



# Nexus Energy Limited

ACN 058 818 278

## Notice of Annual General Meeting and Explanatory Memorandum

Date	Thursday, 17 November 2011
10.30 am	Registration desk opens Morning tea
11.00 am	Annual General Meeting commences Welcome to shareholders Company review Items of business General questions
Location	River Room 1 & 2 Crown Towers Level 1, 8 Whiteman Street Southbank, Victoria

**This document is important and requires your immediate attention.**

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety.  
If you are in any doubt as to the action you should take, you should immediately consult your advisor prior to voting.

## NEXUS ENERGY LIMITED

ACN 058 818 278

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of Shareholders of Nexus Energy Limited ACN 058 818 278 (**Nexus** or the **Company**) will be held at River Room 1 & 2, Crown Towers, Level 1, 8 Whiteman Street, Southbank, Victoria at 11.00 am (AEDT) on Thursday, 17 November 2011.

The Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting describes the various matters to be considered and contains a glossary of defined terms for terms that are not defined in full in this Notice.

#### FINANCIAL REPORTS

To receive the financial statements, Directors' Report and Auditors' Report for the Company and its controlled entities for the financial year ended 30 June 2011.

#### RESOLUTIONS

##### 1. Remuneration Report

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

**"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2011 be adopted."**

*The vote on this resolution is advisory only and does not bind the Directors or the Company.*

*The Company will disregard any votes cast on this resolution by:*

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

*However, a person described above may cast a vote on this resolution if:*

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the resolution; and
- (d) the vote is not cast on behalf of a person described in paragraphs (a) or (b) above.

*If the Chairman of the Meeting is appointed, or taken to be appointed by a Shareholder, as proxy, that Shareholder can direct the Chairman of the Meeting to vote for or against, or to abstain from voting on, Resolution 1 by marking the appropriate box opposite Resolution 1 on the Proxy Form. If the Chairman of the Meeting is a proxy and the relevant Shareholder does not mark any of the boxes opposite Resolution 1, the relevant Shareholder will be directing the Chairman to vote in favour of Resolution 1.*

##### 2. Re-election of Director – Mr Michael Fowler

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

**"That Mr Michael Fowler, who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."**

##### 3. Re-election of Director – Mr Michael Arnett

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

**"That Mr Michael Arnett, who retires in accordance with the Company's Constitution and, being eligible offers himself for re-election, be re-elected as a Director."**

##### 4. Re-election of Director – Mr John Hartwell

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

**"That Mr John Hartwell, who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."**

##### 5. Approval of Executive Director and Employee Plan

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

**"That, for the purposes of ASX Listing Rule 7.2, exception 9(b) and for all other purposes, the Directors of the Company are authorised to implement and maintain an incentive plan to be called the "Nexus Energy Limited Executive Director and Employee Plan", to grant Options (each to acquire one Share) under the plan and to issue Shares upon exercise of Options granted under the plan from time to time upon the terms and conditions specified in the Nexus Energy Limited Executive Director and Employee Plan (the terms of which are summarised in the Explanatory Memorandum), as an exception to Listing Rule 7.1."**

*The Company will disregard any votes cast on this resolution by a Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any associate 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 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.*

##### 6. Appointment of Auditor

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

**"That, for the purposes of section 327B of the Corporations Act and for all other purposes, PricewaterhouseCoopers having been nominated by a Shareholder and consented to writing to act in the capacity of Auditor, be appointed as Auditor of the Company with effect from the date of this meeting."**

#### BY ORDER OF THE BOARD

Susan Robutti

Company Secretary

Dated: 10 October 2011

## **NEXUS ENERGY LIMITED**

**ACN 058 818 278**

### **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be considered at the Annual General Meeting of Shareholders to be held at River Room 1 & 2, Crown Towers, Level 1, 8 Whiteman Street, Southbank, Victoria at 11.00 am (AEDT) on Thursday, 17 November 2011.

The Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting. For the assistance of Shareholders, a glossary of defined terms is included at the end of the Explanatory Memorandum.

Full details of the business to be considered at this Meeting are set out below.

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#### **Resolution 1 - Remuneration Report**

##### **General**

The Remuneration Report is set out in the Directors' Report on pages 28 to 35 of the Company's 2011 Annual Report sent to those Shareholders who elected to receive it or available electronically at [www.nexusenergy.com.au](http://www.nexusenergy.com.au). It sets out a range of matters relating to the remuneration of Directors, executive and senior managers of the Company.

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company at the Annual General Meeting. A vote on this resolution is advisory only and does not bind the Company or its Directors.

##### **Content of Remuneration Report**

The Remuneration Report:

- Explains the Board's policy for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;
- Discusses the relationship between the Board's remuneration policy and the Company's performance;
- Sets out the actual remuneration for the financial year ended 30 June 2011 for each Director and each member of the Company's senior executive management team; and
- Details and explains any performance hurdles applicable to the remuneration of executive Directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of any questions relating to the Remuneration Report at the Annual General Meeting.

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#### **Resolutions 2, 3 and 4 - Re-election of Directors**

**Mr Michael Fowler, Mr Michael Arnett and  
Mr John Hartwell**

Mr Michael Fowler, Mr Michael Arnett and Mr John Hartwell are required to retire under the Company's Constitution. Each of Mr Michael Fowler, Mr Michael Arnett and Mr John Hartwell, being eligible, has offered himself for re-election as a Director.

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#### **Resolution 5 – Approval of Executive Director and Employee Plan**

To ensure that the Company has appropriate incentives to continue to attract and retain the services of Executive Directors and employees of a high calibre, the Company established the Plan in the 2008 Financial Year. The Plan was approved by Shareholders on 25 September 2008. However, the Plan is required to be reapproved every three years in order for issues of securities under the Plan to not be included in the 15% limit imposed by Listing Rule 7.1 (as described in further detail below).

The Executive Directors and employees of the Company have been, and will continue to be, instrumental in the growth of the Company. The Directors consider that the Plan is an appropriate method to:

- reward Executive Directors and employees for their past performance;
- provide long term incentives for participation in the Company's future growth;
- motivate Executive Directors and generate loyalty from employees; and
- assist to retain the services of Executive Directors and employees.

Further, the Board of Directors consider that the Plan will provide the Company with the ability to attract and retain Executive Directors and employees of a high calibre. The Plan will be used as part of the remuneration planning process. The Corporate Governance Council Guidelines recommend that executive remuneration packages involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the Company's circumstances and goals.

##### **Listing Rule 7.1**

Although the Company is not required to obtain Shareholder approval for the introduction of the Plan, if the Plan is approved by Shareholders within three years of the date of issue of securities under the Plan, then those securities will be considered an exception to Listing Rule 7.1.

Listing Rule 7.1 broadly provides, subject to certain exceptions, that a company may not issue or agree to issue securities which represent more than 15% of the nominal value of the company's issued capital at the beginning of any 12 month period without obtaining shareholder approval. If Shareholders approve Resolution 5, then the securities issued under the Plan would not be included in the 15% limit imposed by Listing Rule 7.1.

A summary of the terms and conditions of the Plan is set out in Schedule 1. A copy of the full rules of the Plan will be sent to any member of the Company upon request.

Details of securities issued under the Plan since the last date of approval by Shareholders on 25 September 2008 is set out in Schedule 2.

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## Resolution 6 – Appointment of Auditor

Resolution 6 seeks Shareholder approval for the election of PricewaterhouseCoopers as auditor of the Company.

Moore Stephens, the Company's existing auditors, have given notice of their resignation as auditors of the Company.

Pursuant to subsection 329(5) of the Corporations Act, Moore Stephens has applied for the consent of the Australian Securities and Investment Commission to resign as auditor. The Australian Securities and Investments Commission has consented to the resignation of Moore Stephens, such resignation to take effect at on the date of this meeting.

The Company has considered who should be appointed to replace the current auditors and has identified PricewaterhouseCoopers who have consented to act as auditors to the Company if this Resolution is passed. Pursuant to subsection 328B(1) of the Corporations Act, a Shareholder has nominated PricewaterhouseCoopers to act as auditor of the Company.

**The Board recommends that Shareholders approve Resolution 6.**

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## VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00 pm (AEDT) on Tuesday, 15 November 2011. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

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## GLOSSARY OF TERMS

The following terms and abbreviations used in the Notice of Annual General Meeting and this Explanatory Memorandum have the following meanings:

**Annual General Meeting and Meeting** means the Annual General Meeting of Shareholders to be held at the River Room 1 & 2, Crown Towers, Level 1, 8 Whiteman Street, Southbank, Victoria at 11.00 am on 17 November 2011, or any adjournment thereof.

**ASX** means ASX Limited.

**Board** means the board of Directors.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth means Nexus Energy Limited ACN 058 818 278. ).

**Company and Nexus** means Nexus Energy Limited (ACN 058 818 278).

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

**Directors** means the directors of the Company, from time to time.

**Explanatory Memorandum** means this explanatory memorandum.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any director (whether executive or otherwise) of the Company.

**Listing Rules** means the official listing rules of ASX.

**Notice of Annual General Meeting** means the notice of the Annual General Meeting which accompanies this Explanatory Memorandum.

**Options** means options to acquire fully paid ordinary shares in the capital of the Company.

**Ordinary Resolution** means a Resolution to be passed by a simple majority of Shareholders voting in person or by proxy.

**Plan and Executive Director and Employee Plan** means the Nexus Energy Limited Executive Director and Employee Plan.

**Proxy Form** means the proxy form attached to this Notice.

**Remuneration Report** means the remuneration report set out in the Company's annual financial report for the year ended 30 June 2011.

**Resolution** means a resolution of the Notice of Annual General Meeting.

**Shareholders** means registered holders of Shares.

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

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## PROXY AND VOTING ENTITLEMENT INSTRUCTIONS

### PROXY

Shareholders are entitled to appoint up to two individuals or bodies corporate to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

The Proxy Form (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or sent not less than 48 hours before the time for holding the Meeting, or adjourned meeting, as the case may be at which the individual or body corporate named in the Proxy Form proposes to vote to Computershare:

- by hand: 452 Johnston Street, Abbotsford Victoria 3067;
- by post: GPO Box 242, Melbourne, Victoria 3001; or
- by fax: 1800 783 447 (within Australia) and +61 3 9473 2555 (outside Australia).

Shareholders wishing to lodge electronic proxies online may do so by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and following the instructions provided. A proxy cannot be appointed online if they are appointed under Power of Attorney or similar authority. Shareholders must lodge electronic proxies online no later than 48 hours before the time for holding the Meeting.

The Proxy Form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Corporations Act.

The proxy may, but need not, be a Shareholder of the Company. In the case of shares jointly held by two or more persons, all joint holders must sign the Proxy Form. A proxy form is attached to this Notice.

For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

#### **CHANGES TO CORPORATIONS ACT**

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

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

Further details on these changes are set out below.

#### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote as directed;
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on the poll, and must vote as directed; and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does, the proxy must vote as directed.

#### ***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way that the proxy is to vote on a particular resolution at a meeting of the Company's members;
- the appointed proxy is not the chair of the meeting;
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolutions,

the chair of the meeting is taken, before voting on the resolution, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

**Schedule 1 – Summary of Terms and Conditions of the Executive Director and Employee Plan**

Set out below is a summary of the terms and conditions of the Executive Director and Employee Plan:

1. **Participants** - Participants in the Executive Director and Employee Plan may be Executive Directors, full-time and part-time employees of the Company or any of its subsidiaries (Participants).
2. **Board** - The Board, or a duly appointed committee of the Board, is responsible for the operation of the Executive Director and Employee Plan.
3. **Eligibility** - The Board determines the eligibility of Participants, having regard to:
  - (a) the seniority of the Participant and the position the Participant occupies with the Company or any subsidiary;
  - (b) the length of service of the Participant with the Company and its subsidiaries;
  - (c) the record of employment of the Participant with the Company and its subsidiaries;
  - (d) the potential contribution of the Participant to the growth and profitability of the Company and its subsidiaries; and
  - (e) any other matters which the Board considers relevant.
4. **Invitations** - The Board may, in its absolute discretion, issue invitations to the Participants for the number of Options specified in the invitation.
5. **Number of Options** - The number of Options that may be offered to a Participant is entirely within the discretion of the Board. Each Option will entitle the holder to one Share, upon payment of the exercise price in full upon application, prior to the expiry date.
6. **Vesting** - The Board may, in its absolute discretion, impose vesting conditions. However, the Board in its absolute discretion may also waive any such vesting conditions in any circumstances considered appropriate by the Board. Any vesting condition (if any) imposed by the Board must be satisfied (or waived by the Board) before any Options granted under the Executive Director and Employee Plan vest.
7. **Issue price** - Options granted under the Executive Director and Employee Plan will be granted free of charge.
8. **Exercise price** - The exercise price of Options granted under the Executive Director and Employee Plan will be determined by the Board and specified in the invitation to Participants.
9. **Expiry Date** - The expiry date of the Options granted under the Executive Director and Employee Plan will be determined by the Board and specified in the invitation to Participants. Options granted under the Executive Director and Employee Plan will lapse if not exercised prior to the expiry date, or on the first to occur of the following:
  - (a) if the Participant (or the person by virtue of whom a Participant holds Options) ceases to be an employee for any reason other than set out in paragraph 9(b) below, one month thereafter; and
  - (b) if the Participant (or the person by virtue of whom a Participant holds Options) dies, retires, is retrenched, becomes bankrupt, wound up or deregistered, 12 months thereafter.
10. **Restriction on transfer** - Options may not be transferred without the prior written approval of the Board.
11. **Pro rata issue adjustments** - If, prior to the expiry of an Option granted under the Executive Director and Employee Plan, the Company makes a Pro Rata Issue, the exercise price of each Option will be reduced with the new exercise price of each Option to be calculated in accordance with the following formula:

$$NP = OP - \frac{E[P - (S + D)]}{N + 1}$$

where:

- NP** = the new exercise price of the Option  
**OP** = the old exercise price of the Option  
**E** = the number of underlying securities into which one Option is exercisable  
**P** = the average Market Price per share (weighted by volume) of the underlying securities during the 5 trading days ending on the day before the ex rights date or ex entitlements date  
**S** = the subscription price for a security to be issued under the Pro Rata Issue  
**D** = the amount of any dividend due but not yet paid on the existing underlying securities (except those securities to be issued under the Pro Rata Issue)  
**N** = the number of existing securities with rights or entitlements that must be held to receive a right to one new security under the Pro Rata Issue

No change will be made to the number of Shares to which the Participant is entitled.

12. **Bonus Issue** - If, prior to the expiry of an Option granted under the Executive Director and Employee Plan, the Company makes a Bonus Issue, the number of Shares issued on exercise of each Option will be increased by the number of bonus Shares that the option holder would have received if the Option had been exercised prior to the record date for the Bonus Issue. No change will be made to the exercise price.
13. **Reorganisation** - If, prior to the expiry of an Option granted under the Executive Director and Employee Plan, there is a reorganisation of the issued share capital of the Company (including a consolidation, subdivision or reduction of capital or return of capital to shareholders), the number of Shares subject to the Options and/or the exercise price will be adjusted in the manner required by the Listing Rules.
14. **New issues** - A Participant is required to exercise an Option in order to participate in new issues of capital offered to Shareholders. Participants will be provided with written notice of the terms of the issue to Shareholders and afforded that period as determined by the Listing Rules to exercise their Options if they wish to participate in the issue.
15. **Shares issued on exercise of Options** - Shares which are issued as a result of the exercise of Options granted under the Executive Director and Employee Plan will rank equally in all respects with all Shares on issue and the Company will apply for quotation of those Shares on ASX.
16. **Rights on exercise of Option** - Dividends will not accrue on the Shares in respect of which the Option was exercised until the exercise price has been paid in full in cash. No Participant may exercise any votes attaching to the Shares in respect of which the Option was exercised until the exercise price has been paid in full in cash.

**Schedule 2 - Summary of securities offered under the Plan since the last approval**

Set out below is a summary of the options offered and issued under the Plan since the last date of approval by Shareholders on 25 September 2008:

Date	Number	Exercise Price
24 December 2008	2,590,700	\$1.47
9 January 2009	5,801,400	Zero
7 July 2010	2,250,000	Zero
4 August 2010	860,200	Zero
6 December 2010	999,200	Zero
19 August 2011	2,413,100	Zero

000001 000 NXS  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Lodge your vote:**



**Online:**

www.investorvote.com.au



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

**By Hand:**

Computershare Investor Services Pty Limited  
Yarra Fall, 452 Johnston Street  
Abbotsford, Victoria 3067

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

**For all enquiries call:**

(within Australia) 1300 367 570  
(outside Australia) +61 3 9415 4614

## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

**www.investorvote.com.au**



**Cast your proxy vote**



**Access the annual report**



**Review and update your securityholding**

*Your secure access information is:*

**Control Number: 999999**

**SRN/HIN: 1999999999**

**PIN: 99999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 11:00am (AEDT) Tuesday, 15 November 2011**

### How to Vote on Resolutions

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each resolution. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on a resolution your vote will be invalid on that resolution.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Nexus Energy Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Nexus Energy Limited to be held at River Room 1 & 2, Crown Towers, Level 1, 8 Whiteman Street, Southbank, Victoria on Thursday, 17 November 2011 at 11:00 am (AEDT) and at any adjournment of that meeting.

**Important for Resolution 1 (Remuneration Report)** - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default and you do not mark any of the boxes in step 2 below on Resolution 1 you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions as set out below and in the Notice of Meeting even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel. Please note you can direct the Chairman of the Meeting to vote for, against or abstain from voting on Resolution 1 by marking the appropriate box in Step 2 below.

## STEP 2 Resolutions **PLEASE NOTE:** If you mark the Abstain box for a Resolution, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director - Mr Michael Fowler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Director - Mr Michael Arnett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Director - Mr John Hartwell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval of Executive Director and Employee Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each Resolution.

## SIGN Signature of Securityholder(s) *This section must be completed.*

<p>Individual or Securityholder 1</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Sole Director and Sole Company Secretary</p>	<p>Securityholder 2</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Director</p>	<p>Securityholder 3</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>Director/Company Secretary</p>
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Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_