

AUSTRALASIAN WEALTH INVESTMENTS LIMITED
ACN 111 772 359
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting (**Meeting**) of the Members of Australasian Wealth Investments Limited ACN 111 772 359 (**Company**) will be held on **Thursday, 26 November 2015 at 2:00pm** (Sydney time) at the Four Seasons Hotel, 199 George Street, Sydney, NSW, 2000, in Studio 3 on Level 1.

ORDINARY BUSINESS

1. Consolidated financial and statutory reports

To receive and consider the consolidated financial report of the Company, and the reports of the Directors and of the external auditor, for the year ended 30 June 2015.

Note: This matter is not voted upon.

2. Re-election of Paul Clitheroe AM as a Director

Resolution 1 - as an ordinary resolution:

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

“That Paul Clitheroe, retiring from the office of Director in accordance with rule 6.4 of the Company’s Constitution and being eligible, is re-elected as a Director of the Company.”

3. Election of Ron Hodge as a Director

Resolution 2 - as an ordinary resolution:

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

“That Ron Hodge, retiring from the office of Director in accordance with rule 6.2(c) of the Company’s Constitution and being eligible, is elected as a Director of the Company.”

4. Adoption of remuneration report

Resolution 3 - as an ordinary resolution:

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

“That the 2015 Remuneration Report, contained in the Australasian Wealth Investments Limited 2015 Annual Report, be adopted.”

Note: The vote on this matter is advisory only and does not bind the Directors or the Company.

The Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the Meeting when reviewing the Company’s remuneration policies.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by Key Management Personnel or a Closely Related Party. However, the Company will not disregard a vote if it is cast by:

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

CONTINGENT BUSINESS

5. *Holding a Spill Meeting*

Note - this Resolution will only be voted on if the outcome of Resolution 3 within Item 4 of this Notice of Meeting is such that at least 25% of the votes cast are against the adoption of the 2015 Remuneration Report. See Item 5 of the Explanatory Statement for further details.

Resolution 4 - as an ordinary resolution:

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

"That:

- a general meeting of the Company (***Spill Meeting***) be held within 90 days of the Meeting; and
- all the Company's Directors (other than any Managing Director) who were Directors of the Company when the resolution to make the Directors' Report considered at the Meeting was passed, cease to hold office immediately before the end of the Spill Meeting; and
- resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting pursuant to paragraph (b) above must be put to the vote at the Spill Meeting."

Voting Exclusion Statement

As required by Section 250V(2) of the Corporations Act, the Company will disregard any votes cast under Resolution 5 by Key Management Personnel or a Closely Related Party. However, the Company will not disregard a vote if it is cast by:

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

EXPLANATORY STATEMENT

Please refer to the Explanatory Statement attached to this Notice of Meeting in relation to the items of business set out in this Notice of Meeting.

ENTITLEMENT TO ATTEND AND VOTE AT THE MEETING

The Company has determined that for the purposes of the Meeting a person registered as a Shareholder at 7pm (Sydney time) on 24 November 2015 will be eligible to attend and to vote at the Meeting. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Dated: 19 October 2015

By order of the Board.



Paul Clitheroe AM
Executive Chairman

AUSTRALASIAN WEALTH INVESTMENTS LIMITED
ACN 111 772 359
ANNUAL GENERAL MEETING
NOTES AND VOTING INSTRUCTIONS

How to Vote

Members entitled to vote at the Annual General Meeting may vote:

- A. by attending the Meeting and voting in person; or
- B. by appointing an attorney to attend the Meeting and vote on their behalf or, in the case of corporate members or proxies, a corporate representative to attend the Meeting and vote on its behalf; or
- C. by appointing a proxy to attend and vote on their behalf, using the proxy form accompanying this Notice. A proxy may be an individual or a body corporate.

A. *Voting in person*

B. *Appointing an attorney or corporate representative to attend the meeting*

Members or their proxies, attorneys or representatives (including representatives of corporate proxies) wishing to vote in person should attend the Meeting and bring a form of personal identification (such as their driver's licence).

To vote by attorney at this meeting, the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed must be received by the Share Registry before 2:00pm (Sydney time) on 24 November 2015 in any of the following ways:

By post to the share registry, Boardroom Pty Limited:

GPO Box 3993, Sydney NSW 2001

By hand delivery to Boardroom Pty Limited at:

Level 12, 225 George Street, Sydney, NSW, 2000

By fax to Boardroom Pty Limited on:

From within Australia: 1300 653 459

From outside Australia: +61 2 9290 9655

To vote in person, you or your proxy, attorney, representative or corporate proxy representative must attend the Meeting at the Four Seasons Hotel, 199 George Street, Sydney, NSW, 2000, in Studio 3 on Level 1, on 26 November 2014 commencing at 2:00pm (Sydney time).

A vote cast in accordance with the appointment of a proxy or power of attorney is valid even if before the vote was cast, the appointor:

- died;
- became mentally incapacitated;
- revoked the proxy or power; or
- transferred the Shares in respect of which the vote was cast,

unless the Company received written notification of the death, mental incapacity, revocation or transfer before the Meeting or adjourned meeting.

To vote by corporate representative at the meeting, a corporate Member or proxy should obtain an Appointment of Corporate Representative Form from the Share Registry, complete and sign the form in accordance with the instructions on it. The appointment should be lodged at the registration desk on the day of the Meeting. The appointment of a representative may set out restrictions on the representative's powers.

The original form of appointment of a representative, a certified copy of the appointment, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed. The Chair of the Meeting may permit a person claiming to be a representative to exercise the body's powers even if he or she has not produced a certificate or other satisfactory evidence of his or her appointment.

C. Voting by Proxy

Any Member entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote instead of that Member. The proxy does not need to be a Member. A Member that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Member's votes. A proxy may be an individual or a body corporate. A proxy that is a body corporate may appoint a representative to exercise the powers that the body corporate may exercise as the Member's proxy.

A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If an appointment directs the way the proxy is to vote on a particular resolution:

- if the proxy is the Chair of the Meeting - the proxy must vote on a poll and must vote in the way directed;
- if the proxy is not the Chair of the Meeting - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote in the way directed; and
- in this instance if the proxy does not attend the Meeting, or does not vote on a poll, the Chair of the Meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at that Meeting.

If a proxy appointment is signed or validly authenticated by the Shareholder but does not name the proxy or proxies in whose favour it is given, the Chair of the Meeting may either act as proxy or complete the proxy appointment by inserting the name or names of one or more of the Directors or the Company Secretary.

If:

- a Shareholder nominates the Chair of the Meeting as the Member's proxy; or
- the Chair of the Meeting is to act as proxy if a proxy appointment is signed by a Shareholder but does not name the proxies in whose favour it is given or otherwise under a default appointment according to the terms of the proxy form,

then the person acting as Chair in respect of an item of business at the Meeting must act as proxy under the appointment in respect of that item of business.

Proxies must be lodged not later than 48 hours before the Meeting (i.e. 2:00pm (Sydney time) on 24 November 2015) in any of the four following ways:

By post to the share registry, Boardroom Pty Limited:

GPO Box 3993, Sydney NSW 2001

By hand delivery to Boardroom Pty Limited at:

Level 12, 225 George Street, Sydney, NSW, 2000

By fax to Boardroom Pty Limited on:

From within Australia: 1300 653 459

From outside Australia: +61 2 9290 9600

By electronic lodgement:

www.votingonline.com.au/awiagm2015 in accordance with instructions provided on the website. Shareholders will need to enter their Postcode OR Country of Residence (if outside Australia) and your Voting Access Code (VAC) to lodge a proxy vote online.

A form of proxy is provided with this Notice.

Further Information

If you have any queries in relation to the Meeting, please contact the Company Secretary, Peter Friend, on +61 2 8305 6033 or peterfriend@awilimited.com.

EXPLANATORY STATEMENT

Explanatory Statement for the 2015 Annual General Meeting of Australasian Wealth Investments Limited ACN 111 772 359

(This Explanatory Statement forms part of the Notice of Meeting dated 19 October 2015)

This Explanatory Statement provides information for Shareholders in respect of the resolutions to be considered at the Annual General Meeting of Australasian Wealth Investments Limited (**Company**) to be held on **Thursday, 26 November 2015 at 2:00pm** (Sydney time) at the Four Seasons Hotel, 199 George Street, Sydney, NSW, 2000, in Studio 3 on Level 1 (**Meeting**).

Ordinary Business

1. Financial Statements

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company is contained within the 2015 Annual Report and will be laid before the Meeting.

Shareholders will be provided with the opportunity to ask questions about the reports or about the Company generally. There is no requirement for a Shareholder resolution on this item. Therefore, no resolution will be put to the Meeting.

2. Re-Election of Director – Paul Clitheroe AM – Resolution 1

The Listing Rules and the constitution of the Company require each Director to be re-elected every three years and also that an election of Directors be held each year. Both Mr Clitheroe and Mr Shepherd were elected to the Board at the 2014 Annual General Meeting but as an election of Directors must be held each year, Mr Clitheroe has put himself forward for election at the Meeting.

Mr Paul Clitheroe, aged 60, is a founding director of leading financial planning firm ipac, and has been involved in the investment industry since he graduated from the University of New South Wales in the late 1970's. From 1993 to 2002 Mr Clitheroe hosted the popular Channel 9 program *Money*. Since 1999 he has been the chairman and chief commentator of *Money* magazine. He writes personal finance columns for metropolitan, suburban and regional newspapers across Australia and presents *Talking Money* on radio nationally. Mr Clitheroe has been a media commentator and conference speaker for more than 30 years, and is regarded as one of Australia's leading experts in the field of personal investment strategies and advice.

Mr Clitheroe is also Chairman of the youth anti-drink driving body, RADD, a Director of Wealth defender Equities Limited, a listed investment company, and a member of the Sydney University Medical School Advisory Board. In 2012, Macquarie University appointed Paul as Chair of Financial Literacy. He is a Professor with the School of Business and Economics.

In 2008, Mr Clitheroe was recognised as a Member of the Order of Australia for service to the financial sector through the promotion of financial literacy, and to the community.

The Directors recommend that Shareholders vote in favour of Resolution 1.

The Chair of the Meeting intends to vote available proxies in favour of Resolution 1.

3. Election of Director – Ron Hodge – Resolution 2

The Listing Rules and the Constitution require that a Director appointed by the Directors to fill a casual vacancy or as an addition to existing Directors (who is not the Managing Director) holds office only until the end of the next following general meeting. Mr Ron Hodge, aged 45, was appointed as a Director by the Directors on 31 August 2015.

After leaving UBS Singapore in 1999 as an Associate Director, Mr Hodge co-founded and was Managing Director of InvestSMART Financial Services. He sold that business to Fairfax Media in October 2007, where he continued as General Manager.

In 2013 Mr Hodge was instrumental in the Company buying InvestSMART from Fairfax and now runs this business along with other related businesses owned by the Company.

Mr Hodge excels in competitive environments dominated by large industry players with cross-disciplinary skills and leadership across critical business functions such as marketing, technology, sales and finance.

Mr Hodge holds a Masters Degree in Computer Science, Bachelor Degrees in Commerce and Economics and a Graduate Diploma in Applied Finance and Investments.

The Directors recommend that Shareholders vote in favour of Resolution 2.

The Chair of the Meeting intends to vote available proxies in favour of Resolution 2.

4. 2015 Remuneration Report – Resolution 3

As required by the Corporations Act, a resolution that the Company's 2015 Remuneration Report be adopted must be put to a vote at the Meeting. The 2015 Remuneration Report is contained within the Directors' Report at pages X to Y of the 2015 Annual Report.

The vote on this matter is advisory only and does not bind the Directors or the Company. Shareholders will be provided with an opportunity to ask questions or make comments on the 2015 Remuneration Report. The Directors will consider the outcome of the vote and comments made by Shareholders at the Meeting on the 2015 Remuneration Report when reviewing the Company's remuneration policies.

As required by section 250U and section 250V of the Corporations Act, if 25% of the votes cast at the 2014 and 2015 Annual General Meetings (or two consecutive Annual General Meetings beyond that period) oppose the adoption of the Remuneration Report, then at the 2015 (or second) Annual General Meeting, the Company must give Shareholders the option to pass a resolution (**Spill Resolution**) requiring that the entire board (except any Managing Director) stand for re-election at an Extraordinary General Meeting (**Spill Meeting**).

At the Company's 2014 Annual General Meeting, over 25% of votes were cast against the adoption of the Remuneration Report for the year ended 30 June 2014. As a consequence, in the event that 25% or more of votes cast on Resolution 3 at the Meeting are against the Resolution, then the Spill Resolution, being Resolution 4 (Item 5 – Contingent Business), will be placed before the Meeting.

As a result of the voting results at the 2014 Annual General Meeting in the relation to the Remuneration Report for the year ended 30 June 2014, some of the Company's largest Shareholders were contacted to better understand the concerns that led to that voting result.

The Directors identified that Shareholders were concerned that the Company's personnel structure and remuneration policies:

- were not appropriate relative to the size of the Company; and
- required adjustment to align better with the core strategic and business objectives of the Company.

Early in 2015 the Directors conducted a strategic review of the Company and decided to integrate it as one business focussing on its wholly owned digital wealth properties. This resulted in a significant streamlining of Company personnel in the latter half of the 2015 Financial Year. The financial impact of these changes is not reflected in the Financial Statements to be considered at the Meeting.

The Directors believe that reductions in expenses as a result of these changes will position the Company to increase investment in growing and enhancing revenue streams. The Directors also believe that future Remuneration Reports of the Company will demonstrate that the adjusted personnel structure is more closely aligned to the size of the Company and its strategic and business objectives.

The Directors recommend that Shareholders vote in favour of Resolution 3.

The Chair of the Meeting intends to vote available proxies in favour of Resolution 3.

Contingent Business

5. *Holding a Spill Meeting – Resolution 4*

As set out in Section 4 above in relation to the 2015 Remuneration Report, if 25% or more votes that are cast are against Resolution 3, the Company is required to put this item to the Meeting under section 250V of the Corporations Act. If less than 25% of the votes cast are against Resolution 3 (adopting the 2014 Remuneration Report) then this item will not be put to the Meeting. If put, the Spill Resolution will be considered an ordinary resolution however, voting exclusions will apply.

If more than 50% of the votes are cast in favour of the Spill Resolution, under section 250W of the Corporations Act, the Company must convene a Spill Meeting within 90 days of the Meeting. All of the Directors who were in office on 28 August, 2015, when the 2015 Directors Report was approved, other than any Managing Director, will need to stand for re-election at the Spill Meeting. Mr Clitheroe and Mr Shepherd were in office on 28 August, 2015 and so, they will stand for election at any Spill Meeting. Following any Spill Meeting, those persons whose election or re-election as Directors is approved will be Directors of the Company. If a Director is re-elected at any Spill Meeting, the term of office of that Director continues as if the cessation and re-election had not occurred.

The Corporations Act includes a mechanism to ensure that the Company will have at least 3 Directors (including any Managing Director) after any Spill Meeting, as is required for a public company. If at a Spill Meeting, at least 3 Directors are not elected by ordinary resolution, those persons with the highest percentage of votes favouring their election, will be taken to be elected (even if less than half of the votes cast on the resolution were in favour of their election). The Company has 3 Directors, including Mr Clitheroe and Mr Shepherd. If a Spill Meeting is convened and no new Director/s are appointed and/or elected before or at the Spill Meeting then Mr Clitheroe and Mr Shepherd will each be re-elected as a Director at the Spill Meeting regardless of the number of votes in favour of their election.

The Directors recommend Shareholders vote against Resolution 4 if it is put to the Meeting.

The Chair of the Meeting intends to vote available proxies against Resolution 4 if it is put to the Meeting.

Further Information

If you have any queries in relation to the Meeting, please contact the Company Secretary, Peter Friend on +61 2 8305 6033 or peterfriend@awilimited.com.

Glossary

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited or the financial market known as the Australian Securities Exchange that is operated by ASX Limited, as the context requires.

Board means the Board of Directors of the Company.

Closely Related Party of a KMP means:

- a spouse or child of the KMP;
- a child of the KMP's spouse;
- a dependent of the KMP or of the KMP's spouse;
- anyone who is one of the KMP's family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP's dealings with the Company;
- a company the KMP controls.

Company means Australasian Wealth Investments Limited (ACN 111 752 359).

Corporations Act means Corporations Act (2001) Cth.

Constitution means the Constitution of the Company.

Director means a Director of the Company.

Key Management Personnel (or **KMP**) means those persons having the authority and responsibility for planning, directing and controlling the activities of the Company either directly or indirectly, including all Directors. The KMP's during the year ended 30 June 2015 are listed in the 2015 Remuneration Report contained within the Directors' Report in the 2015 Annual Report of the Company.

Listing Rule means a Listing Rule of the ASX.

Meeting means the Annual General Meeting of the Company to be held on Thursday, 26 November, 2015 commencing at 2:00pm (Sydney time).

Share means a fully-paid ordinary share in the Company.

Shareholder means the holder of Shares.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 12, 225 George Street,
Sydney NSW 2000 Australia

📠 **By Fax:** (within Australia) 1300 653 459
(outside Australia) +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm (Sydney Time) on Tuesday 24 November 2015.**

🖥 TO VOTE ONLINE

STEP 1: VISIT www.votingonline.com.au/awiagm2015

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark 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 securities are to be voted on any item by inserting the percentage or number that 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 for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry, Boardroom Pty Limited.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:00pm (Sydney Time) on Tuesday, 24 November 2015.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** www.votingonline.com.au/awiagm2015

📠 **By Fax** (within Australia) 1300 653 459
(outside Australia) + 61 2 9279 0664

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Australasian Wealth Investments Limited

ABN 62 111 772 359

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Australasian Wealth Investments Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Four Seasons Hotel, Studio 3, Level 1, 199 George Street, Sydney NSW 2000 on Thursday, 26 November 2015 at 2:00pm (Sydney Time)** and at any adjournment of that meeting, to act 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 3, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this resolution even though Resolution 3 is connected with the remuneration of a member of key management personnel for Australasian Wealth Investments Limited.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 3). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To re-elect Mr Paul Clitheroe AM as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To elect Mr Ron Hodge as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Contingent Business				
Resolution 4	To hold a Spill Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2015