



**JAGUAR MINERALS LIMITED**  
ABN 43 107 159 713

**NOTICE OF  
ANNUAL GENERAL  
MEETING  
AND PROXY FORM**

**DATE OF MEETING**  
30 NOVEMBER 2009

**TIME OF MEETING**  
11.00AM

**PLACE OF MEETING**  
LEVEL 3  
50 COLIN STREET  
WEST PERTH WA



**ANNUAL GENERAL MEETING 2009**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Annual general meeting of the members of Jaguar Minerals Limited (“**Jaguar**” or “**the Company**”) will be held on the date and at the location and time specified below:

**DATE:** Monday, 30 November 2009  
**LOCATION:** Level 3, 50 Colin Street West Perth WA  
**TIME:** 11.00 AM WST

You are encouraged to attend the meeting,  
but if you cannot, you are requested to  
Complete and return the enclosed Proxy Form to  
PO Box 180, West Perth,  
Western Australia, 6872,  
or by facsimile on facsimile number +618 9485 0955,  
no later than 5:00 PM WST on Wednesday, 26 November 2009.

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 9.00 am WST on 26 November 2009.

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### ORDINARY BUSINESS

#### **2009 FINANCIAL STATEMENTS**

To receive and consider the financial statements of the Company for the year ended 30 June 2009, consisting of the Annual Financial Report, the Directors’ Report and Auditor’s Report.

*The Corporations Act requires the Company to lay its Financial Report, Directors’ Report and Auditor’s Report for the last financial year before the Annual General Meeting. No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on the reports.*

*The Company’s Auditor will also be present at the meeting and shareholders will be given the opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor’s report, the accounting policies adopted by the Company and the independence of the Auditor.*

## RESOLUTION 1

### ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report as set out in the Director’s Report in the Annual Report for the year ended 30 June 2009”.

*The vote on this resolution is advisory only and does not bind the Directors of the Company. The Board is voluntarily submitting its Remuneration Report to shareholders for consideration and adoption by way of a non-binding resolution. The Remuneration Report is contained within the Directors’ Report of the Annual Report. A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting. The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.*

## RESOLUTION 2

### RE-ELECTION OF ANDREW PARKER AS A DIRECTOR

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

“That, in accordance with clause 13.5 of the Company’s Constitution and for all other purposes, Mr Andrew Parker, a Director who was appointed to the Board on 14 October 2009, retires and being eligible, is re-elected as a Director of the Company.”

*Mr Andrew Parker was appointed Non-Executive Director on 14 October 2009 and is seeking Shareholders ratification of his appointment as Non-Executive Director of Jaguar Minerals Ltd.*

## RESOLUTION 3

### RE-ELECTION OF RICHARD MONTI AS A DIRECTOR

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

“That, in accordance with clause 13.5 of the Company’s Constitution and for all other purposes, Mr Richard Monti, a Director who was appointed to the Board on 14 October 2009, retires and being eligible, is re-elected as a Director of the Company.”

*Mr Richard Monti was appointed Non-Executive Director on 14 October 2009 and is seeking Shareholders ratification of his appointment as Non-Executive Director of Jaguar Minerals Ltd.*

## RESOLUTION 4

### ISSUE OF DIRECTOR OPTIONS - ANDREW PARKER

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

“That, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue to Mr Andrew Parker (or his nominee) 1,000,000 Director Options exercisable at \$0.09 at any time on or before 31 December 2012 and otherwise on the terms and conditions set out in the Explanatory Statement.”

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Mr Andrew Parker (or his nominee) or any of their associates. 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 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.

## RESOLUTION 5

### ISSUE OF DIRECTOR OPTIONS – RICHARD MONTI

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

*“That, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue to Mr Richard Monti (or his nominee) 1,000,000 Director Options exercisable at \$0.09 at any time on or before 31 December 2012 and otherwise on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Mr Richard Monti (or his nominee) or any of their associates. 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 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.

## RESOLUTION 6

### ISSUE OF DIRECTOR OPTIONS – NANETTE ANDERSON

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

*“That, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue to Ms Nanette Anderson (or her nominee) 1,000,000 Director Options exercisable at \$0.09 at any time on or before 31 December 2012 and otherwise on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Ms Nanette Anderson (or her nominee) or any of their associates. 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 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

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Lynton McCreery  
Company Secretary  
Date: 29 October 2009

## EXPLANATORY MEMORANDUM TO SHAREHOLDERS

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11.00 AM WST at Level 3, 50 Colin Street, West Perth, Western Australia on Monday 30 November 2009. This Explanatory Statement is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the Resolutions proposed.

### **2009 FINANCIAL STATEMENTS AND REPORTS**

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2009 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

In accordance with amendments to the Corporations Act the Company is no longer required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy. These amendments may result in reducing the Company's printing costs.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at [www.jaguarminerals.com.au](http://www.jaguarminerals.com.au)

### **RESOLUTION 1 ~ ADOPTION OF REMUNERATION REPORT**

In accordance with Section 250R(2) of the Corporations Act, the Company must put a resolution that the Directors' Remuneration as set out in the Directors' Report of the Annual Report 2009 be adopted to vote at the Annual General Meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2009.

A reasonable opportunity will be provided for discussion of the Directors' Remuneration at the Annual General Meeting.

### **RESOLUTION 2 ~ RE-ELECTION OF DIRECTOR – MR ANDREW PARKER**

Clause 13.5 of the Constitution requires that if the Directors may at any time appoint a person to be a Director as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Parker holds a law degree from the University of Western Australia and has extensive experience in the exploration and mining industry. Mr Parker was the co-founder and until December 2008 was the managing director of Perth based corporate advisory and venture capital firm, Trident Capital Pty Ltd. Prior to establishing Trident Capital Pty Ltd in 2002 Mr Parker was legal counsel to B Digital Limited, an ASX listed company, with his principal role being to oversee the international expansion of the company into South Africa and the USA. Mr Parker remained in the USA as Chief Operating Officer of B Digital USA, Inc. until late 2001. Mr Parker is currently a director of ASX listed Total Staffing Solutions Limited and has previously held a number of board positions with listed and unlisted public companies.

### **RESOLUTION 3 ~ RE-ELECTION OF DIRECTOR – MR RICHARD MONTI**

Clause 13.5 of the Constitution requires that if the Directors may at any time appoint a person to be a Director as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Monti holds degrees in geology and finance and has had experience over a twenty three year career working in the technical, corporate, marketing and financial fields of the international exploration and mining industry Mr Monti holds several board positions on ASX listed companies including Poseidon Nickel Ltd, Transit Holdings Ltd, Epsilon Energy Ltd and Whinnen Resources Ltd. Mr Monti is also the co-founder of Ventnor Capital Ltd a company based in West Perth specialising in corporate advice to the resource industry.

### **RESOLUTION 4, 5 & 6 - ISSUE OF DIRECTOR OPTIONS**

#### **1 GENERAL**

The Company has agreed, subject to obtaining Shareholder approval, to allot and issue a total of 3,000,000 Options ("Director Options") to Messrs Parker, Monti and Anderson ("Related Parties") on the terms and conditions set out below.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 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.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

The grant of the Director Options to the Related Parties requires the Company to obtain Shareholder approval because the grant of Director Options constitutes giving a financial benefit and as Directors, Messrs Parker, Monti and Anderson are related parties of the Company.

It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Director Options to the Related Parties.

#### **2 SHAREHOLDER APPROVAL (CHAPTER 2E OF THE CORPORATIONS ACT AND LISTING RULE 10.11)**

Pursuant to and in accordance with the requirements of Sections 217 to 227 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Director Options:

- (a) the related parties are Messrs Parker, Monti and Anderson and they are related parties by virtue of being Directors;
- (b) the maximum number of Director Options (being the nature of the financial benefit being provided) to be granted to the Related Parties is:
  - (i) 1,000,000 Director Options to Mr Parker;
  - (ii) 1,000,000 Director Options to Mr Monti; and
  - (iii) 1,000,000 Director Options to Ms Anderson.

- (c) the Director Options will be granted to the Related Parties no later than 1 month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Director Options will be issued on one date;
- (d) the Director Options will be granted for nil cash consideration, accordingly no funds will be raised;
- (e) the terms and conditions of the Director Options are set out in Schedule 1;
- (f) the value of the Director Options and the pricing methodology is set out in Schedule 2;
- (g) the relevant interests of the Related Parties in securities of the Company are set out below;

<b>Related Party</b>	<b>Shares</b>	<b>Options</b>
Mr Parker	0	0
Mr Monti	3,925,000	0
Ms Anderson	60,000	1,000,000 <sup>(1)</sup>

<sup>1</sup> 1,000,000 unlisted Options exercisable at \$0.25 each on or before 31 December 2009.

- (h) the remuneration and emoluments from the Company to the Related Parties for both the current financial year and previous financial year are set out below:

<b>Related Party</b>	<b>Current Financial Year <sup>(1)</sup></b>	<b>Previous Financial Year</b>
Mr Paker	0	0
Mr Monti	0	0
Ms Anderson	\$43,255	\$195,323

1) Financial year to date (1 July 2009 – 30 September 2010).

- (i) if the Director Options granted to the Related Parties are exercised, a total of 3,000,000 Shares would be allotted and issued. This will increase the number of Shares on issue from 77,936,000 to 80,936,000 (assuming that no other Options are exercised and no other Shares issued) with the effect that the shareholding of existing Shareholders would be diluted as follows:

<b>Related Party</b>	<b>Total Issued Shares as at the date of this Notice of Meeting</b>	<b>Director Options to be issued</b>	<b>Issued Shares upon exercise of all Director Options</b>	<b>Dilution effect upon exercise of Director Options</b>
Mr Parker	77,936,000	1,000,000	80,936,000	1.283%
Mr Monti	77,936,000	1,000,000	80,936,000	1.283%
Ms Anderson	77,936,000	1,000,000	80,936,000	1.283%
<b>TOTAL</b>	77,936,000	<b>3,000,000</b>	80,936,000	<b>3.849%</b>

The market price for Shares during the term of the Director Options would normally determine whether or not the Director Options are exercised. If, at any time any of the Director Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Director Options, there may be a perceived cost to the Company.

As at the date of this Notice of Annual General Meeting the Share price of Jaguar's ordinary shares are trading on ASX lower than the exercise price of the Director Options.

- (j) the trading history of the Shares on ASX in the 12 months before the date of this Notice of Annual General Meeting is set out below:

	<b>Price</b>	<b>Date</b>
Highest	6.2 cents	20 October 2009
Lowest	1.2 cents	6 March 2009
Last	6.1 cents	22 October 2009

- (k) the primary purpose of the grant of Director Options to the Related Parties is to provide cost effective consideration to the Related Parties for their ongoing commitment and contribution to the Company in their respective roles as Directors. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Options upon the terms proposed
- (l) the Board acknowledges the grant of Director Options to Non-Executive Directors Messrs Parker and Monti is contrary to Recommendation 8.2 of the ASX Corporate Governance Principles and Recommendations. However, the Board considers the grant of Director Options to Messrs Parker and Monti reasonable in the circumstances, given the necessity to attract and retain the highest calibre of professionals to the Company, whilst maintaining the Company's cash reserves;
- (m) Mr Parker declines to make a recommendation to Shareholders in relation to Resolution 4 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 4, recommend that Shareholders vote in favour of Resolution 4. The Board (other than Mr Parker) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution;
- (n) Mr Monti declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 5, recommend that Shareholders vote in favour of Resolution 5. The Board (other than Mr Monti) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution; and
- (o) Ms Anderson declines to make a recommendation to Shareholders in relation to Resolution 6 due to her material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 6, recommend that Shareholders vote in favour of Resolution 6. The Board (other than Ms Anderson) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Director Options to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Director Options to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule.

## **5. ENQUIRIES**

Shareholders are required to contact the Company Secretary on **(+61 8) 9485 0911** if they have any queries in respect of the matters set out on these documents.

## GLOSSARY

**\$** means Australian dollars.

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

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited.

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

**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.

**Company** means Jaguar Minerals Limited (ACN 107 159 713).

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

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

**Director Option** means an Option granted pursuant to Resolutions 4, 5 or 6 with the terms and conditions set out in Schedule 1.

**Directors** means the current directors of the Company.

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

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

**Option** means an option to acquire a Share.

**Optionholder** means a holder of a Director Option as the context requires.

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

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

**Shareholder** means a holder of a Share.

**WST** means Western Standard Time as observed in Perth, Western Australia.

## SCHEDULE 1

### TERMS AND CONDITIONS OF THE DIRECTOR OPTIONS

A summary of the proposed terms and conditions of the Options is as follows:

1. Each Director Option entitles the holder to acquire one fully paid ordinary share in the Company.
2. Each Option shall be issued for no consideration.
3. The Director Options may be exercised at any time until 31 December 2012. Each Director Option may be exercised by forwarding to the Company at its principal office the exercise notice, duly completed together with payment of the sum of nine cents (9c) per Director Option exercised. The Director Options will lapse at 5pm WGST on 31 December 2012.
4. The Director Options may be transferred by an instrument (duly stamped where necessary) in the form commonly used for transfer of Director Options at any time until 31 December 2012. This right is subject to any restrictions on the transfer of an Director Option that may be imposed by ASX in circumstances where the Company is listed on ASX.
5. There are no participating rights or entitlements inherent in the Director Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Director Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 10 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Director Options prior to the date for determining entitlements to participate in any such issue.
6. In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Director Options may be reduced in accordance with Listing Rule 6.22.2.
7. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Optionholder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
8. If there is a bonus issue to shareholders, the number of shares over which the Director Option is exercisable may be increased by the number of shares which the holder of the Director Option would have received if the Director Option had been exercised before the record date for the bonus issue.
9. Shares issued on the exercise of Director Options will be issued not more than fourteen (14) days after receipt of a properly executed exercise notice and application monies. The Notice and cheque must be received by the Company during the Exercise Period. Shares allotted pursuant to the exercise of a Director Option will rank equally with the then issued ordinary shares of the Company in all respects. The Company will not apply for quotation of the Director Options on ASX, however, it will, pursuant to the exercise of a Director Option, apply to ASX for quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act and the ASX Listing Rules. An exercise of only some Options shall not affect the rights of the Optionholder to the balance of the Options held by it.

## SCHEDULE 2

### VALUE OF THE DIRECTOR OPTIONS AND THE PRICING METHODOLOGY

The Director Options to be issued to the Related Parties pursuant to Resolutions 4 to 6 have been valued by internal management.

Using the theoretical Black & Scholes option model and based on the assumptions set out below, the Director Options were ascribed a value range, as follows:

<b>ASSUMPTIONS</b>	
Valuation date	30 November 2009
Market price of Shares	6 cents
Exercise price	9 cents
Expiry date	31 December 2012
Risk free interest rate	5.03%
Volatility	80%
Indicative value per Director Option	0.027 cents
Total Value of Director Options	\$81,936
- Mr Parker	\$27,312
- Mr Monti	\$27,312
- Ms Anderson	\$27,312

Note: The valuation noted above is not necessarily the market price that the Director Options could be traded at and it is not automatically the market prices for taxation purposes.



**APPOINTMENT OF PROXY**

I/We: \_\_\_\_\_

Of : \_\_\_\_\_

being a member/s of Jaguar Minerals Ltd and entitled to attend and vote hereby appoint:-

<input style="width: 40px; height: 20px;" type="checkbox"/>	The Chairman of the meeting (mark with an 'X')	<b>OR</b>	<input style="width: 100%; height: 20px;" type="text"/>	If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered security holder) you are appointing as your proxy.
or failing that person then the Chairperson of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 30 November 2009 at 11am WST and at any adjournment of the meeting.				

**PROXY INSTRUCTIONS**



If you **do not** wish to direct your proxy how to vote please place a mark in this box. By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as a proxy holder will be disregarded because of that interest. The Chairman has advised that his intention is to vote in favour of all resolutions.

If you wish to instruct your proxy how to vote, insert "X" in the appropriate column against the item of business set out below.

**RESOLUTIONS**

		For	Against	Abstain
1	<b>Adoption of Remuneration Report</b>	<input style="width: 40px; height: 20px;" type="checkbox"/>	<input style="width: 40px; height: 20px;" type="checkbox"/>	<input style="width: 40px; height: 20px;" type="checkbox"/>
2	<b>Re-election of Andrew Parker as Director</b>	<input style="width: 40px; height: 20px;" type="checkbox"/>	<input style="width: 40px; height: 20px;" type="checkbox"/>	<input style="width: 40px; height: 20px;" type="checkbox"/>
3	<b>Re-election of Richard Monti as Director</b>	<input style="width: 40px; height: 20px;" type="checkbox"/>	<input style="width: 40px; height: 20px;" type="checkbox"/>	<input style="width: 40px; height: 20px;" type="checkbox"/>
4	<b>Issues of Options to Andrew Parker</b>	<input style="width: 40px; height: 20px;" type="checkbox"/>	<input style="width: 40px; height: 20px;" type="checkbox"/>	<input style="width: 40px; height: 20px;" type="checkbox"/>
5	<b>Issues of Options to Richard Monti</b>	<input style="width: 40px; height: 20px;" type="checkbox"/>	<input style="width: 40px; height: 20px;" type="checkbox"/>	<input style="width: 40px; height: 20px;" type="checkbox"/>
6	<b>Issues of Options to Nanette Anderson</b>	<input style="width: 40px; height: 20px;" type="checkbox"/>	<input style="width: 40px; height: 20px;" type="checkbox"/>	<input style="width: 40px; height: 20px;" type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

This proxy is appointed to represent _____ % of my voting right, or if 2 proxies are appointed Proxy 1 represents _____ % and Proxy 2 represents _____ % of my total votes.
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Date: \_\_\_\_\_

**If the shareholder is an Individual:**

\_\_\_\_\_  
Signature

**If the shareholder is a Company:**

Affix common seal (if required by Constitution)

\_\_\_\_\_  
Director/Sole Director and Company Secretary

\_\_\_\_\_  
Director/Company Secretary

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Print Name



## INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed in accordance with its constitution or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by each of the joint shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this General Meeting, **that is, by 11.00am WST on 26 November 2009** by post to PO Box 180, West Perth WA 6872 or facsimile **+61 (0) 8 9485 0955**.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
  - a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
  - b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
  - c) if the proxy is the Chairperson, the proxy must vote on a poll and must vote that way; and
  - d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.