Ping Huang as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approve the issue of up to 600,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approve the previous issue of 10,000,000 Shares and 10,000,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Change of Company name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the "Abstain" box for a particular Resolution, 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. Subject to the voting restrictions set out in the Voting Exclusion Statements, the Chairperson intends to vote undirected proxies on, and in favour of, all Resolutions. If the proxy is the Chairperson, the Chairperson can also vote undirected proxies on Resolution 1 provided that the proxy form authorises the Chairperson to vote (by the box below being ticked) even though Resolution 1 is connected with the remuneration of Directors of the Company.

If you do not wish to direct your proxy on how to vote, please tick this box:

If your proxy is not the Chairperson and you do not direct your proxy how to vote, your proxy will be able to vote on the Resolutions as they see fit. By ticking this box, I/we expressly authorise the Chairperson of the Meeting to vote in accordance with the Chairperson's voting intentions on Resolutions 1 to 9 (except where I/we have indicated a different voting intention above) and acknowledge that the Chairperson of the Meeting may exercise my/our proxy even if the Chairperson of the Meeting has an interest in the outcome of the Resolutions and that votes cast by the Chairperson, other than as proxy holder, would otherwise be disregarded because of that interest. If Chairperson is your proxy and you do not mark this box, and you have not otherwise directed the Chairperson how to vote, the Chairperson will not cast your votes on the Resolutions and your votes will not be counted in calculating the required majority if a poll is called on the relevant Resolutions.

Signature of Shareholder(s)

Date:

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: Contact Ph (daytime):



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ASX Code: AYB

PROXY FORM FOR ANNUAL GENERAL MEETING

PROXY INSTRUCTIONS: A Shareholder entitled to attend and vote at a meeting is entitled to appoint not more than 2 proxies. Where more than 1 proxy is appointed, each proxy may be appointed to represent a specific portion of the Shareholder's voting rights. A proxy need not be a Shareholder of the Company. A proxy form must be signed by the Shareholder or his or her attorney. Proxies given by corporations must either be signed under seal or under the hand of a duly authorised officer of attorney. To be valid, the form appointing the proxy and the Power of Attorney or other authority (if any) under which it is signed (or a certified copy) must be lodged with:

Australian Natural Proteins Limited
Attention: The Company Secretary
21 Wells Road, Mordialloc VIC 3195
Fax: +613 9580 2294

Not later than 11:00 a.m. AEDT on 8 November 2016