

**GALILEE ENERGY LIMITED
ACN 064 957 419**

NOTICE OF ANNUAL GENERAL MEETING

incorporating

EXPLANATORY MEMORANDUM

and

PROXY FORM

Date of meeting: Thursday, 28 November 2013

Time of meeting: 2.00pm (Brisbane Time)

Place of meeting: Norton Rose Fulbright Australia, Level 21, 111 Eagle Street,
Brisbane, Queensland

GALILEE ENERGY LIMITED
ACN 064 957 419

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2013 Annual General Meeting of Shareholders of Galilee Energy Limited (**Company**) will be held at 2.00pm (Brisbane time) on Thursday, 28 November 2013 at the offices of Norton Rose Fulbright Australia, Level 21, 111 Eagle Street, Brisbane, Queensland.

The Explanatory Memorandum and Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting. Capitalised terms used in this Notice of Meeting have the meaning given to them in the "Definitions" section at the end of the Explanatory Memorandum.

ORDINARY BUSINESS

1. Annual Financial Report

To receive and consider the Annual Financial Report of the Company and the reports of the Directors and Auditors for the year ended 30 June 2013.

2. Resolution 1 – Remuneration Report for the Financial Year ended 30 June 2013

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

"That, for the purposes of section 250R of the Corporations Act 2001, the Remuneration Report for the year ended 30 June 2013 be adopted."

Please note that the vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting on resolution 1

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

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

However, a person described above may cast a vote on Resolution 1 if:

- (1) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; or
- (2) it is cast by the Chairman of the meeting and the appointment of the Chairman as proxy:
 - (a) does not specify the way the proxy is to vote on the resolution; and
 - (b) expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

3. Resolution 2 – Re-election of Mr Rino Camarri as a Director

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

"That Mr Rino Camarri, who retires by rotation in accordance with Rule 79 of the Constitution of the Company, being eligible for re-election, be re-elected as a director of the Company."

4. **Resolution 3 – Re-election of Mr Andrew Young as a Director**

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

“That Mr Andrew Young, who was appointed by the Board in accordance with Rule 82 of the Constitution of the Company, being eligible for re-election, be re-elected as a director of the Company.”

5. **Resolution 4 – Re-election of Mr Paul Jensen as a Director**

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

“That Mr Paul Jensen, who was appointed by the Board in accordance with Rule 82 of the Constitution of the Company, being eligible for re-election, be re-elected as a director of the Company.”

6. **Resolution 5 – Approval of Proportional Takeover Provisions**

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

“That, in accordance with section 648G of the Corporations Act and Rule 36 of the Constitution, the proportional takeover approval provisions in rule 36 of the Company’s Constitution be re-inserted for a period of 3 years with immediate effect from this resolution being passed.”

The Explanatory Memorandum, which accompanies and forms part of this Notice of Meeting, describes in more detail the matters to be considered. Shareholders should read the Explanatory Memorandum in full.

OTHER BUSINESS

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

QUESTIONS AND COMMENTS BY SHAREHOLDERS AT GENERAL MEETING

A reasonable opportunity will be given to Shareholders as a whole at the Meeting to ask questions about or make comments on the remuneration report and the management of the Company and to ask the auditors or their representative questions relevant to the conduct of the audit, the preparation and content of their report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and their independence in relation to the conduct of the audit.

BY ORDER OF THE BOARD



Bill Lyne
Company Secretary
Dated: 25 October 2013

VOTING ENTITLEMENT

For the purposes of determining entitlements to vote at the Meeting, the Company's Shares will be taken to be held by the people registered as holders at 7:00 pm (Sydney time) on 26 November 2013. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

PROXIES

Shareholders entitled to attend and vote at the Meeting are entitled to appoint a proxy. The proxy may be an individual or a body corporate.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes such proxy may exercise, each proxy may exercise half of the votes disregarding fractions.

The Proxy Form and, if the form is signed under a power of attorney or other authority, the authority under which the form is signed (or a certified copy of the authority) must be received:

- a) by post at Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia; or
- b) by facsimile (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555; or
- c) online at www.investorvote.com.au following the instructions on the proxy form;

not less than 48 hours prior to the time of commencement of the Meeting or adjourned Meeting, as the case may be, at which the proxy named in the Proxy Form proposes to vote (i.e. no later than 2:00pm (Brisbane time) on 26 November 2013).

A proxy must be signed by the Shareholder or the Shareholder's attorney duly authorised in writing or, if the Shareholder is a company, in a manner permitted by the Corporations Act. The proxy may, but need not, be a Shareholder.

A Proxy Form accompanies this Notice of Meeting. Additional Proxy Forms are available on request from the registered office of the Company.

How undirected proxies held by the Chairman of the meeting will be voted

If you appoint the Chairman of the Meeting as your proxy and you do not specify in the Proxy Form the manner in which you wish the Chairman to vote on the Resolutions to be considered at the Meeting, the Chairman intends to vote in favour of all Resolutions. **If you do not direct the Chairman how to vote on Resolution 1, you expressly authorise the Chairman to exercise your proxy on Resolution 1 even though it is connected directly or indirectly with the remuneration of a member of Key Management Personnel, which includes the Chairman.**

If you appoint the Chairman of the Meeting as your proxy and wish to direct the Chairman how to vote on some or all of the Resolutions to be considered at the Meeting, you must complete the directed proxy part of the Proxy Form (Step 2 on the Proxy Form).

Galilee encourages all Shareholders who submit proxies to direct their proxy how to vote on each resolution.

IMPORTANT VOTING RESTRICTIONS

If you are entitled to vote, and you wish to appoint a proxy, you should be aware that if your proxy is a person who is not entitled to vote in their own right, the person may (subject to the Corporations Act) still vote as your proxy but your proxy's vote on your behalf will only be valid if, subject to the comments above in respect of undirected proxies held by the Chairman, you direct your proxy on the Proxy Form how to vote and the proxy does vote as directed.

CORPORATE REPRESENTATIVES

A Shareholder which is a body corporate and which is entitled to attend and vote at the Meeting, or a proxy which is a body corporate and which is appointed by a Shareholder entitled to attend and vote at the Meeting, may appoint a person to act as its representative in accordance with section 250D of the Corporations Act. The representative must present satisfactory evidence of his or her appointment prior to admission to the Meeting.

GALILEE ENERGY LIMITED
ACN 064 957 419

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in Galilee Energy Limited (**Company**) in connection with the business to be considered at the Meeting of Shareholders to be held at 2.00pm (Brisbane time) on Thursday, 28 November 2013 at the offices of Norton Rose Fulbright, Level 21, 111 Eagle Street, Brisbane, Queensland.

This Explanatory Memorandum comprises part of the accompanying Notice of Meeting. Capitalised terms are defined in the "Definitions" section at the end of this Explanatory Memorandum.

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

Purpose of Explanatory Memorandum

The purpose of this Explanatory Memorandum is to provide Shareholders with information which may be relevant to the Resolutions to be put to Shareholders at the Meeting.

1. Annual Financial Report

The first item of the Notice of Meeting deals with the presentation of the Company's Annual Financial Report for the year ending 30 June 2013. Shareholders should consider this document and raise any matters of interest with the Directors when this item is being considered.

The Company's Annual Financial Report for the year ended 30 June 2013 is available on the Company's website at www.galilee-energy.com.au.

No resolution is required to be moved in respect of this item.

2. Resolution 1: Remuneration Report for the Year ending 30 June 2013

During this item of business, Shareholders at the meeting may comment on and ask questions about the Remuneration Report that appears in the Company's Annual Report 2013.

Section 300A of the Corporations Act requires the Director's Report to contain a remuneration report containing information about the Board's policy for determining the nature and amount of the remuneration of directors and senior management. The report must also explain the relationship between the remuneration policy and the Company's performance. The disclosure requirements stipulated in section 300A of the Corporations Act have been complied with.

The Corporations Act (sections 250R (2) and 250R (3)) provides that the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company.

3. Resolution 2: Re-election of Director - Mr Rino Camarri

Mr Rino Camarri was first appointed as a Non-executive Director on 21 June 2010 following the acquisition by the Company of the outstanding shares in (the now) wholly-owned subsidiary Galilee Resources Pty Ltd (**GRPL**). Mr Camarri was re-elected on 22 November 2010 and 21 November 2011.

Rule 79.1 of the Company's Constitution and ASX Listing Rule 14.4 require that Directors must not hold office for in excess of 3 years or past the third annual general meeting following the director's appointment, whichever is the longer, without resubmitting for re-election. In addition, Rule 79.2 of the Constitution requires that at least 1 director rotate under Rule 79.1 even if less than 3 years have passed since he was last re-elected (as is the case with Mr Camarri) and ASX Listing Rule 14.5 requires that there must be an election of directors each year. Retiring Directors may immediately offer themselves up for re-election. Mr Camarri retires by rotation and, being eligible, offers himself for re-election.

Mr Camarri is also chairman of the Audit Committee and remains a non-executive director of GRPL and its subsidiaries, having been originally appointed a director of GRPL on 9 November 2000.

Rino Camarri has had more than 35 years involvement with the finance industry, having extensive experience in funds management and general finance with specialised banking experience concentrated on commercial business and property portfolio management. Mr Camarri is currently a director and Financial Controller of Ekco Investments Pty Ltd.

4. Resolution 3: Election of Director - Mr Andrew Young

Mr Andrew Young was appointed by the Board of Directors as an independent Non-executive Director and Chairman on 19 August 2013 following a search by the Board to fill the position after the sudden death of the former chairman, Mr Steven Koroknay.

Rule 82.2 of the Company's Constitution and ASX Listing Rule 14.4 require that any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Directors holds office only until the termination of the next annual general meeting and is eligible for re-election at that meeting. Mr Young, being eligible, offers himself for re-election.

Andrew Young has over 37 years experience in the oil and gas industry in technical, senior management and Board positions. He has worked in both major and small exploration and production operating companies and contract service companies. These include Esso Australia Ltd, Bridge Oil Ltd, New Zealand Natural Gas Corporation, Century Drilling (Managing Director), Gaffney Cline and Associates, Anzon Australia Ltd/Anzon Energy Ltd (Managing Director), and DigitalCore Pty Ltd (Managing Director). He is presently a Non-executive Independent Director of New Guinea Energy Ltd, Cue Energy Resources Ltd, Cliq Energy Berhad (Malaysia), and the not-for-profit organisation National Safety Council of Australia Ltd. Andrew also provides consulting services to a range of Governments, International Exploration & Production and service companies in the industry. Mr Young holds a Bachelor of Chemical Engineering from University of Melbourne and an MBA (Hons) from the University of Rochester (New York). He was twice a Director of the International Board, including President in 2003, of the Society of Petroleum Engineers, the premier professional body in the industry and a past Councillor of APPEA. He is a recipient of a number of International awards including Honorary Member of the SPE (2012) and the AIME, 2012.

5. Resolution 4: Election of Director - Mr Paul Jensen

Mr Paul Jensen was appointed by the Board of Directors as an independent Non-executive Director on 24 September 2013.

Rule 82.2 of the Company's Constitution and ASX Listing Rule 14.4 require that any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Directors holds office only until the termination of the next annual general meeting and is eligible for re-election at that meeting. Mr Jensen, being eligible, offers himself for re-election.

Paul Jensen has over 25 years of experience in investment banking and investment management. He held senior positions with the Lloyds TSB banking group in New Zealand, the United Kingdom and Australia. In 1998 he joined Lend Lease Limited's institutional asset management business and recently he was the Managing Director of HFA Holdings Limited (2008) and Clime Investment Management Limited (2008-2010). He is currently an independent Non-executive director of WAM Capital Limited (ASX:WAM), RHG Limited (ASX:RHG), Murchison Metals Limited (ASX:MMX) and Australian Infrastructure Fund Limited (ASX:AIX). Paul is a Fellow of the Australian Institute of Company Directors and holds a Bachelor of Commerce & Administration in Accounting and Commercial Law from Victoria University in Wellington.

6. Resolution 5: Approval of Proportional Takeover Provisions

Rule 36 of the Constitution as adopted by the Company on 22 November 2010 contains proportional takeover provisions.

Under the Company's Constitution, proportional takeover bid approval provisions provide that if offers are made under a proportional takeover scheme in respect of Shares, the registration of a transfer to effect a contract resulting from the acceptance of an offer made under a proportional takeover scheme is prohibited unless and until a resolution to approve the takeover scheme is passed in accordance with the Constitution.

The Corporations Act and rule 36.9 of the Constitution require that the proportional takeover provisions be renewed within three years of the adoption of the Constitution, otherwise they are, by force of the Corporations Act, omitted from the Constitution. In that case, the provisions need to be reinserted in the Constitution for them to again have effect.

The Company's Constitution was adopted on 22 November 2010, and so the proportional takeover provisions will be omitted from the Constitution on the third anniversary of the Constitution being adopted, i.e. 22 November 2013.

That date passes 6 days before the date of the Meeting, and so the Company is therefore seeking Shareholder approval by special resolution to reinsert these provisions in accordance with the Corporations Act. When reinserting proportional takeover approval provisions (or renewing them, if done so within three years of their insertion into the constitution), the Corporations Act requires the Company to provide Shareholders with an explanation of the proposed proportional takeover approval provisions as set out below.

A proportional takeover bid is a bid for a specified proportion, and not all, of the securities in the bid class, i.e. a bid to acquire a proportion of each Shareholder's Shares in the Company. The provisions in Rule 36 effectively provide that a proportional takeover bid cannot be made for the Company without first obtaining the approval of the Company's Shareholders. Given that a proportional takeover will not allow all Shareholders to dispose of all of their Shares to a bidder as would occur under a conventional off-market takeover, yet could still result in control of the Company passing to the bidder, the inclusion of the proportional takeover provisions provides Shareholders with an effective veto as to whether a proportional takeover for the Company should be allowed to proceed.

If a proportional takeover bid is made, the directors must ensure that the Shareholders vote on a resolution to approve the bid more than 14 days before the end of the bid period. Directors are obliged to ensure that the approving resolution is voted on. If however the resolution is not voted, a resolution approving the bid will be taken to have been passed.

The proportional takeover approval provisions in the Constitution only apply for 3 years from the date of last approval and may be refreshed every 3 years in order for them to continue to have effect.

The proportional takeover approval provisions:

- (a) enable Shareholders to have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) increase the bargaining power of Shareholders to ensure adequate pricing of the proportional takeover bid;
- (c) enable Shareholders collectively to have some control over a potential change of control of the company in the circumstances of a proportional takeover bid.

However, the proportional takeover approval provisions:

- (d) create an additional hurdle for a bidder and may act to discourage proportional takeover bids;
- (e) may limit the opportunity of Shareholders to sell some of their shares; and
- (f) potentially reduce the likelihood of success of a proportional takeover bid.

On 21 October 2013, the Company received a letter from Mercantile Investment Company Limited stating its intention to make a proportional takeover over for 50% of each member's shareholding in the Company. In its letter of intention Mercantile Investment Company Limited stated it plans to offer 15 cents per share. By way of ASX Announcement on 21 October 2013, the Board stated that it would await further details of the offer and meanwhile recommended that shareholders take no action until further details of the offer are known.

If Mercantile Investment Company Limited serves an offer on the Company after the approval of the proportional takeover provisions in the Constitution, then rule 36 as renewed would apply to this offer

Overall, the Directors consider that the benefits available to Shareholders in determining whether a proportional takeover bid may proceed outweigh the disadvantages.

Recommendation of Directors

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Definitions

The following words shall have the following meanings in this Notice of Meeting and Explanatory Memorandum:

ASX means ASX Limited ACN 008 624 691 or, where applicable, the Australian Securities Exchange operated by ASX.

Board means the Board of Directors of the Company.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company or **Galilee** means Galilee Energy Limited ACN 064 957 419.

Constitution means the constitution of the Company.

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

Director means a director of the Company at the date of this Notice of Meeting.

Explanatory Memorandum means this explanatory memorandum and any schedule or annexure to it.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

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

Meeting means the Annual General Meeting of the Company to be held at the offices of Norton Rose Fulbright Australia, Level 21, 111 Eagle Street, Brisbane, Queensland on Thursday 28 November 2013 at 2.00pm.

Notice of Meeting means, unless the context requires otherwise, this document which comprises the Company's Notice of Meeting to be held at 2.00pm (Brisbane time) on Thursday, 28 November 2013 at the offices of Norton Rose Fulbright Australia, Level 21, 111 Eagle Street, Brisbane, Queensland and the accompanying Explanatory Memorandum and the Proxy Form.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution of the Company set out in this Notice of Meeting.

Share means a fully paid ordinary share in the capital of the Company.


Shareholder means a shareholder in the Company.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.



Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

In Person:
Computershare Investor Services Pty Limited
452 Johnston Street
Abbotsford, Victoria 3067

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

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(outside Australia) +61 3 9415 4000

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

Voting Form



Vote and view the annual report online

Go to www.investorvote.com.au or scan the QR Code with your mobile device.
Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

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
2.00pm (Brisbane time) Tuesday, 26 November 2013**

How to Vote on Items of Business

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

Vote Directly

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the 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.

Appoint a Proxy to Vote on Your Behalf

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 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 their broker of any changes.



I 9999999999

I ND

Voting Form

Please mark to indicate your directions

STEP 1 Indicate How your Vote will be Cast *Select one option only*

XX

At the Annual General Meeting of Galilee Energy Limited to be held at Norton Rose Fulbright Australia, Level 21, 111 Eagle Street, Brisbane, Queensland on Thursday, 28 November 2013 at 2.00pm (Brisbane time) and at any adjournment or postponement of that meeting, I/We being member/s of Galilee Energy Limited direct the following:

1. Vote Directly

Record my/our votes strictly in accordance with directions in Step 2.

PLEASE NOTE: A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

2. Appoint a Proxy to Vote on Your Behalf: I/We hereby appoint

the Chairman of the Meeting **OR**

OR

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).

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

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 Remuneration Report for the Financial Year ended 30 June 2013	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Rino Camarri as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Andrew Young as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Mr Paul Jensen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Proportional Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected 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 ____ / ____ / ____