



Murray Cod Australia Ltd

ACN 143 928 625

NOTICE OF GENERAL MEETING

**The General Meeting of the Company will be held via
teleconference on Monday, 12 April 2021 at 2pm (AEDT)**

The Directors recommend that you vote in favour of all Resolutions at this General Meeting.

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (02) 6962 5470.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice

MURRAY COD AUSTRALIA LIMITED

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NOTICE OF GENERAL MEETING

Notice is hereby given that the general meeting of Shareholders of Murray Cod Australia Limited (**Company**) will be held via teleconference on Monday, 12 April 2021 at 2pm (AEDT) (**Meeting**).

Accordingly, all resolutions at the Meeting will be decided by poll, based on votes submitted by proxy and at the Meeting by shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out in Section 0 of the Explanatory Memorandum.

The Explanatory Statement provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company on Saturday, 10 April 2021 at 5pm (AEDT).

Terms and abbreviations used in the Notice are defined in Schedule 1.

1. Resolution 1 - Approval of issue of Incentive Options

To consider and, if thought fit, to pass, with or without amendment, each as a **separate** ordinary resolution:

"That, pursuant to and in accordance Listing Rule 10.14 and sections 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 2,000,000 Incentive Options to Mr David Crow (or his respective nominee) under the Scheme on the terms and conditions in the Explanatory Statement."

Voting Prohibitions

Resolution 1

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast by or on behalf of David Crow (or his respective nominee), a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question, or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (a) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (b) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Mr Ross Anderson
Executive Chairman
Murray Cod Australia Limited
Dated: 11 March 2021

MURRAY COD AUSTRALIA LIMITED

ACN 143 928 625

EXPLANATORY STATEMENT

1. Introduction

The Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held via teleconference on Monday, 12 April 2021 at 2.00pm (AEDT).

The Explanatory Statement forms part of the Notice which should be read in its entirety. The Explanatory Statement contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Statement includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 1	Action to be taken by Shareholders
Section 2	Resolution 1 - Approval of issue of Incentive Options
Schedule 1	Definitions
Schedule 2	Terms and conditions of Incentive Options
Schedule 3	Valuation of Incentive Options

A Proxy Form is located at the end of the Explanatory Statement.

2. Action to be taken by Shareholders

2.1 No voting in person

Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, the Company is not able to allow Shareholders to physically attend the Meeting. Please refer to the information below on how Shareholders can participate in the Meeting.

2.2 Voting by Proxy

All voting will be conducted by poll using proxy instructions received in advance of the Meeting. The poll will be conducted based on votes submitted by proxy and at the Meeting by Shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out below.

The Directors instruct all Shareholders who would like to have their vote counted to either:

- (a) vote by lodging a proxy form prior to Saturday, 10 April 2021 at 5pm (AEDT) (**Proxy Cut-Off Time**) (recommended) by any of the below methods:
 - (i) by post to PO Box 763, Griffith NSW 2680; or
 - (ii) by scan and email to wendy@andersonsonline.com.au; or
- (b) Shareholders who wish to participate and vote at the Meeting should contact the Company at wendy@andersonsonline.com.au prior to 5.00pm (AWST) on Saturday, 10 April 2021, at which point the Company will email you a personalised poll form for the purpose of voting on a poll at the Meeting.

How Shareholders can participate:

- (c) Shareholders are strongly urged to appoint the Chair as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair must follow your instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the Proxy Form attached to the Notice. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting.
- (d) Shareholders who intend to participate and vote on a poll at the Meeting must contact the Company at wendy@andersonsonline.com.au to notify the Company that you intend to participate and vote on a poll at the Meeting by emailing the Company a poll form. You will also need to register and access the Shareholder Meeting by teleconference to follow the meeting and timing of the poll (see below). After giving notice and following the Proxy Cut-Off Time, the Company will send you a personalised poll form. The personalised poll form must be completed and returned to the Company after the poll has been called and prior to the close of polling. During the Meeting, the Chair will notify you when and how you are able to complete and return the personalised poll form. The results of the Meeting will then be announced on the ASX in accordance with the Listing Rules.
- (e) Shareholders who have completed a proxy form but have not notified the Company that you intend to participate and vote on a poll at the Meeting will

have an opportunity to participate in the meeting through the videoconference teleconference facility described below. In this circumstance, the person you have appointed as proxy will cast your vote on your behalf.

- (f) Shareholders are encouraged to complete a Proxy Form to provide specific instructions to the Chair on how the Shareholder's vote is to be exercised on each item of business. The Chair must follow your instructions. Shareholders will not be permitted to appoint any other person as their proxy for the purposes of the Meeting.

2.3 Remote attendance via teleconference

The Meeting will be accessible to all Shareholders via a teleconference, which will allow Shareholders to listen and observe the Meeting. and ask questions in relation to the business of the Meeting.

Shareholders who wish to participate in the Meeting can do so remotely by joining via the following details:

Link:	https://us02web.zoom.us/j/89086330493
Telephone:	+61 2 8015 6011 (Australia)
	Find your local number: https://us02web.zoom.us/j/89086330493
Meeting ID:	890 8633 0493

2.4 Voting Prohibition on Proxy Holders (Remuneration of Key Management Personnel)

In accordance with sections 250BD and 250R of the Corporations Act, votes on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

- (a) a member of the Key Management Personnel; or
- (b) a Closely Related Party of such member.

However, a person described above may cast votes on Resolution if the vote is not cast on behalf of a person who is excluded from voting on the relevant Resolution and:

- (c) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (d) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution, but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

2.5 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1 by signing and returning the Proxy Form, you are considered to

have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

ORDINARY BUSINESS

3. Resolution 1 - Approval of issue of Incentive Options to David Crow

3.1 General

The Company is proposing to issue up to 2,000,000 Options (**Incentive Options**) to Director David Crow, or his nominee.

The Company is in an important stage of growth with significant opportunities and challenges in both the near and long-term, and the proposed issue seeks to align the efforts of its Directors in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board also believes that incentivising with Incentive Options is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Incentive Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market. The Incentive Options are to be issued under the Company's Scheme.

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 10.14 and section 195(4) of the Corporations Act for the issue of up to 2,000,000 Incentive Options under the Scheme to Mr David Crow or his nominee.

3.2 Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- (a) a Director of the Company (Listing Rule 10.14.1);
- (b) an associate of a Director of the Company (Listing Rule 10.14.2); or
- (c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its Shareholders.

The proposed issue of the Incentive Options falls within Listing Rule 10.14.1 (or Listing Rule 10.14.2 if Mr Crow elects for the Incentive Options to be granted to his nominee) and therefore requires the approval of Shareholders under Listing Rule 10.14.

Resolution 1 seeks the required Shareholder approval to the proposed issue under and for the purposes of Listing Rule 10.14. As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 or 10.11 is not required.

If Resolution 1 is passed, the Company will be able to proceed with the issue of Incentive Options to Mr Crow (or his nominee) as set out above.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the Incentive Options to Mr Crow (or his nominee and the Company will consider other forms of remuneration, including by the payment of cash, subject to the requirements of the Constitution, Corporations Act and Listing Rules.

3.3 Specific information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Incentive Options:

- (a) The Incentive Options will be issued under the Scheme to Mr Crow (or his nominee), who is a Director.
- (b) The Director is a related party of the Company by virtue of being a Director and falling into the category stipulated by Listing Rule 10.14.1. If the Director elects for the Incentive Options to be granted to his nominee, Listing Rule 10.14.2 will apply.
- (c) The maximum number of Incentive Options to be issued to the Director (or his nominee) is 2,000,000.
- (d) The current total remuneration package for the Director as at the date of this Notice is set out below:

Director	Directors Salary and fees (excluding superannuation)
David Crow	\$30,000
TOTAL	\$30,000

- (e) No Securities have been previously issued under the Scheme to Mr David Crow.
- (f) The Incentive Options will be exercisable at \$0.25 each and expire on 3 January 2025 after the date of issue, and otherwise be issued on the terms and conditions in Schedule 2.
- (g) The Board considers that Incentive Options, rather than Shares, are an appropriate form of incentive because the Incentive Options granted will generally only be of benefit if the Director performs to the level whereby the value of the Company increases sufficiently to warrant exercising the Incentive Options. The issue of the Incentive Options will therefore further align the interests of the Director with Shareholders. If all Incentive Options are exercised, it would also result in a cash injection to the Company of \$500,000 (assuming no cashless-exercise facility is utilised).
- (h) A valuation of the Incentive Options is in Schedule 3, with a value of \$267,788.
- (i) The Incentive Options will be issued as soon as practicable following the receipt of approval at the Meeting, and in any event, no later than 12 months after the date of the Meeting.
- (j) The Incentive Options will have an issue price of nil as they will be issued as part of the Director's remuneration package.

- (k) A summary of the material terms of the Scheme is in the notice of meeting dated 19 November 2020.
- (l) No loan will be provided to the Directors in relation to the issue of the Incentive Options.
- (m) Details of any Securities issued under the Scheme will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 will not participate until approval is obtained under Listing Rule 10.14.
- (n) A voting exclusion statement is included in the Notice.

3.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Incentive Options constitutes giving a financial benefit and the Director is a related party of the Company by virtue of being a Director.

The Board has resolved that the issue of the Incentive Options constitutes 'reasonable remuneration' in the circumstances, and therefore falls within the scope of the exception in section 211 of the Corporations Act, having sought advice from an independent remuneration consultant.

3.5 Additional information

Resolution 1 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 1.

Schedule 1 - Definitions

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Company means Murray Cod Australia Limited (ACN 143 928 625).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

General Meeting means the meeting convened by the Notice of Meeting.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the Listing Rules of ASX.

Material Investor means, in relation to the Company:

- (a) a related party;
- (b) Key Management Personnel;
- (c) a substantial Shareholder;
- (d) an adviser; or
- (e) an associate of the above,

who received or will receive (as applicable) Securities in the Company which constitute or constituted (as applicable) more than 1% of the Company's issued capital at the time of issue.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice of Meeting or **Notice of General Meeting** means this notice of general meeting.

Options means an unlisted option to acquire a Share.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Scheme means the Murray Cod Australia Ltd Employee Incentive Scheme.

Securities means any Equity Securities of the Company (including without limitation Shares, Options and/or performance rights).

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

Shareholder means a holder of a Share.

VWAP means volume weighted average price.

Schedule 2 - Terms and conditions of Incentive Options

The terms of the Incentive Options are as follows:

1. **(Entitlement):** Each Option entitles the holder to subscribe for one Share upon exercise of the Option (once vested).
1. **(Issue Price):** No cash consideration is payable for the issue of the Options.
2. **(Exercise Price):** The Options have an exercise price per Option of \$0.25 (**Exercise Price**).
3. **(Expiry Date):** The Options expire at 5.00 pm (WST) on the 3 January 2025 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date. If this falls during a “Blackout Period” as defined in the Company’s securities trading policy, the Expiry Date will be 5pm (WST) on the date 10 Business Days after the last day of that Blackout Period.
4. **(Exercise Period):** The Options are exercisable at any time after it has vested and prior to the Expiry Date.
5. **(Vesting Conditions):** The Incentive Options will vest as follows, subject to the Director continuing to hold the position of Director at all times until the vesting date:

Percentage of Incentive Options	Vesting date
25%	1 July 2021
25%	1 July 2022
25%	1 July 2023
25%	1 July 2024

6. **(Quotation of the Options):** The Company will not apply for quotation of the Options on ASX.
7. **(Transferability of the Options):** The Options are not transferable.
8. **(Notice of Exercise):** The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise

and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

9. **(Timing of issue of Shares on exercise):** Within 5 Business Days after the Exercise Date the Company will:
 - (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
10. **(Restrictions on transfer of Shares):** If the Company is required but unable to give ASX a notice under paragraph 9(b), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.
11. **(Shares issued on exercise):** Shares issued on exercise of the Options will rank equally with the then Shares of the Company.
12. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
13. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
14. **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment, the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue.
15. **(Change in exercise price):** An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
16. **(Cessation of employment):** Where the holder (or the person who is entitled to be registered as the holder) of the Options is no longer employed, or their engagement is discontinued (for whatever reason), with the Company, any unexercised Options will automatically lapse and be forfeited on the date that is 3 months from the cessation of that engagement, unless the Board otherwise determines in its sole discretion.

Schedule 3 - Valuation of Incentive Options

The Incentive Options to be issued to the pursuant to Resolution 1 have been valued using the Black & Scholes valuation model on the following assumptions:

Non-Executive Director	David Crow
Number of Incentive Options	2,000,000
Valuation date	11/03/21
Share price	\$0.24
Exercise price	\$0.25
Expiry date	3 January 2025
Expected volatility	80%
Risk free interest rate	0.14%
Annualised dividend yield	Nil
Value of each Incentive Option	\$0.134
Aggregate value of Incentive Option	\$267,788

Proxy Form

MURRAY COD AUSTRALIA LIMITED ACN 143 928 625

PROXY FORM

The Company Secretary
MURRAY COD AUSTRALIA LIMITED

By post:
PO Box 763
Griffith NSW 2680

Delivery:
Level 1,
153 Yambil Street,
Griffith NSW 2680

By email:
wendy@andersonsonline.com.au

Step 1 - Appoint a Proxy to Vote on Your Behalf

I/We ¹ _____ of _____

being a Shareholder/Shareholders of the Company and entitled to _____
votes in the Company, hereby appoint:

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 and address of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting to be held at 2:00pm (AEDT) on Monday, 12 April 2021 via teleconference, on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit, except as provided below).

CHAIR'S VOTING INTENTIONS IN RELATION TO UNDIRECTED PROXIES

The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution. In exceptional circumstances the Chair may change his/her voting intentions on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Important: If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1, even though these Resolutions are connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

Proxy appointments will only be valid and accepted by the Company if they are made and received by 5:00pm (AEDT) on Saturday, 10 April 2021, being no later than 48 hours before the meeting.

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

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

	For	Against	Abstain
Resolution 1 Approval for issue of Incentive Options - Mr David Crow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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.

Authorised signature/s

This section ***must*** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary
<hr/>		
Contact Name	Contact Daytime Telephone	Date

¹Insert name and address of Shareholder

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

- Joint Holding: where the holding is in more than one name all of the holders should sign.
- Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
- Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (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 or received by facsimile transmission at the address below no later than 48 hours prior to the time of commencement of the Meeting (AEDT).

Business address: Level 1, 153 Yambil Street, Griffith NSW 2680

Postal address: PO Box 763, Griffith, NSW 2680

Email: wendy@andersonsonline.com.au