
TALGA RESOURCES LTD

ACN 138 405 419

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10:00 am (WST)

DATE: Monday, 26 November 2018

PLACE: City of Perth Library Auditorium
Mezzanine Level, 573 Hay St
Perth, Western Australia 6000

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, Dean Scarparolo on (+61 8) 9481 6667.

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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 10:00 am (WST) on Monday, 26 November 2018 at:

City of Perth Library Auditorium
Mezzanine Level, 573 Hay St
Perth, Western Australia 6000

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 Meeting are those who are registered Shareholders at 10:00 am (WST) on Saturday, 24 November 2018.

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time 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 Clause 6.14(n) of the Constitution, each proxy may exercise one-half of the votes.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- 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
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

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 the meeting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 10:00 am (WST) on Monday, 26th November 2018 at City of Perth Library Auditorium, Mezzanine Level, 573 Hay St, Perth, Western Australia.

The Explanatory Memorandum provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum 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 at 10:00 am (WST) on Saturday, 24 November 2018.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

AGENDA

1. 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 declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes approval is given for the adoption of the Remuneration Report, as contained in the Company's annual financial report for the financial year ended 30 June 2018."

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

Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR STEPHEN LOWE

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

"That Mr Stephen Lowe, who retires in accordance with Article 7.4(c) of the Constitution and being eligible, offers himself for election, be elected as a Director."

4. RESOLUTION 3 – RATIFICATION OF PLACEMENT

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 13,075,977 Shares on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or an associate of those persons.

However, the Company need not disregard a vote if:

- (a) 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
- (b) it is cast by the Chairperson 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.

5. RESOLUTION 4 – AMENDMENT TO THE CONSTITUTION

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

"That, for the purposes of section 136(2) of the Corporations Act, the Constitution of the Company be modified by making the amendment contained in the document tabled at the Annual General Meeting and signed by the Chairman for the purposes of identification, with immediate effect in the manner set out in the Explanatory Memorandum".

6. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT FACILITY

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

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of 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 in the Explanatory Memorandum."

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 ordinary securities in the Company), or an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- (a) 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
- (b) it is cast by the Chairperson 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: 15 OCTOBER 2018
BY ORDER OF THE BOARD



DEAN SCARPAROLO
COMPANY SECRETARY

EXPLANATORY MEMORANDUM

This Explanatory Memorandum 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 10:00 am (WST) on Monday, 26th November 2018 at City of Perth Library Auditorium, Mezzanine Level, 573 Hay St, Perth, Western Australia.

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum provides the following information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions contained within the Notice of Meeting:

Section 1:	Financial Statements and Reports
Section 2:	Resolution 1 – Adoption of Remuneration Report
Section 3:	Resolution 2 – Re-election of director – Mr Stephen Lowe
Section 4:	Resolution 3 – Ratification of Placement
Section 5:	Resolution 4 – Amendment to the Constitution
Section 6:	Resolution 5 – Approval of 10% Placement Facility

1. FINANCIAL STATEMENTS AND REPORTS – AGENDA ITEM

In accordance with the Constitution and section 317 of the Corporations Act, 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 2018 together with the Directors' declaration, the Directors' Report, the Remuneration Report and the Auditor's Report.

There is no requirement for Shareholders to approve the Company's annual financial report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Company's annual financial report which is available on its website at www.talgaresources.com or on the ASX platform for "TLG" at www.asx.com.au;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairperson about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

Section 250R of 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. 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 Key Management Personnel 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

Pursuant to Part 2G.2, Division 9 of the Corporations Act, 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 a 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 the 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 of the company, 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 is approved will be the Directors of the Company.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting. If at least 25% of the votes are cast against the Remuneration Report at this Meeting, Shareholders should be aware that if the same occurs at the 2019 annual general meeting, this may result in the re-election of the Board.

2.4 Chairperson's intentions

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention, even though the Resolution is

connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR STEPHEN LOWE

Article 7.4(c) of the Constitution requires that one third of the Directors (excluding the Managing Director) must retire at each annual general meeting (rounded down to the nearest whole number), but if the Company has less than 3 Directors, one Director must retire at each annual general meeting.

Article 7.4(f) of the Constitution provides that a Director who retires in accordance with Article 7.4(c) is eligible for re-election.

The Company currently has five Directors. One of these Directors, Mr Mark Thompson, is the Managing Director. Accordingly, one of the other four Directors must retire. Article 7.4(e) of the Constitution provides that the Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

Pursuant to these Articles, Mr Stephen Lowe, the longest serving Director without re-election by Shareholders, will retire by rotation and, being eligible, will seek re-election at this Meeting.

Mr Lowe is a Non-Executive Director of the Company and was first appointed on 17 December 2015. Mr Lowe was last re-elected by Shareholders at the Company's 2016 annual general meeting held on 25 November 2016.

Mr Lowe's background is in business management and taxation and he has over 18 years' experience consulting to a range of corporate and high wealth clients. Mr Lowe was previously the Chairman of Sirius Resources and is currently a non-executive director of Coziron Resources Ltd. Mr Lowe is a Fellow of the Taxation Institute of Australia and a Member of the Australian Institute of Company Directors.

Mr Lowe is considered to be an independent Director.

The Board (excluding Mr Lowe) recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 2.

4. RESOLUTION 3 – RATIFICATION OF PLACEMENT

4.1 General

On 28 June 2018, the Company announced that it had received binding commitments for a placement of approximately 13,100,000 Shares (**Placement Shares**) at an issue price of \$0.65 each to raise approximately \$8,500,000 (before costs). The Placement Shares were issued on 4 July 2018 pursuant to the Company's 15% placement capacity under Listing Rule 7.1.

4.2 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

The Placement Shares were issued in accordance with Listing Rule 7.1.

4.3 Listing Rule 7.4

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Resolution 3 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.4 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- (a) 13,075,977 Placement Shares were issued;
- (b) the Placement Shares were issued at an issue price of \$0.65 each;
- (c) the Placement Shares were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Placement Shares were issued to sophisticated and professional investors, each of whom is an unrelated party of the Company;
- (e) the funds raised were and are intended to be used to further business growth and development including:
 - (i) Li-ion battery graphene product development, including scale up of battery anode commercial samples towards product marketing/offtake agreements;
 - (ii) graphite resource to reserve conversion and advanced feasibility studies;
 - (iii) cobalt project development including drilling and establishment of maiden JORC resources, exploration, metallurgy and preparation for potential cobalt IPO; and
 - (iv) general working capital and business development; and
- (f) a voting exclusion statement is included in the Notice.

Resolution 3 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 3.

5. RESOLUTION 4 – AMENDMENT TO THE CONSTITUTION

5.1 General

The Company is currently governed by its existing Constitution which was adopted by Shareholders on 27 November 2014.

Under section 136(2) of the Corporations Act, a company can modify its constitution or a provision of its constitution by special resolution. Accordingly, the Company seeks Shareholder approval to amend Article 10.1 of the Constitution by a special resolution of shareholders as set out in section 5.2 below.

A copy of the amended constitution will be sent to Shareholders on request and will also be available for inspection at the office of the Company during normal business hours prior to the Annual General Meeting.

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

Resolution 4 is a special resolution and therefore 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).

The Chairperson intends to exercise all available proxies in favour of Resolution 4.

5.2 Proposed amendment

It is proposed that Article 10.1 of the Constitution be amended to enable the Directors to pass written resolutions without certain Directors who have been given a leave of absence. The effect of this amendment will be to enable Directors to effect the business of the Company by written resolutions without all Director necessarily being present to authorise the resolution.

Currently, Article 10.1 of the Constitution states the following:

"The Directors may pass a resolution without a meeting of the Directors being held if all of the Directors entitled to vote on the resolution assent to a document containing a statement that they are in favour of the resolution set out in the document".

It is proposed that Article 10.1 of the Constitution be amended to state the following:

"The Directors may pass a resolution without a meeting of the Directors being held if all of the Directors entitled to vote on the resolution, except for any Directors who have been given a leave of absence, assent to a document containing a statement that they are in favour of the resolution set out in the document".

5.3 Effective date

Pursuant to section 137(a) of the Corporations Act, the amendment is effective on the date on which the resolution is passed if it specifies no later date.

No later date is specified in this Resolution 4, accordingly, the amendment is effective on and from the date the Resolution is passed.

6. RESOLUTION 5 – APPROVAL OF 10% PLACEMENT FACILITY

6.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The 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 (refer to Section 6.2(c) below).

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

Resolution 5 is a special resolution and therefore 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).

The Chairperson intends to exercise all available proxies in favour of Resolution 5.

6.2 Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

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

The Company, as at the date of the Notice, has on issue two quoted class of Equity Securities, Shares and Options.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

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

(A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;

(B) plus the number of partly paid shares that became fully paid in the 12 months;

(C) plus the number of fully paid shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without Shareholder approval;

(D) less the number of fully paid shares cancelled in the 12 months.

Note that "A" has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

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 agreement to issue that are not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

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

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of Shareholder approval 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),

(10% Placement Period).

6.3 Effect of Listing Rule 7.1A

The effect of Resolution 5 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

6.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided as follows:

(a) **Minimum issue price**

The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

If the Equity Securities are issued for non-cash consideration, then, In accordance with the Listing Rules, the Company will provide a valuation of the non-cash consideration to the market that demonstrates that the issue price of the securities complies with Listing Rule 7.1A.3.

(b) **Risk of economic and voting dilution**

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares). There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the date the Company agrees to issue the Equity Securities,

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

The below table shows:

- (i) the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities (being variable "A" as calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice);
- (ii) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities 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 Shareholders' meeting; and
- (iii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2*		Dilution		
		\$0.22 50% decrease in Issue Price	\$0.44 Issue Price	\$0.88 100% increase in Issue Price
Current Variable A 204,357,379 Shares	10% Voting Dilution	20,435,738 Shares	20,435,738 Shares	20,435,738 Shares
	Funds raised	\$4,495,862	\$8,991,725	\$17,983,449
50% increase in current Variable A 306,536,069 Shares	10% Voting Dilution	30,653,607 Shares	30,653,607 Shares	30,653,607 Shares
	Funds raised	\$6,743,794	\$13,487,587	\$26,975,174
100% increase in current Variable A 408,714,758 Shares	10% Voting Dilution	40,871,476 Shares	40,871,476 Shares	40,871,476 Shares
	Funds raised	\$8,991,725	\$17,983,449	\$35,966,899

Notes:

* The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
2. No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
3. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
6. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
7. The issue price is \$0.44 being the closing price of the Shares on ASX on 11 October 2018.

(c) **Final date for issue**

The Company will only issue the Equity Securities during the 10% Placement Period.

(d) **Purposes of issues under 10% Placement Facility**

The Company may seek to issue the Equity Securities for the following purposes:

- (i) cash consideration, in which case the Company intends to use funds raised, towards further business growth and development including feasibility studies,

exploration, product development and commercialisation activities, payment of suppliers or service providers, and working capital requirements; or

- (ii) non-cash consideration for the acquisition of new resources assets and investments, or services. In such circumstances the Company will provide a valuation of the non-cash consideration as required under Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

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

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

Further, if the Company is successful in acquiring new projects, assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new projects, assets or investments.

(f) **Issues in the past 12 months**

During the 12 months preceding the date of the 2018 Annual General Meeting and as at the date of this Notice, the Company has issued 15,010,237 Equity Securities (being 15,010,237 Shares and nil unquoted Options) and this represents approximately 5.35% of the total number of Equity Securities on issue at the commencement of that 12 month period.

Details of each issue of Equity Securities by the Company during the 12 months preceding the date of the 2018 Annual General Meeting are in the table in Schedule 1.

(g) **Voting exclusion statement**

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

GLOSSARY

\$ means Australian dollars.

10% Placement Facility has the meaning given in Section 6.1.

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

Article means an article of the Constitution.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

Auditor's Report means the auditor's report on the Financial Report.

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.

Chairperson means the person appointed to chair the Meeting.

Closely Related Party means:

(a) a spouse or child of the member; or

(b) has the meaning given in section 9 of the Corporations Act.

Company means Talga Resources Ltd (ACN 138 405 419).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Security has the same meaning as in the Listing Rules and **Equity Securities** has the corresponding meaning.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the Listing Rules of ASX.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Memorandum and the Proxy Form.

Option means an option which entitles the holder to subscribe for one Share.

Placement Shares has the meaning ascribed in Section 4.1.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2018.

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

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

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

Shareholder means a holder of a Share.

Spill Meeting has the meaning given in Section 2.2.

Spill Resolution has the meaning given in Section 2.2.

Trading Day has the meaning given in the Listing Rules.

VWAP means volume weighted average price.

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

SCHEDULE 1 – DETAILS OF ISSUES OF EQUITY SECURITIES

Date of Issue	Number of Securities	Type of Security	Recipient of Securities	Issue Price and any discount to Market Price ¹ (if applicable)	Consideration, current value & use of Funds ² as at the date of this Notice
13/12/17	1,250	Shares	Holders of quoted Options (exercise of quoted securities)	An issue price of \$0.45 per Share, representing a discount of 24% to Market Price	<p>Consideration: \$562</p> <p>Current value: \$550³</p> <p>Amount of cash spent and use of funds \$Nil. Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements</p>
29/01/17	5,000	Shares	Holders of quoted Options (exercise of quoted securities)	An issue price of \$0.45 per Share, representing a discount of 30% to Market Price	<p>Consideration: \$2,250.</p> <p>Current value: \$2,200³</p> <p>Amount of cash spent and use of funds \$Nil</p> <p>Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements</p>
28/02/17	150,000	Shares	Holders of unquoted Options (exercise of unquoted securities)	An issue price of \$0.54 per Share, representing a discount of 33% to Market Price	<p>Consideration: \$81,000.</p> <p>Current value: \$66,000³</p> <p>Amount of cash spent and use of funds \$Nil</p> <p>Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements</p>

Date of Issue	Number of Securities	Type of Security	Recipient of Securities	Issue Price and any discount to Market Price¹ (if applicable)	Consideration, current value & use of Funds² as at the date of this Notice
14/03/18	250,000	Shares	Holder of unquoted Options (exercise of unquoted securities)	An issue price of \$0.54 per Share, representing a discount of 32% to Market Price	Consideration: \$135,000 Current value: \$110,000 ³ Amount of cash spent and use of funds \$Nil Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements
14/03/18	50,000	Shares	Holder of unquoted Options (exercise of unquoted securities)	An issue price of \$0.45 per Share, representing a discount of 43% to Market Price	Consideration: \$22,500 Current value: \$22,000 ³ Amount of cash spent and use of funds \$Nil Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements
14/03/18	69,866	Shares	Holder of quoted Options (exercise of quoted securities)	An issue price of \$0.45 per Share, representing a discount of 43% to Market Price	Consideration: \$31,434 Current value: \$30,741 ³ Amount of cash spent and use of funds \$Nil Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements

Date of Issue	Number of Securities	Type of Security	Recipient of Securities	Issue Price and any discount to Market Price¹ (if applicable)	Consideration, current value & use of Funds² as at the date of this Notice
29/03/18	9,500	Shares	Holders of quoted Options (exercise of quoted securities)	An issue price of \$0.45 per Share, representing a discount of 44% to Market Price	Consideration: \$4,275 Current value: \$4,180 ³ Amount of cash spent and use of funds \$Nil Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements
05/04/18	80,000	Shares	Holders of quoted Options (exercise of quoted securities)	An issue price of \$0.45 per Share, representing a discount of 45% to Market Price	Consideration: \$36,000 Current value: \$35,200 ³ Amount of cash spent and use of funds \$Nil Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements
11/04/18	19,903	Shares	Holders of quoted Options (exercise of quoted securities)	An issue price of \$0.45 per Share, representing a discount of 40% to Market Price	Consideration: \$8,956 Current value: \$8,757 ³ Amount of cash spent and use of funds \$Nil Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements

Date of Issue	Number of Securities	Type of Security	Recipient of Securities	Issue Price and any discount to Market Price¹ (if applicable)	Consideration, current value & use of Funds² as at the date of this Notice
19/04/18	185,000	Shares	Holder of unquoted Options (exercise of unquoted securities)	An issue price of \$0.54 per Share, representing a discount of 27% to Market Price	Consideration: \$99,900 Current value: \$81,400 ³ Amount of cash spent and use of funds \$Nil Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements
04/05/18	185,000	Shares	Holder of unquoted Options (exercise of unquoted securities)	An issue price of \$0.54 per Share, representing a discount of 27% to Market Price	Consideration: \$99,900 Current value: \$81,400 ³ Amount of cash spent and use of funds \$Nil Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements
04/05/18	5,030	Shares	Holder of quoted Options (exercise of quoted securities)	An issue price of \$0.45 per Share, representing a discount of 39% to Market Price	Consideration: \$2,264 Current value: \$2,213 ³ Amount of cash spent and use of funds \$Nil Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements

Date of Issue	Number of Securities	Type of Security	Recipient of Securities	Issue Price and any discount to Market Price¹ (if applicable)	Consideration, current value & use of Funds² as at the date of this Notice
18/05/18	147,208	Shares	Holders of quoted Options (exercise of quoted securities)	An issue price of \$0.45 per Share, representing a discount of 42% to Market Price	Consideration: \$66,244 Current value: \$64,772 ³ Amount of cash spent and use of funds \$Nil Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements
25/05/18	93,000	Shares	Holders of quoted Options (exercise of quoted securities)	An issue price of \$0.45 per Share, representing a discount of 45% to Market Price	Consideration: \$41,850 Current value: \$40,920 ³ Amount of cash spent and use of funds \$Nil Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements
25/05/18	37,037	Shares	Holders of unquoted Options (exercise of unquoted securities)	An issue price of \$0.54 per Share, representing a discount of 34% to Market Price	Consideration: \$20,000 Current value: \$16,296 ³ Amount of cash spent and use of funds \$Nil Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements

Date of Issue	Number of Securities	Type of Security	Recipient of Securities	Issue Price and any discount to Market Price¹ (if applicable)	Consideration, current value & use of Funds² as at the date of this Notice
05/06/18	415,100	Shares	Holders of quoted Options (exercise of quoted securities)	An issue price of \$0.45 per Share, representing a discount of 44% to Market Price	Consideration: \$186,795 Current value: \$182,644 ³ Amount of cash spent and use of funds \$Nil Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements
13/06/18	61,000	Shares	Holders of quoted Options (exercise of quoted securities)	An issue price of \$0.45 per Share, representing a discount of 36% to Market Price	Consideration: \$27,450 Current value: \$26,840 ³ Amount of cash spent and use of funds \$Nil Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements
04/07/18	13,075,977	Shares	Institutional investors who are not related parties of the Company	An issue price of \$0.65 per Share, representing a premium of approximately 5.8% to Market Price	Consideration: \$8,499,385 Current value: \$5,753,430 ³ Amount of cash spent and use of funds \$Nil Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements

Date of Issue	Number of Securities	Type of Security	Recipient of Securities	Issue Price and any discount to Market Price ¹ (if applicable)	Consideration, current value & use of Funds ² as at the date of this Notice
05/07/18	2,500	Shares	Holders of quoted Options (exercise of quoted securities)	An issue price of \$0.45 per Share, representing a discount of 33% to Market Price	<p>Consideration: \$1,125</p> <p>Current value: \$1,100³</p> <p>Amount of cash spent and use of funds \$Nil</p> <p>Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements</p>
14/08/18	43,073	Shares	Holders of quoted Options (exercise of quoted securities)	An issue price of \$0.45 per Share, representing a discount of 8% to Market Price	<p>Consideration: \$19,383</p> <p>Current value: \$18,952³</p> <p>Amount of cash spent and use of funds \$Nil</p> <p>Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements</p>
20/07/18	27,483	Shares	Holders of quoted Options (exercise of quoted securities)	An issue price of \$0.45 per Share, representing a discount of 25% to Market Price	<p>Consideration: \$12,367</p> <p>Current value: \$12,093³</p> <p>Amount of cash spent and use of funds \$Nil</p> <p>Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements</p>

Date of Issue	Number of Securities	Type of Security	Recipient of Securities	Issue Price and any discount to Market Price ¹ (if applicable)	Consideration, current value & use of Funds ² as at the date of this Notice
28/08/18	45,000	Shares	Holders of quoted Options (exercise of quoted securities)	An issue price of \$0.45 per Share, representing a discount of 17% to Market Price	Consideration: \$20,250. Current value: \$19,800 ³ Amount of cash spent and use of funds \$Nil Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements
07/09/18	36,510	Shares	Holders of quoted Options (exercise of quoted securities)	An issue price of \$0.45 per Share, representing a discount of 17% to Market Price	Consideration: \$16,430 Current value: \$16,064 ³ Amount of cash spent and use of funds \$Nil Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements
28/09/18	15,800	Shares	Holders of quoted Options (exercise of quoted securities)	An issue price of \$0.45 per Share, representing a discount of 2% to Market Price	Consideration: \$7,110. Current value: \$6,952 ³ Amount of cash spent and use of funds \$Nil Intended use for remaining cash: Further business growth and development including feasibility studies, exploration, product development and commercialisation activities and working capital requirements

Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last Trading Day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Statements of future expenditure intentions in the above table are a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
3. The current value of Shares is based on the closing price of the Shares \$0.44 on the ASX on 11 October 2018.

ACN: 138 405 419

REGISTERED OFFICE:
SUITE 3, LEVEL 1
2 RICHARDSON STREET
WEST PERTH WA 6005

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

«EFT_REFERENCE_NUMBER»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

«Company_code» «Sequence_number»

Code:

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 holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson **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 in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 10:00am WST on Monday 26 November 2018 at City of Perth Library Auditorium, Mezzanine Level, 573 Hay St, Perth, Western Australia and at any adjournment of that meeting.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though resolution 1 is connected directly or indirectly with a member of the Key Management Personnel which includes the Chair.

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	For	Against	Abstain*
1. ADOPTION OF REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. RE-ELECTION OF DIRECTOR - MR STEPHEN LOWE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. RATIFICATION OF PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. AMENDMENT TO CONSTITUTION	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. APPROVAL OF 10% PLACEMENT FACILITY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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:

Security Holder 2:

Security Holder 3:

Sole Director & Sole Company Secretary Director Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 10:00am WST on Saturday 24 November 2018.



My/Our contact details in case of enquiries are:

Name:

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Number:

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)

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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:

- a) 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
- b) 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.

