

# BKM MANAGEMENT LIMITED

ABN: 61 009 146 543

## PROXY FORM

### All correspondence to:

BKM Management Limited  
PO Box 8694  
Armadale, Victoria  
Australia 3143  
Ph: +61 (0)3 9824 5254  
Fx: +61 (0)3 9822 7735

### Appointment of Proxy

I/We being a member/s of BKM Management Limited and entitled to vote hereby appoint

the Chairman of the  
Meeting  
(mark with an "X")

OR

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of BKM Management Ltd at The CFO Solution, Suite 1, 1233 High Street, Armadale, Victoria, on 25<sup>th</sup> November 2011 at 10.30am and at any adjournment of that meeting.

IMPORTANT INSTRUCTIONS FOR RESOLUTION 1: IF THE CHAIRMAN OF THE MEETING IS YOUR PROXY AND YOU HAVE NOT DIRECTED HIM/HER HOW TO VOTE ON RESOLUTION 1, THE CHAIRMAN WILL BE PREVENTED FROM CASTING YOUR VOTE ON RESOLUTION 1. IF THE CHAIRMAN IS YOUR PROXY AND YOU WISH TO HAVE YOUR VOTE COUNTED, YOU ARE ENCOURAGED TO DIRECT YOUR PROXY HOW TO VOTE BY MARKING 'FOR', 'AGAINST' OR 'ABSTAIN' IN RELATION TO RESOLUTION 1.

THE CHAIRMAN INTENDS TO VOTE 100% OF UNDIRECTED PROXIES IN FAVOUR OF RESOLUTIONS 2 TO 4.

### Voting directions to your proxy – please mark "X" to indicate your directions

		FOR	AGAINST	ABSTAIN*
<b>Resolution 1</b>	Adoption of the 2011 Non-Binding Remuneration Report	<input type="text"/>	<input type="text"/>	<input type="text"/>
<b>Resolution 2</b>	Re-Election of Mr. Evan McGregor to serve as a Director of the Company	<input type="text"/>	<input type="text"/>	<input type="text"/>
<b>Resolution 3</b>	Issue of ordinary shares to Nerac Capital Holdings	<input type="text"/>	<input type="text"/>	<input type="text"/>
<b>Resolution 4</b>	Issue of ordinary shares to Brooklyn International Inc	<input type="text"/>	<input type="text"/>	<input type="text"/>
<b>Resolution 5</b>	Issue of ordinary shares to Coastal Inc.	<input type="text"/>	<input type="text"/>	<input type="text"/>
<b>Resolution 6</b>	Issue of ordinary shares to Nerac Capital Holdings	<input type="text"/>	<input type="text"/>	<input type="text"/>
<b>Resolution 7</b>	Issue of ordinary shares to Brooklyn International Inc	<input type="text"/>	<input type="text"/>	<input type="text"/>
<b>Resolution 8</b>	Issue of ordinary shares to Essential Consulting	<input type="text"/>	<input type="text"/>	<input type="text"/>

**THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK.**

<b><u>Resolution 9</u></b>	Issue of ordinary shares to Innovation Marketing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b><u>Resolution 10</u></b>	Ratification of the issue of convertible notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b><u>Resolution 11</u></b>	Ratification of the issue of convertible notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box for a particular item, 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.

**PLEASE SIGN HERE -** This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder 1	Security Holder 2	Security Holder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

**Contact Telephone Number**

<input type="text"/>		
Contact Name ( <b>PRINT</b> )	Contact Daytime Telephone	Date

**How to Complete This Proxy Form****1. Your Name and Address**

This is your name and address as it appears on the company's share register. If this information is incorrect, please contact the Company's share registry to arrange for changes to be made.

**2. Appointment of a Proxy**

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the Company.

**3. Votes on Items of Business**

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be noted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

**4. Appointment of a Second Proxy**

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form.

**5. Signing Instructions**

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

- |                    |  |
|--------------------|--|
| Individual:        | were the holding is in one name, the holder must sign.   |
| Joint Holding:     | where the holding is more than one name, all the security holders should sign.   |
| Power of Attorney: | to sign under a Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney.   |
| 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 Company Secretary. Please indicate the office held by signing in the appropriate place. |

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

**Lodgement of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at 10.30am (AEST) on 25th November 2011. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by posting, delivery or facsimile to:

**Registered Office**

Suite 1, 1233 High Street  
Armadale, Victoria 3143, Australia.  
Ph: +61 (0)3 9824 5254  
Fx: +61 (0)3 9822 7735