

incremental

OIL AND GAS
LTD

ABN 66 138 145 114

www.incremental油和gas.com

ASX Code: IOG

20 Howard Street
Perth WA 6000

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St George's Terrace
Perth WA 6831

Tel: 08 6144 0590

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4 August 2016

Company Announcements
Australian Securities Exchange
Level 40, Central Park
152-158 St George's Terrace
Perth WA 6000

By: e-lodgement (ASX code: IOG)

Dear Sir/Madam

EXTRAORDINARY GENERAL MEETING

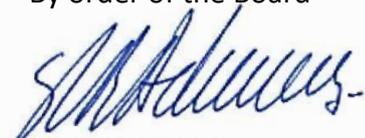
Further to an announcement on 27th July, the Company provides the attached Notice of Meeting for an Extraordinary General Meeting (EGM) to be held on Friday 2nd September to approve the allocation of Tranche 2 of the shares that have been offered under a private placement.

Subject to Shareholder approval at the EGM, 14.125 million shares are being offered to raise \$565,000 in Tranche 2 of the private placement.

A copy of the Notice of Meeting and Proxy Form are available at the Company's web site:

<http://www.incremental油和gas.com/extraordinary-general-meeting>

By order of the Board



SIMON ADAMS
Company Secretary

INCREMENTAL OIL AND GAS LIMITED

ACN 138 145 114

NOTICE OF EXTRAORDINARY GENERAL MEETING

and

EXPLANATORY MEMORANDUM

Date of Meeting

Friday, 2 September 2016

Time of Meeting

10.00 am (WST)

Place of Meeting

Incremental Oil and Gas Limited
Level 1, 20 Howard Street
Perth, Western Australia

**NOTICE OF GENERAL MEETING
INCREMENTAL OIL AND GAS LIMITED
ACN 138 145 114**

Notice is hereby given that an Extraordinary General Meeting (**Meeting**) of Shareholders of Incremental Oil and Gas Limited (the **Company**) will be held at 10.00am (WST) on Friday, 2 September 2016 at the registered office of Incremental Oil and Gas Limited, Level 1, 20 Howard Street, Perth, Western Australia.

RESOLUTION 1 Ratification of prior issue of Placement Shares to investors

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 23,875,000 Shares at an issue price of \$0.04 (4 cents) to investors who do not require disclosure under section 708 of the Corporations Act on the terms set out in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by a person who participated in the issue of Shares or any associates (as defined in the Listing Rules) of that person.

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 if 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 Approval of the issue of Placement Shares to sophisticated investors

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 14,125,000 Shares at an issue price of \$0.04 (4 cents) to sophisticated investors on the terms set out in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity as a holder of Shares, if the Resolution is passed.

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 if 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 3 Approval for Director participation in Placement - Mr Mark Stowell

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

“That, for the purposes of Listing Rule 10.11, Shareholders approve the issue of up to 2,500,000 Shares at an issue price of \$0.04 (4 cents) to Mr Mark Stowell (or his nominee), a director of the Company, on the terms set out in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by Mr Mark Stowell or any of his associates (as defined in the Listing Rules).

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 if 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 4 Approval for Director participation in Placement - Mr Gerrard McGann

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

"That, for the purposes of Listing Rule 10.11, Shareholders approve the issue of up to 375,000 Shares at an issue price of \$0.04 (4 cents) to Mr Gerrard McGann (or his nominee), a director of the Company, on the terms set out in the Explanatory Memorandum."

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by Mr Gerrard McGann or any of his associates (as defined in the Listing Rules).

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 if 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 5 Approval for Director participation in Placement - Mr Matthew McCann

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

"That, for the purposes of Listing Rule 10.11, Shareholders approve the issue of up to 500,000 Shares at an issue price of \$0.04 (4 cents) to Mr Matthew McCann (or his nominee), a director of the Company, on the terms set out in the Explanatory Memorandum."

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by Mr Matthew McCann or any of his associates (as defined in the Listing Rules).

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 if 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 Approval for Director participation in Placement - Mr John Whisler

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

"That, for the purposes of Listing Rule 10.11, Shareholders approve the issue of up to 750,000 Shares at an issue price of \$0.04 (4 cents) to Mr John Whisler (or his nominee), a director of the Company, on the terms set out in the Explanatory Memorandum."

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by Mr John Whisler or any of his associates (as defined in the Listing Rules).

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 if 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.

DATED 4 August 2016

BY ORDER OF THE BOARD

INCREMENTAL OIL AND GAS LIMITED



SIMON ADAMS

Company Secretary

NOTES

1. Voting entitlement

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Board has determined that the Shareholders who are on the Company's share register at 10.00am (Perth time) on 31 August 2016 (being not be more than 48 hours before the Meeting on Friday, 2 September 2016) will be taken, for the purposes of the Meeting, to be entitled to attend and vote at the Meeting. If you are not the registered holder of a relevant share at that time, you will not be entitled to vote at the Meeting.

2. Voting at the Meeting

Ordinary resolutions require the support of more than 50% of the votes cast. Special resolutions require the support of at least 75% of the votes cast. All the Resolutions at this Meeting are ordinary resolutions.

Every resolution arising at this Meeting will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Company's Constitution.

On a show of hands, every Shareholder who is present in person or by proxy, representative or attorney, will have one vote. Upon a poll, every person who is present in person or by proxy, representative or attorney will have one vote for each Share held by that person.

3. Proxies

A Shareholder entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote for the Shareholder at the Meeting. A proxy need not be a Shareholder. If the Shareholder is entitled to cast two or more votes at the Meeting the Shareholder may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. A form of proxy accompanies this Notice.

To be valid, the appointment of a proxy (made using a properly completed and executed Proxy Form) must be received by the Company no later than 10 am (Perth time) on Wednesday 31 August 2016.

Proxy Forms can be submitted by the below methods:

- (a) delivery to the Company's registered office at **Level 1, 20 Howard Street, Perth, Western Australia;**
- (b) by mail to Incremental Oil and Gas Ltd, **PO Box Z5207, St George's Terrace, Perth, Western Australia 6813** (please note that postal delivery times of proxies will depend on the postage rate paid); and
- (c) by facsimile **(08) 6144 0593** (within Australia) or **+61 8 6144 0593** (outside Australia).

4. Undirected proxies

The Chair of the Meeting intends to vote all undirected proxy votes in favour of all Resolutions.

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

5. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

EXPLANATORY MEMORANDUM GENERAL INFORMATION

1. INTRODUCTION

The Explanatory Memorandum contains an explanation of, and information about, the Resolutions to be considered at the Meeting of Shareholders of Incremental Oil and Gas Limited to be held on Friday, 2 September 2016. This Explanatory Memorandum is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the Resolutions proposed. Shareholders should read the Explanatory Memorandum in full. The Explanatory Memorandum forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

The Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. If you are in doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Capitalised words used in the Notice of Meeting and in the Explanatory Memorandum are defined in the Glossary section at the end of the Explanatory Memorandum.

Certain terms and abbreviations used in the Explanatory Statement and the Notice of Meeting have defined meanings, which are set out in the Glossary contained in section 6 of this Explanatory Memorandum.

2. BACKGROUND TO RESOLUTIONS

Details of the Placement

On 27 July 2016, Incremental Oil and Gas Limited announced a placement of shares to investors as part of a suite of transactions to raise \$1,520,000 to further advance the Company's projects (**Placement**). The Company has appointed Bell Potter Securities Limited (**Bell Potter**) to assist the Company in identifying investors to participate in the Placement. The investors that have (or will) participate in the Placement are sophisticated investors and other investors who do not require disclosure under section 708 of the Corporations Act.

As described in the announcement, the Placement is being conducted in two stages:

- (a) Tranche 1: This tranche involved the issue of 23,875,000 Shares at an issue price of \$0.04 (4 cents) per Share to sophisticated investors and other investors who do not require disclosure under section 708(1) of the Corporations Act on Wednesday 3 August 2016 to raise \$955,000 before costs (**Tranche 1**);
- (b) Tranche 2: Commitments for this tranche have been received and the issue of Shares under Tranche 2 is subject to Shareholder approval. Tranche 2 will involve the issue of 14,125,000 Shares at an issue price of \$0.04 (4 cents) per Share to sophisticated investors to raise a further \$565,000 before costs (**Tranche 2**).

The Shares forming part of Tranche 1 were subscribed for by sophisticated investors identified by Bell Potter and approved by the Company and 1 other investor who were made personal offers of Shares under section 708(1) of the Corporations Act and which do not require disclosure.

The Shares to be issued under Tranche 2 will be issued to sophisticated investors identified by Bell Potter and approved by the Company, subject to Shareholder approval.

As part of the Placement, each of Mr Mark Stowell, Mr Gerrard McGann, Mr Matthew McCann and Mr John Whisler, being Directors of the Company, or their nominees, will also subscribe for Shares at an issue price of \$0.04 (4 cents) per Share, subject to Shareholder approval. If Shareholders approve the participation of each of the above Directors in the Placement, the Company will raise a further \$165,000 before costs.

The number of Shares to be subscribed for by each Director is set out below:

Director	Shares
Mr Mark Stowell (or his nominee)	2,500,000
Mr Gerrard McGann (or his nominee)	375,000
Mr Matthew McCann (or his nominee)	500,000
Mr John Whisler (or his nominee)	750,000

The Company intends to use the net funds raised from the Placement to progress the Company's development program at its Silvertip oil and gas field by undertaking a 22 well recompletion program and an 11 well workover program.

Listing Rules

Listing Rule 7.1 restricts the number of Equity Securities a company may issue (or agree to issue) in any 12 month period without shareholder approval to 15% of the number of ordinary securities on issue at the commencement of that 12 month period (subject to specified exceptions).

Listing Rule 7.4 states that an issue by a Company of securities made without the approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and shareholders subsequently approve it.

Listing Rule 10.11 provides that a company must obtain the approval of its shareholders before it can issue Equity Securities to a related party or a person whose relationship with the company or related party is, in ASX's opinion, such that shareholder approval should be obtained.

Resolution 1

The Shares issued under Tranche 1, the subject of Resolution 1, were issued by the Company within the Company's 15% placement capacity under Listing Rule 1. If Resolution 1 is approved, the issue of Tranche 1 Shares will be ratified under Listing Rule 7.4, which will refresh the ability of the Company to issue further Shares up to the 15% limit over the next 12 months without Shareholder approval.

Resolution 2

The Shares to be issued under Tranche 2, the subject of Resolution 2, will require the approval of Shareholders as it is not within the Company's 15% placement capacity under Listing Rule 7.1. If Resolution 2 is approved, the issue of Tranche 2 Shares will give the Company the ability to issue further Shares up to the 15% limit over the next 12 months without Shareholder approval.

Resolutions 3 - 6

The Shares to be issued to each of the Directors the subject of Resolutions 3 – 6 requires Shareholder approval under Listing Rule 10.11 as each of the Directors are related parties of the Company for the purposes of the Listing Rules. The Listing Rules provide that if approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

3. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES TO INVESTORS

Please refer to Section 2 for background information in relation to Resolution 1 and the Placement in general.

Listing Rule 7.5 requires the following information in relation to Resolution 1 to be provided:

Required disclosure	
<i>Number of securities issued</i>	A total of 23,875,000 Shares were issued under the Company's 15 % placement capacity under Listing Rule 7.1.
<i>Issue price</i>	\$0.04 (4 cents) per Share
<i>Terms of the securities</i>	The Shares were issued as fully paid ordinary shares ranking equally with existing Shares.
<i>Names of persons who were issued securities</i>	The Shares were issued to sophisticated investors who are clients of Bell Potter, as approved by the Company and also to 2 other investors who were made personal offers of Shares without disclosure under section 708(1) of the Corporations Act. None of these investors are related to the Company.
<i>Use of funds</i>	Please refer to Section 2 for information regarding the intended use of funds from the Placement.
<i>Voting exclusion statement</i>	A voting exclusion statement is set out in the Notice of Meeting.

Recommendation: The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

4. RESOLUTION 2 – APPROVAL OF THE ISSUE OF PLACEMENT SHARES TO SOPHISTICATED INVESTORS

Please refer to Section 2 for background information in relation to Resolution 2 and the Placement in general.

Listing Rule 7.3 requires the following information in relation to Resolution 2 to be provided:

Required disclosure	
<i>Number of securities to be issued</i>	A total of 14,125,000 Shares will be issued.
<i>Issue date</i>	The Shares will be issued no later than 3 months after the date of the Meeting and will be issued in full (not progressively).
<i>Issue price</i>	\$0.04 (4 cents) per Share
<i>Terms of the securities</i>	The Shares to be issued will be fully paid ordinary shares ranking equally with existing Shares.
<i>Names of persons who will be issued securities</i>	The Shares will be issued to sophisticated investors who are clients of Bell Potter and who are not related to the Company, as approved by the Company and Directors of the Company as noted in 5 below.
<i>Use of funds</i>	Please refer to Section 2 for information regarding the intended use of funds from the Placement.
<i>Voting exclusion statement</i>	A voting exclusion statement is set out in the Notice of Meeting.

Recommendation: The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

5. RESOLUTIONS 3 to 6 - APPROVAL FOR DIRECTOR PARTICIPATION IN PLACEMENT

Please refer to Section 2 for background information in relation to Resolutions 3 – 6 and the Placement in general.

Listing Rule 10.13 requires the following information in relation to Resolutions 3 – 6 to be provided:

	Resolution 3	Resolution 4	Resolution 5	Resolution 6
<i>Name of the person being issued Shares</i>	Mark Stowell (or his nominee)	Gerrard McGann (or his nominee)	Matthew McCann (or his nominee)	John Whisler (or his nominee)
<i>Maximum number of Shares to be issued</i>	2,500,000	375,000	500,000	750,000
<i>The date by which the Shares will be issued</i>	No later than one (1) month after the date of the Meeting	No later than one (1) month after the date of the Meeting	No later than one (1) month after the date of the Meeting	No later than one (1) month after the date of the Meeting
<i>Issue price</i>	\$0.04 (4 cents) per Share	\$0.04 (4 cents) per Share	\$0.04 (4 cents) per Share	\$0.04 (4 cents) per Share
<i>Voting Exclusion Statement</i>	A voting exclusion statement is set out in the Notice of Meeting for each of Resolutions 3 – 6.			
<i>Use of funds</i>	Please refer to Section 2 for information regarding the intended use of funds from the Placement.			

The Directors consider that the proposed issue of securities the subject of Resolutions 3 – 6 is on arm's length terms and, as such, falls within the exception set out in section 210 of the Corporations Act. The independent Board (in relation to each of Resolutions 3 – 6) have reached this view as the terms upon which Messrs Stowell, McGann, McCann and Whisler will acquire the Shares are the same as those terms upon which the other investors will acquire Shares under the Placement.

Recommendations:

In relation to Resolution 3 the independent Board (being those Directors other than Mr Stowell) recommend that Shareholders vote in favour of Resolution 3.

In relation to Resolution 4 the independent Board (being those Directors other than Mr McGann) recommend that Shareholders vote in favour of Resolution 4.

In relation to Resolution 5 the independent Board (being those Directors other than Mr McCann) recommend that Shareholders vote in favour of Resolution 5.

In relation to Resolution 6 the independent Board (being those Directors other than Mr Whisler) recommend that Shareholders vote in favour of Resolution 6.

6. GLOSSARY

In this Explanatory Memorandum and Notice of Meeting the following expressions have the following meanings unless stated otherwise or unless the context otherwise requires:

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited or the Australian Securities Exchange, as the context requires.

Bell Potter has the meaning given in Section 2

Board means the current board of directors of the Company.

Chairman or **Chair** means the Chairman of the Board or the Meeting as the context requires.

Company or **Incremental** means Incremental Oil and Gas Limited ACN 138 145 114.

Constitution means the constitution of the Company currently in force.

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

Director means a director of the Company as at the date of the Explanatory Memorandum.

Equity Securities has the meaning given in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum that accompanies and forms part of the Notice of Meeting.

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

Listing Rules means the official listing rules of the ASX.

Notice or **Notice of Meeting** or **Notice of General Meeting** means the notice convening the Meeting, including the Explanatory Memorandum and the Proxy Form.

Placement has the meaning given in Section 2.

Proxy Form means the proxy form accompanying the Notice.

Resolution means a resolution as set out in the Notice.

Share or **Shares** means a fully paid ordinary share in the Company.

Shareholder means a holder of a Share in the Company.

Tranche 1 has the meaning given in Section 2(a).

Tranche 2 has the meaning given in Section 2(b).

EXTRAORDINARY GENERAL MEETING FORM OF PROXY

Download this form and complete the blank information before returning to the Company as per instructions below

Name: _____ (Name must be show as it appears on the share register)

Address: _____

See reverse of this form for details on how to complete this Proxy Form.

Appointment of a proxy

I/We being a member(s) of Incremental Oil and Gas Limited are entitled to attend and vote and hereby appoint:

the Chair of the meeting (mark box)

Or if not appointing the Chair of the meeting as your proxy, please write the name of the person you are appointing:

(Write here the name of the person you are appointing)

or failing the person named, or if no person is named, the Chair of the meeting as my/our proxy and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Incremental Oil and Gas Ltd to be held at Level 1, 20 Howard Street, Perth, Western Australia 6000 at 10.00am (WST) on Friday, 2 September 2016 and at any adjournment or postponement of that meeting.

The Chair of the meeting intends to vote undirected proxies which he holds in favour of all resolutions. If you wish to appoint the Chair of the meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

Votes on items of business

(Voting directions to your proxy – please mark X to indicate your directions)

- Item 1 Ratification of prior issue of placement Shares to investors (LR 7.4)
- Item 2 Approval of the issue of placement Shares to sophisticated investors (LR 7.1)
- Item 3 Approval for Director participation in placement - Mr Mark Stowell (LR 10.11)
- Item 4 Approval for Director participation in placement - Mr Gerrard McGann (LR 10.11)
- Item 5 Approval for Director participation in placement - Mr Matthew McCann (LR 10.11)
- Item 6 Approval for Director participation in placement - Mr John Whisler (LR 10.11)

FOR	AGAINST	ABSTAIN*

* **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.

Appointment of a second proxy

I/We wish to appoint a second proxy

mark with an "X" if you wish to appoint a second proxy

AND

%

OR

SHARES

State the percentage of your voting rights or the number of shares for this Proxy Form

Signature(s) of Shareholder(s)

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

INDIVIDUAL/SECURITY HOLDER 1
Individual/Sole Director and Sole Company Secretary

SECURITY HOLDER 2
Director

SECURITY HOLDER 3
Director/Company Secretary

Contact details

Contact Name & Email address

Contact Telephone Number

Date

Voting By Proxy - How to complete the Proxy Form

Your Name, Address and Shareholder Details

Your name and address is shown on the form of proxy as it appears on the share register of Incremental Oil and Gas Ltd.

Appointment of a Proxy

Please write the name of that person you wish to appoint as proxy in the space indicated. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman will be your proxy and vote on your behalf. A proxy need not be a shareholder of Incremental Oil and Gas Ltd.

Votes on Items of Business

You may direct your proxy how to vote by placing a mark one of the three boxes opposite each item of business. All your Shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights on any item by inserting the percentage or number of shares 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 will vote as he or she chooses to the extent permitted by law. If you mark more than one box on an item, your vote on that item will be invalid.

Appointment of a Second Proxy

If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company or you may copy this form.

To appoint a second proxy you must:

- indicate that you wish to appoint a second proxy by marking the box;
- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form; and
- return both forms together.

Authorised Signature/s

You must sign this form as follows in the spaces provided:

- Individual: Where the holdings 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 signed under a Power of Attorney, you must have already lodged it with the Company, or alternatively, attach the Power of Attorney or a certified copy to this Proxy Form when you return it.
- Companies Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

If a representative of the corporation is to attend the meeting and a proxy form is not used, then an appropriate "Certificate of Appointment of Representative" should be produced prior to admission.

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, the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the meeting.

Lodgement of Proxy Form

This Proxy Form and any Power of Attorney or other authority under which it is signed must be received no later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by

- Facsimile to the Company's registered office on +61 8 6144 0593,
- Mail to GPO Box Z5207, St George's Terrace, Perth WA 6831, or
- Delivery to the registered office of the Company at Level 1, 20 Howard Street, Perth Western Australia 6000.