

Notice of Annual General Meeting and Explanatory Memorandum

Hot Rock Limited	ACN 120 896 371
Date of Meeting:	25 November 2011
Time of Meeting:	9.30am (Brisbane time)
Place of Meeting:	Hot Rock Limited, Level 5, 60 Edward Street, Brisbane Qld 4000

Explanatory Memorandum

Notice is given that the Annual General Meeting of Shareholders of **Hot Rock Limited** ACN 120 896 371 (**Company**) will be held at Level 5, 60 Edward St, Brisbane QLD 4000, on Friday 25 November 2011 at 9.30am (Brisbane time).

Agenda

Ordinary business

Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Balance Sheet, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2011.

1. Resolution 1 - Remuneration Report

To consider and, if thought fit, pass the following Advisory Resolution of the Company:

"That the Remuneration Report for the year ended 30 June 2011 (as set out in the Directors' Report) be adopted."

Voting

Terms used in this Notice of Meeting are defined in the "Interpretation" section of the accompanying Explanatory Memorandum.

The vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

Voting Restriction pursuant to Section 250R(4) of the Corporations Act

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

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

However, the above persons may cast a vote on Resolution 1 if:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) the vote is not cast on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member.

ASIC Relief

The Company has obtained relief from ASIC allowing the Chairman to vote undirected proxies on the conditions set out in the Explanatory Memorandum.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions the subject of this Meeting, including Resolution 1.

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2. Resolution 2 - Re-election of Mr Michael Sandy as a Director

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That Mr Michael Sandy, who retires by rotation in accordance with Rule 38.1 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.”

3. Resolution 3: Ratification of First Tranche Shares

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

*“That in accordance with the provisions of Listing Rule 7.4 of the Listing Rules, and for all other purposes, the Shareholders ratify the issue of 20,000,000 Shares in the Company to the persons described in the Explanatory Memorandum (**Recipients**).”*

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by:

- (a) the Recipients; and
- (b) any associate of a Recipient.

However, the Company need not disregard a vote if:

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

4. Resolution 4: Approval of Second Tranche Shares

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

*“That, in accordance with the provisions of Listing Rule 7.1 of the Listing Rules, and for all other purposes, the Shareholders approve the issue of up to another 1,200,000 Shares (**Second Tranche Shares**) in the Company to the Recipients on terms set out in the Explanatory Memorandum.”*

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by:

- (a) the Recipients; and
- (b) any associate of a Recipient.

However, the Company need not disregard a vote if:

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| <p>(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or</p> <p>(b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.</p> |
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5. **Resolution 5: Approval of Second Tranche Director Shares**

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That, in accordance with the provisions of Listing Rule 10.11 of the Listing Rules, and for all other purposes, the Shareholders approve the issue of up to 10,200,000 Shares in the Company to the Directors participating in the Second Tranche Issue on terms set out in the Explanatory Memorandum.”

<p>Voting Exclusion Statement</p>
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<p>The Company will disregard any votes cast on this Resolution by:</p>

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| <p>(a) the Directors; and</p> <p>(b) any associate of a Director.</p> |
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<p>However, the Company need not disregard a vote if:</p>

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| <p>(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or</p> |
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GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

BY ORDER OF THE BOARD

Paul Marshall
Company Secretary
24 October 2011

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to Shareholders of **Hot Rock Limited ACN 120 896 371 (Company)** to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held at the offices of Hot Rock Limited, Level 5, 60 Edward Street, Brisbane Qld 4000 on 25 November 2011, commencing at 9.30am (Brisbane time).

The Directors recommend that Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Terms used in this Explanatory Memorandum are defined in Section 8.

2. Consider the company's annual report

The Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Balance Sheet, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2011 were released to ASX Limited on 23 September 2011. The Company's Annual Report is placed before the Shareholders for discussion. No voting is required for this item.

3. Resolution 1 - Remuneration Report

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution. The Remuneration Report is set out in the Directors' Report section of the Annual Report for the period ending 30 June 2011. The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executives of the Company; and
- details and explains any performance conditions applicable to the remuneration of executive Directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report. A vote on this Resolution is advisory only and does not bind the Directors of the Company.

Voting restrictions on Key Management Personnel and their proxies and Closely Related Parties

As a result of amendments to the Corporations Act which came into effect on 1 July 2011, members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution (**Voting Restriction**) put to Shareholders that the remuneration report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for

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planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where the Chairman or any other member of the Key Management Personnel is appointed in writing (by a shareholder who is not a member of the Key Management Personnel) as a proxy (**Management Proxy**) with specific instructions on how to vote on a resolution to adopt the remuneration report of the Company. It is not clear in the amendments to the Corporations Act whether the

Management Proxy will be able to vote where the proxy appointment does not give specific instructions on how to vote on a resolution to adopt the remuneration report. In order to resolve this, during 2011, the Federal Government proposes to amend the Corporations Act to make clear that a Chairperson is permitted to vote undirected proxies on remuneration report resolutions.

In order to ensure strict compliance with the relevant provisions of the Corporations Act in relation to the Voting Restrictions, the Company has obtained from the ASIC relief allowing the Chairman to vote undirected proxies. The relief applies to the casting of a vote of the Chairman in the following circumstances:

- (a) Dr Mark Elliott, or in the alternative, Mr Peter Barnett has been elected, by either the directors or the members of the company, to be the chair of the AGM to be held on or about 25 November 2011 and at any adjournment or postponement of that meeting;
- (b) the chair has been appointed by a member of the Company who is not a person mentioned in paragraph (a) or (b) of subsection 250R(4) as the member's proxy to attend and vote for the member at the meeting in relation to the resolution;
- (c) the appointment does not specify the way the chair is to vote on the resolution;
- (d) the appointment expressly authorises the Chairman to exercise the proxy in relation to the resolution even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company, which includes the chair;
- (e) the notice of meeting, or a proxy form which accompanies the notice of meeting, contains a statement as to how the chair, if appointed as they member's proxy and the appointment does not specify the way the chair is to vote on the resolution, intends to vote on the resolution; and
- (f) the proxy form which accompanies the notice of meeting is substantially in the form of the draft proxy form provided to ASIC on 20 October 2011

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions the subject of this Meeting, including this Resolution 1.

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4. Resolution 2 - Re-election of Mr Michael Sandy

Mr Michael Sandy retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Non-Executive Director.

Mr Sandy's qualifications and experience

BSc (Hons), MPESA, AICD

Mr Sandy was re-appointed as a Director of the Company on 30 November 2009, and has been a Director of the Company since June 2007.

For over 35 years Mr Sandy has worked in Australia and internationally in the resources industry with companies such as Oil Search, Novus Petroleum and as a consultant, as well as a brief stint as an energy analyst (for BZW). He worked initially in minerals exploration and as a research scientist with CSIRO before moving into petroleum exploration in 1983. Sandy helped establish Novus Petroleum in 1994 and remained until the company was taken over in 2004, along the way holding various senior executive roles including asset management (Australia, SE Asia, Middle East, USA) and business development.

Mr Sandy is currently a director of the following other ASX listed companies:

- (a) Burlison Energy Ltd (May 2006 – present)
- (b) Caspian Oil and Gas Ltd (Sept 2005 – present)
- (c) Tap Oil Ltd (Jun 2006 – present)

5. Resolution 3 - Ratification of First Tranche Shares

5.1 Background

On 11 October 2011, the Company announced that it had received firm commitments for a \$785,000 capital raising by way of a placement of 31,500,000 fully paid ordinary shares at \$0.025 (**Placement**). \$250,000 of the Placement was undertaken by Intersuisse Limited and its associate company Phillip Capital Pty Ltd (the **Lead Managers**). The proceeds of the Placement will be used by the Company to fund the Company's geothermal exploration and development plans in Chile, Peru and Australia.

The Placement involves the issue of Shares in 2 tranches. The first tranche, consisting of 20,000,000 Shares in the Company were issued to both clients of the Lead Managers and other exempt investors who are sophisticated investors, professional investors and other investors who satisfy one or more of the exemptions specified in section 708 of the Corporations Act and are not a related party of the Company (within the meaning of the Corporations Act and the Listing Rules) (**Recipients**) on 17 October 2011 (**First Tranche Shares**), raising \$500,000.

In addition, the Company intends to issue a second tranche of securities under the Placement of up to 11,400,000 Shares (**Second Tranche Issue**). Subject to the approval of Resolutions 4 and 5, the Company intends to place 1,200,000 Shares in the second tranche to Recipients (**Second Tranche Shares**), and 10,200,000 Shares to the Directors of the Company (**Second Tranche Director Shares**).

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The Placement is being conducted in 2 tranches because Listing Rule 7.1 and 10.11 (as discussed below) prevents the Placement being conducted in a single tranche. By approving Resolutions 4 and 5, the Company can then proceed with the issue of the Second Tranche Shares and Second Tranche Director Shares. By also approving Resolution 3, the Company will have the flexibility, within the boundaries of Listing Rule 7.1, to raise additional funds over the next 12 months, through the issue of further shares, without the need for further shareholder approval.

5.2 Listing Rule 7.4 – Ratification of First Tranche Shares

Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new shares or options equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders. Securities issued with shareholder approval under ASX Listing Rule 7.1 do not count towards the 15% limit.

ASX Listing Rule 7.4 provides that an issue of securities made without prior approval under ASX Listing Rule 7.1 can be treated as having been made with that approval if shareholders subsequently approve it.

In accordance with ASX Listing Rule 7.4, Shareholder approval is sought to ratify the issue of the First Tranche Shares to the Recipients, being securities issued by the Company subsequent to first quotation for which shareholder approval has not already been obtained.

If Resolution 3 is approved it will have the effect of refreshing the Company's ability to issue up to a further 15%, subject to the passing of Resolutions 4 and 5, of its capital during the next 12 months without the need to obtain further shareholder approval.

For the purposes of ASX Listing Rules 7.5, the Company advises:

- The Company issued 20,000,000 First Tranche Shares which raised a total of \$500,000 for the Company;
- The First Tranche Shares were issued at \$0.025 per Share;
- The First Tranche Shares were issued to the Recipients;
- The First Tranche Shares have the same rights and entitlements as all other fully paid ordinary shares in the issued capital of the Company;
- The funds raised from the issues of the First Tranche Shares will be used for the following:
 - Field and community consultation activities required for future geological, geochemical and geophysical studies programs in Chile and Peru;
 - Investigations of additional geothermal project opportunities in Chile and Peru; and
 - On-going working capital of the Company.

By passing Resolution 3, the issue of the 20,000,000 First Tranche Shares to Recipients who are sophisticated or professional as defined under the Corporations Act, will have the subsequent ratification of Shareholders which will permit the Company to rely on Listing Rule 7.1 to raise further capital if required

The Directors recommend that you vote in favour of this Ordinary Resolution.

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6. Resolution 4 - Approval of Second Tranche Shares

6.1 Background

As outlined in 5.1 above, subject to Shareholder Approval, the Company intends to issue a second tranche of securities consisting of 1,200,000 Shares to Recipients.

6.2 Listing Rule 7.1 – Approval of Second Tranche Shares

Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new shares equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders. Securities issued with shareholder approval under ASX Listing Rule 7.1 do not count towards the 15% limit.

In accordance with Listing Rule 7.1 the Company is now seeking the approval of Shareholders for the issue of the Second Tranche Shares.

If Resolution 4 is approved, it will have the effect that the Second Tranche Shares will not be counted as part of the Company's 15% limit under ASX Listing Rule 7.1, and subject to the approval of resolutions 3 and 5, the Company can issue up to a further 15% of its capital during the next 12 months without the need to obtain further shareholder approval.

6.3 Listing Rule Information – Share Terms

For the purposes of Listing Rule 7.3, the Company advises that the terms of the issue of Shares under the Second Tranche Issue will be:

- The maximum number of Second Tranche Shares to be issued is 1,200,000 at an issue price of \$0.025 each;
- The Second Tranche Shares will be issued within 3 months of the date of the Meeting;
- The Second Tranche Shares will be issued by Placement to Recipients who are sophisticated investors, professional investors, and other investors and who satisfy one or more of the exemptions specified in section 708 of the Corporations Act and the Listing Rules);
- The Second Tranche Shares have the same rights and entitlements as all other fully paid ordinary shares in the issued capital of the Company; and
- Funds raised by the Second Tranche Shares will be used for the following:
 - Field and community consultation activities required for future geological, geochemical and geophysical studies programs in Chile and Peru;
 - Investigations of additional geothermal project opportunities in Chile and Peru; and
 - On-going working capital of the Company.

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

7. Resolution 5 - Approval of Second Tranche Director Shares

7.1 Background

The Directors have resolved to refer to Shareholders for approval the proposed grant of Second Tranche Director Shares, consisting of 10,200,000 Shares issued under the placement of the Second Tranche Issue, to the directors of the Company (or their nominees) (the **Directors**), being:

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- Stephen Bizzell;
- Mark Elliott;
- Peter Barnett; and
- Mike Sandy.

If approved, the Directors will participate in the Second Tranche Issue on the same terms and conditions as the Recipients.

Approval for the issue of the Second Tranche Director Shares is sought in accordance with Listing Rule 10.11. In accordance with Listing Rule 7.2, as approval is being sought under Listing Rule 10.11, approval will not be required under Listing Rule 7.1

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless the benefit falls within one of various exceptions to the general prohibition (including where shareholder approval is obtained). An exception to this requirement exists if the financial benefit is on terms that would be reasonable in the circumstances if the company and the related party were dealing at arm's length.

As the Directors participation in the Second Tranche Issue is on the same terms and conditions as that of the Recipients in the First and Second Tranche Issue, the Directors have determined that Approval under Part 2E of the Corporations Act is not necessary on the basis that the participation of the Directors in the Placement is on terms that would reasonably be considered to be dealings at an arm's length.

7.2 Listing Rule 10.11

Listing Rule 10.11 requires an entity to obtain the approval of shareholders to issue securities to a related party. Each of the Directors of the Company are related parties. Accordingly, because the issue of the Second Tranche Director Shares will result in the Company issuing securities to a related party, approval under Listing Rule 10.11 is required.

7.3 Listing Rule 10.13 Information – Share Terms

For the purposes of Listing Rule 10.13, the Company advises that the terms of the issue of Shares to the Directors will be:

- The maximum number of Shares to be issued to each of the Directors is between 1,200,000 and 4,000,000 at an issue price of \$0.025 each, with a maximum aggregate number of 10,200,000 Shares to be issued to the Directors;
- The Shares to be issued to the Directors are intended to be granted as soon as possible following the Meeting, but in any event, within one (1) month of the date of the Meeting;
- The Shares to be issued to the Directors will be issued on the same terms and conditions as the First and Second Tranche Shares issued to the Recipients, and have the same rights and entitlements as all other fully paid ordinary shares in the issued capital of the Company.
- Funds raised by the Shares issued to the Directors will be used for the following:
 - Field and community consultation activities required for future geological, geochemical and geophysical studies programs in Chile and Peru;
 - Investigations of additional geothermal project opportunities in Chile and Peru; and
 - On-going working capital of the Company.

As all the Directors of the Company are interested in the outcome of Resolution 5, they accordingly make no recommendation to Shareholders in respect of this resolution.

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8. Interpretation

ASIC means the Australian Securities and Investments Commission.

ASX means the ASX Limited ACN 008 624 69.

ASX Market Rules means the market rules of the ASX as amended from time to time.

Board means the board of directors of the Company.

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- (d) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this paragraph.

Company means Hot Rock Limited ACN 120 896 371.

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

Directors has the meaning given in section 7 of the Explanatory Memorandum.

Explanatory Memorandum means the explanatory statement accompanying this Notice.

First Tranche Shares has the meaning given in section 5 of the Explanatory Memorandum.

Key Management Personnel has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

Lead Managers means Intersuisse Limited and Phillip Capital Pty Ltd.

Listing Rules means the listing rules of the ASX.

Notice of Meeting or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying this Explanatory Memorandum.

Meeting means the General Meeting of the Company to be held on 25 November 2011.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of shareholders.

Directors has the meaning given in section 7 of the Explanatory Memorandum.

Placement has the meaning given in section 5 of the Explanatory Memorandum.

Recipients has the meaning given in section 5 of the Explanatory Memorandum.

Resolution means a resolution to be proposed at the Meeting.

Second Tranche Director Shares has the meaning given in section 5 of the Explanatory Memorandum.

Second Tranche Issue has the meaning given in section 5 of the Explanatory Memorandum.

Second Tranche Shares has the meaning given in section 5 of the Explanatory Memorandum.

Shares means ordinary fully paid shares in the issued capital of the Company.

Shareholder means a shareholder of the Company.



LODGE YOUR VOTE

By mail: Hot Rock Limited, PO Box 216, Brisbane QLD 4001 Australia

By fax: +61 7 3212 6250

All enquiries to: Telephone: +61 7 3212 6204

HOTROCK LIMITED
ACN 120 896 371



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SHAREHOLDER VOTING FORM

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

STEP 1

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 (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 9:30am (Brisbane time) on Friday, 25 November 2011, at Level 5, 60 Edward St, Brisbane and at any adjournment or postponement of the meeting.

If you appoint a proxy, we encourage you to direct your proxy how to vote on each item of business.

IMPORTANT NOTE - IF YOU HAVE APPOINTED THE CHAIRMAN AS YOUR PROXY

Resolution 5: If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default, and you do NOT wish to direct your proxy how to vote as your proxy in respect of Resolution 5, please place a mark in the box opposite.

By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of Resolution 5 and that votes cast by the Chairman of the Meeting for Resolution 5 other than as proxy holder will be disregarded because of that interest.

If the Chairman of the Meeting is your proxy and you do not mark this box or direct the Chairman of the Meeting how to vote below, the Chairman of the Meeting will not cast your vote on Resolution 5 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 5.

Resolutions 1, 2, 3, and 4: The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. If the Chairman of the Meeting is your proxy (or becomes your proxy by default), you authorise the Chairman to exercise your proxy on Resolution 1 (the Remuneration Report) even though the Item is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

If you do not wish to authorise the Chairman to vote in this way, you should direct your vote in accordance with Step 2 below.

You acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolutions (including but not limited to the remuneration resolution) and that votes cast by the Chairman of the Meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

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 X

STEP 2

VOTING DIRECTIONS

Table with 3 columns: Resolutions, For, Against, Abstain* and 3 columns: For, Against, Abstain*. Rows include: 1 Remuneration Report, 2 Re-election of Mr Michael Sandy as a Director, 3 Ratification of First Tranche Shares, 4 Approval of Second Tranche Shares, 5 Approval of Second Tranche Director Shares.

* 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.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Signature lines for Shareholder 1 (Individual), Joint Shareholder 2 (Individual), and Joint Shareholder 3 (Individual). Roles listed below: Sole Director and Sole Company Secretary, Director/Company Secretary (Delete one), 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).

HRL PRX110



HOW TO COMPLETE THIS 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 a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You should 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.

If a member of the Key Management Personnel of the company (except the Chairman) or their closely related parties is your proxy, that person will not vote your shares on Resolution 1 (Remuneration Report) if you have not directed them how to vote on that item.

Key Management Personnel of the company are the Directors and those 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 Key Management Personnel for the financial year to 30 June 2011. Their closely related parties are defined in the *Corporations Act 2001* (Cth), and include certain of their family members, dependants and companies they control.

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.
- (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.


Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:30am (Brisbane Time) on Wednesday, 21 November 2011**, 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:

 **by mail:**
Hot Rock Limited
PO Box 216,
Brisbane QLD 4001
Australia

 **by fax:**
+61 7 3212 6250

 **by hand:**
delivering it to Hot Rock Limited, Level 5, 10 Market St, Brisbane QLD 4000.

**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.**