

Notice of Annual General Meeting and Explanatory Memorandum

Hot Rock Limited ACN 120 896 371

Date of Meeting: 19 December 2013

Time of Meeting: 9.00am (Brisbane time)

Place of Meeting: Hot Rock Limited, Level 5, 10 Market Street,
Brisbane Qld 4000

Notice of Meeting

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, 10 Market St, Brisbane QLD 4000, on Thursday 19 December 2013 at 9.00am (Brisbane time). Terms used in this Notice of Meeting are defined in Section 7 of the accompanying Explanatory Memorandum.

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 2013.

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 2013 (as set out in the Directors' Report) be adopted."

Voting

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 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; or
- (b) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - I. does not specify the way the proxy is to vote on the resolution; and
 - II. expressly authorises the chair 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, or, if the Company is part of a consolidated entity, for the entity.

Further details, in relation to the ability of the Chairman to vote on undirected proxies are set out in the accompanying Explanatory Memorandum.

2. Resolution 2 - Re-election of Dr Mark Elliott as a Director

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

"That Dr Mark Elliott, 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."

Notice of Meeting

3. **Resolution 3 – Approval of Disposal of Company’s Main Undertakings**

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

‘That, in accordance with Listing Rule 11.2, Rule 84 of the Constitution, and for all other purposes, shareholders approve the sale of the Company’s subsidiary companies that hold the geothermal assets consisting of granted exploration concessions and authorisations (tenements) and applications both in Peru and Chile, on the terms and conditions set out in the Share Sale Agreement as summarised in the Explanatory Memorandum.’

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on this Ordinary Resolution by a person who:

- (a) might obtain a benefit, except a benefit solely in their capacity as a holder of Shares, if the resolution is passed; and
- (b) an associate of that person

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 a direction on the proxy form to vote as the proxy decides.

4. **Resolution 4 – Change of Auditor**

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

“That BDO Audit Pty Ltd, having been duly nominated in accordance with section 328B of the Corporations Act, and having provided the Company with a consent to act in accordance with section 328A of the Corporations Act, be appointed as auditor of the Company on the terms and conditions in the Explanatory Memorandum (subject to ASIC consenting to the resignation of Crowe Horwath Brisbane).”

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 18 November 2013

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, 10 Market Street, Brisbane QLD 4000, on Thursday 19 December 2013, commencing at 9.00am (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 7.

2. Consider the Company's Annual Financial Report

The Company's Annual Financial 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 2013 were released to ASX Limited on 30 September 2013.

The Company's Annual Report is placed before the Shareholders for discussion.

No voting is required for this item.

3. Resolution 1 - Remuneration Report

3.1 *Remuneration Report*

In accordance with section 250R of the Corporations Act, 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 2013.

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.

3.2 *Recommendation*

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 or the Company.

Explanatory Memorandum

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

Members of the Key Management Personnel (**KMP**) and their Closely Related Parties (**CRP**) (**Restricted Voters**) and proxies of Restricted Voters are restricted from voting on a resolution which is connected directly or indirectly with the remuneration of a member of the Key Management Personnel (**Voting Restriction**).

Key Management Personnel are those persons having authority and responsibility for 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 applies to Resolution 1. However, it does not apply where:

- (a) the member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a Restricted Voter) as a proxy where the appointment specifies the way the proxy is to vote on the resolution; or
- (b) the Chairperson is appointed in writing (by a Shareholder who is not a Restricted Voter) as a proxy where the appointment does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairperson to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should be aware that any undirected proxies given to the Chairperson will be cast by the Chairperson and counted in favour of the resolutions the subject of this Meeting (including Resolution 1) subject to compliance with the Corporations Act.

The Proxy Form attached to this Notice has been prepared on this basis.

4. **Resolution 2 - Re-election of Dr Mark Elliott**

Rule 38.1(c) of the Company's Constitution and Listing Rule 14.4 requires that at each AGM, one-third of the Directors in office (excluding directors appointed to fill casual vacancies or a Managing Director) must stand for re-election, with Directors required to retire based upon length of tenure.

Dr Mark Elliott was appointed as a director of the Company on 11 August 2006 and was last re-elected as a director at the 2010 AGM. Dr Elliott retires in accordance with the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director.

Dr Elliott's qualifications and experience

Dr Mark Elliott – Executive Chairman
Dip App Geol., PhD, FAICD, (CP) FAusIMM, FSEG, FAIG

Dr Elliott is a Chartered Professional (CP) geologist with over 38 years' experience in economic geology, exploration, mining, project development and corporate management. He has extensive experience in managing companies and exploration/mining operations in a wide range of commodities including energy.

He has a diploma in Applied Geology from the Ballarat School of Mines and a Doctor of Philosophy degree from the University of New South Wales. He is a Fellow of the Australian Institute of Company Directors, Australasian Institute of Mining and Metallurgy, Society of Economic Geologists and Australian Institute of Geoscientists.

In addition to Hot Rock Limited, Dr Elliott is currently a director of ASX-listed Nexus Minerals Ltd (Oct 2006 – present).

The Directors (with Dr Elliott abstaining) recommend that you vote in favour of this Ordinary Resolution.

Explanatory Memorandum

5. Resolution 3 – Approval of Disposal of Company’s Main Undertakings

5.1 Background to the Proposed Transaction

On 15 October 2013, the Company announced that it had entered into a binding Letter of Offer with its joint venture partner, Energy Development Corporation (**EDC**) for the sale of its geothermal assets, consisting of granted exploration concessions and authorisations (tenements) and applications it holds in both Peru and Chile (**Sale**). A contract for the sale of the shares in Hot Rock Chile Limited (BVI) and Hot Rock Peru Limited (BVI) (being the subsidiary entities that hold the geothermal assets through further subsidiary entities) has now been signed with EDC.

Through the acquisition of the Company’s overseas subsidiaries as described above, EDC will acquire:

- (a) all of the geothermal authorisation and application interests (including the Company’s 30% interest in the Quellaapacheta Project) and other assets held by Hot Rock Peru S.A in Peru (**Peruvian Assets**) except for the Chocopata Project; and
- (b) all of the geothermal concession and application interests and other assets held by Hot Rock Chile S.A and Hemisferio Sur SpA, in Chile (**Chilean Assets**) except for the Longavi and Calerías Projects.

(Assets)

The Company’s Longavi and Calerías projects amongst the Chilean Assets and Chocopata amongst the Peruvian Assets are not being acquired under the SSA. The three tenements that are being retained are the three on which the Company has completed the most extensive work programs to date. Limited work has been completed on the projects being sold (apart from the Quellaapacheta joint venture project).

The Company will sell its Assets under the SSA through a sale of all of the shares in the holding company Hot Rock Holding Limited (BVI) (**Holding Shares**), but on the basis that following completion of any sale, the Longavi, Calerías and Chocopata tenements are either (at the Company’s election) transferred out to a group or company nominated by the Company or relinquished.

The assets being sold comprise 5 granted project tenements in Peru along with 3 applications for additional tenements that have been made, and in Chile, 1 granted project tenement along with 12 applications for additional tenements.

As such the Company will by the transaction be disposing of the majority of its project interests in Chile and Peru and accordingly this will likely constitute a significant change to the scale of the Company’s activities (being a significant change involving the Company’s main undertaking). It should however be noted that the Company will retain the three projects noted above along with its Australian tenements that are also not subject to the sale transaction.

5.2 Summary of Proposed Transaction

The parties have agreed to a sale price for the Chilean and Peruvian Assets of US\$3,000,000. As noted above, the transaction is to be structured as a sale of shares, whereby EDC acquires the Hot Rock subsidiary companies that holds the projects. Under the SSA a deposit of US\$500,000 of the purchase price is payable by EDC within 5 Business Days of full execution of the SSA.

The balance of the purchase price of US\$2,500,000 will be payable by EDC upon completion of the sale of the Shares in accordance with the SSA. An amount of US\$230,000 is subject to retention pending the resolution of a tax dispute in Peru.

Explanatory Memorandum

Conditions Precedent

The purchase and sale of the Sale Shares is subject to the following condition being satisfied or waived in accordance with the sale contract at or prior to Completion:

- (a) HRL has delivered to the Buyer evidence that, the shareholders of HRL have under ASX Listing Rules approved the proposed divestment involved in the implementation of the Sale

(Condition Precedent).

Termination

In the event that the Condition Precedent is not satisfied or waived by 31 January 2014 (or such other date as the Seller and Buyer may agree), then the Seller or the Buyer, as the case may be, may by notice in writing to the other parties terminate the SSA.

5.3 ASX Listing Rule Requirements

The Company seeks Shareholder approval in order to undertake the Sale under Resolution 3 as required by Listing Rule 11.2. Listing Rule 11.2 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature or scale of its activities and where the change involves the entity disposing of its main undertaking, the entity must obtain the approval of holders of its ordinary securities and otherwise comply with the requirements of the ASX. For the reasons set out above, the Company believes that the Sale will likely trigger the application of Listing Rule 11.2.

The Company is therefore seeking Shareholder approval for the Company for the Sale under Listing Rule 11.2.

5.4 Impact of the Sale on the Company and Advantages and Disadvantages to the Sale

The Board completed a strategic review of the Company and its projects that commenced in July 2013 and was completed in October 2013. This included potential options for a restructuring, cost cutting and refocusing program for the Company's projects which included consideration of the sale or other disposal of projects currently held.

This was in response to market conditions in which the ability of the Company to raise sufficient capital or to attract joint venture partners to develop the current projects has proved to be extremely difficult, despite the independently verified quality of the projects held by the Company.

During the review period the Company opened a data room to interested parties to acquire or to joint venture, in any of the projects held by the Company. The Company completed an evaluation of options available and offers received relating to the possible sale or disposal of its projects and reluctantly concluded that the funding required to execute a successful geothermal exploration program was not available to the company in the current market.

As a result of the strategic review, the Company has closed its offices in Chile and Peru to significantly reduce costs, while still maintaining management of its tenements via part-time managers. It also evaluated the offers received from interested parties, which has led to the Company entering into the Sale with EDC.

The completion of the sale of the Holding Shares will provide a welcome boost to the Company's financial resources with a sale price of US\$3,000,000 before expenses. The structuring of the Sale through a sale of the Holding Shares should result in no tax being payable on the Sale, taking into account the expenses effected to date on both the Peruvian Assets and the Chilean Assets.

The completion of this Sale will enable the Company to focus on how to progress with its remaining geothermal assets, while also considering other alternatives that may be open to the Company.

Explanatory Memorandum

A proforma balance sheet of the Company based on the last audited accounts as at 30 June 2013 and including the impact of the proposed Sale is set out below:

Based on the anticipated net resulting proceeds of \$3,100,000, it is expected the Company will improve its cash position from receipt of the proceeds and have working capital at completion of approximately \$2,300,000.

Pro-forma Balance Sheet

	June 2013	Transaction	Pro-forma
	\$	\$	\$
CURRENT ASSETS			
Cash and cash equivalents	179,770	3,101,604	3,281,374
Trade and other receivables	8,534	-	8,534
Other current assets	15,298	-	15,298
TOTAL CURRENT ASSETS	203,602	3,101,604	3,305,206
NON-CURRENT ASSETS			
Trade and other receivables	52,198	-	52,198
Equity accounted investments	197,619	(197,619)	-
Plant and equipment	3,629	-	3,629
Exploration expenditure	-	-	-
TOTAL NON-CURRENT ASSETS	253,446	(197,619)	55,827
TOTAL ASSETS	457,048	2,903,985	3,361,033
CURRENT LIABILITIES			
Trade and other payables	826,327	-	826,327
Interest bearing liabilities	-	-	-
Short-term provisions	187,328	-	187,328
TOTAL CURRENT LIABILITIES	1,013,655	-	1,013,655
TOTAL LIABILITIES	1,013,655	-	1,013,655
NET (LIABILITIES)/ASSETS	(556,607)	2,903,985	2,347,378
EQUITY			
Issued capital	14,298,986	-	14,298,986
Reserves	1,163,337	34,891	1,198,228
Accumulated losses	(16,018,930)	2,869,094	(13,149,836)
TOTAL EQUITY	(556,607)	2,903,985	2,347,378

Note 1

Calculation of funds received:

Sale proceeds in USD	3,000,000
Costs associated with disposal	(100,000)
Net proceeds in USD	2,900,000
Net proceeds in AUD (FX rate of 0.935)	3,101,604

Explanatory Memorandum

Note 2

Geotermica Quellaapacheta Peru S.A.C was incorporated on 15 April 2013 at which time the Consolidated Entity reclassified its project expenditures incurred to date on the Quellaapacheta concession from Exploration Expenditure to Equity Accounted Investments. As part of the transaction, the Consolidated Entity will dispose of its remaining 30% interest in the Quellaapacheta project.

Note 3

The foreign currency translation reserve records exchange differences arising from the translation of the financial statements of foreign subsidiaries. Upon disposal of its Chile and Peru subsidiaries, the Consolidated Entity will transfer the balance of this reserve to retained profits.

Note 4

The carrying value of the projects being disposed of as at 30 June 2013 was entirely comprised of the \$197,619 relating to the 30% interest held in the Quellaapacheta joint venture. The carrying value of all the other geothermal projects had been fully written down to nil in accordance with the requirements of Accounting Standards.

The expenditure incurred on the each of the company projects and the provisions made (as at 30 June 2013 – there have been no significant expenditures since that time) are as follows:

PROJECT	Project Expenditures \$	Impairment at 30 June 2013	Carrying Value at 30 June 2013	Expenditure on Projects Retained	Expenditure on Projects being Sold	Notes
AUSTRALIA						
Tenement - GEP-06 Portland	184,720	(184,720)	-	184,720		
Tenement - GEP-07 Hamilton	189,602	(189,602)	-			surrendered
Tenement - GEP-08 Warrambool	2,159,047	(2,159,047)	-	2,159,047		
Tenement - GEP-09 Colac	194,253	(194,253)	-			surrendered
Tenement - GEP 23	122,629	(122,629)	-	122,629		
Tenement - KHR1 Eligible	685,596	(685,596)	-	685,596		all GEP8
Tenement - KHR1 Well	369,578	(369,578)	-	369,578		all GEP8
KHR2 - Well	6,846	(6,846)	-	6,846		all GEP8
CHILE						
Longavi	645,951	(645,951)	-	645,951		to be retained
Calerías	528,773	(528,773)	-	528,773		to be retained
San Cristobal	29,247	(29,247)	-			surrendered
Copahue	68,976	(68,976)	-			surrendered
Santa Macarena	66,578	(66,578)	-			surrendered
PERU						
Rupha	14,454	(14,454)	-		14,454	Being sold
Chocopata	93,720	(93,720)	-	93,720		to be retained
Quellaapacheta	197,618	-	197,618		197,618	Being sold
Turu	84,712	(84,712)	-		84,712	Being sold
Huisco	7,914	(7,914)	-		7,914	Being sold
Achumani	19,854	(19,854)	-		19,854	Being sold
	5,670,067	(5,472,449)	197,618	4,796,860	324,551	

The Directors believe that the proposed transaction is the best available to the Company as it will allow it to realise some value from the portfolio of projects held. As noted above an extensive world wide search was made and the Directors believe that the offer from EDC was the best proposal received as it enables the Company to have sufficient capital to consider its next steps. The Directors did seek interests from major companies in entering such joint venture transactions, but in the current market the interest in this was limited.

5.5 Indicative Timetable

Date	Event
Annual General Meeting	19 December 2013

Explanatory Memorandum

Date	Event
Anticipated Completion of the Proposed Sale	By early January 2014

5.6 Directors' Recommendation

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

6. Resolution 4 – Appointment of Auditor

6.1 The current auditor of the Company, Crowe Horwath Brisbane, has applied to ASIC for consent to resign as the auditor of the Company, effective as at the date of the Meeting, in accordance with section 329(5) of the Corporations Act.

6.2 The Company has as part its Strategic Review process conducted a tender process to select the Company's auditor and following this the board have recommended that BDO Audit Pty Ltd be appointed as auditor (subject to ASIC consenting to the resignation of Crowe Horwath Brisbane). As required by section 328B(3) Corporations Act, a copy of the form for the nomination of BDO Audit Pty Ltd as the Company's auditors is attached at Annexure A. The Company proposes to appoint BDO Audit Pty Ltd as auditor, and BDO Audit Pty Ltd have consented to act as auditor.

If Resolution 4 is passed, the propose change in auditors will not occur unless and until ASIC consent has been received to the resignation of Crowe Horwath Brisbane.

The Directors unanimously recommend you vote in favour of this Resolution.

7. Interpretation

AGM means annual general meeting.

ASX means the ASX Limited ACN 008 624 69.

Board means the board of directors of the Company.

Business Day means a day on which the banks are open for business in Pasig City (Philippines), Lima (Republic of Peru), Santiago (Republic of Chile) and Brisbane (Australia), other than a Saturday, Sunday or public holiday in those cities.

Closely Related Party or **CRP** (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.

Constitution means the Company's constitution.

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

Directors means the Directors of the Company from time to time.

Explanatory Memorandum means the explanatory statement accompanying this Notice.

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.

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 Annual General Meeting of the Company to be held on 19 December 2013.

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

Related Party has the meaning given to that term in the Corporations Act.

Resolution means a resolution to be proposed at the Meeting.

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

Shareholder means a shareholder of the Company.

Special Resolution means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

SSA means the contract for the sale of all of the shares in Hot Rock Chile Limited (BVI) and Hot Rock Peru Limited (BVI)

Explanatory Memorandum

Schedule 1 Proxy, representative and voting entitlement instructions

Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. 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 may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under section 250D of the Corporations Act.

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 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, posted to, or sent by facsimile transmission to the address listed below**, not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Hot Rock Limited
Level 5
10 Market Street
Brisbane QLD 4000

Facsimile No: +61 3212 6250

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.

A proxy form is attached to this Notice.

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 7.00pm (Sydney time) on 17 December 2013. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

You must sign the proxy 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, all of the security holders should sign. |
| Power of Attorney: | To sign under Power of Attorney, you must have already lodged this document 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) 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 |

Annexure A

Annexure A – Notice of Nomination of BDO Audit Pty Ltd as Auditors

The Directors
Hot Rock Limited
Level 5
10 Market St
BRISBANE QLD 4000

15 October 2013

Dear Directors

The undersigned being a member of Hot Rock Limited hereby nominates BDO Audit Pty Ltd for appointment as auditor of the company at the forthcoming annual general meeting.

Yours faithfully



JPK Marshall
Shareholder



LODGE YOUR VOTE

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

By fax: 07 3212 6250

All enquiries to: Telephone: 07 3212 9212

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. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed 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 9:00 am (Brisbane time) on Thursday, 19 December 2013, at Hot Rock Limited, Level 5, 10 Market Street, Brisbane Qld 4000 and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting (being 9.00am (Brisbane time) on Tuesday 17 December 2013)

Please read the voting instructions overleaf before marking any boxes with an X

STEP 2

VOTING DIRECTIONS

Table with 4 columns: Resolutions, For, Against, Abstain*. Rows include Remuneration Report, Re-election of Dr Mark Elliott as a Director, Approval of Disposal of Main Undertaking, Change of Auditor.

* If you mark the Abstain box for a particular Resolution, 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

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)
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.

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 appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting. If you have directed your proxy how to vote on a Resolution and your named proxy either does not attend the Meeting or attends the Meeting but does not vote on a poll on the Resolution, the Chairman of the meeting will become your proxy in respect of that Resolution.

Votes on Resolutions - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. 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 Resolution 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 Resolutions of business, your proxy may vote as he or she chooses (except in relation to Resolution 1 where you have appointed a member of the key management personnel of the Company (other than the Chairman) or their closely related parties as your proxy, or the Chairman becomes your proxy by default, in which case there are additional restrictions explained below). If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

Exercise of undirected proxies by Key Management Personnel:

If a member of the Company's Key Management Personnel (other than the Chairman) or their Closely Related Parties is your proxy, and you have not directed the proxy how to vote, that person will not vote your shares on Resolution 1 (being a resolution which is connected directly or indirectly with the remuneration of a member of Key Management Personnel of the Company or consolidated entity).

If the Chairman of the Meeting is appointed your proxy (or becomes your proxy by default), you authorise the Chairman to exercise your proxy on Resolution 1 even though Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel of the Company or consolidated entity (and the Chairman is a member of Key Management Personnel).

Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity directly or indirectly including any Director (whether executive or otherwise) of that entity. The Remuneration Report identifies the Company's Key Management Personnel for the financial year to 30 June 2013. Their Closely Related Parties are defined in the *Corporations Act 2001* (Cth), and include certain family members, dependants and companies they control.

The Chairman of the Meeting intends to vote undirected proxies in favour of all Resolutions. If you do not wish to authorise the Chairman to vote your proxy in this way, you should direct your proxy in accordance with the instructions in this proxy form.

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. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- 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.
- 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 **9:00 am (Brisbane time) on Tuesday 17 December 2013**, 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:



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



by fax:
07 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.