

## INDUSTREA LIMITED

# Notice of Annual General Meeting And Explanatory Memorandum

### TO BE HELD AT:

Edinburgh Room  
Level 4  
The Brisbane Club  
241 Adelaide Street  
Brisbane Queensland 4000  
at 10:00am (Brisbane Time)  
on Friday 12 November 2010

### NOTICE OF MEETING CONTENTS:

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A proxy form is enclosed separately	

**The proxy form enclosed for use at the meeting must be completed and returned or, proxy instructions provided electronically, no later than 10:00am on Wednesday 10 November 2010**

### Important

This document is important and requires your immediate attention. It should be read in its entirety. If you are in doubt as to the course you should follow, you should consult your legal, financial or other professional adviser immediately.

### Industrea Limited

ABN 22 010 720 117

Centenary Technology Park  
532 Seventeen Mile Rocks Rd  
Sinnamon Park QLD Australia

PO Box 567  
Sumner Park QLD 4074  
Australia

**T** +61 7 3725 5400  
**F** +61 7 3376 6702  
**www.industrea.com.au**

11 October 2010

Dear Shareholder,

I have pleasure in enclosing the Notice of Meeting for this year's Annual General Meeting of Industrea Limited, which is to be held at 10:00am (Brisbane Time) on Friday, 12 November 2010 at the Brisbane Club, Edinburgh Room, Level 4, 241 Adelaide Street, Brisbane, Queensland.

If you are able to attend, I would ask that you bring this letter, notice of meeting and copy of your proxy form with you to the meeting. This will help with identification and ensure fast registration when you arrive.

If you are unable to attend the meeting but wish to vote on the resolutions to be considered at the meeting, you may appoint a proxy to act on your behalf.

You may register your proxy electronically at Industrea's share registry website [www.investorvote.com.au](http://www.investorvote.com.au). Alternatively, you may complete and return the Appointment of Proxy form included with the Notice of Meeting. The Proxy Form must be received, or proxy instructions provided electronically, by not later than 10.00am (Brisbane time) on Wednesday, 10 November 2010.

### **Annual Report**

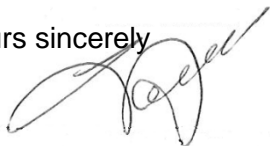
Shareholders are advised that the Annual Report is now available on the Company's website at [www.industrea.com.au](http://www.industrea.com.au)

For shareholders who have elected to receive a hard copy of the Annual Report a copy will be enclosed.

I would also like to take this opportunity to encourage shareholders to register their email address with our website <http://www.industrea.com.au/> under the Email Alerts page to be kept up to date with Industrea News, ASX releases and messages from the Managing Director & CEO.

We look forward to seeing you at the Annual General Meeting.

Yours sincerely



Hon David P. Beddall  
Chairman

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# NOTICE OF ANNUAL GENERAL MEETING 2010

**Industrea Limited** ACN 010 720 117

The Annual General Meeting of Industrea Limited will be held at the Brisbane Club Edinburgh Room, Level 4, 241 Adelaide Street, Brisbane, Queensland 4000 on Friday 12 November 2010 at 10:00am, Brisbane time. The business of the meeting is to consider and, if thought fit, pass the following resolutions as ordinary resolutions.

## **Ordinary business**

### **Item 1 Accounts and Reports**

Industrea financial statements and reports and shareholder questions.

The shareholders of Industrea to receive and consider the financial report, director's report and auditor's report for Industrea and its controlled entities for the year ended 30 June 2010.

Industrea will take shareholders' questions and comments about the management of the Company.

### **Item 2 Election of Director – Hon David Peter Beddall**

Hon David Peter Beddall retires from office in accordance with rule 13.3 of the Constitution of Industrea.

In accordance with the Constitution of Industrea, Hon David Peter Beddall is eligible for re-election as a director of Industrea and has consented to continue to act as a director if re-elected.

For the shareholders of Industrea to consider and, if thought fit, pass the following resolution:

"That Hon David Peter Beddall be re-elected as a director of the Company."

### **Item 3 Election of Director – Lachlan Stuart McIntosh**

Lachlan Stuart McIntosh retires from office in accordance with rule 13.3 of the Constitution of Industrea.

In accordance with the Constitution of Industrea, Lachlan Stuart McIntosh is eligible for re-election as a director of Industrea and has consented to continue to act as a director if re-elected.

For the shareholders of Industrea to consider and, if thought fit, pass the following resolution:

"That Lachlan Stuart McIntosh be re-elected as a director of the Company."

### **Item 4 Adoption of Remuneration Report**

To approve the Remuneration Report.

For the shareholders of Industrea to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That the Remuneration Report of the Company (as included in the Directors' Report) for the year ended 30 June 2010 be adopted by the Company."

This resolution is, in accordance with section 250R of the Corporations Act 2001, advisory only and will not bind the directors or the Company. The Remuneration Report can be found on pages 41-45 of the Company's Annual Report.

Industrea will take shareholders' questions and comments about the remuneration report.

### **Item 5 Issue of Rights to Robin Levison**

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the shareholders approve the grant to Mr Robin Levison, Managing Director and Chief Executive Officer of the Company, of 2,000,000 rights (on a pre-consolidation basis) or 666,666 rights (on a post consolidation basis) pursuant to the Industrea Performance Rights Plan."

### **Voting Exclusion Statement**

As required by the ASX Listing Rules, the Company will disregard any votes cast on Item 5 by Mr Levison and any associates of Mr Levison, However, the Company need not disregard a vote if:

it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

it is cast by a 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.

### **Item 6 Non-Executive Directors' Remuneration**

To approve the increase to the amount of directors' fees payable to non-executive directors, with the maximum aggregate amount of such directors' fees being set at \$750,000 per annum.

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

"That for the purposes of ASX Listing Rule 10.17 and for all other purposes the total amount of directors' fees payable to non-executive directors of the Company for the year commencing 1 July 2010 and following be set at a maximum sum of \$750,000."

### **Voting Exclusion Statement**

As required by the ASX Listing Rules, the Company will disregard the votes cast on Item 6 by any non-executive Director and an associate of a non-executive Director. However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by a 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.

### **Item 7 Consolidation of Share Capital**

For the shareholders of Industree to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That for the purposes of section 254H of the *Corporations Act 2001*, and for all other purposes, the Company approves the consolidation of every 3 shares on issue at 7pm on Friday, 12 November 2010 into 1 ordinary share, with fractions of a share being rounded down to the nearest whole number. The consolidation to take effect on Tuesday 16 November 2010.”

### **Other Business**

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act 2001.

### **Explanatory Memorandum**

The accompanying Explanatory Memorandum forms part of this Notice of Annual General Meeting and should be read in conjunction with it. A Glossary of terms used in this Notice of Annual General Meeting and Explanatory Memorandum is in the Explanatory Memorandum.

By order of the Board



Phillip Hourigan  
Company Secretary

## NOTES REGARDING PROXIES AND VOTING

### Appointing a proxy

A shareholder who is entitled to attend and vote can appoint a proxy to attend and vote at the meeting on their behalf. A proxy need not be a shareholder of Industrea.

A shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If proportions or numbers are not specified, each proxy may exercise half the available votes.

You may register your proxy electronically at Industrea's share registry website [www.investorvote.com.au](http://www.investorvote.com.au) or online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com) and logging in using the control number found on the front of your accompanying proxy form. Intermediary Online subscribers (Institutions/Custodians) may lodge their proxy instruction online by visiting [www.issueronline.com](http://www.issueronline.com). Alternatively you may complete and return the Appointment of Proxy included with this Notice. If you require a second proxy form, please contact Industrea's Share Registry or you may copy the Proxy Form.

If you do not provide proxy instructions electronically, proxy forms may be lodged by mail, by hand or by facsimile in accordance with the instructions on the Proxy form.

For an appointment of a proxy to be effective, the Proxy form must be received or proxy instructions provided electronically, by not later than 10:00am, Brisbane time, on Wednesday, 10 November 2010.

### Corporate Shareholders

Corporate shareholders wishing to appoint a representative to attend the meeting on their behalf must provide that person with a property executed letter confirming that they are authorised to act as the company's representative. The authorisation may be effective either for this meeting only or for all meetings of Industrea.

### Eligibility to vote at the meeting

For the purpose of regulation 7.11.37 of the *Corporations Regulations* 2001, Industrea has determined, for the purposes of voting entitlements at the meeting, that Industrea shares are taken to be held by those shareholders registered at 7:00pm Sydney time on Wednesday, 10 November 2010. Accordingly, only those persons will be entitled to attend and vote at the meeting.

### Registration

If you are attending the meeting, ***please bring your personalised proxy form with you.*** If you do not bring your form with you, you will still be able to attend the meeting, but on registration,

representatives from the Company's Share Registry will need to verify your identity.

### How undirected proxies held by the Chairman of the meeting will be voted

The Chairman of Industrea will chair the meeting and will vote undirected proxies in favour of all of the resolutions. Industrea encourages all shareholders who submit proxies to direct their proxy how to vote on each resolution.

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum (which is included in, and forms part of, the Notice of Annual General Meeting) is provided to Shareholders to explain the Resolutions to be put to Shareholders at the Annual General Meeting and to assist Shareholders to determine how they wish to vote on each Resolution. The Annual General Meeting will be held at the Brisbane Club Edinburgh Room, Level 4, 241 Adelaide Street, Brisbane, Queensland 4000 on Friday 12 November 2010 at 10:00am, Brisbane time.

### Item 1 Accounts and Reports

The Company will take shareholders' questions and comments about the management of Industrea. The auditor of Industrea will be available to take shareholders' questions and comments about the conduct of the audit and the preparation and content of the auditor's report. The financial report and other items referred to in Item 1 will be laid before the meeting in accordance with the Corporations Act.

### Item 2 Election of Director – Hon David Peter Beddall

This resolution deals with the election of directors under Industrea's Constitution and the ASX Listing Rules.

Hon David Peter Beddall is due to retire under the terms of the Constitution and has been nominated for re-election to the Board.

Industrea selects board members for their individual qualities, relevant background in business and experience, both local and global, experience with relevant stakeholder groups and for the contribution they make to Industrea's overall board composition. In considering overall board composition, Industrea seeks to balance a variety of skills, professional backgrounds, stakeholder experience and personal attributes. It is important for Industrea to have committed and appropriately selected directors for the successful operation of its business and the creation of shareholder value.

### Recommendation

The Board, other than the candidate himself, unanimously recommends that shareholders vote in favour of Item 2.

### **Item 3 Election of Director – Lachlan Stuart McIntosh**

This resolution deals with the election of directors under Industree's Constitution and the ASX Listing Rules.

Lachlan Stuart McIntosh is due to retire under the terms of the Constitution and has been nominated for re-election to the Board.

#### **Recommendation**

The Board, other than the candidate himself, unanimously recommends that shareholders vote in favour of Item 3.

### **Item 4 Adoption of Remuneration Report**

Item 4 deals with the non-binding shareholders vote on the Company's "Remuneration Report".

This resolution is a requirement of the Corporations Act, with section 250R requiring that at each AGM a listed company proposes a resolution that its Remuneration Report be adopted.

The Remuneration Report is contained on pages 41 - 45 of the Company's 2010 Annual Report and contains the remuneration and other information disclosures required by section 300A of the Corporations Act. Section 300A of the Corporations Act requires specific information to be disclosed in the Annual Report which includes but is not limited to: discussion of board policy, financial statements and summary of performance conditions. The disclosure requirements stipulated in s 300A of the Corporations Act have been complied with.

### **Item 5 Issue of Rights to Robin Levison**

Mr Robin Levison was appointed Chief Executive Officer on 20 August 2004 and Managing Director on 30 November 2005.

ASX Listing Rule 10.14 prohibits the acquisition of securities in the Company by Directors under an employee incentive scheme without shareholder approval. On 14 November 2008, the shareholders approved the award of 2,000,000 Rights under the Industree Performance Rights Plan. None of those Rights have yet vested.

Consistent with the objectives of the Industree Performance Rights plan to make an annual grant of Rights under the Plan, shareholder approval is sought in respect of the grant of further rights under the Plan for the purposes of ASX Listing Rule 10.14.

Subject to shareholder approval of the issue of further Rights to Mr Levison, he will be awarded a further 2,000,000 Rights (on a pre-consolidation basis) or 666,666 (on a post-consolidation basis) for no consideration. Upon all relevant performance conditions being satisfied, Mr Levison will acquire one share in the capital of the Company for each Right exercised by him. The maximum number of shares which can be

acquired by Mr Levison upon vesting of 100% of the additional Rights is 2,000,000 if the share consolidation in resolution 7 is not approved or 666,666 if the share consolidation in resolution 7 is approved.

Any Rights that have not been vested at the time of termination of Mr Levison's employment with the group (by resignation or otherwise) will lapse, unless otherwise determined by the Board.

In compliance with the requirements of the ASX Listing Rules, the Company provides the following information:

- No person referred to in ASX Listing Rule 10.14 has received Rights under the Industree Performance Rights Plan since the last approval from shareholders;
- Mr Robin Levison is the only person referred to in ASX Listing Rule 10.14 who is entitled to participate in the Industree Performance Rights Plan;
- There are no loans in relation to the issue of the Rights or in connection with the issue of shares on the exercise of the Rights;
- No consideration is payable by Mr Levison in relation to the Rights or shares to be issued on exercise of the Rights; and
- The Rights will be issued to Mr Levison on 30 September 2011.

#### **Recommendation**

The Board, other than Mr Levison, unanimously support the issue of the further Rights to Mr Levison.

### **Item 6 Non-Executive Directors' Remuneration**

In accordance with the ASX Listing Rules (Listing Rule 10.17), an entity must not increase the total amount of directors' fees payable to non-executive directors without the approval of shareholders.

The proposal before the meeting is to increase the maximum total amount payable to directors by \$250,000 from the current amount payable for the year ended 30 June 2010 of \$500,000.

This will then fix the maximum amount payable at \$750,000 per annum. This figure is exclusive of any superannuation contributions payable by law. The increased maximum will apply from 1 July 2010.

While the Company does not necessarily anticipate that it will utilise the full pool amount of \$750,000 in the current financial year, the Company considers that an increase as proposed is important in ensuring that the Company has the flexibility to appoint additional non-executive directors should the need arise. The Company currently has four non-executive directors.

The Company's continuing growth and development has resulted in the need for greater

capacity to expand both the size of the Board and the skill sets of its members.

The amount payable to non-executive directors up to the increased limit will be utilised and divided among the non-executive directors as the board of the Company considers appropriate and necessary.

#### **Recommendation**

The Board unanimously supports the increase to the total amount of directors' fees payable to non-executive directors for the purposes of expansion of the Board.

#### **Item 7 Share Consolidation**

The resolution seeks to consolidate the Company's share capital in a ratio of 1 share for every 3 shares held. If passed, this will result in the issued capital of the Company reducing from 968,463,747 shares to approximately 322,821,249 shares. Individual holdings will be reduced in accordance with the consolidation ratio.

The proposal requires shareholder approval by ordinary resolution under section 254H of the *Corporations Act*.

The Board believes that the consolidation will make the Company more attractive to potential investors and that the consolidation will establish a share price that is more appropriate for a listed entity of the Company's size. In addition, compared to its peers listed on the ASX, the Company has a very high number of shares on issue compared to its market capitalisation.

As the consolidation applies equally to all members (subject only to the rounding of fractions), it will have no material effect on the percentage interest of each member in the Company. Furthermore, the aggregate value of each member's proportional interest in the Company should not materially change as a result of the consolidation (the only changes will be immaterial due to rounding).

Theoretically the per share market price of each share following the consolidation should increase 3 times its current value. In reality, the actual effect on the per share market price will depend on a number of factors outside the control of the Company, and the market price following consolidation may be higher or lower than the theoretical post-consolidation price.

The proposed consolidation, if approved by shareholders, will take effect on Tuesday 16 November 2010. Post consolidation shares will trade on a deferred settlement basis from the second business day following the date of the meeting and will trade on an ordinary settlement basis (T + 3) from Tuesday 30 November 2010.

The Board believes that the consolidation is fair and reasonable to the Company's shareholders as a whole, and that it will not prejudice the Company's ability to pay its creditors. The consolidation should have no tax implications for members whose shares are consolidated.

The proposed timetable for the share consolidation is as follows:

<b>Date</b>	<b>Action</b>
Friday, 12 November 2010	Item 1 <b>Date of Annual General Meeting</b>
Monday, 15 November 2010	Item 2 <b>Last day of trading shares on a pre-consolidation basis.</b>
Tuesday, 16 November 2010	Item 3 <b>Trading of securities on a deferred settlement basis commences (on a post-consolidation basis):</b>
	Item 4 <b>Ordinary Shares – ASX Code: IDLDA</b>
Monday, 22 November 2010	Item 5 <b>Last day to register transfers on a pre-consolidation basis.</b>
Tuesday, 23 November 2010	Item 6 <b>First day to register securities on a post-consolidation basis.</b>
Monday, 29 November 2010	Item 7 <b>Despatch date for notice to shareholders and new holding statements.</b>
	Item 8 <b>Deferred settlement ends.</b>
Tuesday, 30 November 2010	Item 9 <b>Normal (T + 3) trading commences:</b>
	Item 10 <b>Ordinary shares – ASX Code: IDL</b>
Friday, 3 December 2010	Item 11 <b>Settlement of trades conducted on a deferred settlement basis and first settlement of trades conducted on a normal (T +3) basis.</b>

## GLOSSARY

In this Notice and Explanatory Memorandum:

**ASX** means the financial market operated by the Australian Securities Exchange;

**ASX Listing Rules** means the listing rules of the ASX;

**Board** means the board of Directors;

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

**Directors** means the directors of the Company from time to time;

**Explanatory Memorandum** means the explanatory memorandum which accompanies, and is incorporated as part of, the Notice;

**Meeting** means the Annual General Meeting of the Company to be held at the Brisbane Club Edinburgh Room, Level 4, 241 Adelaide Street, Brisbane, Queensland 4000 on Friday 12 November 2010 at 10:00am, Brisbane time; and

**Shares** means fully paid ordinary shares in the capital of the Company.



Industrea Limited  
ABN 22 010 720 117

000001 000 IDL  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)



**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 552 270  
(outside Australia) +61 3 9415 4000

## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

**[www.investorvote.com.au](http://www.investorvote.com.au)**



**Cast your proxy vote**



**Access the annual report**



**Review and update your securityholding**

**Your secure access information is:**

**Control Number: 999999**

**SRN/HIN: 1999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by 10:00am (Brisbane time) Wednesday 10 November 2010**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of 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 on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities 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 or 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 securities 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 securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder 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 Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form →**

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999 I ND

**Proxy Form**

Please mark ☒ to indicate your directions

**STEP 1** **Appoint a Proxy to Vote on Your Behalf** **XX**

I/We being a member/s of Industrea Limited hereby appoint

☐ the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 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 Industrea Limited to be held at 10:00am (Brisbane Time) on Friday, 12 November 2010 at the Brisbane Club, Edinburgh Room, Level 4, 241 Adelaide Street, Brisbane, Queensland and at any adjournment of that meeting.

**Important for Item 6:** If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Item 6 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 6 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of item 6 of business.

☐ I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

**STEP 2** **Items of Business** **PLEASE NOTE:** If you 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.

	For	Against	Abstain
2 Election of Director - Hon David Peter Beddall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director - Lachlan Stuart McIntosh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Issue of Rights to Robin Levison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Non-Executive Directors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Consolidation of Share Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

**SIGN** **Signature of Securityholder(s)** *This section must be completed.*

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

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_