

# **BLACK FIRE MINERALS LIMITED (to be renamed ANIMOCA BRANDS CORPORATION LIMITED)**

ABN 29 122 921 813

## **NOTICE OF ANNUAL GENERAL MEETING & EXPLANATORY STATEMENT**

For the Annual General Meeting to be held:

at **11:00 am ACDT**

on **28 November 2014**

at HLB Mann Judd (SA) Pty Ltd, **169 Fullarton Road, Dulwich, South Australia**

In this document you will find:

1. Notice of Meeting.
2. An Explanatory Statement containing an explanation of, and information about, the proposed resolutions to be considered at the Annual General Meeting.
3. Proxy Form.

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Black Fire Minerals Limited (to be renamed Animoca Brands Corporation Limited) (**Company**) will be held at **11:00 am ACDT on Friday, 28 November 2014 at 169 Fullarton Road, Dulwich, South Australia.**

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

## AGENDA

### 1 Discussion of Annual Report

---

To consider the Annual Report, Financial Statements, and the reports of the directors and the auditor for the year ended 30 June 2014.

**Note:** there is no requirement for shareholders to approve these reports and financial statements.

### 2 Resolution 1: Adoption of Remuneration Report

---

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an ordinary resolution:

*"That for the purposes of section 250R(2) of the Corporations Act, the remuneration report (which forms part of the Directors' report for the year ended 30 June 2014) is adopted".*

**Note:** Although section 250R(3) of the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors, there are potentially serious consequences associated with a "No" vote greater than 25%. Please see section 2 of the Explanatory Statement for details.

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

- (a) a member of the key management personnel, details of whose remuneration are included in the remuneration report; or
- (b) a closely related party of such a member.

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

- (a) the voter is appointed as proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the voter is the chair of the meeting and the appointment of the chair as proxy:
  - does not specify the way the proxy is to vote on the resolution; and
  - 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.

### 3 Resolution 2: Re-election of Martin Green

---

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an ordinary resolution:

*"That, for the purpose of rule 13.2 of the Constitution and for all other purposes, Mr Martin Green retires, and being eligible, is re-elected as a Director."*

### 4 Resolution 3: Re-election of David Kim

---

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an ordinary resolution:

*"That, for the purpose of rule 13.4 of the Constitution and for all other purposes, Mr David Kim retires, and being eligible, is re-elected as a Director."*

**5 Resolution 4: Re-election of Robert Yung**

---

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an ordinary resolution:

*"That, for the purpose of rule 13.4 of the Constitution and for all other purposes, Mr Robert Yung retires, and being eligible, is re-elected as a Director."*

**6 Resolution 5: Re-election of Yat Siu**

---

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an ordinary resolution:

*"That, for the purpose of rule 13.4 of the Constitution and for all other purposes, Mr Yat Siu retires, and being eligible, is re-elected as a Director."*

**7 Resolution 6: Re-election of David Brickler**

---

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an ordinary resolution:

*"That, for the purpose of rule 13.4 of the Constitution and for all other purposes, Mr David Brickler retires, and being eligible, is re-elected as a Director."*

**8 Resolution 7: Re-election of Richard Kuo**

---

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an ordinary resolution:

*"That, for the purpose of rule 13.4 of the Constitution and for all other purposes, Mr Richard Kuo retires, and being eligible, is re-elected as a Director."*

By order of the Board



Michael Billing  
Non- Executive Chair

**24 October 2014**

## PROCEDURAL NOTES

These notes form part of the Notice of Meeting.

### **1 Determination of Shareholders' Right to Vote**

---

In accordance with regulations 7.11.37 of the *Corporations Regulations 2001*, the Board has determined that for the purposes of the meeting, a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Company's share register as at 12:30 pm ACDT on Wednesday, 26 November 2014.

### **2 Appointment of Proxy**

---

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form. You may appoint the Chair of the meeting or someone else.

Shareholders are advised that:

- (a) each Shareholder has a right to appoint a proxy;
- (b) the proxy need not be a Shareholder; and
- (c) 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 the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then each proxy may exercise one-half of the votes.

An appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

If:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Shareholders;
- (b) the appointed proxy is not the Chair of the meeting;
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

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

### **3 Bodies Corporate**

---

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the Company's shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

### **4 Incorporation of Explanatory Statement**

---

The Explanatory Statement attached to this Notice of Meeting, is hereby incorporated into and forms part of this Notice of Meeting.

### **5 Questions from Shareholders**

---

At the Annual General Meeting, the Chair will allow a reasonable opportunity for Shareholders to ask questions in relation to the Resolutions to be put to the meeting.

In addition, the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Mark Phelps of Ernst & Young Ltd as the auditor responsible for preparing the auditor's report for the year ended 30 June 2014 (or his representative) will attend the Annual General Meeting. The Chair will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

## EXPLANATORY STATEMENT

This information forms part of the Notice of Meeting. The main purpose of this Explanatory Statement is to provide Shareholders with information concerning the Resolutions.

The Explanatory Statement and all attachments are important documents. They should be read carefully. The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

### **1 Financial report and the reports of the Directors and Auditor**

---

The Corporations Act requires the financial report and the reports of the Directors and Auditor to be laid before the Annual General Meeting. Shareholders will be given a reasonable opportunity to raise questions on all these reports at the meeting.

### **2 Resolution 1: Remuneration Report**

---

#### **2.1 Background**

The Annual Report for the year ended 30 June 2014 contains a Remuneration Report (refer to pages 11 to 13 of the Annual Financial Report) which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for Directors.

The Corporations Act (under section 250R) requires the agenda for an annual general meeting to include a resolution for the adoption of the Remuneration Report. The vote on the resolution is advisory only and is not binding on the Directors or the Company. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Company’s directors (other than the Managing Director) must go up for re-election.

At the 2013 AGM, 0.02% of votes that were cast were voted against the adoption of the Remuneration Report.

The remuneration report:

- (a) describes the policy behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of employees and the Company’s performance;
- (b) sets out the remuneration arrangements in place for each Director; and
- (c) explains the differences between the basis for remunerating Non-Executive Directors and executives of the Company.

A reasonable opportunity for discussion of the remuneration report will be provided at the meeting.

#### **2.2 Recommendation**

The Directors of the Company unanimously recommend to all Shareholders that they vote in favour of Resolution 1.

The Chair will be casting undirected proxy votes held by him in favour of Resolution 1, except for any proxies, undirected or otherwise, from key management personnel which are restricted.

### **3 Resolution 2: Re-election of Mr Martin Green**

---

#### **3.1 Background**

Rule 13.2 of the Constitution provides that at each general meeting one-third of the Directors for the time being, shall retire from office provided always that no Director may hold office for a period in excess of 3 years, or beyond the third annual general meeting following the Director’s election, whichever is longer, without submitting himself or herself for re-election.

Mr Martin Green was appointed to the Board on 17 December 2012. Mr Green retires in accordance with rule 13.2 of the Constitution and being eligible seeks re-election.

### **3.2 Mr Martin Green**

Mr Green holds a BA (Hons) in Accounting & Finance from the University of West of England (Bristol) and qualified as a Chartered Accountant with Ernst & Young in London before joining their Corporate Finance Division. He continued his career with Ernst & Young Corporate Finance in Australia before joining Consolidated Press Holdings (CPH) in 1999. During his more than 10 years with CPH he undertook various tasks including sourcing deals, deal analysis and execution and ongoing management of a wide range of investments for the Group.

Mr Green is now a resident in Hong Kong.

Mr Martin Green is a non-executive Director.

### **3.3 Recommendation**

The Board supports the re-election of Mr Martin Green.

The Directors of the Company unanimously recommend to all Shareholders that they vote in favour of Resolution 2.

The Chair will be casting undirected proxy votes held by him in favour of Resolution 2.

## **4 Resolutions 3 to 7 (inclusive): Re-election of Directors**

---

### **4.1 Background**

At the Extraordinary General Meeting, Shareholders approved a number of resolutions in connection with the acquisition by the Company of all the issued share capital of Animoca. The Company has previously indicated that on completion of the Animoca Acquisition, the board will be reconstituted. The existing Directors (other than Mr Green) will resign and the Directors will appoint each of Mr David Kim; Mr Robert Yung; Mr Yat Siu; Mr David Brickler; and Mr Richard Kuo. Those changes are anticipated to occur on 19 November 2014, prior to the AGM.

In accordance with Rule 13.4 of the Constitution, the Directors can appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election. As such each of Mr David Kim; Mr Robert Yung; Mr Yat Siu; Mr David Brickler; and Mr Richard Kuo will retire in accordance with Rule 13.4 of the Constitution and seek re-election at the AGM.

### **4.2 Mr David Kim**

Mr Kim is the CEO of Appionics, more commonly known by the consumer brand 'Animoca'.

Prior to this he was the CEO of mail.com Corporation, a leading personalized email and messenger service co-based in Seattle and Hong Kong.

Mr Kim also manages several independent financing and advisory projects ranging from private equity investments to refinancing of distressed assets. In recent years, he has advised and served on the boards of many prominent companies around the Pacific Rim including Bamboo Networks in Hong Kong, Viztel Solutions Group in Malaysia and Daum Corporation in Korea, where after 7 years of service as the chairman of the Audit Committee, he spearheaded the USD 105 million acquisition of Lycos, Inc. After the highly publicized transaction, Mr Kim managed the integration of the acquisition as the CEO of Lycos.

In 1999, he steered the China.com Corporation to its Initial Public Offering and became the youngest CFO of a company listed on the NASDAQ.

Mr Kim has also served as managing director for Softbank, Inc., and as managing director and CEO for Techpacific Venture Capital Limited. Mr Kim is a graduate of Stanford University in Economics and Communications with Honours, Mr Kim is also a classical vocalist with extensive musical and theatrical interest and experience.

Mr Kim will be the non-executive Chairman of the Company.

#### **4.3 Mr Robert Yung**

Mr Yung is the CEO of Animoca Brands and a director of Appionics. Previously he was the co-founder and CFO of Redgate Media, a venture-backed Chinese television and outdoor media holding company sold to Inno-Tech Holdings Limited (HK.8202) in 2012.

Mr Yung is the co-founder and Chief Strategy Officer of One Media Group Limited (HK.426), a Hong Kong-based magazine group whose IPO he oversaw in 2005. Prior to that, he was the founder and CEO of One Studio Limited, a venture-backed web development company in Hong Kong, and OSMedia Limited, a Chinese television advertising sales company. Mr Yung began his career in Asia as the General Manager of Metromedia Asia Limited, a subsidiary of Metromedia International Group (AMEX: MMG), building wireless broadband networks and mobile telecoms services in China and Indonesia.

Mr Yung holds a Master of Arts from New York University and a Bachelor of Arts with Honors in Public Policy from the University of Chicago.

Mr Yung will be a non-executive Director of the Company and will act as the Managing Director of the Company.

#### **4.4 Mr Yat Siu**

Mr Siu is the founder and CEO of Outblaze Limited, a digital media company specialising in gaming, cloud technology, and smartphone/tablet software development. In 2009 he sold Outblaze's messaging division to IBM and successfully pivoted Outblaze Limited from B2B messaging services to B2C digital entertainment.

Mr Siu is a director for TurnOut Ventures Limited, a partnership between Outblaze Investments Limited and Turner Entertainment Holdings Asia-Pacific Limited, and he is co-founder of Appionics (known by the consumer brand 'Animoca'), a major developer and publisher of smartphone games.

In 2012 he set up ThinkBlaze, the research arm of Outblaze Limited dedicated to investigating socially meaningful issues related to technology.

Mr Siu has earned numerous accolades including Global Leader of Tomorrow at the World Economic Forum, and Young Entrepreneur of the Year at the DHL/SCMP Awards. He is a supporter of various NGOs and serves on the board of directors for the Asian Youth Orchestra.

Mr Yat Siu will be a non-executive Director of the Company.

#### **4.5 Mr David Brickler**

Mr Brickler holds an MBA from Kellogg-HKUST and a BA from Princeton University and is a fluent speaker of Chinese and Japanese.

Mr Brickler is the ICT Manager for Baptcare - a provider of healthcare and family and community services throughout Victoria and Tasmania. Prior to this, Mr. Brickler was Senior Director of Applications for World Vision International, one of the world's largest non-profit organisations. He has also served as the Asia Pacific CIO for Mizuho Securities Asia Ltd., an Executive Director of Ernst & Young in Hong Kong, and Global CIO for the Noble Group, one of the largest commodities traders in the world.

Mr Brickler was the founder and CEO of Emergent Technology Limited, a venture-backed Hong Kong supply-chain company, and a Vice President of Information Technology at Caspian Securities. Prior to his 14 years in Hong Kong, he spent 15 years in Japan, including several years as the Vice President of Equity Technology at Goldman Sachs Securities Co. Ltd, Japan. Mr Brickler also served in various engineering positions at EDS Japan LLC, Sundai, and Fujitsu Limited.

Mr David Brickler will be a non-executive Director of the Company.



#### 4.6 Mr Richard Kuo

Mr Kuo is the founder and CEO of Pier Capital, a boutique investment banking firm specialising in the technology sectors. He is a non-executive director of Probiotec Limited and Favourit.com and has held directorships of Equity Capital Markets Limited, Glenorchy Arts & Sculpture Park, and Australian Art Events Foundation.

Prior to founding Pier Capital, Mr Kuo initially practiced as a lawyer, specialising in corporate law in a large national law firm before moving into investment banking as a corporate adviser.

Mr Kuo technology experience includes a senior management role in Open Telecommunications during a period in which it grew to become one of Australia's largest software companies. He has advised on a wide range of domestic and cross-border transactions involving technology and digital media companies including investing directly in emerging technology companies in Australia and internationally.

Mr Kuo is a Fellow of the Australian Institute of Company Directors and holds qualifications in accounting, finance and law together with post graduate qualifications in applied finance and investment.

Mr Richard Kuo will be a non-executive Director of the Company.

#### 4.7 Recommendation

Each Director abstains from providing a recommendation in respect of the Resolution that proposes to re-elect himself. This is because of the potential for there to be a perceived interest that that Director may have in the outcome of that resolution. Each remaining Director recommends Shareholders approve the re-election of the named Director.

The Chair will be casting undirected proxy votes held by him in favour of Resolutions 3 to 7 (inclusive).

### 5 GLOSSARY

---

The following words and expressions used in the notice of meeting and Explanatory Statement have the following meanings unless the context requires otherwise:

**Animoca** means Animoca Brands Corporation (British Virgin Islands Company No 1799850).

**Animoca Acquisition** means the acquisition by the Company of all of the issued capital of Animoca pursuant to the Heads of Agreement.

**Annual Report** means the annual report of the Company for the financial year ended 30 June 2014.

**Auditor** means Ernst & Young Ltd.

**ASX** means ASX Limited ACN 98 008 624 691

**Board** means the board of directors of the Company.

**Company** means Black Fire Minerals Limited (ABN 29 122 921 813) (to be renamed Animoca Brands Corporation Limited).

**Constitution** means the Company's constitution.

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

**Director** means a director of the Company.

**Executive Director** means a Director that is also an executive.

**Explanatory Statement** means the explanatory statement accompanying the notice of meeting for the AGM.

**Extraordinary General Meeting** means the general meeting of the Company held on 23 October 2014.

**Heads of Agreement** means the heads of agreement dated 22 June 2014 between the Company and Appionics relating to the purchase by the Company of all of the issued capital of

Animoca, as novated and amended, and any definitive legal agreement entered into pursuant to the heads of agreement.

**Listing Rules** means the Listing Rules of the ASX.

**Meeting** or **AGM** means the annual general meeting of the Company to be held on 28 November 2014.

**Notice of Meeting** means this notice of general meeting including the Explanatory Statement and the Proxy Form.

**Proxy Form** means the proxy form accompanying the Notice of Meeting.

**Resolution** means a resolution proposed in the Notice of Meeting.

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

**Share Registry** means Security Transfer Registrars Pty. Limited.

**Shareholder** means a holder of Shares.

# Black Fire Minerals Limited (to be renamed Animoca Brands Corporation Limited): Proxy Form

## Section 1: Security Holder

Name(s)

Address

Security Holder Reference Number

## Section 2: Appointment of Proxy

I/We being a member/s of the Company hereby appoint:

☐ **The Chair of the Meeting**  
(mark with an "x")

OR

(Write here the name of the person you are appointing if this person/s is someone other than the Chair of the meeting)

Write here % of votes or number of shares if appointing 2 proxies

(Write here the name of the person you are appointing if you are appointing a second proxy)

Write here % of votes or number of shares if appointing 2 proxies

or failing the person/s named, or if no person/s is named, the Chair of the meeting, as my/our proxy and to act generally at the meeting on my/our behalf and to vote in accordance with the directions in Section 3 below (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Black Fire Minerals Limited (to be renamed Animoca Brands Corporation Limited) to be held at **169 Fullarton Road, Dulwich, South Australia** at **11:00 am ACDT** on **28 November 2014** and at any adjournment or postponement of that meeting.

*Chair of meeting authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the meeting as my/our proxy (or the Chair of the meeting becomes my/our proxy by default) I/we expressly authorise the Chair of the meeting to exercise my/our proxy on Resolution 1 (except where I have indicated a different voting direction in Section 3 below) even though Resolution 1 is connected directly or indirectly with the remuneration of members of key management personnel, which includes the Chair.*

## Section 3: Items of Business

I/We direct as follows:

|              |                                  | For                      | Against                  | Abstain                  |
|--------------|----------------------------------|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Remuneration Report              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Mr Martin Green   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Re-election of Mr David Kim      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 | Re-election of Mr Robert Yung    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 | Re-election of Mr Yat Siu        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 | Re-election of Mr David Brickler | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 7 | Re-election of Mr Richard Kuo    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Please note:

- (1) If you have appointed a proxy and do not mark any direction box for an item, your proxy is authorised to vote or abstain from voting on the relevant item in their absolute discretion.
- (2) If you have appointed a proxy and 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.
- (3) The Chair of the meeting intends to vote undirected proxies in favour of each item of business. In exception circumstances, the Chair of the meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

#### **Section 4: Authorised Signature/s**

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Security Holder 1 (Individual)

Security Holder 2 (Individual)

Security Holder 3 (Individual)

Sole Director and Sole Company Secretary

Director

Director/Company Secretary (delete one)

(     )

Contact Name

Contact daytime telephone

Email

Date

#### **YOUR VOTE IS IMPORTANT - PLEASE READ THE INFORMATION BELOW**

If you are unable to attend the meeting, you are encouraged complete and lodge this form.

##### **Appointing a proxy**

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

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of shares 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 of 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 shares 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 shares for each in Section 2 overleaf.

A proxy need not be a shareholder of the Company.

##### **Signing Instructions**

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

Joint Holding: Where the holding is in more than one name, all of the shareholders 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.

##### **Attending the Meeting**

Please bring this form to assist registration. If a representative of a corporate shareholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Security Transfer Registrars Pty Ltd.

**For your vote to be effective it must be received no later than 11.00 am ACDT on 26 November 2014**

##### **Lodging a proxy form**

Send completed forms to:

|                   |   |
|-------------------|---|
| <b>By Fax:</b>    | <b>Attention the Company Secretary on +618 8431 3502</b>                              |
| <b>By Mail:</b>   | <b>To the Company at C/- HLB Mann Judd (SA) Pty Ltd, PO Box 377 KENT TOWN SA 5071</b> |
| <b>In Person:</b> | <b>To the Company's office at 169 Fullarton Road, Dulwich, South Australia</b>        |