
BERONI GROUP LIMITED
ACN 613 077 526
ADDENDUM TO NOTICE OF GENERAL MEETING

Beroni Group Limited (ACN 613 077 526) (**Company**) gives notice to Shareholders of the Company that the Directors have determined to issue this addendum (**Addendum**) in relation to the Company's General Meeting of Shareholders to be held on 26 July 2022 at 12.00pm (AEST) at Level 16, 175 Pitt Street, Sydney, NSW 2000 Australia, notice of which was contained in the Company's Notice of Meeting.

This Addendum forms part of the Notice of Meeting. Capitalised terms in this Addendum have the same meaning as defined in the Notice of Meeting unless otherwise stated.

The Company confirms that in issuing this Addendum there is no change to the time and date of the Meeting (being Tuesday, 26 July 2022 at 12.00pm (AEST)).

AMENDMENT TO RESOLUTIONS 1 & 2

By this Addendum:

- Resolutions 1 and 2 are amended as detailed below and will be considered at the Company's upcoming Meeting; and
- Sections 1 and 2 of the Explanatory Statement to the Notice of Meeting are amended in respect of amended Resolutions 1 and 2 respectively.

The amendments relate to a change in offer structure for the NASDAQ Capital Market IPO Raising. Accordingly, it is proposed that the offer structure will be units comprising one Share and one warrant (**Offer Unit**). Further details are set out in the Notice of Meeting and Explanatory Memorandum.

IMPORTANT INSTRUCTIONS REGARDING PROXY FORMS

Attached to this Addendum is a replacement Proxy Form (**Replacement Proxy Form**).

In the event that a Shareholder provides a Replacement Proxy Form, any previous Proxy Form (in the form dispatched with the original Notice of Meeting) (**Previous Proxy Form**) which has been completed by that Shareholder will be disregarded.

If you have already voted by completing and submitting to the Company a Previous Proxy Form and do not wish to change your proxy vote on any of the Resolutions including Resolutions 1 & 2, you do not need to take any action, as the Previous Proxy Form you have already submitted remains valid.

In the event that a Shareholder provides the Company with a Previous Proxy Form and does not subsequently provide a Replacement Proxy Form the Company reserves the right to accept Previous Proxy Forms received from any such Shareholders.

Further details regarding the appointment of a proxy are provided in the Notice of Meeting.

NSX takes no responsibility for the contents of this Notice of Meeting and the Explanatory Statement.

This Addendum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Addendum please do not hesitate to contact the Company Secretary on (+61 8) 9486 4036

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Minerva Corporate, PO Box 5638, St Georges Terrace, Perth, WA 6831; or
- (b) email the Company Secretary Nicholas.ong@minervacorporate.com.au,

so that it is received not less than 48 hours prior to commencement of the Meeting, that is, by 12:00pm AEST on 24 July 2022.

Proxy forms received later than this time will be invalid.

DATED: 12 JULY 2022

BY ORDER OF THE BOARD

**MR CHEN CHIK (NICHOLAS) ONG
COMPANY SECRETARY**

AMENDED RESOLUTIONS 1 & 2

Resolutions 1 and 2 of the Notice of Meeting are amended and replaced by the following resolutions which are inserted into the Notice of Meeting as follows:

1. RESOLUTION 1 – CONDITIONAL ISSUE OF OFFER UNITS TO UNDERWRITER

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

"That, for the purpose of NSX Listing Rule 6.25, and for all other purposes, Shareholders approve the issue and allotment to the Underwriter of up to 10,000,000 Offer Units (on a post consolidation basis) at an issue price of no less than US\$4 conditional on the approval of the listing of the Company on the NASDAQ Capital Market, on the terms and conditions set out in the explanatory statement accompanying this notice of meeting."

Voting Prohibition Statement:

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of persons who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if Resolution 1 is passed;

However, the Company needs 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 direction on the Proxy Form; or

it is cast by the person chairing the Meeting as proxy for the person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. RESOLUTION 2 – CONDITIONAL ISSUE OF OVER-ALLOTMENT OFFER UNITS PURSUANT TO UNDERWRITER OPTION

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

"That, for the purpose of NSX Listing Rule 6.25, and for all other purposes, Shareholders approve the issue and allotment to the Underwriter of up to 1,500,000 Over-Allotment Offer Units pursuant to the exercise of the Underwriter's over-allotment option, at an issue price equal to the offer price of fully paid ordinary shares sold into the NASDAQ offering, conditional on the approval of the listing of the Company on the NASDAQ Capital Market, on the terms and conditions set out in the explanatory statement accompanying this notice of meeting."

Voting Prohibition Statement:

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of persons who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if Resolution 2 is passed;

However, the Company needs 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 direction on the Proxy Form; or

it is cast by the person chairing the Meeting as proxy for the person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

EXPLANATORY STATEMENT REGARDING AMENDED RESOLUTIONS 1 & 2

Sections 1 and 2 of the Explanatory Statement to the Notice of Meeting are amended and replaced (to the extent indicated) by the following sections relating to amended Resolutions 1 and 2 which are inserted into the Notice of Meeting as follows:

1. BACKGROUND TO RESOLUTIONS 1 TO 9

1.1 General

The Company is a diversified global biopharmaceutical enterprise with subsidiaries in the United States, Australia, China, Hong Kong and Japan. Its Shares are listed on the National Stock Exchange of Australia (**NSX**) under the code "BTG" and traded on the over-the-counter market in the United States (OTCQX) under the symbol "BNIGF".

As announced on 22 December 2021, the Company has applied to list its ordinary shares on the NASDAQ Capital Market in the United States under the symbol "BRNI".

The Board believes that a NASDAQ Capital Market listing will provide a more liquid market for its Shares and provide greater opportunities to raise funds to support the Company's initiatives, including funding of the clinical trials for PENAO, Gamma Delta T Cell, DC Vaccine, Protein Modifier R8, and Single Domain Antibody Treatment for Coronaviruses.

The Company has filed a Form F-1/A registration statement (**Registration Statement**) with the United States Securities and Exchange Commission (**SEC**) relating to the proposed initial public offering of the Company's ordinary shares. As at the date of this Notice, the Registration Statement has not become effective.

In anticipation of the Registration Statement being approved by the SEC and becoming effective and approval of the listing of the Company on the NASDAQ Capital Market, the Company is seeking shareholder approval for the following **conditional** resolutions:

- (a) the issue to Maxim Group LLC (**Underwriter**) of up to 10,000,000 Offer Units on a post consolidation basis at a minimum issue price of US\$4 per Offer Unit (**Securities Issue**) for the purpose of the proposed initial public offering on the NASDAQ Capital Market (**NASDAQ Capital Market IPO Raising**) (**Offer Securities**) (**Resolution 1**);
- (b) the issue to the Underwriter of up to 1,500,000 Over-Allotment Offer Units on a post consolidation basis pursuant to the Underwriter's over-allotment option (**Underwriter Option**) at an issue price equal to the offer price of the Offer Units sold into the NASDAQ (**Resolution 2**);
- (c) the issue of up to 800,000 warrants on a post consolidation basis to the Underwriter exercisable at a price equal to 110% of the offer price of fully paid ordinary shares sold into the NASDAQ offering and expiring 5 years after the effective date of the Registration Statement (**Underwriter Warrants**) (**Resolution 3**);
- (d) the consolidation of the Company's Securities to reflect the pricing of the NASDAQ Capital Market IPO Raising (**Consolidation**) (**Resolutions 4– 8**); and
- (e) the voluntary delisting from the NSX (**NSX Delisting**) (**Resolution 9**).

There is no assurance that the Company's proposed listing on the NASDAQ Capital Market will be approved. If NASDAQ does not approve the proposed listing of the Company:

- (f) the NASDAQ Capital Market IPO will not proceed, and no Securities will be issued pursuant to Resolutions 1, 2 and 3;
- (g) the consolidation the subject of Resolutions 4 to 8 will not proceed; and
- (h) the NSX Delisting the subject of Resolution 9 will not proceed.

Further details are set out in Sections 1 to 4 of this Explanatory Statement.

1.2 Indicative timetable

If Resolutions 1 to 9 are passed and NASDAQ Capital Market Listing approval is granted, the Offer Unit Issue, Consolidation (if required) and NSX Delisting will commence as soon as practicable and in accordance with the following indicative timetable:

Action	Business Day
Company announces proposed Resolutions and dispatches notice of meeting to Shareholders	Before 0
Shareholders approve the Resolutions	Before 0
Company announces Registration Statement effective and NASDAQ listing approval given and confirms consolidation, Offer Unit issue to Underwriter and delisting to proceed	0
Effective Date of Consolidation	0

Last day for trading in pre-Consolidation Securities on NSX and OTCQX and last day for repositioning between the Australian principal and US branch share registers	1
Consolidation effected on the US branch share register	2
Record Date for the Consolidation Last day for the Company to register transfers on the Australian principal share register on a pre-Consolidation basis	3
Consolidation effected on the Australian principal share register	4
Despatch of consolidation confirmation	5
Suspension of Company's Shares on NSX	5
Last day for outstanding settlements to be completed	7
Delisting from NSX Closure of CHESS subregister	8
Commencement of the process to reposition all shareholders, on a post-Consolidation basis, to the US branch share register.	9
Despatch of the Direct Registration System advices	16
Issue of Offer Units to Underwriter Post consolidation trading commences on NASDAQ	As soon as possible after delisting on a date approved by NASDAQ.

Shareholders holding unrestricted Shares on the US Register are expected to be able to trade their Shares upon the commencement of trading on NASDAQ or otherwise as soon as practicable thereafter.

The indicative timetable assumes a consolidation process. If for any reason, a consolidation is not required, the Company will announce this to the NSX. An updated timetable will be announced to the NSX as and when actual dates for each step in the timetable are known.

These dates are indicative only. Subject to the Corporations Act, the NSX Listing Rules, SEC and NASDAQ requirements, and other applicable laws, the Company reserves the right vary these dates, either generally or in particular cases, without notification.

2. RESOLUTIONS 1 – 3: ISSUE OF SECURITIES IN THE COMPANY - CONDITIONAL RESOLUTIONS

2.1 Background

Resolution 1 seeks Shareholder approval for the Company to issue up to 10,000,000 Offer Units at an issue price of no less than US\$4 for the purpose of the Company's IPO listing on the NASDAQ Capital Market. Funds raised from the issue will provide the Company with working capital to fund its clinical trials and business developments (**NASDAQ Capital Market IPO Raising**).

As at the date of this Notice the valuation of the Company, pricing of the NASDAQ Capital Market IPO and amount to be raised has not been determined. Therefore, the number of Offer Units to be issued has not been determined. The number of Shares proposed to be issued for the purpose of the NASDAQ Capital Market IPO and issue price of those shares will be determined by the Company in conjunction with the Underwriter following finalisation of the valuation. Whilst approval for a maximum number of 10,000,000 Offer Units is sought, the Company anticipates that the actual number of Offer Units issued will be less than this. If the issue price is greater than the minimum issue price of US\$4 per Offer Unit then less Offer Units will be issued.

As at the date of this Notice, the Registration Statement is not yet effective and a decision on the NASDAQ Capital Market Listing approval is pending. Whilst the Company awaits decisions in relation to these two matters, to avoid undue delay, the Company seeks shareholder approval for the issue of a maximum number of Offer Units at a minimum issue price for the purpose of the NASDAQ Capital Market IPO.

If the Registration Statement becomes effective and NASDAQ Capital Market listing approval is given, the Company intends to issue the Offer Units the subject of Resolution 1 to the Underwriter for the purpose of selling the Offer Units to subscribers under the prospectus. As at the date of this Notice, the proposed underwriting agreement has not been executed. The material terms of the underwriting agreement will be announced to the market upon execution. The Company anticipates that the material terms of the underwriting agreement will include:

- (a) an option granted to the underwriter (**Underwriter Option**) exercisable for 45 days from the date of the Prospectus to purchase Over-Allotment Offer Units equal to 15% of the total offering amount at the public offer price for the purpose of over allotments (if any) less underwriting discounts and commissions) (Resolution 2); and
- (b) the issue of warrants to representatives of the underwriter (**Underwriter Warrants**) to purchase that number of shares equal to 8% of the total number of shares sold in the public offer. The anticipated exercise price of the Underwriter Warrants is 110% of the offer price of Shares sold in the offer and the anticipated expiry date is 5 years from the effective date of the Registration Statement (Resolution 3).

As at the date of this Notice, the Company is unable to estimate the number of Securities that may be issued as a result of the Underwriter Option and Underwriter Warrants as the terms of the underwriting agreement are not finalised, the total offering amount is not yet determined and the number of Offer Units sold in the public offer will not be known until following the Company's listing and sale of Shares. Resolutions 2 and 3 and therefore based on maximum numbers of Securities for which Shareholder approval is sought.

Resolutions 1 to 3 are conditional Resolutions. If Shareholder approval for Resolutions 1 to 3 is given, the Company will not issue any Securities unless and until it receives NASDAQ Capital Market Listing approval. Further, ASIC relief (as set out in section 2.3 below) is required before any Shares can be issued to the Underwriter.

2.2 Listing Rule 6.25

Subject to specified exceptions, Listing Rule 6.25 provides that a listed company must not, without shareholder approval, issue more Equity Securities during any 12 month period

than that amount which represents 15% of the number of Equity Securities in the same class on issue at the commencement of that 12 month period.

In accordance with NSX Listing Rule 6.25, Shareholder approval is sought to allow the Company to issue up to 10,000,000 Offer Units pursuant to Resolution 1; up to 1,500,000 Over-Allotment Offer Units upon the exercise of the Underwriter Option pursuant to Resolution 2 and up to 800,000 Underwriter Warrants.

If Resolutions 1 to 3 are approved by Shareholders, any Securities issued by the Company pursuant to these Resolutions for the purpose of the NASDAQ Capital Market IPO Capital Raising will not be included in the Company's 15% annual capacity for the purposes of NSX Listing Rule 6.25.

2.3 Section 2.3 is not amended.

2.4 Impact of capital structure and maximum potential dilution

- (a) Set out below in **Table 1** is the maximum potential dilution to shareholders (on a post consolidation basis and assuming no options are exercised or convertible notes converted) if Resolution 1 is approved and Shares are issued pursuant to that Resolution. This table also excludes the impact of the issue of any Shares which may be purchased by the Underwriter pursuant to the Underwriter Option and any Shares which may be exercised pursuant to the Warrants and Underwriter Warrants, outlined in Section 2.1 above.

Table 1 is not amended.

- (b) Set out below is the maximum potential dilution to shareholders assuming no consolidation is required and no options are exercised or convertible notes converted) if Resolution 1 is approved and Shares are issued pursuant to that Resolution. This table also excludes the impact of the issue of any Shares which may be purchased by the Underwriter pursuant to the Underwriter Option and any Shares which may be exercised pursuant to the Warrants and Underwriter Warrants, outlined in Section 2.1 above.

The table at section 2.4(b) is not amended.

Additional information in relation to Resolution 1 – Conditional issue of Offer Units

The following information is provided to Shareholders for the purposes of Listing Rule 6.25:

- (a) the maximum number of Securities for which shareholder approval is sought under Resolution 1 is 10,000,000 Offer Units
- (b) the Offer Units will be issued to the Underwriter for the purpose of the NASDAQ Capital Market IPO. The Underwriter is a professional and/or sophisticated investor and is an unrelated party of the Company;
- (c) no Offer Units pursuant to Resolution 1 will be issued to related parties of the Company or their associates;
- (d) the Offer Units will be issued at no less than US\$4.
- (e) the Shares included in the Offer Units will rank pari passu with ordinary shares already on issue;
- (f) Each Offer Unit consists of one Share and one Warrant to purchase one Share exercisable at a price to be determined but expected to fall within the range of 100% to 150% of the NASDAQ Capital Market IPO Raising offer price per Offer

Unit and exercisable commencing six months following the effective date of the Registration Statement and expiring on the date which is 3 years from the effective date of the Registration Statement. The Company will apply to list the Warrants.

- (g) the Company intends to use the funds raised from the NASDAQ Capital Market IPO as follows:
- (i) approximately 25% of total funds raised to commence the Company's planned phase II clinical trials for the PENAO product candidate to be conducted in Australia and China;
 - (ii) approximately 25% of total funds raised to advance gamma delta T-cell therapy through phase I and phase II clinical trials in China and Japan;
 - (iii) approximately 25% of total funds raised to advance other clinical trials including DC Vaccine, Protein Modifier R8, and Single Domain Antibody Treatment for Coronaviruses;
 - (iv) approximately 25% of total funds raised of the net proceeds of the offer, together with the Company's existing cash and cash equivalents, for general corporate purposes, which may include working capital, improvement of corporate facilities, other general and administrative matters including strategic acquisitions (such as payment of the balance of the purchase price of \$9.2 million for Medicine Plus), investments and alliances.

The use of funds outlined above is a statement of current intentions based on present plans and business conditions and are subject to change as our plans and general conditions evolve. The amounts and timing of the Company's actual use of net proceeds from the Offer may vary depending on numerous factors, including the progress of our clinical development of our product candidates and ongoing clinical trials. As such, our management will have broad discretion in the application of the net proceeds from the Offer.

- (h) A voting exclusion statement is included in the Notice of Meeting.

2.5 Additional information in relation to Resolution 2 – Conditional issue of Shares pursuant to Underwriter Option

The following information is provided to Shareholders for the purposes of Listing Rule 6.25:

- (a) The Underwriter Option is an over-allotment option enabling the Underwriter to purchase Over-Allotment Offer Units equal to 15% of the total offering amount at the public offering price for the NASDAQ IPO
- (b) The maximum number of Over-Allotment Units for which shareholder approval is sought under Resolution 2 is 1,500,000
- (c) The Underwriter Option is exercisable for 45 days from the date of the Company's prospectus.
- (d) Shares issued to the Underwriter upon exercise of the Underwriter Option will rank pari passu with ordinary shares already on issue;
- (e) The Over-Allotment Units will be issued to the Underwriter for the purpose of Over-Allotment Option. The Underwriter is a professional and/or sophisticated investor and is an unrelated party of the Company;

- (f) Each Warrant included in the Over-Allotment Offer Units has the same terms as set out in paragraph 2.4(f) above.
- (g) No Over-Allotment Offer Units pursuant to Resolution 2 will be issued to related parties of the Company or their associates;
- (h) The intended use of any funds raised by the issue of the Over-Allotment Units pursuant to Resolution 2 is set out as is set out at paragraph 2.4(g) above.
- (i) A voting exclusion statement is included in the Notice of Meeting.

3. ENQUIRIES

Shareholders are required to contact the Company Secretary, Mr Chen Chik (Nicholas) Ong, on (+61 8) 9486 4036 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

The Glossary in the Notice of Meeting is amended to include the following definitions:

Offer Unit means one Share and one Warrant to purchase one share on the terms set out in paragraph 2.4(f).

Over-Allotment Offer Unit means a unit issued pursuant to the exercise of the Underwriter Option comprising one Share and one Warrant to purchase one share on the terms set out in paragraph 2.4(f).

Security includes a Share, Option, Convertible Note, Warrant and Underwriter Warrant issued by the Company.

Warrant means the warrants described in section 2.4(f) of this Explanatory Statement.

Underwriter Warrant has the meaning given in section 1.1(c) of this Explanatory Memorandum.

PROXY FORM**APPOINTMENT OF PROXY
BERONI GROUP LIMITED
ACN 613 077 526****GENERAL MEETING**

I/We

of

being a member of BERONI GROUP LIMITED entitled to attend and vote at the General Meeting, hereby

Appoint

Name of proxy

OR☐

the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given the Chairman intends to vote in favour of each item of business, and subject to the relevant laws as the proxy sees fit, at the General Meeting to be held at Level 16, 175 Pitt Street, Sydney NSW 2000 Australia at 12:00 pm (AEST) on 26 July 2022 and at any adjournment thereof.

Voting on Business of the General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1:	Conditional issue of Offer Units	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2:	Conditional issue of Over-Allotment Units pursuant to Underwriter Option	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2:	Conditional issue of Underwriter Warrants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4:	Conditional consolidation of securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5:	Conditional consolidation of securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6:	Conditional consolidation of securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7:	Conditional consolidation of securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8:	Conditional consolidation of securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9:	Conditional withdrawal of listing on NSX	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10:	Amendment to constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is

Signature of Member(s):

Date: _____

Individual or Member 1

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**Sole Director/Company
Secretary**

Member 2

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Director

Member 3

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**Director/Company
Secretary**

Contact Name: _____

Contact Ph (daytime): _____

BERONI GROUP LIMITED
ACN 613 077 526

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and cast a vote at an General Meeting is entitled to appoint a proxy to attend and vote on their behalf at the meeting. If the member is entitled to cast 2 or more votes at the meeting, the member may appoint a second proxy to attend and vote on their behalf at the meeting. However, where both proxies attend the meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A member who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and the appointments do not specify the proportion or number of the member's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Minerva Corporate, PO Box 5638, St Georges Tce, Perth, WA 6831; or
 - (b) email to the Company Secretary via nicholas.ong@minervacorporate.com.au,so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy forms received later than this time will be invalid.