

BRIERTY

NOTICE OF ANNUAL GENERAL MEETING 2012

Notice is hereby given that the Annual General Meeting of Shareholders of Brierty Limited (ABN 65 095 459 448) will be held in the Perth Convention Centre, Level 2, Meeting Room 12, 21 Mounts Bay Road, Perth, Western Australia, 6000, at 3.00pm (WST) on Monday 26 November 2012.



AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report for the year ended 30 June 2012 and the related Directors' report, Directors' declaration and Auditors' report.

Resolution 1 – Adoption of Remuneration Report

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

“That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company’s annual financial report for the year ended 30 June 2012.”

Note - the vote on this resolution is advisory only, and does not bind the Directors or the Company.

Voting Prohibition: To the extent required by section 250(R) of the Corporations Act, a vote on this resolution must not be cast (in any capacity) by or 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. However, a person described above may cast a vote on this resolution if the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and the vote is not cast on behalf of the key management personnel or closely related parties described above. The Company will not disregard a vote cast by the Chairman as proxy if the appointment expressly authorises the Chairman to exercise the proxy.

Resolution 2 – Re-election of Director – Kenneth Hellsten

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

“That, Mr Kenneth Hellsten, a Director retiring by rotation in accordance with the Company’s constitution, being eligible and having signified his candidature for the office, is re-elected as a Director of the Company.”

OTHER BUSINESS

To transact any other business that may be properly brought before the meeting in accordance with the Company’s constitution.

By order of the Board



John Sicard

Company Secretary

Dated: 24 October 2012

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders of Brierty Limited in connection with the business to be conducted at the Annual General Meeting to be held at 3.00pm (WST) on Monday 26 November 2012 in the Perth Convention Centre, Level 2, Meeting Room 12, 21 Mounts Bay Road, Perth, Western Australia, 6000.

If you appoint the Chairman as your proxy, or the Chairman is appointed as your proxy by default, new rules apply in respect of Resolutions 1. Your attention is drawn to the section in the proxy form entitled “Important – for item 1” and in particular the requirement that you specifically direct your proxy how to vote, or mark the box on that form, if you wish your

votes to be counted on Resolution 1. Shareholders should note that:

- the Chairman intends to vote any undirected proxies that are able to be voted **in favour** of all resolutions including Resolution 1; and
- they may choose to specifically direct the Chairman to vote against, or abstain from voting, in respect of any resolution, including Resolution 1.

Financial Statements and Reports

In accordance with the Corporations Act and the Company’s constitution, the business of the Annual General Meeting will include the receipt and consideration of the annual financial report of the Company for the year

ended 30 June 2012 together with the related Directors’ report, Directors’ declaration and Auditors’ report.

No resolution need be put to the meeting in relation to these items, but shareholders will be provided with a reasonable opportunity to ask questions about the annual financial report and generally about the management of the Company.

Resolution 1 – Adoption of the Remuneration Report

Section 250R (2) of the Corporations Act requires a listed company to put to its shareholders (at the annual general meeting) a resolution that the remuneration report be adopted. However, such a resolution is advisory

EXPLANATORY STATEMENT...continued

only, and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2012.

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.

In accordance with the provisions of the Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011, to the extent required by section 250(R)(4) and (5) of the Corporations Act, a vote on resolution 1 must not be cast (in any capacity) by or 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.

However, a person described above may cast a vote on resolution 1 if the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and the vote is not cast on behalf of the key management personnel or closely related parties described above.

The term "key management personnel" has the meaning given in the accounting standards and broadly means those persons with the authority and responsibility for planning, directing and controlling the activities of the Company, and includes any director.

The term "closely related party" is defined in the new legislation to include, in respect of a member of key management personnel:

- a spouse or child of the member;
- a child or spouse of the member's spouse;
- a dependent of the member or the member's spouse;
- 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;
- a company the member controls; or
- a person prescribed by regulations that may be made for this purpose.

Although the effect of resolution 1 is advisory only, the recent amendments to the Corporations Act referred to above have also introduced what has been referred to as the 'two strikes' rule. Under this rule, companies will be required to put a resolution to shareholders to hold fresh elections for directors if at two consecutive annual general meetings more than 25% of the votes cast on a resolution (such as resolution 1) to adopt the remuneration report are cast against that resolution. Accordingly, if 25% or more of the votes cast at the meeting on resolution 1 are against that resolution, and (at the next annual general meeting in 2013) if 25% of the votes are cast against the resolution to adopt the 2012/2013 remuneration report, then the Company will be required to propose a resolution to hold another general meeting within the following 90 days. If such a resolution is passed, then at the subsequent general meeting all Directors (other than a Managing Director) who were in office when the remuneration report was approved at Board level will cease to hold office (but may, if eligible, stand for re-election).

Resolution 2 – Re-election of Director – Mr. Kenneth Hellsten

Clause 5 of the Company's constitution requires that one third of the Directors (or, if their number is not a multiple of 3, then the number nearest to but not exceeding one third) must retire from office at each annual general meeting. The Directors retire by rotation, with the Director(s) who have been the longest in office since being appointed or re-appointed being the Director(s) who must retire in any one year. The Constitution ensures that no Director is able to remain in office for longer than 3 years without standing for re-election. Each Director is entitled to offer himself/herself for re-election as a Director at the annual general meeting which coincides with his/her retirement. The Managing Director (if any) is exempted by his office as managing director from the requirement to retire by rotation.

Mr Hellsten retires by rotation (in accordance with the requirements of the Company's Constitution) at the AGM. As he is entitled and eligible for re-election, he seeks re-election as a Director of the Company at the meeting.

Mr Hellsten was appointed as a non-executive Director of the Company on 23 February 2010.

Mr Hellsten is the Managing Director of Strike Resources and was previously the Managing Director for Polaris Metals. He has also held senior roles with BHP Billiton, Centaur Mining, Ironclad Mining and Billiton Australia. Mr. Hellsten is a fellow of the Australasian Institute of Mining and Metallurgy and a Member of the Australian Institute of Company Directors. He has previously served on the Executive Councils of the Association of Mining and Exploration Companies and the Northern Territory Chamber of Mines.

The Board (other than Mr Hellsten, who abstained) unanimously recommends that shareholders vote in favour of this resolution.

NOTES

Enquiries

Shareholders are asked to contact the Company Secretary, Mr. John Sicard, on + 618 9267 8082 if they have any queries in relation to the matters set out in this notice.

Point at which voting rights are determined

In accordance with the Corporations Regulations, the Board has determined that the members entitled to attend and vote at the meeting shall be those persons who are recorded in the register of members at 4.00 pm (WST) on Saturday 24 November 2012.

Voting by Proxy

If you are unable to attend and vote at the meeting and wish to appoint a person who is attending as your proxy, please complete the attached form of proxy.

Information for voting by proxy:

- Each member entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of such member. If the member is entitled to cast two or more votes, then they may appoint two proxies.
- Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion of the member's voting rights each proxy may exercise half of the member's voting rights.
- The instrument appointing a proxy must be signed.
- A proxy need not be a member of the Company.

- In the case of joint holders, the proxy form may be signed by any one of the joint holders (though if more than one are received, the proxy form signed by the member whose name appears first in the register shall prevail).
- Should you wish to direct your proxy how to vote please indicate your direction in the appropriate box(es) on the proxy form. Otherwise your proxy will have discretion to vote as he/she thinks fit.
- Where the Chairman is appointed proxy (including by default) he will vote in accordance with the member's directions as specified on the proxy form or, in the absence of direction and where permitted to vote, **in favour** of all of the resolutions contained in this notice.

To be effective a completed proxy form and the power of attorney (if any) under which the proxy form is signed (or a certified copy of the power of attorney) must be received at the Company's registered office at Level 2, 72 Melville Parade, South Perth, WA, 6151, or by facsimile transmission on + 1300 735 152 by 3.00 pm (WST) on 24 November 2012 (being 48 hours before the meeting). Please follow the signing instructions on the proxy form.

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. A form of the certificate may be obtained from the Company's share registry.





Brierty Limited
 ABN 65 095 459 448

Lodge your vote:



By Mail:

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

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 253 402
 (outside Australia) +61 3 9938 4328

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



Proxy Form

For your vote to be effective it must be received by 3:00pm (WST) Saturday 24 November 2012

How to Vote on Items of Business

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 item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

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

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 "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate 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.

Turn over to complete the form ➔



View the Annual Report, 24 hours a day, 7 days a week:

www.brierty.com.au

Review and update your securityholding:

www.investorcentre.com

Your secure access information is:

SRN/HIN: I999999999



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

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.



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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 Brierty 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Brierty Limited to be held at the Perth Convention Centre, Level 2, Meeting Room 12, 21 Mounts Bay Road, Perth, Western Australia on Monday, 26 November 2012 at 3:00pm (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention below) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, 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
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director - Kenneth Hellsten	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____

BYL

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Computershare +