
PRODIGY GOLD NL

ACN 009 127 020

NOTICE OF ANNUAL GENERAL MEETING

TIME: 2 pm (WST)

DATE: 15 October 2018

PLACE: BDO Audit (WA) Pty Ltd
38 Station Street
Subiaco, Western Australia

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9423 9777.

CONTENTS PAGE

Business of the Meeting (setting out the proposed Resolutions)	3
Explanatory Statement (explaining the proposed Resolutions)	5
Glossary	10
Certificate of Appointment of Corporate Representative	11

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2:00 pm (WST) on 15 October 2018 at BDO Audit (WA) Pty Ltd, 38 Station Street, Subiaco, Western Australia.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

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 at 4.00 pm (WST) on 13 October 2018. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time specified and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who 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 the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

The Proxy Form (and any power of attorney under which it is signed) must be received at the address set out below not later than 2:00 pm (WST) on 13 October 2018 (being not less than 48 hours before the commencement of the Annual General Meeting). Any Proxy Forms received after that time will not be valid for the Annual General Meeting.

By mail: Prodigy Gold NL
C/- Security Transfer Registrars Pty Ltd
PO BOX 535
APPLECROSS WA 6953

By fax: Prodigy Gold NL
C/- Security Transfer Registrars Pty Ltd
+61 8 9315 2233

By email: registrar@securitytransfer.com.au

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2018 together with the directors' report and the auditor's report.

1. 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 ordinary resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2018 be adopted."

Note: section 250R(3) of the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Restrictions:

A vote on this Resolution must not be cast (in any capacity) on the Resolution by or on behalf of any of the following persons:

- (a) a member of the key management personnel ("KMP"), details of whose remuneration are included in the remuneration report; or
- (b) a closely related party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the voter is the Chairman and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR BRETT SMITH

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

"That, for the purpose of clause 13.1(e) of the Constitution, Listing Rule 14.5 and for all other purposes, Mr Brett Smith, a Director retiring by rotation, and being eligible, is re-elected as a Director."

SPECIAL BUSINESS

3. RESOLUTION 3 – APPROVAL OF 10% ADDITIONAL PLACEMENT CAPACITY

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to have the additional capacity to issue Equity Securities totalling up to 10% of the issued capital of the Company, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares), and 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.

DATED: 3 SEPTEMBER 2018

BY ORDER OF THE BOARD



JUTTA ZIMMERMANN
COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolution. The Directors also recommend Shareholders read the instructions on the Proxy Form in full if they intend to vote by proxy.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2018 together with the directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.prodigygold.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the Shareholders of the Company. However, such a resolution 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 2018.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

2.2 Voting consequences

If at least 25% of the votes cast on a remuneration report Resolution are voted against adoption of the remuneration report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company (Spill Resolution) at the second annual general meeting.

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene an extraordinary general meeting (Spill Meeting) within 90 days of the second annual general meeting.

All of the Directors of the Company who were in office when the directors' report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the Managing Director, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting, those persons whose election or re-election as Directors of the Company is approved will be the Directors of the Company.

At the Company's 2016 annual general meeting the votes cast against the remuneration report considered at that Annual General Meeting were less than 25%. Accordingly, a Spill Resolution is not capable of being put for this Annual General Meeting.

2.3 Directors' Recommendation

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

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – BRETT SMITH

3.1 Background

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each AGM. This rule also applies even where no directors are required to stand for re-election at an AGM in accordance with Listing rule 14.4.

Clause 13.1(e) of the Constitution provides that where the Listing Rules require an election of directors to be held, no director is otherwise required to retire in accordance with the Constitution and no director has offered themselves for re-election, then the director (excluding the Managing Director) who has been longest in office since their last election or appointment shall be required to seek re-election. Mr Smith, who was last re-elected by Shareholders at the Company's AGM held on 2 November 2016, is currently the longest serving director. On that basis, in accordance with Listing Rule 14.5, Mr Smith retires and seeks re-election at the AGM.

Mr Smith has participated in the development and delivery of a number of mining and mineral processing projects including coal, iron ore, base and precious metals. He has also managed engineering and construction companies in Australia and internationally. Mr Smith has served on boards of both private and public mining and exploration companies. He is currently Executive Director of Dragon Mining Limited (since February 2014) and Deputy Executive Chairman of APAC Resources Limited (since May 2016). Overall, Mr Smith has over 30 years' international experience in the engineering, project development and organisational change management.

Mr Smith is currently a non-executive director of the Company.

3.2 Directors' Recommendation

Other than Mr Smith (who is standing for re-election), the Directors recommend that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – APPROVAL OF 10% ADDITIONAL PLACEMENT CAPACITY

4.1 Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued Share capital through placements over a 12 month period after the annual general meeting at which approval of the issue is obtained (**10% Placement Facility**). This 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1 and will, if approved, allow the Company to issue up to 25% of its issued capital in total.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX300 Index and has a market capitalisation of \$300 million or less. On 21 August 2018, the closing price of Shares was \$0.09 per Share and the Company had 435,601,334 Shares on issue, meaning the market capitalisation of the Company on 21 August 2018 was approximately \$39,204,120.

As the market capitalisation of the Company is less than \$300 million and the Company is not included in the S&P/ASX 300 Index, the Company is an eligible entity. In order for the Company to utilise the additional capacity to issue Equity Securities under Listing Rule 7.1A, it must remain compliant with the requirements of Listing Rule 7.1A at the date of the Meeting.

The Company is now seeking Shareholder approval by way of a special resolution, which requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative), to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

4.2 Number of Equity Securities

The formula for calculating the maximum number of Equity Securities that may be issued under the 10% Placement Facility is calculated as follows:

(A x D) – E

A is the number of Shares on issue 12 months before the date of issue or the date of agreement to issue:

- plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid Shares that became fully paid in the 12 months;

- plus the number of Shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 or 7.4 (excluding an issue of Shares under the Company's 15% placement capacity without Shareholder approval);
- less the number of Shares cancelled in the 12 months.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or date of agreement to issue and not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

The ability to issue Equity Securities under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has 435,601,334 Shares on issue. As such, provided that Resolution 3 is passed, the Company will have capacity to issue:

- 65,340,200 Equity Securities under Listing Rule 7.1 and
- 43,560,133 Equity Securities under Listing Rule 7.1A (subject to approval of this Resolution 3).

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of this Notice, has only one class of quoted Equity Securities on issue, being Shares. Accordingly, as at the date of this Notice the only Equity Securities the Company may issue under Listing Rule 7.1A are Shares.

A number of scenarios showing potential issues under Listing Rule 7.1A are detailed in the Table below.

4.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Additional Placement Capacity as follows:

(a) Minimum issue price

For the purpose of Listing Rule 7.1A.3, the issue price of Shares under this 10% Additional Placement Capacity will be no less than 75% of the VWAP for Shares calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the Shares are to be issued is agreed; or
- if the Shares are not issued within 5 trading days of the date in the paragraph above, the date on which the Shares are issued.

(b) Risk of economic and voting dilution

If this Resolution is approved by Shareholders and the Company issues Shares under the 10% Additional Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the Table below (in the case of unlisted options, only if the unlisted options are exercised).

There is a risk that:

- the market price for the Shares may be significantly lower on the date of the issue of the Shares than on the date of the Meeting in which the approval under Listing Rule 7.1A is given; and
- the Shares may be issued at a price that is at a discount to the market price for the Shares on the issue date or the Shares are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Shares.

The Table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future meeting of Shareholders; and

- two examples where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

TABLE

The Table has been prepared on the following assumptions:

- The Company issues the maximum number of Shares available under the 10% Additional Placement Capacity.
- No unlisted options (including any unlisted options issued under the 10% Additional Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The Table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Additional Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- The Table shows only the effect of issues of Shares under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue price of 9 cents per Share, being the closing price of Shares on 21 August 2018.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.045 50% decrease in issue price	\$0.09 Issue Price	\$0.18 100% increase in issue price
Current Variable A 435,601,334 Shares	10% voting dilution	43,560,133 Shares	43,560,133 Shares	43,560,133 Shares
	Funds raised	\$1,960,206	\$3,920,412	\$7,840,824
50% increase in current Variable A 653,402,001 Shares	10% voting dilution	65,340,200 Shares	65,340,200 Shares	65,340,200 Shares
	Funds raised	\$2,940,309	\$5,880,618	\$11,761,236
100% increase in current Variable A 871,202,668 Shares	10% voting dilution	87,120,266 Shares	87,120,266 Shares	87,120,266 Shares
	Funds raised	\$3,920,412	\$7,840,824	\$15,681,648

(c) Timing

The date by which the Shares may be issued is the earlier of:

- 12 months after the date of this Meeting; and
- the date of approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

The approval will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 or Listing Rule 11.2.

(d) Purposes for which Shares may be issued

The Company may seek to issue the Shares for the following purposes:

- non-cash consideration for the acquisition of new resources, assets or investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued exploration and development expenditure on the Company's current assets and/or general working capital.

The Company will comply with disclosure obligations under Listing Rule 7.1A.4 and 3.10.5A upon issue of any Shares under the 10% Additional Placement Capacity.

(e) Allocation policy

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Additional Placement Capacity. The intended allottees, usually sophisticated investors, will be determined on a case-by-case basis having regard to, but not limited to, the following factors:

- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- the effect of the issue of the Shares on control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisors (if applicable).

The allottees under the 10% Additional Placement Capacity have not been determined as at the date of this Notice, but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

(f) Equity Securities issued by the Company

The Company issued 60,443,531 equity Securities in the 12 months preceding the date of this Meeting, being on and from 15 October 2017, representing approximately 16.11% of the total number of Equity Securities that were on issue on 15 October 2017.

Further details of this issue of Equity Securities are set out below.

Date	Quantity	Class	Recipients	Issue price and discount to Closing Market Price (if any) ¹	Consideration
15 March 2018	60,443,531	Ordinary shares ²	<ul style="list-style-type: none">• St Barbara Limited• APAC Resources Limited• Independence Group NL• Craton Capital Precious Metal Fund	\$0.10 per share (a premium of \$0.015 to the Closing Market Price on the date of issue and a discount of \$0.021 to the Closing Market Price on the date the placement was announced).	<p>\$6,044,353</p> <p>Approximately \$2,000,000 of these funds have been used for exploration costs including tenement costs, working capital, operating costs, and general working capital.</p> <p>The Company intends to use the remaining funds for the same purpose.</p>

Notes:

1. For the purposes of the above table, the discount of the issue price to the Closing Market Price (if any) is calculated on the Closing Market Price on the date of issue.
2. Fully paid ordinary shares in the capital of the Company (ASX code: PRX), the terms of which are set out in the Constitution.

4.4 Voting Exclusion

A voting exclusion statement is set out in this Notice. As at the date of this Meeting, the Company has not invited any existing Shareholder to participate in any issue of Equity Securities under Listing Rule 7.1A and as such, no Shareholders will be excluded from voting on Resolution 3.

4.5 Directors' Recommendation

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

GLOSSARY

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

ASX means ASX Limited.

Board means the current board of Directors of the Company.

Company means Prodigy Gold NL (ACN 009 127 020).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company and **Director** means any of them.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of Annual General Meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolution means the resolution set out in the Notice of Meeting.

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.

Certificate of Appointment of Corporate Representative

Shareholder Details

This is to certify that by a resolution of the Directors of:

..... (Company)
Insert name of shareholder company

The Company has appointed:

.....
Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that company at the meeting of the members of Prodigy Gold NL to be held on 15 October 2018 and at any adjournments of that meeting/all meetings of the members of Prodigy Gold NL.

DATED 2018

Please sign here

Executed by the Company)
in accordance with its constituent documents)
)

.....
Director

.....
Director/Secretary

.....
Name of authorised representative (print)

.....
Position of authorised representative (print)

.....
Signature of authorised representative

Instructions for Completion

1. Insert name of appointor company and the name or position of the appointee (e.g. "John Smith" or "each director of the company").
2. Execute the Certificate following the procedure required by your Constitution or other constituent documents.
3. Print the name and position (e.g. director) of each company officer who signs this Certificate on behalf of the company.
4. Insert the date of execution where indicated.
5. Send or deliver the Certificate to Prodigy Gold NL's registered office at Level 1, 141 Broadway Nedlands WA 6009 or fax the Certificate to the registered office at 08 9423 9733 or email to admin@prodigygold.com.au; or
6. Produce to the Company Secretary or a Director prior to admission at the Annual General Meeting.



PRODIGY GOLD NL

ACN: 009 127 020

REGISTERED OFFICE:

LEVEL 1
141 BROADWAY
NEDLANDS WA 6009



SHARE REGISTRY:

Security Transfer Australia Pty Ltd

All Correspondence to:

PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

PRX

Holder Number:

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

VOTE ONLINE

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

SECTION A: Appointment of Proxy

I/We, the above named, being registered holder/s of shares in the Company and entitled to attend and vote hereby appoint:

☐

Chairperson of the Meeting

OR

or failing the person named, or if no person is named, the Chairperson of the Meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote or abstain from voting in accordance with the following directions (or if no directions have been given and to the extent permitted by law, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 2:00pm WST on Monday 15 October 2018 at BDO Audit (WA) Pty Ltd, 38 Station Street, Subiaco, Western Australia and at any adjournment of that meeting.

Where I/we have appointed the Chairperson of the Meeting as my/our proxy (or the Chairperson of the Meeting becomes my/our proxy by default), I/we expressly authorise the Chairperson of the Meeting to exercise my/our proxy on resolution 1 (except where I/we have indicated a different voting intention by marking the boxes in section B below), notwithstanding that resolution 1 is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

1. Adoption of Remuneration Report

For

Against

Abstain*

☐☐☐

2. Re-election of Director – Mr Brett Smith

☐☐☐

3. Approval of 10% Additional Placement Capacity

☐☐☐

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

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

Individual or Security Holder

Sole Director & Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 2:00pm WST on Saturday 13 October 2018.



PRXP2131018

1

2

PRX

PRXP2131018



My/Our contact details in case of enquiries are:

Name:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Number:

(

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

)

1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- On each of the Proxy forms, state the percentage of your voting rights or 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 of your votes; and
- Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

Online www.securitytransfer.com.au

Postal Address PO BOX 52
Collins Street West VIC 8007

Street Address Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000

Telephone 1300 992 916

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.