



Traka Resources Limited

ABN: 63 103 323 173

15 October 2011

Company Announcements Office

ASX Limited

PO Box H224 Australia Square

SYDNEY NSW 2000

Dear Sir / Madam

Notice of Annual General Meeting

Attached is the notice of the Traka Resources Limited Annual General Meeting.

Yours faithfully

Peter Rutledge

Company Secretary

TRAKA RESOURCES LIMITED

ABN 63 103 323 173

NOTICE OF ANNUAL GENERAL MEETING

to be held at

The Celtic Club, 48 Ord Street, West Perth

on 16 November 2011 at 3.00 pm WST

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on 16 November 2011 at 3.00 pm WST

Notice is hereby given that the 2011 Annual General Meeting of shareholders of Traka Resources Limited will be held at the Celtic Club, 48 Ord Street, West Perth, WA on Wednesday 16 November 2011 commencing at 3.00 pm WST ("Meeting").

The Proxy Form forms part of this Notice of Annual General Meeting ("Notice").

The Directors have determined pursuant to regulation 7.11.38 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 at 3.00 pm WST on 14 November 2011.

AGENDA

1. Financial Statements and Reports

To receive and consider the financial statements for Traka Resources Limited together with the directors' report and auditor's report for the year ended 30 June 2011 as set out in the 2011 Annual Report.

2. Resolution 1: Re-election of Director – Mr George Petersons

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

"That Mr George Petersons who retires in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a director."

3. Resolution 2: Remuneration Report

To consider and, if thought fit, to pass as an ordinary non-binding resolution:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2011, as disclosed in the 2011 Annual Report, be adopted."

Voting Exclusion Statement

In accordance with subsection 250R(4) of the Corporations Act, a vote on Resolution 2 must not be cast, by or on behalf of a member of the key management personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member.

However, subsection 250R(5) provides that a person described above may vote on Resolution 2 if:

- (a) the person does so as a proxy, appointed by writing, that states how the proxy is to vote on the resolution; and
- (b) the vote is not cast on behalf of a person prohibited from voting on the resolution, as described above .

4. Resolution 3: Issue of options to the Managing Director

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

"That, for the purposes of Chapter 2E of the Corporations Act, Listing Rule 7.1 and Listing Rule 10.11 of the Listing Rules of the Australian Securities Exchange ("ASX") and for all other purposes, shareholders approve and authorise the issue at no cost of 1,000,000 options to the Managing Director, Mr Patrick Verbeek (or his permitted nominee) to acquire fully paid ordinary shares in the capital of Traka Resources Limited on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution 3 by Mr Verbeek and his associates. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form, or 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.

5. Resolution 4: Ratification of previous share placement

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

“That, in accordance with ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue and allotment on 4 March 2011 of 7,000,000 ordinary shares at 22 cents each to institutional and professional investors on the terms and conditions and for the purposes referred to in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by any person who participated in the issue and any associates of such persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form, or 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.

By order of the Board



Peter Rutledge
Company Secretary
26 September 2011

This Notice 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.

TRAKA RESOURCES LIMITED

ABN 63 103 323 173

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared for the information of shareholders in connection with the business to be conducted at the Annual General Meeting of the Company to be held at Celtic Club, 48 Ord Street, West Perth, Western Australia on Wednesday 16 November 2011 commencing at 3.00 pm.

The purpose of this Explanatory Memorandum is to provide information which the Directors believe is material to Shareholders in relation to the Resolutions. This Explanatory Memorandum explains the Resolutions and identifies the Directors' reasons for putting them to Shareholders.

1. Financial Statements and Reports

The financial statements, directors' report and auditor's report for the year ended 30 June 2011, as set out in the 2011 Annual Report, are placed before the meeting in accordance with Section 317 of the Corporations Act 2001 (Cth). Shareholders will be given reasonable opportunity to discuss these documents and ask questions.

For those Shareholders who have elected not to receive a hard copy of the Annual Report, it can be accessed on the Company's website at: www.trakaresources.com.au

2. Resolution 1 – Re-election of Director - Mr George Petersons

The Company's Constitution requires that where there are three or more Directors, one third of those Directors must retire at each AGM. If the number of Directors is not a multiple of three, then the next nearest whole number of Directors must retire from office. The Constitution excludes the Managing Director from this requirement.

The Constitution provides that a Director who retires is eligible for re-election.

Mr George Petersons, who retires by rotation pursuant to the Constitution, seeks re-election.

A brief biography of Mr Petersons is set out in the Annual Report.

The Board (excluding Mr Petersons) endorses the re-election of Mr Petersons.

3. Resolution 2 – Remuneration Report

The directors' report for the year ended 30 June 2011 contains the Remuneration Report, which sets out the Company's policy for the remuneration of the Directors and certain of its executives.

Section 250R of the Corporations Act requires that a resolution be put to shareholders that the Remuneration Report be adopted, but expressly provides that the vote is advisory only and does not bind the Directors or the Company.

Shareholders will be given reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

4. Resolution 3 – Issue of Options to the Managing Director

This resolution seeks approval to issue 1,000,000 options to Mr Patrick Verbeek, the Managing Director, as an incentive. The options are exercisable within 3 years of their issue at an exercise price that is set at a 25% premium to the closing market price of the Company's shares on the date of issue of the options. These options are not linked to the Company's performance.

4.1 Background

The broad remuneration policy of the Company, as set out in the Remuneration Report which forms part of the directors' report in the Company's 2011 Annual Report, is to ensure that the remuneration package of its key management personnel reflects their duties and responsibilities and is competitive in attracting, retaining and motivating people of the highest quality.

The non-executive directors, being all the directors other than Mr Verbeek, have reviewed Mr Verbeek's

remuneration package and recommend the issue of these options to Mr Verbeek based on the following considerations:

- (a) Mr Verbeek's overall level of remuneration for the previous financial year, as set out in the Remuneration Report in the Company's 2011 Annual Report and summarised in 4.2(iii) below;
- (b) the services provided by Mr Verbeek to the Company over the years since its listing;
- (c) the importance of providing an incentive for a continuing high level of service in future;
- (d) the general level of remuneration of other executives with similar roles to Mr Verbeek in the mineral exploration industry.

4.2 Chapter 2E of the Corporations Act – Related Party Transaction

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provision; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

For the purposes of Chapter 2E, Mr Verbeek, the Company's Managing Director, is a related party of the Company.

In accordance with Section 219 of the Corporations Act, the following information is provided to shareholders to allow them to assess the proposed issue of options to Mr Verbeek.

(i) Terms and Conditions of the options

The proposed terms and conditions of the options are as follows:

- (a) *Each option entitles the holder to subscribe for one fully paid ordinary share in the capital of Traka Resources Limited;*
- (b) *Issue Price: Each option is issued for nil consideration;*
- (c) *Exercise Price: The amount payable per share on exercise of the options is an amount equal to the closing market price of the Company's shares on the issue date of the options plus 25% of that market price ("the Exercise Price");*
- (d) *Expiry Date: The Expiry Date of the options is 36 months after the date of issue of the options unless expiry occurs earlier under these terms and conditions.*
- (e) *Issue Date: The Issue Date will be the date of approval of the issue of the options by shareholders*
- (f) *Not transferable and not listed: The options are not transferable and not listed;*
- (g) *Exercise: Subject to (h) below, the options may be exercised by notice in writing to the Company ("the Exercise Notice"), delivery of the option certificate and payment of the Exercise Price to the Company at any time prior to the Expiry Date ("the Exercise Period"). The options may be exercised in one or more lots on different occasions during the Exercise Period, provided that such lots are equal to or a multiple of 100,000 options. Within 10 business days of receipt of the "Exercise Notice" and option certificate and payment of the "Exercise Price", the Company will allot the corresponding number of fully paid ordinary shares to the option holder, procure the issue of a statement of holding for the shares and apply for the shares to be listed on the ASX. The shares issued as a result of exercise of the options shall rank equally in all respects with the other issued fully paid shares in the Company;*
- (h) *Cessation of engagement:*
 - (i) *In the event that either Mr Verbeek or his associated company, Malahang Pty Ltd ("Malahang"), ceases to provide services to the Company, then from the date of such cessation of services the options which can validly be exercised at such date may only be exercised by the option holder within 3 months of the effective date on which Mr Verbeek or Malahang ceased to provide services to the Company, and immediately following that 3 months shall forthwith lapse and have no further effect unless otherwise determined by the directors of the Company;*
 - (ii) *In the event that Mr Verbeek's or Malahang's services to the Company are terminated by the Company following the takeover of the Company, or following a change of control of the Company (being a change in the composition of the shareholders of the Company whereby a person who does not presently control the Company within the meaning of Section 500A of the Corporations Act 2001 (Cth) gains such control over the Company), all the options shall remain in full force and effect for the full term up until the Expiry Date;*

- (i) *New share issues: There are no participation rights or entitlements inherent in the options and their holder will not be entitled to participate in new issues of capital offered to shareholders without exercising the options. The Company, however, will ensure that for the purposes of determining entitlements to any such issue, the books closing date will be in accordance with the ASX Listing Rules. This will give the option holder the opportunity to exercise his options (should he otherwise be entitled to) prior to the date for determining entitlements to participate in any such issue;*
- (j) *Reorganisations: In the event of any reorganisation of the issued capital of the Company, the number of options or the exercise price of the options or both shall be reconstructed in a manner which complies with the ASX Listing Rules in force at that time and in all other respects the terms for the exercise of the options shall remain unchanged; and*
- (k) *Options not exercised by 5.00 pm WST on the expiry date will automatically expire.*

(ii) Value attributed to the proposed issue of options

The Company has computed the value that would be attributable to the proposed options using the Black-Scholes valuation model, based on the following data and on the assumption that they were issued as at the date of this Notice of Meeting:

Share price - closing market price on date of valuation	20 cents
Exercise price - 25% premium to market price	25 cents
Risk free rate - 3-year Commonwealth Bond rate	3.57%
Expected volatility	95%
Time to expiry	3 years

The current levels of share price volatility of junior exploration companies listed on the ASX, such as Traka Resources Limited, is considered to be in the range of 80% to 110%. Based on this information a volatility of 95% has been utilised as a preferred estimate of the future volatility of the Company's shares for the purpose of this valuation.

The value of each option has been calculated to be 11.31 cents. This values the 1,000,000 options at \$113,100.

The value is particularly sensitive to volatility. A sensitivity analysis examining the effect of the range of volatility between 80% and 110% resulted in a range of values of between 9.66 cents and 12.78 cents per option respectively.

Note: In accordance with AASB 2 "Share Based Payments", the Company will calculate the actual value attributable to these options as at the date they are granted, and this cost will be recognised as an expense in the Statement of Comprehensive Income.

(iii) Total remuneration package of Mr Verbeek

The Company entered into a consultancy agreement with Malahang Pty Ltd on 14 October 2003 ("Consultancy Agreement"). In accordance with the terms of the Consultancy Agreement, Malahang agreed to provide the services of its employee, Mr Patrick Verbeek, to undertake all functions, duties, roles and authorities which the Company would require of a person engaged as Managing Director of the Company on a full time basis. The Consultancy Agreement commenced on 20 November 2003 with an initial term of 2 years and a further 2 year term election to November 2007. The Company has elected to extend the term for two further periods of 2 years on similar terms. The current base consulting fee is \$250,000 per annum plus \$27,000 per annum to cover the supply of a four-wheel-drive motor vehicle.

The amount paid under this consultancy agreement for the year ended 30 June 2011 was \$264,667 plus reimbursement of work related expenses. The total remuneration package of the Managing Director for the 2011/12 year, including the value of the proposed options is expected to be:

Fees (paid to Malahang Pty Ltd)	\$267,000
Estimated value of proposed options based on assumptions as at the date of this Notice of meeting	<u>\$113,100</u>
Total remuneration package	<u>\$380,100</u>

(iv) Relevant interest of Mr Verbeek in the securities of the Company

Mr Verbeek has the following relevant interests in the securities of the Company.

Holding	Interest	Shares	Options
Malahang Pty Ltd	Mr Verbeek is a director and shareholder of Malahang	2,499,999	4,000,000

1,000,000 of the above options are exercisable at 10 cents per share by 10 December 2011, and a further 1,000,000 options are exercisable at 20 cents per share by 28 December 2011.

(v) The effect of the issue on existing shareholders

The issued capital of the Company will increase by 1,000,000 shares if the options are exercised in full which will dilute existing members' interests by that amount. There are currently 68,605,049 shares on issue which would result in a dilution of 1.5% if the options are exercised.

These options have no trading history as they will not be listed and will be in a category of their own. The company's shares have a 12 month price range of a low of 15 cents, a high of 31 cents and a current last sale at 20 cents on 22 September 2011.

As noted above the estimated cost to the Company of the issue of the options is \$113,100 or 0.16 cents per share on issue.

Except as stated in this Explanatory Memorandum the Directors do not consider that from an economic and commercial point of view, there are any costs or detriments including opportunity costs or taxation consequences for the Company or benefits foregone by granting the Options pursuant to Resolution 3 to Mr Verbeek or his nominee upon the terms proposed, except as otherwise disclosed in this Explanatory Statement.

Neither the Company nor the Directors are aware of any undisclosed information that would be reasonably required by shareholders to make a decision in relation to the potential financial benefits contemplated by the proposed Resolution 3.

(vi) Directors' recommendation

Approval of the proposed resolution would have the effect of authorising the issue of 1,000,000 free options over unissued shares in the Company to Mr Verbeek.

The Directors other than Mr Verbeek do not have an interest in the outcome of the resolution and recommend that shareholders approve the issue of the options for the following reasons:

- (a) the options are considered by the directors to provide a cost effective means of giving an incentive to Mr Verbeek to advance the Company's interests in accordance with the directions given from time to time by the board of directors; and
- (b) the number of options to be issued is considered to be in line with the number issued to directors of similar companies.

Mr Verbeek, who stands to gain personally from the issue of the options, declines to make any recommendation in relation to shareholders' consideration of the resolution.

4.3 Listing Rule 10.13 Disclosures

The following information is provided to satisfy ASX Listing Rule 10.13 to allow shareholders to assess the proposed issue of options in the Company.

- (a) The name of the director is Mr P A Verbeek;
- (b) The maximum number of options to be issued is 1,000,000;
- (c) The Issue Date will be the date of approval of the issue of the options by shareholders;

- (d) The options will be issued free on the terms and conditions set out in subsection 4.2(i) above;
- (e) No funds will be raised by the issue of the options. If the options are all exercised at the Exercise Price (as that term is defined in the Terms and Conditions of the Options set out in subsection 4.2(i)) based on the Company's share price at 22 September 2011 a maximum of \$250,000 will be added to working capital of the Company in due course.

As approval of shareholders is being sought pursuant to ASX Listing Rule 10.11 under resolution 3 to the issue of up to 1,000,000 options, under ASX Listing Rule 7.2 (Exception 14), shareholder approval under ASX Listing 7.1 is not required for the issue of those options.

5. Resolution 4 – Ratification of previous share placement

On 4 March 2011 the Company made a placement ("Placement") of 7,000,000 ordinary fully paid shares at an issue price of 22 cents per share to institutional and professional investors to raise \$1,540,000 before expenses.

Ratification is being sought for the issue and allotment of the 7,000,000 shares pursuant to Listing Rule 7.4. Ratification will have the effect of reinstating the ability of the Company to place up to 15% of its issued share capital during the next 12 months without obtaining prior shareholder approval

Additional information relating to the Placement

The following additional information in relation to the Placement is provided to shareholders pursuant to Listing Rule 7.5:

- (a) The number of shares issued and allotted under the Placement was 7,000,000;
- (b) The issue price of the shares was 22 cents per share;
- (c) The shares are fully paid ordinary shares ranking pari passu in all respects with all other ordinary fully paid shares of the Company on issue;
- (d) The Placement was made to institutional and professional investor clients of Veritas Securities Limited;
- (e) The intended purpose of the Placement was to raise funds for the continued exploration of the Company's substantial project portfolio in the West Musgraves area of central Western Australia and its ongoing Ravensthorpe project in the south west of Western Australia.

In the Musgraves, Traka has built up a substantial land holding which is split between its exploration joint venture with an Australian subsidiary of Anglo American Corporation and Traka's own exploration acreage. A substantial part of the funds being raised was earmarked for advancement of Traka held prospects which are prospective for base and precious metal deposits.

Exploration at Ravensthorpe involves the continuing search for nickel and base metal deposits which has been ongoing since the Company floated.

Allocation of funds between the prospects may be adjusted depending upon the success and ongoing review of the Company's exploration and other activities.

TRAKA RESOURCES LIMITED

ABN 63 103 323 173

PROXY FORM

To the Company Secretary,
Traka Resources Limited
Ground Floor, 43 Ventnor Ave
West Perth, WA 6005

By post: PO Box 601
West Perth, WA 6872

By fax: +61 8 9322 9144

I/We _____ [Name(s) of shareholder(s)]

of _____

being a Shareholder/Shareholders of the Company, hereby appoint

_____ [Name of proxy]

or, failing such appointment, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday 16 November 2011 at 3.00 pm, and at any adjournment thereof in accordance with the directions indicated below or, in the absence of directions, as my/our proxy sees fit.

Chairman's Voting Intentions

Resolution 1: The Chairman of the meeting will vote undirected proxies FOR Resolution 1.

Resolutions 2 and 3: The Chairman of the meeting will NOT vote undirected proxies Resolutions 2 and 3.

Resolution 4: The Chairman of the meeting will vote undirected proxies FOR the Resolution 4 only if the box to the left of Resolution 4 in the additional instructions under the table below is marked

INSTRUCTIONS AS TO VOTING ON THE RESOLUTIONS

If two proxies are being appointed the proportion of voting rights that this proxy is authorised to represent is [___] %.

The proxy is directed to vote in relation to the Resolutions referred to in the Notice as follows:

Table with 3 columns: Resolution, Description, For, Against, Abstain. Rows include Resolution 1 (Re-election of Director - Mr George Petersons), Resolution 2 (Remuneration Report), Resolution 3 (Issue of options to the Managing Director), and Resolution 4 (Ratification of previous share placement).

Additional Instructions:

Resolutions 2 and 3: Where my proxy is a member of the key management personnel for the Company or a closely related party of that member, including if he is the Chairman of the Meeting, and I/we have not given him voting directions in relation to this Resolution 2, I/we understand that he will not cast my/our vote on this resolution, and my/our vote will not be counted in computing the required majority if a poll is called on this item.

Resolution 4: Where the Chairman of the Meeting is my/our proxy and I/we have not given him voting directions in relation to Resolution 4, I/we acknowledge that, by placing a mark in this box, I/we wish the Chairman of the Meeting to exercise my/our proxy by voting in accordance with the Chairman's voting intentions set out above, even if he has an interest in the outcome of the resolution and that votes cast by him other than as proxy holder will be disregarded because of that interest.

[]

Where I/we do not mark this box, and I/we have not directed my proxy how to vote, I/we understand the Chairman of the Meeting will not cast my/our votes on this resolution and my/our votes will not be counted in computing the required majority if a poll is called on these items.

Authorised signature/s

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

Individual or Shareholder 1

Shareholder 2

Shareholder 3

[Signature box]

[Signature box]

[Signature box]

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

This form is to be used in accordance with the instructions overleaf

Proxy Notes and Instructions:

A Shareholder entitled to attend and vote at the Meeting may appoint a person or a corporation 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 corporation as the Shareholder's proxy to attend and vote for the Shareholder at that meeting, the representative of the corporation to attend the meeting must produce the appropriate Certificate of Appointment of Representation prior to admission. A form of the certificate may be obtained from the Company's share registry.

Shareholders are encouraged to direct their proxy how to vote.

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 must 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.

The Proxy Form (and the power of attorney or other authority, if any, under which the Proxy Form is signed) must:

either be delivered to the registered office of the Company, Ground Floor, 43 Ventnor Ave, West Perth, WA 6005,

or be sent by post to Traka Resources Limited, PO Box 601, West Perth, WA 6872,

or be sent by facsimile to Traka Resources Limited at +61 8 9322 9144

in time to be received not later than 48 hours before the time fixed for the holding of the meeting.

Proxy voting by key management personnel

Resolution 2

Subsection 250R(4) of the Corporations Act prohibits a vote being cast on Resolution 2 by, or on behalf of, a member of the key management personnel for the Company, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member.

Subsection 250R(5) does however provide that a person described above, may vote on Resolution 2 if:

- (a) the person does so as a proxy, appointed by writing, that states how the proxy is to vote on the resolution; and
- (b) the vote is not cast on behalf of a person prohibited from voting on the resolution, as described above.

It is emphasised that this exception applies only where the proxy is directed how to vote by the shareholder ie by marking the 'For' or 'Against' boxes alongside Resolution 2 overleaf. Where no direction is given to the proxy, the proxy may NOT cast a vote in relation to Resolution 2 and will not, even if the proxy is the Chairman of the Meeting.

Consequently shareholders eligible to cast a vote on Resolution 2 are encouraged to direct their proxy how to vote on this resolution by marking the 'For' or 'Against' boxes alongside Resolution 2 overleaf.

Resolution 3

Subsection 250BD(1) of the Corporations Act provides that: a person who is a member of the key management personnel for the Company, or a closely related party of that member, who is appointed as a proxy, is prohibited from voting on a resolution connected directly or indirectly with the remuneration of a member of the key management personnel for the Company where their appointment does not specify the way the proxy is to vote on the resolution. This restriction applies to Resolution 3 since it deals with the remuneration of the Managing Director, Mr P Verbeek, who is a member of the key management personnel of the Company.

Whilst the Chairman of the Meeting may be exempted from this restriction in certain circumstances (pursuant to Subsection 250BD(2)), in this instance the Chairman's stated voting intention in relation to Resolution 3 is NOT to vote undirected proxies. So where no direction is given to the proxy and the proxy is a member of the key management personnel or a closely related party of that member, no vote will be cast on this resolution.

Consequently shareholders eligible to cast a vote on Resolution 3 are encouraged to direct their proxy how to vote on this resolution by marking the 'For' or 'Against' boxes alongside Resolution 3 overleaf.