

**MONEY3 CORPORATION LIMITED**  
ABN 63 117 296 143

**ANNUAL GENERAL MEETING**

**The Annual General Meeting of the Company to be held at 11:00 am  
(AEDT) on 24 November 2016 at:**

**Money3  
Level 1  
40 Graduate Road  
Bundoora  
Victoria 3083**



## Money3 Corporation Limited

ABN 63 117 296 143

### Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the members of Money3 Corporation Limited **(the Company)** will be held at **Money3, Level 1, 40 Graduate Road Bundoora, Victoria 3083** on **24 November 2016** at **11:00 AM** (AEDT).

Please note that additional information concerning the proposed resolutions is contained in the Explanatory Memorandum that accompanies and forms part of this Notice of Annual General Meeting.

#### General Business

##### 1. Resolution 1 – Financial Statements and Reports

To receive the Financial Statements for Money3 Corporation Limited for the year ended 30 June 2016, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

**You may download a copy of the Annual Report from our website: [www.money3.com.au](http://www.money3.com.au)**

##### 2. Resolution 2 – Re-election of Kang Tan as a Director

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

*"That Kang Tan having retired by rotation in accordance with clause 79(4) of the Company's Constitution, being eligible and having offered himself for re-election in accordance with clause 79(5) of the Company's Constitution, be re-elected as a Director of the Company."*

##### 3. Resolution 3 – Election of Raymond Malone as a Director

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

*"That Raymond Malone, a Director appointed by the Directors to fill a casual vacancy in accordance with clause 81(1) of the Company's Constitution, who has offered himself for election in accordance with clause 81(2) of the Company's Constitution, be elected as a Director of the Company."*

##### 4. Resolution 4 – Election of Leath Nicholson as a Director

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

*"That Leath Nicholson, a Director appointed by the Directors to fill a casual vacancy in accordance with clause 81(1) of the Company's Constitution, who has offered himself for election in accordance with clause 81(2) of the Company's Constitution, be elected as a Director of the Company."*

##### 5. Resolution 5 – Election of Stuart Robertson as a Director

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

*"That Stuart Robertson, a Director appointed by the Directors to fill a casual vacancy in accordance with clause 81(1) of the Company's Constitution, who has offered himself for election in accordance with clause 81(2) of the Company's Constitution, be elected as a Director of the Company."*

## 6. Resolutions 6A, 6B, 6C and 6D – Grant of Options to Directors

To consider and, if thought fit, pass the following as **ordinary resolutions**:

- 6A *“That, for the purposes of ASX Listing Rule 10.11, the Shareholders approve the issue of 1,250,000 unlisted options to Raymond Malone (or his nominee) for nil consideration and on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting”;*
- 6B *“That, for the purposes of ASX Listing Rule 10.11, Shareholders approve the issue of 750,000 unlisted options to Leath Nicholson (or his nominee) for nil consideration and having the terms as set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting”;*
- 6C *That, for the purposes of ASX Listing Rule 10.11, Shareholders approve the issue of 600,000 unlisted options to Stuart Robertson (or his nominee) for nil consideration and having the terms as set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting”;*
- 6D *That, for the purposes of ASX Listing Rule 10.11, Shareholders approve the issue of 2,500,000 unlisted options to Scott Baldwin (or his nominee) for nil consideration and having the terms as set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting”.*

## 7. Resolution 7 – Remuneration Report

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

*“That the remuneration report section of the Director’s Report for the Company for the year ended 30 June 2016 be adopted.”*

**Information on the remuneration report can be found on pages 15 to 21 of the 2016 Annual Report to Shareholders.**

## 8. Other Business

To consider any other business that may legally be brought forward.

## Voting exclusions

In accordance with ASX Listing Rule 14.11.1 in respect of **Resolutions 6A, 6B, 6C and 6D**, the Company will disregard votes cast by a person who is to receive the securities in relation to the Company if the resolution is passed.

However, in respect of each of the above resolutions, the Company need not disregard any such votes if:

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

## Additional notes for Resolution 7

### Advisory vote

Section 250R(2) of the Corporations Act 2001 (Cth) requires the Shareholders to vote on an advisory resolution that the Remuneration Report be adopted.

The Remuneration Report details the remuneration policies for the Company and reports the remuneration arrangements for Directors and Key Management Personnel (identified for the purposes of the Accounting Standards). The Remuneration Report is set out on pages **15 to 21** of the 2016 Annual Report to Shareholders.

The vote on Resolution 7 is advisory only, and does not bind the Directors or the Company. The Board will however consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act 2001, if 25% or more of votes that are cast at the meeting are voted against the adoption of the Remuneration Report at two consecutive AGM's, Shareholders will be required to vote at the second of those AGMs on a resolution (**Spill Resolution**) that another meeting be held within 90 days at which all of the Company's Directors (other than any Managing Director) must go up for re-election.

Shareholders will recall that not more than 25% of the votes cast were cast against the 'remuneration resolution' at the 2015 AGM and therefore, there will be no requirement at this AGM for a Spill Resolution.

The Chair will give Shareholders a reasonable opportunity to ask questions about or make comments on the Report.

#### **Voting restrictions- Resolutions 6A to 6D and 7.**

Key Management Personnel (**KMP**) and their closely related parties are not permitted to vote on this Resolution. KMPs of the Company are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's KMPs for the financial year ending 30 June 2016. 'Closely related parties' are defined in the Corporations Act 2001, and include certain of their family members, dependents and companies they control.

However, a KMP may cast a proxy where the proxy specifies in writing how the KMP is to vote (except proxies cast on behalf of another KMP).

The Chair is permitted to vote undirected proxies where the Shareholder expressly authorises the chair to exercise the proxy. Accordingly, if you have appointed the Chair (either directly or by default) as your proxy and you have not directed him how to vote, you are authorising the Chair to exercise the proxy in respect of Resolutions 6A to 6D and 7, notwithstanding that the Chair or KMP may benefit.

The Chair intends to vote in favour of all resolutions.

By Order of the Board:



Jenny Martin  
CFO & Company Secretary  
Melbourne,  
21 October 2016

## **Money3 Corporation Limited**

**ABN 63 117 296 143**

### **Notice of Annual General Meeting Explanatory Memorandum**

This Explanatory Memorandum has been prepared to provide Shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting (**AGM**) of the Company (**Notice**) concerning the meeting to be held at 11:00 AM on 24 November 2016 at Money3, Level 1, 40 Graduate Road Bundoora, Victoria 3083.

#### **1. Resolution 1 – Financial Statements and Reports**

This resolution is self-explanatory. In accordance with the *Corporations Act*, Shareholders will be given the opportunity to raise questions on the Financial Statements and Reports, and on the performance of the Company generally. During the discussion of this item, the Company's auditors will be present and will answer qualifying questions.

##### Written questions for the auditor

If you would like to submit a written question to the Company's auditor, please post your question to the Company Secretary or fax it to 03 9093 8227. Written questions must relate to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the audit. A list of qualifying questions will be addressed at the Annual General Meeting.

Please note that all questions must be received at least five business days before the Annual General Meeting, which is by no later than 11:59 PM, 17 November 2016.

Shareholders should note that the Financial Statements and Reports will be received in the form presented. It is not the purpose and there is no requirement either in the *Corporations Act* or in the Constitution of the Company for Shareholders to approve the financial report, the Directors' Report or the Auditor's Report of the meeting or that the Financial Statements and Reports be accepted, rejected or modified in any way.

**The Directors, recommend that Shareholders vote in favour of Resolution 1.**

#### **2. Resolution 2 – Re-election of Kang Tan as a Director**

**Kang Tan retires by rotation and being eligible, offers himself for re-election.**

Mr Tan has been a member of the Institute of Chartered Accountants in England and Wales since 1983 and a fellow of the Institute of Public Accountants in Australia since 1998. Mr Tan spent ten years as an Accountant with La Trobe University Union. Before coming to Australia, in Malaysia Mr Tan was the Group Financial Controller of Tanming Corporation Berhad for four years. Mr Tan established his first small cash loan branch in Glenroy, Victoria in August 2000. Mr Tan held an ownership interest in four of the Money3 trading companies prior to being acquired by Money3. Mr Tan has been a director of Money3 Corporation Limited since 25 November 2005. The Board considers Mr Tan to be an independent director.

**The Directors, other than Mr Tan who abstains, recommend that Shareholders vote in favour of Resolution 2.**

### 3. **Resolution 3 – Election of Raymond Malone as a Director**

Raymond Malone was appointed as a Non-Executive Director on the 29 January 2016.

Mr Malone is currently CEO and Executive Chairman of AMA Group Limited (**AMA**) and having delivered outstanding shareholder value at AMA over the last 7 years, brings this significant strategic experience and track record to Money3. Mr Malone is Chairman of Money3 and is considered to be independent.

**The Directors, other than Mr Raymond Malone who abstains, recommend that Shareholders vote in favour of Resolution 3.**

### 4. **Resolution 4 – Election of Leath Nicholson as a Director**

Leath Nicholson was appointed as a Non-Executive Director on the 29 January 2016.

Mr Nicholson brings broad commercial and legal experience to Money3, specifically in the area of mergers and acquisitions and corporate governance. He has practised extensively in the consumer credit regulatory sector and has provided legal advice to Money3 in relation to both its corporate and consumer credit obligations since 2010. Mr Nicholson was a Corporate Partner at a leading national law firm, gaining experience with a breadth of ASX listed entities, before co-founding Foster Nicholson Jones in 2008. Mr Nicholson is not classified as an “independent” director having being a provider of material professional services to Money3 through Foster Nicholson Jones, however the board does not consider this affects his capacity to bring independent judgement to bear on issues before the board and to act in the best interests of the entity. Mr Nicholson is also a Non-Executive Director of AMA Group Limited.

**The Directors, other than Mr Leath Nicholson who abstains, recommend that Shareholders vote in favour of Resolution 4.**

### 5. **Resolution 5 – Election of Stuart Robertson as a Director**

Stuart Robertson was appointed as a Non-Executive Director on the 29 January 2016.

Mr Robertson’s background includes broad experience in business advisory, investment banking, alternative investments and funds management, in addition to extensive experience in the consumer finance sector. Mr Robertson currently provides consulting services focused on deal origination and structuring primarily in the unlisted market, and he is a Director of Ellerston Global Investments Limited and Ellerston Asian Investments Limited. Mr Robertson has held senior roles at BT Funds Management, KBC Investments Limited and Zurich Financial Services both in Australia, London and New York. He is a qualified Chartered Accountant, a Fellow of Financial Services Institute of Australasia (FINSIA) and graduate of the Australian Institute of Company Directors. In addition he holds a Masters or Business Administration from the Macquarie Graduate School of Management. The Board considers Mr Robertson to be an independent director.

**The Directors, other than Mr Stuart Robertson who abstains, recommend that Shareholders vote in favour of Resolution 5.**

## 6. Resolutions 6A, 6B, 6C and 6D - Grant of options to Directors

### 6.1 Background

On 6 October 2016, the Board approved the issue of 2,600,000 unlisted options to certain Non-Executive Directors in consideration of those Non-Executive Directors making special exertion contributions to the Company, outside the usual role and responsibilities of a Non-Executive Director.

Those special contributions included:

- Aligning staff with company strategy, including bringing an end to division between the former Managing Director and the Board;
- Focusing company strategy on sustainable profitability;
- Negotiating a new debt facility of \$20m with best endeavours to \$30m; and
- Assisting the strong development of investor relations;

In addition:

- In the case of Mr Malone, for the year ending 30 June 2016, he agreed not to receive director's fees;
- In the case of Mr Nicholson he provides legal insight and strategy that does not form part of the formal services provided by Foster Nicholson Jones Lawyers and the issue of options is therefore a cost effective means of rewarding his efforts without additional cash outlay;
- In the case of Mr Robertson, his strong connections with debt markets is of considerable value to the Company over and above his day-to-day activities as director;
- With continuing efforts to secure substantial debt facilities to fund the growth of the business into the future the roles of Messrs Malone, Nicholson and Robertson will be integral to the Company's success;
- the Board also notes that in the weeks leading up to the appointment of the non-executive directors (Messrs Malone, Nicholson and Robertson), the share price hit a low of \$0.84 and the options are granted, in part, as a reward for past performance which has aided a substantial increase in the share price.

On 6 October 2016, the Board approved the issue of 2,500,000 unlisted options to Mr Scott Baldwin as a long term incentive (LTI). Mr Baldwin's employment contract provides for an LTI to be granted by the Company to incentivise Mr Baldwin to achieve long term performance for the Company, as determined by the Board. As at 1 July 2016 (which is the commencement of the relevant period to which the LTI is to apply as per his employment contract) the share price was \$1.135.

As the Options will not be issued under the Company's Employee Equity Plan, Shareholder approval is required under ASX Listing Rule 14.11.

No disclosure document is required to be issued to the option recipients as the offer is exempt under section 708(12) of the *Corporations Act*.

### 6.2 Purpose of resolution and listing rule 10.11

Under ASX Listing Rule 10.11, an entity cannot agree to issue securities to a 'related party' without the approval of the holders of ordinary securities. A 'related party' includes a non-executive director.

### 6.3 Notice requirements under listing rule 10.11

It is a requirement of ASX Listing Rule 10.13, that a listed entity seeking Shareholder approval under listing rule 10.11 provide the following information, which is provided in respect of each of Resolutions 6A to 6D:

(a) **The name of the person**

Raymond Malone, Leath Nicholson, Stuart Robertson and Scott Baldwin, in the proportion reflected in each of the 6A to 6D Resolutions

(b) **the maximum number of Options to be issued:**

5,100,000 (in aggregate).

(c) **the date by which the entity will issue the Options (which cannot be more than 1 month after the date of this meeting):**

28 November 2016

(d) **relationship of related parties**

All proposed option holders are Directors of the Company.

(e) **the terms of the Options (including issue price):**

<b>Consideration price</b>	Nil
<b>Status of Options</b>	Unquoted
Issue price	Issued for nil consideration
Option Exercise Price	\$1.50, each Option convertible into one fully paid ordinary share in the Company
Grant Date	28 November 2016
Vesting Date	3 years from issue date
Expiry date	5 years from issue date
Status of Share upon exercise	Shares will be quoted and shall rank equally with all other issued fully paid ordinary Shares

(f) **The intended use of the funds**

No money will be raised on the issue of the options as they have been granted to the Non-Executive Directors for special exertion contributions and to Mr Baldwin as part of his Long Term Incentive pursuant to the terms of his employment.

Where approval is obtained for the purpose of ASX Listing Rule 10.11, approval is not also required under ASX Listing Rule 7.1.

## 7. Resolution 7 – Remuneration Report

Section 250R(2) of the Corporations Act 2001 (Cth) requires a resolution that the remuneration report be adopted be put to a vote at the listed company's annual general meeting. The vote is advisory only and does not bind the Directors or the Company.

The Remuneration Report, which forms part of the Directors' Report, is set out on pages 15 to 21 of the 2016 Annual Report and can be found on the Company website at [www.money3.com.au](http://www.money3.com.au).

## 8. Proxy and Further Information

The Board of Directors are not aware of any other information which is relevant to the consideration by members of the proposed resolutions which are detailed in the Notice.

In accordance with the *Corporations Act* 2001 (Cth), a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person according to the Register of Shareholders at 11:00 AM on 22nd November 2016.

A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies. The Proxy Form to be used is to be read in conjunction with, and accompanies this notice of meeting.

A proxy need not be a Shareholder of the Company. The proxy form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed by the corporation in accordance with section 250D the Corporations Act 2001 (Cth). Where a proxy is appointed by a Shareholder's attorney, the power of attorney together with evidence of non-revocation must be lodged with the proxy form. Further terms relating to the use of the proxy are described on the accompanying Proxy Form.

A Shareholder may choose whether or not to direct the proxy to vote. If the Shareholder does not direct the proxy how to vote on each resolution, the proxy may vote as the proxy sees fit on the resolutions for which the proxy is not directed (subject to the special voting requirements for Resolutions 6A to 6D and 7, discussed above). A member who is entitled to cast two or more votes may appoint two proxies, and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes of the member.

**The Board encourages you to direct your proxy how to vote. The Chairman intends to vote undirected proxies in favour of each resolution.**

To be valid, proxies must be received by the Company,

- (a) by mail to Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235;
- (b) online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) or
- (c) by successful facsimile transmission on: (02) 9287 0309 or
- (d) hand delivered to Link Market Services Limited, Level 12, 680 George Street, Sydney, NSW, 2000

no later than 48 hours prior to the commencement of the Annual General Meeting.

**Prior to making any decision, Shareholders may wish to seek advice from their own independent financial adviser or stockbroker as to the effect of the proposed resolutions.**



## MONEY3 CORPORATION LIMITED

ACN 117 296 143

### LODGE YOUR VOTE



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



#### BY MAIL

Money3 Corporation Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000



#### ALL ENQUIRIES TO

Telephone: +61 1300 554 474

### LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **11:00am on Tuesday, 22 November 2016**, being not 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.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse of this Proxy Form).

### HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

#### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

#### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

#### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

#### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the 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 are to be voted 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

#### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) 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. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

#### SIGNING INSTRUCTIONS

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

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this 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 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

#### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

# PROXY FORM

I/We being a member(s) of Money3 Corporation Limited and entitled to attend and vote hereby appoint:

## APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am on Thursday, 24 November 2016 at Money3, Level 1, 40 Graduate Road, Bundoora, Victoria 3083 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolutions 6A, 6B, 6C, 6D and 7:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 6A, 6B, 6C, 6D and 7, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

## VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
2 Re-election of Kang Tan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Raymond Malone as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Election of Leath Nicholson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Election of Stuart Robertson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6A Grant of Options to Directors – Raymond Malone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6B Grant of Options to Directors – Leath Nicholson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6C Grant of Options to Directors – Stuart Robertson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6D Grant of Options to Directors – Scott Baldwin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

## SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

MNY PRX1601D